Corporate Governance Charter

Resilux NV

Version approved by the Board of Directors on 26 November 2019
CORPORATE GOVERNANCE CHARTER - RESILUX NV

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1. CORPORATE GOVERNANCE

1.1 The 2009 Belgian Code on Corporate Governance - Corporate Governance Principles

Resilux NV, which has been listed on the Brussels stock exchange (Euronext) since 3 October 1997, aims to comply with the nine principles stated in the 2009 Belgian Code on Corporate Governance (the 2009 Code) of 12 March 2009 for listed companies:

PRINCIPLE 1. THE COMPANY SHALL ADOPT A CLEAR GOVERNANCE STRUCTURE

PRINCIPLE 2. THE COMPANY SHALL HAVE AN EFFECTIVE AND EFFICIENT BOARD THAT MAKES DECISIONS BASED ON THE INTERESTS OF THE COMPANY

PRINCIPLE 3. ALL DIRECTORS SHALL DEMONSTRATE INTEGRITY AND COMMITMENT

PRINCIPLE 4. THE COMPANY SHALL HAVE A RIGOROUS AND TRANSPARENT PROCEDURE FOR THE NOMINATION AND EVALUATION OF THE BOARD AND ITS MEMBERS

PRINCIPLE 5. THE BOARD SHALL SET UP SPECIALISED COMMITTEES

PRINCIPLE 6. THE COMPANY SHALL DEFINE A CLEAR EXECUTIVE MANAGEMENT STRUCTURE

PRINCIPLE 7. THE COMPANY SHALL REMUNERATE DIRECTORS AND EXECUTIVE MANAGERS FAIRLY AND RESPONSIBLY

PRINCIPLE 8. THE COMPANY SHALL ENTER INTO A DIALOGUE WITH SHAREHOLDERS AND POTENTIAL SHAREHOLDERS BASED ON A MUTUAL UNDERSTANDING FOR EACH OTHER’S OBJECTIVES AND CONCERNS

PRINCIPLE 9. THE COMPANY SHALL ENSURE ADEQUATE DISCLOSURE OF ITS CORPORATE GOVERNANCE

1.2 Reference Code - “Comply or explain”

Resilux NV uses the 2009 Code as reference code in the context of article 96, §2, 1° Companies Code.

This 2009 Code is based on the “comply or explain” principle. If the company derogates from one or more provisions of the 2009 Code or has not fully complied with it, it explains the reasons for this - in light of the company’s own particular situation - in the Corporate Governance Statement to the Annual Financial Report (Listing Rule 9.4 of the 2009 Code) and the Statement on Corporate Governance in the Annual Report to the annual accounts.
(Article 96, § 2, 2° Companies Code), on the understanding that the “comply or explain” principle cannot be applied to elements of the 2009 Code that are regulated by law.

1.3 Corporate Governance Charter

The Board of Directors drew up and approved this Corporate Governance Charter on the basis of the 2009 Code. It focuses on the main aspects of its Corporate Governance policy such as its management structure, the internal regulations of the Board of Directors and the latter’s Committees.

This Corporate Governance Charter is supplemented by a number of appendixes which form an integral part of it:

- Appendix 1: Board of Directors - internal regulations
- Appendix 2: Policy on transactions and other contractual ties between the company (and its related companies) and its Directors or members of the Executive Committee not being subject to the conflict of interest principle
- Appendix 3: Dealing Code to prevent market abuse
- Appendix 4: Audit Commission - internal regulations
- Appendix 5: Remuneration and Nomination Committee - internal regulations
- Appendix 6: Executive Committee - internal regulations

The Board of Directors is responsible for the accuracy and comprehensiveness of the Corporate Governance Charter.

The Corporate Governance Charter will be updated in view of the developments regarding the Company’s policy on corporate governance and following amendments (as the case may be) of provisions of, and guidelines in relation to, the 2009 Code (in accordance with changing business circumstances and international financial market requirements).

The Corporate Governance Charter is available on the website at www.resilux.com and the date of the most recent update is also mentioned.

The 2009 Code and this Corporate Governance Charter are supplementary to the corporate governance provisions included in the Companies Code, Belgian and EU financial legislation and the Company’s Articles of Association. No provision from the 2009 Code or this Corporate Governance Charter may be interpreted or applied contrary to Belgian and EU legislation.

1.4 Corporate Governance Statement

The Company includes a specific Corporate Governance Statement in its Annual Financial Report which
- confirms that the 2009 Code is used as reference code;
contains more factual data on the corporate governance policy (such as, for example, explanations for possible derogations from the 2009 Code and the reasons for this, the remuneration report, a description of the most important properties of the internal audit and risk management systems, a description of the composition and operation of the Board of Directors and the latter’s Committees and a description of the composition of the members of the executive management,);

- reports all relevant corporate governance incidents that occurred during the year under review.

The Annual Financial Report is made available on the Company’s website (www.resilux.com).

1.5 Statement on Corporate Governance

In accordance with the Law of 6 April 2010 on the reinforcement of corporate governance in listed companies and autonomous state-owned enterprises and amending the rules on prohibitions to practice in the banking and financial sector (referred to as the Corporate Governance Law), the Annual Report to the annual statutory accounts will contain a “Statement on Corporate Governance”, of which the remuneration report is a specific section.

The content of this Statement on Corporate Governance is regulated in Article 96 § 2 and § 3 of the Companies Code.

The Statement on Corporate Governance is being presented in the Annual Report as part of the Corporate Governance Statement, taken into consideration the (partially) overlapping nature of the information to be provided in both Statements. In the Statement on Corporate Governance it is explicitly stipulated that it forms part of the Annual Report and is consequently subject to the control of the External Auditor.

The Annual Report on the annual statutory account (including the Statement on Corporate Governance) and the Annual Financial Report is made available on the Company's website (www.resilux.com).

2. GLOSSARY

In this Corporate Governance Charter, the following concepts will be understood to have the following meaning:

- **Charter** means this Corporate Governance Charter and all its appendixes;

- **Code, the 2009 Code or Reference Code** means the Belgian Corporate Governance Code for listed companies as this was published by the Corporate Governance Commission on 12 March 2009;

- **Corporate Governance Statement or CG Statement** means the specific part of the Annual Financial Report of the company in which factual information on the corporate governance policy, including all relevant corporate governance events occurred that year, is provided. The CG Statement contains a remuneration report (as is determined in further detail in the 2009 Code), which forms a specific part thereof. The CG Statement contains at least the information summarised in Appendix F, 9.3/1-2 of the 2009 Code;
- **Subsidiary** has the meaning ascribed thereto in Article 6 of the Companies Code;

- **Group** means the Company and companies over which the Company exercises (joint) control in the sense of Article 5 of the Companies Code;

- **Annual Financial Report** is the regulated information that falls within the scope of Article 12 §2 of the Royal Decree of 14 November 2007 on the obligations of issuers of financial instruments admitted to trading on a regulated market. The Annual Financial Report includes at least the audited annual accounts, the Annual Report, a statement by the issuing managers and the auditor’s signed report. The CG Statement also forms a separate part of the Annual Financial Report;

- **Annual Report** means the report accompanying the annual accounts which issuers under Belgian law must compile in accordance with the provisions of Article 96 of the Companies Code with regard to the annual report on the statutory financial statements; and in accordance with the provisions of Article 119 of the Companies Code with regard to the annual report on the consolidated statements. As of the 2010 financial year, the Annual Report includes a specific Statement on Corporate Governance including the information listed in Article 96 §§2 and 3 of the Companies Code;

- **Company** means the public limited liability company under Belgian law Resilux, which has its registered office in 9230 Weteren, Damstraat 4, with company number RPR Ghent, division Dendermonde VAT BE 0447.354.397;

- **Associated Company** has the meaning ascribed thereto in Article 11 of the Companies Code;

- **Statement on Corporate Governance** has the meaning ascribed thereto in Article 96 § 2 and § 3 of the Companies Code and, since the 2011 financial year, also contains a remuneration report which forms a specific part of it.

### 3. STRUCTURE AND ORGANISATION

#### 3.1 Legal Structure

The Company is a public limited liability company under Belgian law that has made a public appeal to the savings system. The Company’s shares are listed on Euronext Brussels.

The Company’s most recent coordinated Articles of Association are available on its website at [www.resilux.com](http://www.resilux.com).

#### 3.2 Group Structure

The Company has various Subsidiaries in Belgium and abroad.

The Group structure as per 29 November 2019 can be illustrated as follows:
3.3 Governance Structure

The Board of Directors is the Company’s highest collegial decision-making body. The Board of Directors has the power to perform all acts necessary to achieve or which facilitate achieving the Company’s objective, except those (acts) for which, according to the Law or the Articles of Association, only the General Meeting is authorised and the powers that the Board has transferred to the Managing Directors and to the Executive Committee. Each Director severally exercises the most extensive power of control over all of the Company’s actions.
The Board of Directors is organised with a view to effectively performing its tasks and the Company coordinates its management structure to accommodate its evolving needs.

The responsibilities, obligations, composition, powers and operation of the Board of Directors are set out in the internal regulations for the Board of Directors (see Appendix 1), in accordance with the Company’s Articles of Association.

The Board of Directors has established an Executive Committee. The composition, responsibilities, obligations, powers and operation of the Executive Committee are set out in the internal regulations for the Executive Committee (see Appendix 6).

In accordance with Articles 526bis and 526quater of the Companies Code, the Board of Directors has established an Audit Committee and a Remuneration and Nomination Committee. These committees have an advisory function. They assist the Board of Directors in specific matters that they monitor thoroughly and for which they formulate recommendations for the Board of Directors. The Board of Directors makes the final decisions.

The composition, powers and operation of the Audit Committee and Remuneration and Nomination Committee are set out in their respective internal regulations (see Appendixes 4 and 5). These committees report to the Board of Directors after every meeting.

The Board of Directors has delegated the Company’s daily and executive management to two Managing Directors, Fodec Management BV, represented by its permanent representative Peter De Cuyper, and Didec Management BV, represented by its permanent representative Dirk De Cuyper. Fodec Management BV and Didec Management BV are jointly the principal representatives for the executive management (Executive Committee).

3.4 Operational Organisation

The Group’s core activity is selling plastic (PET) packaging in the form of preforms, bottles, jars and containers in various weights, colours and shapes for numerous applications and for one-off or repeated use.

The preforms are blown out into bottles and are then filled with water, soft drinks, beer, milk, fruit juice, edible oil, ketchup, detergents, etc. The Group offers different types of specific applications (e.g. “multilayers”) for sensitive products requiring barrier treatment (for example beer).

The production of PET preforms and bottles are to a great extent automated. The Company’s headquarters, and production plant, is in Wetteren (East Flanders). In addition, production units were established or taken over in the following countries: Spain (1997), Russia (1999), Switzerland (2000 and 2017), Greece (2000), the United States (2000), Hungary (2002), Serbia (2017) and Romania (2019).

An extensive and widespread sales network has been developed from within the sales departments of the production units, partly in cooperation with agents, distributors and local contacts.
In order to diversify the activities of the Group, a PET recycling plant in Switzerland was acquired and integrated in a newly formed company called Poly Recycling AG, a 100% subsidiary of Resilux Schweiz AG.

4. SHAREHOLDERS

4.1 Shareholders and control structure

The identity of the main shareholders of the Company is described in this part of the Charter, accompanied by an explanation of their voting and special controlling rights and, when they act in mutual consultation, a description of the main elements of the current shareholder agreements and of their other direct and indirect ties with the Company.

a) Capital and Shares

The Company’s share capital amounts to EUR 3,600,429.00 represented by 2,007,360 shares without nominal value, each representing 1/2,007,360\(^{th}\) of the share capital.

All shares have been paid in full. Each share gives the right to one vote.

Shares are nominal or dematerialised.

A register of the nominal shares is kept at the Company’s registered office.

Dematerialised shares are represented by a booking to the account in the name of the owner or holder of the shares with an accredited account holder (financial institution) or with a liquidation institution (Euroclear Belgium).

The holder of dematerialised shares can, at his/her own expense, request that the shares be converted to nominal shares and vice versa.

b) Main Shareholders

In accordance with Article 14 of the Company’s Articles of Association, and for the purposes of applying Articles 6 to 13 of the Law of 2 May 2007 on disclosure of major holdings in issuers whose shares are admitted to trading on a regulated market and laying down miscellaneous provisions, the quota are set at 3%, 5% and multiples of 5%.

Based on the transparency notifications dated 4 April 2017 and 27 December 2018, received by the Company in application of the provisions of Article 6 of the Law of 2 May 2007 on the disclosure of major holdings, the notification received by the Company on 31 August 2018 in application of the provisions of Article 74§8 of the Law of April 1\(^{st}\), 2007 on Takeover Bids, and the new “denominator” published by the Company on 29 November 2019, it can be concluded that Tridec Stichting Administratiekantoor (STAK) owned 921,000 shares of the Company (45.88%), the De Cuyper family 81,812 shares (4.08%), and the companies NV Immo Tradec 58,534 shares (2.92%), NV Belfima Invest 33,340 shares (1.66%) and NV Tradidec 58,233 shares (2.90%).

Tridec STAK - a foundation under Dutch law that is represented by Alex De Cuyper, Peter De Cuyper and Dirk De Cuyper - the De Cuyper family and the companies NV Immo Tradec,
NV Belfima Invest and NV Tradidec act jointly in mutual consultation. They jointly own 1,152,919 of the Company’s shares. This amounts to 57.43% of the shares, and therefore control of the Company.

All the Company’s other shares (854,441) (42.57%) are in the hands of the public.

Situation on 29 November 2019

<table>
<thead>
<tr>
<th>Shareholder</th>
<th>Current Number of rights to vote/shares</th>
<th>% of Company issued securities</th>
</tr>
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<tbody>
<tr>
<td>Tridec STAK</td>
<td>921,000</td>
<td>45.88%</td>
</tr>
<tr>
<td>the De Cuyper family</td>
<td>81,812</td>
<td>4.08%</td>
</tr>
<tr>
<td>NV Immo Tradec</td>
<td>58,534</td>
<td>2.92%</td>
</tr>
<tr>
<td>NV Belfima Invest</td>
<td>33,340</td>
<td>1.66%</td>
</tr>
<tr>
<td>NV Tradidec</td>
<td>58,233</td>
<td>2.90%</td>
</tr>
<tr>
<td>Public</td>
<td>854,441</td>
<td>42.57%</td>
</tr>
<tr>
<td>Total</td>
<td>2,007,360</td>
<td>100%</td>
</tr>
<tr>
<td></td>
<td>(“denominator”)</td>
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</table>

c) Special Shareholders’ Rights

- Representation on the Board of Directors: Article 15 of the Company’s Articles of Association provides that four directors shall be appointed from among the candidates nominated by STAK Tridec, insofar that STAK Tridec, as well as all entities it directly or indirectly controls, holds at least, directly or indirectly, 35% of the shares of the Company at the time of the nomination of the candidate-directors and at the time of their appointment by the General Meeting. Didec Management BV, represented by its permanent representative Dirk De Cuyper, and Fodec Management BV, represented by its permanent representative Peter De Cuyper, represent STAK Tridec.

These controlling Shareholders are in a position to supervise from both inside and outside the Company, and bear the benefits and risks allied to such a strong position. Consequently, the controlling Shareholders must use their position judiciously and must respect the rights and interests of the minority shareholders.

- Article 29 of the Company’s Articles of Association provides that a special or extraordinary General Meeting must be convened whenever the Shareholders jointly representing 1/5th of the share capital request that this be done.

- Points on the Agenda of the General Meeting: Article 30 of the Company’s Articles of Association provides that one or more shareholders, who jointly hold at least 3% of the company’s registered capital, may have items to be discussed placed on the agenda of the general meeting and submit motions with regard to items to be discussed that are included or are to be included on the agenda. The shareholders will not be entitled
to do this if a second extraordinary general meeting is convened because the required quorum was not reached for the first extraordinary general meeting. Requests must comply with the requirements of Article 533ter of the Belgian Companies Code. The procedure to follow and the further follow up of the submitted requests is being described in Article 30 of the Company’s Articles of Association.

- Pre-emptive Right: Article 11 of the Articles of Association provides that if a capital increase is realised in a way other than by contribution in kind or merger, and without prejudice to a decision of the General Meeting or Board of Directors to the contrary, the new shares shall be offered in preference to the Shareholders in proportion to the share capital represented by their shares. The pre-emptive right may be exercised for a period of at least fifteen days starting from the day on which the subscription is opened.

d) Agreements between reference shareholders

Notifications in application of the Law of 2 May 2007 on the disclosure of major holdings and the Law of 1 April 2007 on Takeover Bids state that Tridec STAK, the De Cuyper family and the companies NV Immo Tradec, NV Belfima Invest and NV Tradidec jointly act in mutual consultation.

The Company has no knowledge of any written agreements between these reference shareholders.

e) Other direct and indirect ties between the company and the main Shareholders

Didec Management BV, represented by its permanent representative Dirk De Cuyper, and Fodec Management BV, represented by its permanent representative Peter De Cuyper, are members of the Company’s Board of Directors. Didec Management BV and Fodec Management BV were appointed Managing Directors.

Didec Management BV and Fodec Management BV are also members of the Executive Committee entrusted with the Company’s daily and executive management. They are the principal representatives of the executive management.

Alex De Cuyper was awarded Honorary-Chairmanship of the Board of Directors.

4.3 Dialogue with Shareholders

General

The Company ensures that all Shareholders are treated equally and it respects their rights.

The Company encourages controlling Shareholders to comply with the 2009 Code and to respect the rights and interests of the minority shareholders.

The Company develops a disclosure and communication policy with which it encourages and promotes effective dialogue with Shareholders and potential Shareholders based on mutual understanding of objectives and expectations.
Considering the singularity of the “comply or explain” principle, the Board of Directors aims to motivate institutional and other Shareholders to play an important part in carefully evaluating the Company’s corporate governance and, in this regard, attach importance to all relevant factors to which their attention is drawn.

The Board of Directors tries to ensure that Shareholders carefully consider the reasons put forward to derogate from the 2009 Code and encourages them to give a reasoned opinion in every case.

**General Meeting**

The Company encourages Shareholders to participate in General Meetings. The General Meeting is used to communicate with the Shareholders. Shareholders who cannot attend can vote in absentia by way of a written proxy.

The Chairman of the Board of Directors chairs the General Meeting and ensures that relevant questions are answered according to the following scheme. During the General Meeting, the Directors answer questions that the Shareholders ask about the annual report or about items on the agenda (to the extent that the communication of information or facts is not of such nature to be disadvantageous for the business interests of the company or for the confidentiality to which the Company or its directors are bound) and they have a dialogue with the Shareholders if the latter do not, while taking into account the size, complexity, individual character of the Company and the nature of the risks and challenges that it encounters, accept the reasons given for derogating from the 2009 Code.

At the General Meeting, the Chairman of the Remuneration and Nomination Committee clarifies the remuneration report as this is included in the Annual Report and answers any Shareholders’ questions on the Remuneration Committee’s work.

At the General Meeting, the Chairman of the Audit Committee answers any Shareholders’ questions on the Audit Committee’s work.

**Website**

The Company dedicates a specific part of its website to outlining the rights that the Shareholders’ have to participate in and vote at the General Meeting. This part also includes a time schedule for when periodic information will be provided and for the General Meeting and it makes the Articles of Association and the CG-charter available.

Before each General Meeting, all relevant information is made available via the website and all the necessary facilities are provided.

When convening the General Meeting, the Company provides sufficient explanation on the items on the agenda and on the resolutions to be proposed by the Board of Directors. In addition to the formalities imposed by the Companies Code in this regard, the Company uses its website to disclose all relevant information and documentation on how Shareholders can exercise their voting right.
In accordance with Article 546 of the Companies Code the Company publishes the voting results and minutes of the General Meeting of Shareholders on its website within 15 days after the meeting.

5. TRANSACTIONS BETWEEN THE COMPANY, ITS DIRECTORS AND EXECUTIVE MANAGEMENT

The Board of Directors has laid down policy rules regarding transactions and other contractual ties between the Company (including its Associated Companies) and its managers and/or members of the Executive Committee who do not fall under the conflict of interest regulation(s) provided for by the law.

These policy rules are attached as Appendix 2.

6. DEALING CODE TO PREVENT MARKET ABUSE

In order to prevent market abuse (insider dealing, unlawful disclosure of inside information and market manipulation), the board of directors has adopted a “Dealing Code to prevent market abuse” which has been attached hereto as Appendix 3. The Dealing Code describes, in addition to providing an overview of the most relevant legal prohibitive clauses on market abuse, among others the obligations applicable to persons in possession of inside information and the rules of conduct for directors, members of the executive management, employees, self-employed service providers and certain other persons in respect of transactions involving shares or other financial instruments of the Company.

In order to implement the Dealing Code and to monitor compliance therewith, the board of directors has appointed a Compliance Officer whose responsibilities have been set out in the Dealing Code.

The Board of Directors will take all required and useful measures to ensure that the applicable rules concerning market abuse are effectively applied.
7. MISCELLANEOUS

7.1 Acceptance by members of the Board of Directors

Anyone who is appointed as a member of the Board of Directors declares in writing when accepting the position that he/she agrees with the contents of this Charter and undertakes with regards to the Company to comply with the provisions of this Charter.

7.2 Amendments

The Board of Directors can occasionally amend this Charter without prior notification.

The Board of Directors can also decide to derogate from particular points of this Charter, with due regard for the applicable regulations and on the condition that this is reported in the CG Statement included in the Annual Financial Report and the Statement on Corporate Governance in the Annual Report.

7.3 Partial nullity

If one or more provisions of this Charter are or become null and void, this does not affect the validity of the remaining provisions.

Where applicable, the Board of Directors will replace the null and void provisions with the valid provisions for which, given the content and aim of this Charter, the consequences must correspond as much as possible with the null and void provisions.

7.4 Conflict with legal or statutory provisions

If there is a conflict between a provision of this Charter and a (more stringent) legal or statutory provision, the legal or statutory provision has preference.
APPENDIX 1    BOARD OF DIRECTORS - INTERNAL REGULATIONS

1. COMPOSITION

a) The composition of the Board of Directors must guarantee that decisions are made in the company’s interest. Such composition is determined based on diversity and coordinating skills, experience and knowledge.

b) In accordance with Article 15 of the Articles of Association, the Board of Directors has a minimum of 3 and a maximum of 7 members and, to the extent that it holds at least 35 percent of the Company’s shares, directly or indirectly, the STAK Tridec has the right to nominate four candidates to be appointed as directors.

The Board of Directors currently has seven members, consisting of two executive and five non-executive directors.

Three of the five non-executive directors are independent in the sense of Article 526ter of the Companies Code. The two executive directors were appointed on nomination by the STAK Tridec.

The members of the Company’s Board of Directors are:

- FVDH BEHEER BVBA, represented by its permanent representative Francis Vanderhoydonck, Chairman, non-executive director;
- Didec Management BV, represented by its permanent representative Dirk De Cuyper, Managing Director, executive director;
- Fodec Management BV, represented by its permanent representative Peter De Cuyper, Managing Director, executive director;
- Intal BVBA, represented by its permanent representative Johan Vanovenberghe, non-executive director, independent;
- Mitiska NV, represented by its permanent representative Luc Geuten, non-executive director, independent;
- Martine A.K. Snels, non-executive director, independent;
- Annelies Goos, non-executive director.

c) At least half of the members of the Board of Directors are non-executive directors.

A non-executive director is any member of the Board of Directors who does not perform any executive tasks in the Company.

Non-executive directors ensure that they have sufficient time to do what is expected of them, taking into account the number and importance of their various other commitments.

Non-executive directors may not consider more than five directors’ mandates in listed companies. Any changes to their other relevant commitments and new commitments outside the Company are reported to the Chairman of the Board of Directors at the appropriate time.
d) At least three directors are independent in the sense of Article 526ter of the Companies Code.

The decision to appoint the independent directors states the reasons for awarding the capacity of independent director.

When assessing the independence of a member of the Board, the Board of Directors takes into account the criteria provided in Article 526ter of the Companies Code, in Appendix A of the 2009 Code and in any other relevant legislation or regulations.

Each independent director who no longer meets the requirements of independence set out therein must immediately inform the Board of Directors accordingly.

e) A list of the members of the Board of Directors is published in the CG Statement and the Statement on Corporate Governance, stating who is independent and, if appropriate, with an explanation of the directors who no longer comply with the requirements for independence.

2. APPOINTMENT

a) Every time there is a new appointment to the Board of Directors, the skills, knowledge and experience already available on the Board of Directors and those which are required are evaluated, whereby, if necessary, particular criteria can apply to executive and non-executive directors. A description of the required role, skills, knowledge and experience (“profile”) is drawn up in light of such evaluation.

A director’s commitment and effectiveness is evaluated if he/she is to be reappointed.

b) The General Meeting appoints the members of the Board of Directors.

All proposals for appointment or reappointment as a director by the General Meeting - also those made by the Shareholders - are accompanied by a recommendation by the Board of Directors, which is based on the advice of the Nomination Committee, taking the needs of the Company into account and in accordance with the selection criteria drawn up by the Board of Directors and with the appointment procedure.

The proposal mentions the proposed term of the mandate (a maximum of four years) and is accompanied by relevant information on the candidate’s professional qualifications, together with a list of positions that he/she already holds. The Board of Directors states which candidates meet the independence criteria set out in Article 526ter of the Companies Code.

Without prejudice to the legal provisions on the matter, proposals for appointment are announced at least 30 days before the General Meeting, together with the other items on the agenda.

c) In accordance with Article 16 of the Articles of Association, the remaining directors have the right to provisionally fill the vacancy when a director’s position becomes vacant.
d) The members of the Board of Directors are always appointed for a maximum term of four years and are eligible for reappointment.

e) In application of Article 518bis of the Companies Code; and at the latest at the expiry of the term as foreseen by the law, the Company takes the necessary actions to have at least one 1/3 of the members of the Board of Directors of the opposite sex. In its Statement on Corporate Governance the Company gives, on a yearly basis, an overview of its efforts made to this regard (Article 96 §2, 6° Companies Code).

3. POWERS

3.1 Role of the Board of Directors

The Board of Directors is entrusted with managing the Company with a view to the latter’s long-term success by guaranteeing enterprising leadership and simultaneously by assessing and managing the Company’s risks, and it must guarantee efficient supervision and control.

The responsibility for managing the Company lies with the Board of Directors as a collegial body, in which both the executive and non-executive directors play a particular and complementary role.

The Board of Directors is accountable to the General Meeting in this regard.

3.2 The tasks of the Board of Directors

In light of the above, the Board of Directors has the following principal tasks:

3.2.1. Management and Supervision

a) The Board of Directors decides on the corporate strategy, its preparedness to take risks, its values and the main policies.

b) The Board of Directors ensures that the necessary leadership and financial and human resources are available to enable the Company to achieve its objectives.

c) The Board of Directors monitors and evaluates the Company’s performance as regards the strategy, aims, plans and budgets laid down.

d) The Board of Directors must approve the manner in which responsibilities are shared between the Chairman and the Managing Directors/principal representatives of the executive management as this has been clearly determined in writing (see 5.1 for further details).

e) The Board of Directors chooses the corporate executive management structure of the Company and determines the powers and obligations with which the executive management is entrusted. The Board of Directors, in close deliberation with Managing Directors/principal representatives of the executive management,
include the executive management’s powers, obligations, composition and operation in the internal regulations for the executive management.

More particularly, the Board has established an Executive Committee and the internal regulations that have been set out in detail in Appendix 6, which also forms an integral part of these internal regulations for the Board of Directors.

The Board of Directors annually evaluates the executive management performance.

The Board of Directors explains the operation and composition of the Executive Committee in the CG Statement and the Statement on Corporate Governance;

f) The Board of Directors establishes specialised committees to analyse particular matters and advise the Board on these. The Board of Directors, as a collegial body, makes the final decisions.

The Board of Directors pays particular attention to how each committee is composed. It ensures that each of the members of each committee has the particular knowledge and qualities available that are required for the committee’s optimal operation.

The Board of Directors determines each committee’s internal regulations, publishes these in the Charter and explains each committee’s operation and composition in the CG Statement and Statement on Corporate Governance.

The Board of Directors monitors and evaluates the efficiency, operation and performance of the committees.

In particular, the Board of Directors established an Audit Committee and a Remuneration and Nomination Committee, with their internal regulations being set out in detail in Appendixes 4 and 5.

3.2.2. Audit and Risk Management

a) The Board of Directors approves a framework of internal audit and risk management, drawn up by the Executive Committee, and evaluates the implementation of the framework, taking the Audit Committee’s evaluation into account.

b) The Board of Directors supervises the internal audit functioning, taking the Audit Committee’s evaluation into account.

c) The Board of Directors outlines the most important properties of the Company’s internal audit and risk management systems and publishes this in the CG Statement and the Statement on Corporate Governance.

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1 The Executive Committee does, however, have similar powers, but it is not a “legal management committee” as intended in Article 524bis of the Companies Code.
d) The Board of Directors makes a nomination proposal to the General Meeting for the appointment of a Company auditor and supervises the auditor’s performance, taking the Audit Committee’s evaluation into account.

3.2.3 Disclosure - Accountability - Shareholders

a) The Board of Directors guarantees the integrity and timely disclosure of the financial data of the Company (including the balance sheet and annual accounts) and other substantive financial and non-financial information, about which the Shareholders and potential Shareholders are informed.

b) The Board of Directors guarantees appropriate disclosure of its corporate governance.

c) The Board of Directors ensures that all information that the Company must publish in terms of legal provisions and regulations, the 2009 Code or this Charter, is put on and updated on the Company’s website in a separate space that is recognisable as such (www.resilux.com - see “Investor Relations” heading).

d) The Board of Directors takes due note of the remuneration reports (as a subsection of the CG Statement or Statement on Corporate Governance) as drawn up and presented by the Remuneration and Nomination Committee, and after it has agreed upon it, approves it.

The Board of Directors presents the approved remuneration report, which forms part of the Statement on Corporate Governance, to the Shareholders to be approved by separate vote (Article 554(3) of the Companies Code).

The Board of Directors informs the works council or, if there is none, the delegates of the employees in the committee for prevention and protection at work or, if there is none, the trade union delegation, of the remuneration report, which forms part of the Statement of Corporate Governance.

e) The Board of Directors is responsible for the corporate governance structure of the Company and compliance with the provisions of the Code 2009.

f) The Board of Directors ensures that obligations of the Company in respect of the Shareholders are met.

g) The Board of Directors is accountable to the Shareholders for meeting its responsibilities.

h) The Board of Directors encourages active dialogue with the Shareholders and potential Shareholders based on mutual understanding for objectives and expectations (see also Charter 4.2).

In performing its tasks, the Board of Directors acts in accordance with the interests of the Company.

Finally, the Board of Directors also monitors the Subsidiaries very closely.
4. OPERATION

4.1 Meetings

a) The Board of Directors meets often enough to be able to perform its tasks efficiently.

In principle, the Board of Directors meets pursuant to convocation by the Chairman as often as the interests of the Company require that this be done and if there is a request to this effect by two directors or a Managing Director.

In practice, the Board of Directors holds meetings at least four times a year.

In addition, informal meetings are also held to inform the members of the Board of Directors and to consult on the progress regarding particular dossiers.

The Managing Directors/principal representatives of the executive management and (other) executive director(s) furnish information to the Chairman of the Board of Directors very regularly, who, in turn, informs and consults with the other directors. In this way, all directors, also the non-executive directors, are closely involved in developing and controlling the Company’s policy.

The Board of Directors can hold meetings by way of telephone or video conference. In exceptional cases, when urgent necessity and the interests of the Company require it, the Directors can make decisions for the Board of Directors by unanimous written agreement.

The number of meetings of the Board of Directors and directors’ individual attendance percentage to these meetings is published in the CG Statement and the Statement on Corporate Governance.

b) Meetings of the Board of Directors are convened as provided for in the Company’s Articles of Association.

Except in urgent cases (the Chairman of the Board of Directors decides on this), the agenda for the meeting is sent to all members of the Board of Directors one week before the meeting. As much explanation and additional information as possible is provided for each item on the agenda at least three calendar days before the meeting.

c) The Chairman of the Board of Directors chairs the meetings of the Board of Directors.

If the Chairman is absent, the meeting is chaired by another member of the Board of Directors, who has been appointed to do so by a majority of the votes cast by the members of the Board of Directors attending or represented at the meeting.

d) A member of the Board of Directors can give a proxy to another director by letter, telegram, telex, fax, e-mail or in another form of writing, allowing the latter to represent him/her at the meeting of the Board of Directors.

The attendance quorum has been reached if at least half of the members of the Board of Directors are present or represented.
The Board of Directors makes decisions by a majority vote of the present or represented members. In the event of a tie, the Chairman of the Board of Directors has the deciding vote.

One individual or a group of directors on the Board of Directors may not dominate the decision-making process. No one may have an exaggerated power to make decisions.

e) The Secretary of the Board of Directors or another person designated by the Chairman to act as such draws up the minutes of the deliberation in a meeting of the Board of Directors.

The minutes summarise the discussion, specify the decisions made and make mention of any reservations made by the directors.

The Board of Directors approves the minutes (in the same or following meeting) and the directors in attendance sign them.

4.2 Corporate Secretary

The Board of Directors has appointed Arne Naert, Legal Counsel Resilux, as Corporate Secretary.

The position and tasks of the Corporate Secretary are outlined as follows:

a) the Corporate Secretary advises the Board of Directors on all management matters. Each director has individual access to the Corporate Secretary.

b) under the leadership of the Chairman of the Board of Directors, the Corporate Secretary ensures that there is a proper flow of information within the Board of Directors and its committees and between the Executive Committee and non-executive directors, facilitates the initial training and, where necessary, assists with professional development.

c) the Secretary of the Board of Directors assists the Chairman of the Board of Directors in organising meetings of the Board of Directors (preparation, reporting, information, draft of the minutes, etc.).

d) the Corporate Secretary ensures that the bodies of the Company conform to and comply with the law, Articles of Association, Charter and internal Company regulations.

e) under the leadership of the Chairman of the Board of Directors, the Corporate Secretary regularly reports to the Board of Directors on the manner in which procedures, rules and regulations of the Board of Directors are executed and respected.

f) if appropriate, the Corporate Secretary can delegate his/her tasks pursuant to the Charter or parts of it to a person acting in his/her stead, whom he/she has appointed in deliberation with the Chairman of the Board of Directors.
The Code of Conduct set out in point 8 of this Appendix also applies to the Corporate Secretary.

5. CHAIRMAN OF THE BOARD OF DIRECTORS

5.1 Position - Appointment

The Board of Directors appoints one of its non-executive members as Chairman of the Board of Directors on the grounds of his/her knowledge, skill, experience and ability to mediate.

The position of Chairman of the Board of Directors and the positions of the principal representatives of the executive management may not be held by one and the same person. The responsibilities to be shared by the Chairman and the principal representatives of the executive management are laid down clearly and in writing and approved by the Board of Directors.

In this case, this is explained by reading Article 4.1 a) and Title 5 of the internal regulations for the Board of Directors, on the one hand, in conjunction with Articles 3.1, 3.2 and 4.2 of the internal regulations for the Executive Committee, on the other.

If the Board of Directors considers nominating (one of) the previous principal representative(s) of the executive management as Chairman of the Board of Directors, the advantages and disadvantages of such a decision must be carefully weighed against one another and it must be stated in the CG Statement why this appointment is in the best interests of the Company.

The Board of Directors has appointed FVDH BEHEER BVBA, represented by its permanent representative Francis Vanderhoydonck, one of its non-executive members, as Chairman of the Board of Directors.

5.2 Chairman's role

The Chairman leads the Board of Directors and ensures that other particular responsibilities with which the Board of Directors may have entrusted him/her are performed.

The Chairman takes the measures necessary to create an atmosphere of trust within the Board of Directors, which contributes towards open discussions, constructive criticism and support for the decisions that the Board of Directors has made.

The Chairman stimulates actual interaction between the Board of Directors and the Executive Committee.

He/she maintains close relationships with the principal representatives of the executive management and provides support and advice, while still respecting the executive responsibility of the principal representatives of the executive management.
5.3 Chairman’s tasks

Within Board of Directors, the Chairman is responsible for the following matters:

a) drawing up the agenda for meetings of the Board of Directors, after having deliberated with the principal representatives of the executive management and - if appropriate - the (other) executive director(s);

b) supervising the proper conduct of procedures regarding the preparation, deliberation, approval of decisions and execution of decisions.

c) seeing to it that the directors receive timely, accurate and clear information before the meetings and, if necessary, in between meetings, whereby the Chairman ensures that all directors receive the same information, are able to knowledgeably contribute to the discussions at meetings of the Board of Directors and that there is adequate time to consider and discuss before making a decision;

d) chairing the meetings of the Board of Directors and thereby ensuring that the Board of Directors functions and makes decisions as a collegial body;

e) monitoring execution of the decisions made and determining whether it is necessary to hold further deliberations within the Board of Directors regarding such execution;

f) leading the procedure to appoint managers, in deliberation with the Appointment Committee and ensuring - before considering the candidate - that the Board of Directors has sufficient information on the candidate available, such as the CV, evaluation of the candidate as based on the first interview, a list of positions that the candidate already holds and any information that is required to evaluate the independence of the candidate;

g) ensuring that the new members of the Board of Directors are given proper initial training so that they can quickly contribute to the Board of Directors;

h) leading the different periodic evaluation procedures of the Board of Directors as a governing body, the committees of the Board of Directors and the interaction with the Executive Committee;

i) ensuring that the Board of Directors appoints members and the Chairmen of the Audit Committee and of the Remuneration and Appointment Committee;

j) being at the disposal of the directors, members of the Executive Committee and the head of the internal audit office to discuss matters concerning management of the Company;

k) leading the General Meeting and taking the necessary measures to ensure that each relevant question by the Shareholders is answered, to the extent that this would not cause the Company, its Shareholders or staff any serious harm.
6. PROFESSIONAL DEVELOPMENT

6.1 Training and professional development

a) Newly appointed directors receive appropriate initial training after they have become a member of the Board of Directors.

The aim of the initial training process is to advise the new directors on their rights and obligations as a director; it helps them to gain insight into the fundamental properties of the Company, including its strategy, values, management, business challenges, main policies, finances, as well as its risk and internal audit systems.

b) Each director is individually responsible for maintaining and developing the knowledge and skills of which he/she must have to be able to hold his/her position on the Board of Directors.

6.2 Request for advice

Each director could formulate a proposal to have an external expert do research on a certain matter or subject or gather independent professional advice on this at the Company’s expense.

The Board of Directors decides on the desirability of such assignments.

If the Board of Directors gives its approval, it determines the exact content and further stipulations of the assignment. The Board of Directors also indicates the external expert(s) to whom the assignment will be allocated.

6.3 Evaluation

a) With a view to continuous improving corporate management, the Board of Directors is responsible for periodically evaluating its own efficacy.

For this purpose and under the leadership of its Chairman, the Board of Directors makes an evaluation of its size, composition, operation, performance and interaction with the Executive Committee every two years.

This evaluation is aimed at four objectives:

- to evaluate the role of the Board of Directors;
- to check whether important subjects are thoroughly prepared and discussed;
- to evaluate each director’s actual contribution, attendance and constructive involvement in the discussions and decision-making processes; and
- to evaluate the current composition of the Board of Directors in light of the composition required.

b) Each director’s contribution is periodically evaluated to be able to adapt the composition of the Board of Directors.
c) On the basis of the results of the evaluation, the Board of Directors acts by distinguishing its strengths and tackling its weaknesses. Where appropriate, this means that new members are nominated for appointment, that there is a proposal not to reappoint current members or that measures regarded as facilitating efficient operation of the Board of Directors are taken.

d) The non-executive directors evaluate their interaction with the Executive Committee every year. For this purpose, they have a meeting at least once a year, which the principal representatives of the daily management and the (other) executive directors do not attend. If applicable, they make proposals to the Chairman of the Board of Directors to improve such interaction.

7. REMUNERATION

As regards directors’ remuneration, the Remuneration and Appointment Committee makes proposals to the Board of Directors on the remuneration policy and recommendations on individual remuneration.

The power to make decisions on directors’ individual remuneration lies with the Shareholders.

8. CODE OF CONDUCT

a) Each member of the Company’s Board of Directors is expected to hold his/her office of director in an honest, ethical and responsible manner.

In the first place, all directors bear the corporate interest in mind and base their decisions on independent judgement.

b) Each member of the Company’s Board of Directors is expected to be fully committed to meeting his/her responsibilities.

All directors ensure that they receive detailed and accurate information which they study thoroughly so that they adequately master the main aspects of the corporate activity. They request an explanation whenever they feel this is necessary.

c) Directors may use information that they have at their disposal in their capacity as director only within the context of their office and must carefully deal with the confidential information that they have received in their capacity as director.

Each member of the Board of Directors of the Company undertakes, both during his/her membership on the Board of Directors and thereafter, not to disclose to any person in any manner confidential data regarding the Company or companies in which it is an interested party, which data has come to the member’s knowledge within the context of performing his/her work for the Company and of which he/she knows, or should know, that this is confidential, unless he/she is obliged by law to communicate this.
A member of the Company’s Board of Directors is, however, permitted to disclose data as intended above to staff members or advisors of the Company and the companies in which the Company has an interest who, in light of their work, must be informed of the relevant information.

A member of the Company’s Board of Directors may not put the abovementioned information to use in any manner whatsoever for his/her own benefit.

d) Each member of the Company’s Board of Directors undertakes not to generate activities or perform acts that compete with the activities of the Company or its Subsidiaries, either directly or indirectly, for the entire course of his/her office in any capacity whatsoever.

In this regard, each member of the Company’s Board of Directors refrains from matters such as the following, among others:

- any attempt to encourage a staff member of the Company or its Subsidiaries to terminate his/her work for the Company or its Subsidiaries;

- any attempt to encourage a customer, supplier, agent, distributor or any other contracting party of the Company or its Subsidiaries to terminate his, her or its contractual relationship with the Company or its Subsidiaries, or to amend the terms and conditions (of such relationship) to the detriment of the Company or its Subsidiaries.

e) Each member of the Company’s Board of Directors complies with the policy on transactions and other contractual ties between the Company and its directors and executive management (see Appendix 2) and the rules on preventing market abuse (see Appendix 3).

9. CONCLUDING PROVISIONS

a) The Board of Directors can change these internal regulations at all times.

b) The composition of the Board of Directors is published on the Company’s website.

The internal regulations for the Board of Directors are also published on the Company’s website as a sub-section of this Charter.
APPENDIX 2

POLICY ON TRANSACTIONS AND OTHER CONTRACTUAL TIES BETWEEN THE COMPANY AND ITS DIRECTORS OR MEMBERS OF THE EXECUTIVE COMMITTEE

a) It is expected of all members of the Board of Directors and of the Executive Committee that they avoid actions, points of view or interests that are or create the impression that they are in conflict with the interests of the Company (including its Associated Companies).

b) All direct or indirect transactions between the Company (or an Associated Company) and the members of the Board of Directors or of the Executive Committee (or, in the case of a company, their permanent representatives) require approval by the Board of Directors. They can only be undertaken on customary market terms and conditions.

For example, the members of the Board of Directors and the Executive Committee are not permitted to conclude agreements with the Company (or an Associated Company), directly or indirectly, that are aimed at supplying goods or providing paid services (other than within the context of their office as director or in their management position), unless the Board of Directors has given its explicit approval.

c) When the members of the Board of Directors or of the Executive Committee (or, in the case of a company, their permanent representatives) are confronted with an interest which may conflict with an interest of a decision or transaction of the Company (or Associated Company), they must inform the Chairman of the Board of Directors of this as soon as possible.

Conflicting interests are understood to mean not only matters related to property law, but also interests regarding positions or politics, for example, or interests of a family nature (to the second degree).

If Article 523 of the Companies Code applies, the relevant director refrains from participating in the deliberations and voting.

If Article 523 of the Companies Code does not apply, the existence of a possible conflict of interests is included in the minutes (but not published) and it is appropriate that the director concerned abstains from the vote.

If there is any conflicting interest on the part of a member of the Executive Committee who is not a director, the existence of such possible conflicting interest is included in the minutes (but not published).

An explanation on applying this policy is published in the CG Statement².

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² This explanation is not included in the Statement on Corporate Governance.
APPENDIX 3 DEALING CODE TO PREVENT MARKET ABUSE

1. INTRODUCTION

This Dealing Code establishes the Company’s internal policy on preventing (i) insider dealing, (ii) unlawful disclosure of inside information and (iii) market manipulation (collectively: ‘Market Abuse’) by any Key Person with respect to the Company or its Financial Instruments.

This Dealing Code forms an integral part of the Company’s Corporate Governance Charter and has been aligned with applicable laws and regulations, in particular Regulation (EU) No 596/2014 of the European Parliament and the Council of 16 April 2014 on market abuse and the ensuing European regulations (collectively: ‘the Market Abuse Regulation’), the Belgian Act of 2 August 2002 on the supervision of the financial sector and financial services (‘the Act’) and the Corporate Governance Code 2009.

This Dealing Code contains the minimum standards that must be followed, in addition to the applicable laws and regulations.

Compliance with the rules set out below does not release anyone from their individual obligation to comply with all applicable regulations on Market Abuse, or from their individual criminal and civil responsibility and liability.

Non-compliance with this Dealing Code and/or the applicable regulations on Market Abuse may result in administrative and/or criminal sanctions, civil liability and disciplinary sanctions.

The Financial Services and Markets Authority (FSMA) is the competent authority in Belgium for supervising and enforcing the applicable rules on Market Abuse.

2. DEFINITIONS

Company

Resilux NV, a listed public limited company incorporated under Belgian law, with registered office at Damstraat 4, 9230 Wetteren, Belgium, registered in the Ghent Register of Legal Entities, Dendermonde division, under number 0447.34.397.

Resilux Group

The Company and each of its subsidiaries.

Financial Instrument

Financial Instrument means a financial instrument as defined in point (15) of Article 4(1) of Directive 2014/65/EU of 15 May 2014 on markets in financial instruments, which includes but is not limited to:
a) securities which are negotiable on the capital market, such as (i) shares, (ii) bonds and other debt instruments, and (iii) all other securities giving the right to acquire or sell any of the securities mentioned under (i) or (ii) (e.g. securities that are exercisable or convertible into shares (such as warrants, share options, call options, convertible bonds and exchangeable bonds);

b) options, futures, swaps, forwards and any other derivative contracts relating to securities.

**Person Discharging Managerial Responsibilities (‘PDMR’)**

A person who:

a) is a member of the administrative, management or supervisory body of the Company;

b) is a senior executive who is not a member of the bodies referred to in point (a), who has regular access to Inside Information relating directly or indirectly to the Company and the power to make managerial decisions affecting the future developments and business prospects of the Company.

**Person Closely Associated (‘PCA’), or any variant of that**

A PCA is a person closely associated with a PDMR based on at least one of the following circumstances:

a) a spouse of a PDMR, or a partner of this person considered equivalent to a spouse in accordance with national law;

b) dependant children of a PDMR, in accordance with national law;

c) other relatives of a PDMR who have shared the same household as the PDMR for at least one year on the date of the transaction concerned;

b) a legal person, trust or partnership whose managerial responsibilities are discharged by a PDMR or by a PCA referred to in point (a), (b) or (c), which is directly or indirectly controlled by such a person, which has been established for the benefit of such a person, or whose economic interests are substantially equivalent to those of such a person.

**Staff Member**

a) Any person who is employed under an employment contract by, or who works or performs tasks for Resilux Group in another way, irrespective of the period and which, for the avoidance of doubt, includes independent service providers (such as consultants or accountants);

b) Each member of a board of directors or executive management within Resilux Group.

3. **BASIC PRINCIPLES ON THE PROHIBITION ON MARKET MANIPULATION**

Nobody may manipulate or attempt to manipulate the market, including through these activities:

a) executing transactions, placing orders or engaging in any other behaviour which:

- gives, can give, or is likely to give, false or misleading signals as to the supply of, demand for, or price of, one or more Financial Instruments; or
- secures, or is likely to secure or keep the price of one or more Financial Instruments at an abnormal or artificial level,

unless the person who has executed the transactions, placed the orders or engaged in other behaviour has shown this has been done for legitimate reasons, and that the transactions, orders or behaviour conform with accepted market practices in the relevant market;

b) executing transactions, placing orders or engaging in any other activity or behaviour which affects, or is likely to affect, the price of one or more Financial Instruments, employing a fictitious device or any other form of deception or contrivance;

c) disseminating information or rumours through the media, the internet, or by any other means, which gives, can give, or is likely to give, false or misleading signals about Financial Instruments, where the person concerned knew, or ought to have known, that the information was false or misleading;

d) transmitting false or misleading information or providing false or misleading inputs in relation to a benchmark where the person who made the transmission or provided the input knew or ought to have known that it was false or misleading, or any other behaviour that manipulates the calculation of a benchmark.

4. BASIC PRINCIPLES ON THE MISUSE OF INSIDE INFORMATION

4.1 Persons in possession of Inside Information

The Market Abuse Regulation imposes several prohibitions on anyone who possesses Inside Information because this person:

a) is a member of the board of directors or executive management of the Company;
b) participates in the capital of the Company;
c) has access to the information (which is the subject of Inside Information) because of performing their work, profession or duties; or
d) participates in criminal activities.

These prohibitions also apply to anyone who possesses Inside Information under any other circumstances and knows or ought to know that it is Inside Information.

4.2 What is Inside Information?

For information to be considered Inside Information, four cumulative conditions must be met:

a) The information must be concrete.

Vague and imprecise rumours are therefore not considered Inside Information. However, it is important to know that the information does not need to refer to events that have occurred or that definitely will occur. Information about events or situations that reasonably can be expected to occur may also be sufficiently concrete, if the information
is specific enough to draw a conclusion about the possible impact of that event or situation on the price of the Company’s Financial Instruments or their derivatives.

In a process spread over time aimed at having a particular situation or event occur, or resulting in a particular situation or event, this future event, as well as the intermediate steps in that process relating to the creation or occurrence of that future situation or event, may be considered as accurate information in this respect, if this intermediate step as such meets the criteria for Inside Information.

b) **The information must relate, directly or indirectly, to the Company or to its Financial Instruments.**

This information may, for example, include but is not limited to the results of the Company, an imminent merger, increases or decreases in dividends, issues of financial instruments, the signature of (important) contracts, changes in management, strategic changes, important changes in the regulatory framework applicable to the Company, etc.

The FSMA does not wish to make a list of information that constitutes Inside Information. However, reference is made to a non-exhaustive list drawn up by the European supervisory authority, the European Securities and Markets Authority (ESMA) – formerly the Committee of European Securities Regulators (CESR) – as included in advice CESR/02-089d, which is attached for perusal as **Annex 1** to this Dealing Code: *Excerpt from advice CESR/02-089d, pages 12-14.*

c) **The information may not yet have been made public.**

In other words, the information should not yet have been generally disseminated to the investing public. Information is deemed to have lost its character of Inside Information only if it has actually been made public through the mass media, such as the written press or website.

d) **The information must be of such a nature that, if it were made public, the price of the Company’s Financial Instruments (or their derivatives) could be significantly affected.**

Information is considered likely to have a significant effect on the price of Financial Instruments or their derivatives when an **investor acting reasonably is likely to use this information to base part of their investment decisions on it.** Whether or not the price was also actually influenced by a subsequent announcement is irrelevant.

4.3 **The prohibitions can be summarised as follows:**

a) **Engaging or attempting to engage in Insider Dealing is prohibited**

Insider Dealing occurs when a person possesses Inside Information and uses that information to directly or indirectly acquire or dispose of Financial Instruments to which that information relates, either for their own account or for the account of a third party.
The use of Inside Information by cancelling or amending an order concerning a Financial Instrument to which the information relates where the order was placed before the person concerned possessed the Inside Information, is also considered Insider Dealing.

Everyone should also avoid placing themselves under suspicion of misusing Inside Information that they may be thought to possess (e.g. by executing a short-term transaction, depending on the circumstances).

If the person is a legal person, the prohibition on Insider Dealing also applies to the natural persons involved in the decision to acquire or dispose, or to cancel or amend an order, on behalf of that legal person.

b) **Recommending that another person engages in Insider Dealing or inducing another person to engage in Insider Dealing is prohibited**

This means that it is prohibited for a person in possession of Inside Information to recommend or induce a third party to acquire or dispose of Financial Instruments to which that Inside Information relates, or to cancel or amend an order for a Financial Instrument to which that Inside Information relates, based on that information.

The use of recommendations or inducements also amounts to Insider Dealing if the person using the recommendation or inducement knows or ought to know that it is based on Inside Information.

c) **Unlawfully disclosing Inside Information is prohibited**

Unlawful disclosure of Inside Information occurs when a person possesses Inside Information and communicates that information to another person.

As an exception to the above, disclosure of Inside Information is permitted if it occurs on a need-to-know basis because of the normal performance of the work, profession or duties of a person, but only if the person receiving the information (i) has a duty of confidentiality, whether based on law, regulation or an agreement, and (ii) has acknowledged and confirmed their obligations under applicable market abuse legislation with respect to this disclosed Inside Information.

For the purpose of prohibition b) above, the onward disclosure of recommendations or inducements also constitutes an unlawful disclosure of Inside Information if the person making the recommendation or inducement knew or ought to have known that it was based on Inside Information.

The above prohibitions apply regardless of whether the person in question gains any benefit from the prohibited transaction.
5. SPECIFIC CODE OF CONDUCT FOR KEY PERSONS

5.1 Scope ratione personae

The Dealing Code sets out below the policy of the Company and the (internal) rules of conduct and notification requirements for executing transactions in Financial Instruments of the Company. It imposes restrictions on executing such transactions and allows trading during certain periods only (‘Code of Conduct’).

This Code of Conduct forms an integral part of the Dealing Code and is expressly and specifically applicable to the following persons:
- PDMRs;
- PCAs;
- Staff members who have access to Inside Information;
- Anyone who has signed this Dealing Code;

(‘the Key Persons’).

Each PDMR must specifically:
(i) notify every PCA with him/her in writing of their responsibilities under this Dealing Code and the applicable Market Abuse regulations and retain a copy of such notification. The PDMR may use the Notification to PCAs Form, attached as Annex 2 to this Dealing Code, to inform every PCA with him/her of their responsibilities;
(ii) inform every PCA with him/her of all periods during which they cannot trade in the Company’s Financial Instruments;
(iii) do their best to monitor PCAs’ compliance with their responsibilities under this Dealing Code and the applicable Market Abuse regulations;
(iv) adopt all appropriate measures so no PCA with him/her would trade in the Company’s Financial Instruments when the PDMR himself/herself is not free to trade, as well as to monitor compliance by these persons. In this context, the PDMR refers to the need to consult with him/her before trading in the Company’s Financial Instruments. To this end, the PDMR will comply with any duty of confidentiality to which he/she is bound as a PDMR.

5.2 Compliance Officer

The Company’s Board of Directors appoints a Compliance Officer whose responsibilities include implementing the Dealing Code and monitoring compliance with it.

Arne Naert, Legal Counsel Resilux, has been appointed as Compliance Officer (e-mail: arne.naert@resilux.com – telephone: +32 9 365 74 74).

The Compliance Officer must ensure that all Key Persons:
(i) are informed of the existence and content of this Dealing Code (including any amendments) by sending them a copy of this Dealing Code;
(ii) confirm in a written certificate signed by them (Approval of Dealing Code Form, attached as Annex 3 to this Dealing Code) that they are aware of the applicable legal regulations and sanctions relating to Market Abuse, understand this Dealing Code and undertake to comply with it;
(iii) effectively comply with the Dealing Code.
The Compliance Officer keeps a register of:
(i) every notification received with a request for admission to trading;
(ii) every admission that has been granted or refused; and
(iii) every notice of trading that has taken place.

The Compliance Officer provides the Key Person with written confirmation of:
(i) every notification received with a request for admission to trading;
(ii) every granted or refused admission; and
(iii) every notice of trading that has taken place.

The Compliance Officer is tasked with drawing up lists of persons with access to Inside Information as further described in section 5.6 a) of this Dealing Code.

Each Key Person acknowledges that the Compliance Officer is entitled to examine all relevant transactions that are or will be executed by him/her, or on his/her behalf, under this Dealing Code.

Each Key Person must provide the Compliance Officer with all information that he/she requests under this Dealing Code.

5.3 Prohibition of transactions during Closed Periods and Restricted Periods

Key Persons may not execute transactions – for their own account or for the account, directly or indirectly, of a third party – relating to the Company’s Financial Instruments during the following periods:

a) any period beginning on the last day of the relevant financial period (31 December and 30 June) and ending at the end of the first trading day following the announcement of the Company’s annual or half-yearly financial results (the ‘Closed Periods’).

b) the Compliance Officer and/or one or more principal representatives of the executive management and/or the Board of Directors may also occasionally announce restricted periods, based on Inside Information known to them, but whose disclosure has been postponed in accordance with the applicable regulations (‘Restricted Period’ or ‘Prohibited Period’). Such an occasional Restricted Period starts when the Inside Information becomes known to them and lasts until the time of the public announcement or when the information concerned no longer constitutes Inside Information.

c) at any other time when the Compliance Officer has reason to believe that the proposed trading is contrary to this Dealing Code.

The Compliance Officer will give notice of the Closed Periods.

For reasons of confidentiality, Restricted Periods should not necessarily be publicly announced by the Compliance Officer or communicated within the Company. A Key Person who is informed of the existence of Restricted Periods may not disclose this to third parties, except as set out below.
Key Persons must inform the persons professionally entering into or executing transactions on their behalf and all other persons executing transactions on their behalf (including if discretion is exercised in any case) of the Closed Periods and Prohibited Periods and instruct them not to trade during such periods. This obligation does not apply to transactions by managers of a collective investment undertaking operating with full discretion.

Insofar as this is not contrary to the Market Abuse Regulation or this Dealing Code, and always subject to compliance with the applicable regulations, the Compliance Officer may, in exceptional cases and following a reasoned written request to this effect by the Key Person, still allow the Key Person to trade for their own account or for the account of a third party during a Closed/Prohibited Period:

a) based on the characteristics of the trading involved, for transactions made under or in relation to employee share schemes, savings schemes, the qualification or entitlement of shares, or activities where there is no change in the interest in the relevant Financial Instruments;

b) due to the presence of exceptional circumstances, such as severe financial difficulties, justifying the immediate sale of shares. In the written request, the Key Person must describe the proposed transaction and explain why the sale of shares is the only reasonable way to obtain the necessary financing.

For the avoidance of doubt, the notification requirements set out in Sections 5.4 and 5.5 also apply if any transactions are permitted during Closed Periods and Prohibited Periods.

5.4 Prior notice of the intended transaction and Clearance to Deal

a) Prior notification of the intended transaction

Key Persons may not execute transactions relating to shares or debt instruments of the Company, derivatives or other linked financial instruments without notifying the Compliance Officer of the intended transaction at least three trading days prior to the transaction by submitting a completed and signed Dealing Notification Form, as attached as Annex 4 to this Dealing Code, in which the Key Person must also confirm that he/she is not in possession of any Inside Information.

A Compliance Officer who wishes to trade in shares or debt instruments of the Company, derivatives or other linked financial instruments must notify (one of) the Managing Director(s) in writing at least three business days prior to the transaction.

Transactions undertaken by persons professionally entering into or executing transactions on behalf of a Key Person, or by another person on their behalf, including where discretion is exercised, are also subject to the notification requirements set out in this Section 5.4 a). However, transactions executed by managers of a collective investment undertaking operating with full discretion do not need to be reported.

In view of the notification requirements set out in this Dealing Code, Key Persons must therefore inform the persons acting in their name or on their behalf of the obligation to inform them of any transactions that will be executed in their name or on their behalf.
b) Clearance to Deal

On receipt of the notification by the Key Person, the Compliance Officer may formulate a negative opinion on the intended transaction.

The Compliance Officer will always formulate a negative opinion if the Key Person wishes to trade in financial instruments of the Company during a Closed Period or Restricted Period (except in the exceptional circumstances as described under 5.3 above).

To avoid unnecessary disclosure of Inside Information by any reasoning of the negative opinion, a Compliance Officer’s negative opinion must not be motivated.

Any silence by the Compliance Officer about the transaction for more than two trading days will be considered a negative opinion.

If the Compliance Officer gives a negative opinion, the Key Person must consider this opinion to be an explicit rejection of the transaction by the Company.

However, if the Compliance Officer does not formulate a negative opinion (particularly if the Compliance Officer does not formulate an opinion or gives approval), this in no way releases the Key Person from his/her obligation to comply with all applicable legislation and the provisions of this Dealing Code.

The actual trading falls under the sole responsibility of the Key Person who has applied for admission.

5.5 Compliance with notification requirements

a) Notification requirements towards the Compliance Officer

Once the transaction has been processed, the Key Person must inform the Compliance Officer (or, where applicable, one of the Managing Directors) of this in writing no later than the first business day after the transaction, specifying the nature of the transaction (acquisition, disposal, etc.), date of the transaction, the number of Financial Instruments traded, and the price at which they were traded. Supporting documents relating to the transaction (order confirmation) must also be submitted.

Transactions undertaken by persons professionally entering into or executing transactions on behalf of a Key Person, or by another person on their behalf, including where discretion is exercised, are also subject to the notification requirements set out in this Section 5.5 a). However, transactions executed by managers of a collective investment undertaking operating with full discretion do not need to be reported.

In view of the notification requirements set out in this Dealing Code, the Key Persons must therefore inform the persons acting in their name or on their behalf of the obligation to inform them of any transactions that will be executed in their name or on their behalf.

b) Notification of transactions to the Company and the FSMA
If the Key Person is a PDMR or, as the case may be, a PCA with him/her, the PDMR/PCA must notify the Company and the FSMA within three business days of the execution of a transaction for their own account in shares or debt instruments of the Company or with derivatives or other linked financial instruments relating to the Company.

However, by way of derogation, the notification may be postponed as long as the total amount of transactions executed during the current calendar year remains below the threshold of five thousand euros.

If this threshold is exceeded, all transactions executed up to that point must be reported within three business days of the last transaction being executed.

The total amount of the transactions is the sum of all transactions executed by those subject to the notification requirement for their own account. The transactions executed by a PDMR and the transactions executed by each PCA with him/her should not be added together.

Transactions undertaken by persons professionally entering into or executing transactions on behalf of a PDMR/PCA, or by another person on their behalf, including where discretion is exercised, are also subject to the notification requirements set out in this Section 5.5 b). However, transactions executed by managers of a collective investment undertaking operating with full discretion do not need to be reported.

In view of the notification obligations set out in this Dealing Code, the PDMR/PCA must therefore inform the persons acting in their name or on their behalf of the obligation to inform them of any transactions that will be executed in their name or on their behalf.

Notifications to the FSMA must be made through the ‘eMT’ application for online notifications, which can be accessed via:

- Dutch: https://portal-fimis.fsma.be/nl/Account/HomePublic
- French: https://portal-fimis.fsma.be/fr/Account/HomePublic

Notifiable transactions include (but are not limited to) the following:

a) acquisition, disposal, short sale, subscription or exchange;
b) acceptance or exercise of a stock option, including stock options granted to managers or employees as part of their remuneration, and the disposal of shares resulting from the exercise of a stock option;
c) acquisition, disposal or exercise of rights, including put and call options and warrants;
d) subscription to a capital increase or issue of a debt instrument;
e) gifts and donations made or received and inheritances received;
f) provision or lending of financial instruments as collateral.

The FSMA publishes the notification on its website as soon as possible. The Company indicates on its website where these notifications can be consulted.

The FSMA accepts that the notification is made by a person authorised by the party subject to the notification requirement. For example, this may be the Company’s Compliance Officer or the financial intermediary of the party subject to the notification requirement.
Provided that the Company’s Compliance Officer is informed of the actual transaction at least two business days before the expiry of the period to notify the FSMA and receives the necessary supporting documents, the Compliance Officer will assume the notification obligation at the PDMR/PCA’s request.

However, the party subject to the notification requirement always remains personally responsible for fulfilling that obligation.

c) Notification requirement concerning an infringement of this Dealing Code

Any Key Person who has infringed this Dealing Code or who has knowledge of any infringement of this Dealing Code by another Key Person, must immediately inform the Compliance Officer (or (one of) the Managing Director(s) if the infringement involves the Compliance Officer).

d) Notification requirement concerning major holdings

The Key Persons undertake to comply with Article 14 of the Company’s articles of association, under which any natural or legal person must, in accordance with the provisions, terms and conditions of the Belgian Act of 2 May 2007 and the Royal Decree of 14 February 2008 on the disclosure of major holdings (‘the Transparency Legislation’), notify the Company and the FSMA of the number and percentage of existing voting rights held directly or indirectly in the Company, if the number of voting rights exceeds or falls below 3%, 5% and multiples of 5% of the total existing voting rights, under the provisions laid down by the Transparency Legislation (‘Notification of Major Holding’).

For Notifications of Major Holdings, the FSMA recommends the use of the TR-1 BE interactive form, based on the standard European form and adapted to Belgian regulations.

The form consists of two parts: part I, which must be submitted to both the FSMA and the Company, and part II, which is intended solely for the FSMA.

Chapter 3 of the FSMA_2011_08 Practical Guide can be regarded as a manual for the use of the form.

The form must be sent to the FSMA electronically, via the e-mail address trp.fin@fsma.be (link sends e-mail). The unsigned version is submitted in .xlsm format. A signed version is submitted in .pdf format.

5.6 Preventive measures

a) Lists of persons with access to Inside Information

The Compliance Officer is tasked with drawing up a list of all Staff Members who have access to Inside Information (‘Insider List’).

The Compliance Officer will also draw up a list of all PDMRs and each PCA with them (‘PDMR/PCA List’).
In the context of a specific project, the Compliance Officer must draw up a partial list of Key Persons who possess information that is the subject of Inside Information because of the specific project (‘Project Insider List’).

In drawing up the lists, the Compliance Officer uses the standard forms provided by the FSMA.

All Staff Members, project-related Key Persons, PDMRs and each PCA with them must cooperate fully with the Compliance Officer in drawing up and updating these lists. In particular, they must immediately inform the Compliance Officer of any change to the information included with regard to their person.

The Compliance Officer must update these lists without delay if there is a change in the reason why a person is included on a list or if a person needs to be added or removed from a list.

Each Staff Member, project-related Key Person, PDMR and PCA with him/her whose name is added to a list must be immediately and personally informed of this fact.

The Company must provide the lists to the FSMA as soon as possible on request.

The Company must keep the lists for at least five years after they have been drawn up or updated.

b) Restrictions on speculative trading

The Company believes that speculative trading by Key Persons in its Financial Instruments may encourage unlawful conduct, or at least the appearance of such conduct.

These actions relating to the Company’s Financial Instruments are therefore discouraged:

- any short-term or speculative trading in the Company’s Financial Instruments. Short-term trading occurs when the Company’s Financial Instruments are purchased and sold within a maximum period of six months. Financial Instruments acquired under share-based incentive schemes are excluded;
- any trading in Company options (with the exception of staff options) and/or short selling of Company shares (i.e. any transaction in a Company share that the selling Key Person does not own at the time he/she enters into the contract of sale).

c) Guidelines for maintaining the confidentiality of Inside Information

Each Key Person is bound by a duty of discretion and must keep Inside Information strictly confidential, disclosing it only to third parties in the normal exercise of his/her position, profession or work.

Each Key Person in possession of Inside Information must take reasonable measures to preserve the confidentiality of that Inside Information by (i) limiting access to places, documents and systems and not publicly speaking about the Inside Information (in lifts, restaurants, on trains, etc.), (ii) exercising caution when communicating information to third
parties, and (iii) under no circumstances recommending to other persons on the basis of Inside Information whether or not to trade in the Company’s Financial Instruments.

To this end, see *Guidelines for maintaining the confidentiality of Inside Information*, as attached as Annex 5 to this Dealing Code.

The above guidelines and references are not exhaustive.

6. **EMPLOYEE INCENTIVE PLANS**

The provisions of this Dealing Code apply to transactions under employee incentive plans, subject to the provisions set out in this Dealing Code and the applicable legislation on Market Abuse. By way of example, reference may be made to Sections 5.3, 5.5 b) and 5.6 b) of this Dealing Code.

7. **SANCTIONS**

Infringements or attempts to infringe the prohibitions described in this Dealing Code may lead to both administrative proceedings and criminal prosecution and, in certain cases, to disqualification from a profession, the publication of a correction, a temporary ban on trading for one’s own account, civil liability and disciplinary sanctions.

7.1 **Administrative sanctions**

The FSMA may impose administrative fines of up to EUR 5,000,000 for natural persons and up to EUR 15,000,000 or 15% of the total annual turnover of legal persons, whichever is higher. If the infringement has produced profit for the offender or allowed the avoidance of loss, this fine may amount to three times the amount of such profit or loss.

In addition, the FSMA may order any natural or legal person who has published or disseminated false or misleading information to publish a correction.

7.2 **Criminal sanctions**

If the prohibitions on Market Abuse are infringed, criminal prosecutions may also be brought against persons who knew or reasonably ought to have known that the information in their possession was Inside Information and intentionally used this Inside Information.

Any attempt to commit one of the prohibited acts is also prohibited and will be punished as if the prohibited act itself had been committed.

Misuse of Inside Information is punishable by imprisonment for three months to four years and a fine of EUR 400 to EUR 80,000.

Unlawful disclosure of Inside Information is punishable by imprisonment of three months to two years and a fine of EUR 400 to EUR 80,000. Moreover, the offender may in all cases be ordered to pay a sum corresponding to a maximum of three times the amount of the financial advantage derived directly or indirectly from the infringement, notwithstanding the order to remedy the damage in accordance with the law of general application.
7.3 Disqualification from a profession

A person convicted of misusing Inside Information or Market Manipulation may also be disqualified from exercising certain mandates, professions or positions (such as the positions of director, supervisory director or company manager).

7.4 Prohibition on trading for own account

Infringements by a natural person of the prohibitions described above may lead to a temporary ban on trading for his/her own account.

7.5 Civil law sanctions

An infringement of the provisions of this Dealing Code or the applicable rules on Market Abuse may cause damage to the Company, for which it reserves the right to claim compensation before the competent courts.

7.6 Disciplinary sanctions

Notwithstanding other legal remedies available under applicable law, any infringement of the provisions of Market Abuse legislation and of the provisions of this Dealing Code may constitute grounds for terminating employment for urgent cause or for terminating management, consultant or other agreements for well-founded cause.

8. INDIVIDUAL RESPONSIBILITY

This Dealing Code does not relieve anyone of his/her responsibility and liability (criminal, civil, administrative or otherwise). The Company, the Compliance Officer, or any other person affiliated with the Company, cannot be held liable for any acts or omissions, whether or not with due observance of or based on these Dealing Code or any decision or advice taken to implement it.

9. DURATION

Notwithstanding compliance with applicable laws and regulations, the Key Persons are bound by this Dealing Code until three months after they have ended their position in the Company.

10. AMENDMENTS

The Board of Directors of the Company reserves the right to amend the provisions of this Dealing Code.
11. PROCESSING OF PERSONAL DATA AND DATA SUBJECTS’ RIGHTS

11.1 Scope and purpose

In connection with and for handling this Dealing Code, personal data are processed in accordance with the provisions of this Dealing Code. Personal data may be processed for the purpose of dealing with the notifications and requests received, including the following purposes:

i. compliance with laws and regulations;
ii. internal and external audits;
iii. compliance with applicable data protection legislation;
iv. disciplinary procedures;
v. external judicial, administrative or civil proceedings.

11.2 Specification of data processing

Submitting, dealing with and examining notifications and requests under this Dealing Code involves processing personal data of the data subjects. The Company is the controller for processing the personal data exchanged within the context of this internal procedure.

All processing of personal data under the agreement must be in accordance with all applicable Data Protection Legislation ((A) (i) until 24 May 2018, Directive 95/46/EC of the European Parliament and of the Council of 24 October 1995 on the protection of individuals with regard to the processing of personal data and on the free movement of such data, and its transposition into the relevant national legislation, and (ii) from 25 May 2018, EU Regulation 2016/679 of the European Parliament and of the Council of 27 April 2016 on the protection of natural persons with regard to the processing of personal data and on the free movement of such data, and repealing Directive 95/46/EC (‘GDPR’), and (B) with other laws arising from this Directive or Regulation (A and B are jointly referred to as ‘EU Data Protection Legislation’).

The processing of personal data concerns personal data of current and former employees and persons associated with them and includes the following personal data:

i. identity details;
ii. contact details such as address, e-mail address and telephone number(s) etc.;
iii. position and job description;
iv. details of employment contract or position within the Company;
v. information relating to the shareholding of the Company;
vi. as the case may be, the content of and action taken on the notification or request made and any related or relevant personal data of the data subject (including financial data, where applicable);
vii. any other category of personal data included in the notification/request or the examination of it.

The legal basis for processing personal data within the context of this internal procedure is the Company’s legal obligation to take measures under the Market Abuse Regulation and the ensuing laws and regulations to prevent the prohibited acts described in that Regulation.

The Company may transfer personal data to external advisers, competent authorities and supervisors.
11.3 Disclosure

The Company will not transfer any personal data to a third party, unless (1) the data subject expressly consents to this, (2) required to process the notification/requests made and/or within the context of procedures arising from the notifications/requests received, (3) required by the Company’s supervisors to monitor the effect of this procedure and comply with the Market Abuse Regulation or (4) required by law.

11.4 Removal of personal data - rights

The Company must remove or anonymise these personal data on its systems (except for any back-up archives) after the end of the second calendar year following the full and final processing of the notification or request made (including all actual and potential proceedings that it has caused or may cause), or, if this is later, after the end of any statutory retention obligations relating to these personal data.

Persons whose data are processed under this Dealing Code are entitled to access their personal data. They may have their personal data rectified, request the erasure of their personal data, or have their processing restricted.
They may also object to the processing of their personal data on compelling legitimate grounds.

Exercising these rights may be subject to conditions. However, these rights do not imply a right of access to personal data of other persons.

Persons whose data are processed as part of reporting an irregularity may also lodge a complaint with the supervisory authority (in Belgium: the Data Protection Authority (commission@privacycommission.be)).

Annex 1 Excerpt from advice CESR/02-089d, pages 12-14
Annex 2 Notification to PCAs Form
Annex 3 Approval of Dealing Code Form
Annex 4 Dealing Notification Form
Annex 5 Guidelines for maintaining the confidentiality of Inside Information
This is a non-exhaustive and indicative list of examples, which constitutes a starting point to the assessment of whether information is inside information. However, the evaluation in concrete cases, of whether the threshold to "inside information" has been crossed depends considerably on the specific circumstances in each single case. For this reason, this list should not be envisaged as comprehensive and therefore it should not become a legal rule.

Information, which directly concerns the issuer:

- Changes in control and control agreements;
- Changes in management and supervisory boards;
- Changes in auditors or any other information related to the auditors activity;
- Operations involving the capital or the issue of debt securities or warrants to buy or subscribe securities;
- Decisions to increase or decrease the share capital;
- Mergers, splits and spin-off;
- Purchase or disposal of equity interests or other major assets or branches of corporate activity;
- Restructurings or reorganisations that have an effect on the issuer’s assets and liabilities, financial position or profits and losses;
- Decisions concerning buy-back programs or transactions in other listed financial instruments;
- Changes in the class rights of the issuer’s own listed shares;
- Filing of petitions in bankruptcy or the issuing of orders for bankruptcy proceedings;
- Significant legal disputes;
- Revocation or cancellation of credit lines by one or more banks;
- Dissolution or verification of a cause of dissolution;
- Relevant changes in the assets’ value:
- Insolvency of relevant debtors;
- Reduction of real properties’ values;
- Physical destruction of uninsured goods;
- New licenses, patents, registered trademarks;
- Decrease or increase in value of financial instruments in portfolio;
- Decrease in value of patents or rights or intangible assets due to market innovation;
- Receiving acquisition’s bids for relevant assets;
- Innovative products or processes;
- Serious product liability or environmental damages cases;
- Changes in expected earnings or losses;
- Relevant orders received from customers, their cancellation or important changes;
- Withdrawal from or entering into new core business areas;
- Relevant changes in the investment policy of the issuer;
- Ex-dividend date, dividend payment date and amount of the dividend; changes in dividends policy payments;

The following list comprehends examples, which would usually only concern the issuer indirectly. These examples are also an indicative and non-exhaustive list [...].
- Data and statistics published by public institutions disseminating statistics;
- The coming publication of rating agencies’ reports, research, recommendations or suggestions concerning the value of listed financial instruments;
- Central bank decisions concerning interest rate;
- Government’s decision concerning taxation, industry regulation, debt management, etc.
- Decisions concerning changes in the governance rules of market indices, and especially as regards their composition;
- Regulated and unregulated markets’ decisions concerning rules governing the markets;
- Competition and market authorities’ decisions concerning listed companies;
- Relevant orders by government bodies, regional or local authorities or other public organizations;
- Relevant orders to trade financial instruments;
- A change in trading mode (e.g., information relating to knowledge that an issuer’s financial instruments will be traded in another market segment: e.g. change from continuous trading to auction trading); a change of market maker or dealing conditions.’
Annex 2: Notification to PCAs Form

To: __________________________________________[person who is closely associated with PDMR]

I, _________________________________________ [name of PDMR] (the ‘Notifying PDMR’),

in my capacity as a ‘person discharging managerial responsibility’ or ‘PDMR’ within Resilux NV (‘the Company’) or any of its subsidiaries under Regulation (EU) No. 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse (‘the Market Abuse Regulation’), and under the Company’s Dealing Code (‘the Dealing Code’),

hereby notify you, __________________________________________ [name of the person closely associated with the PDMR] (‘the Recipient’) of the following:

☐ As a result of your relationship or affinity with me, you are regarded as a ‘person closely associated’ or ‘PCA’ for the purpose of the Market Abuse Regulation and the Dealing Code;

☐ As a PCA, you are subject to the relevant provisions of the Market Abuse Regulation and the Dealing Code (as appended);

☐ In particular, you are subject to the obligations set out in Article 19 of the Market Abuse Regulation (as further elaborated in the Dealing Code) in relation to your transactions involving shares or debt instruments of the Company, derivatives or other linked financial instruments;

☐ The Company will draw up a list of all ‘PDMRs’ and all ‘PCAs’ (including yourself); and

☐ You are subject to the applicable legislation on Market Abuse (including the Market Abuse Regulation) which, among other things, sets out the administrative and criminal sanctions if such legislation is infringed.

Signed by the Notifying PDMR

Signature: ______________________
Name: ______________________
Position: ______________________
Date: ______________________

Enclosed: Copy of the Dealing Code.

Signed for receipt by the Recipient

Signature: ______________________
Name: ______________________
Position: ______________________
Date: ______________________
Annex 3: Approval of Company’s Dealing Code Form

To: Compliance Officer of Resilux NV

The terms used in this Approval of the Company’s Dealing Code Form have the meaning given to them in the Dealing Code of Resilux NV (‘the Company’).

I confirm that:

☐ I have received a copy of the Dealing Code;

☐ I have read and understood all the provisions of the Dealing Code and undertake to comply with all the provisions of the Dealing Code at all times;

☐ I am aware of the fact that besides the Dealing Code, I am subject to the applicable legislation on Market Abuse (including the Market Abuse Regulation) which, among other things, sets out the administrative and criminal sanctions if such legislation is infringed;

☐ I am aware of the legal and regulatory duties applicable to persons with access to Inside Information, as well as the sanctions applicable to Insider Dealing, recommending or inducing a person to engage in Insider Dealing, and the unlawful disclosure of Inside Information;

☐ I consent to my personal data being disclosed to the FSMA if it requests those data;

☐ I am aware that I am a Key Person within the meaning of the Dealing Code;

☐ I hereby authorise the Compliance Officer and the Finance Manager Resilux Group of the Company, acting individually, to complete the ‘eMT’ application for online notifications and do everything necessary in that respect;

☐ I will communicate the identity of each PCA with me within the meaning of the Dealing Code and Market Abuse Regulation to the Compliance Officer as soon as possible and I undertake to communicate any changes to such list to the Compliance Officer as soon as possible;

☐ I have informed each PCA with me within the meaning of the Dealing Code and Market Abuse Regulation in writing of their responsibilities under the Dealing Code and Market Abuse Regulation, or will do so as soon as possible. I will retain a copy of such notifications and do my best to monitor that each PCA with me is complying with their responsibilities under the Dealing Code and Market Abuse Regulation;
☐ I have informed the persons acting in my name or on my behalf of their responsibilities under the Dealing Code, or will do so as soon as possible.

Signature: ______________________
Name: ______________________
Position: ______________________
Date: ______________________
Annex 4: Dealing Notification Form

I hereby notify Resilux NV (‘the Company’) that:

☐ I deal

O for myself
O for (specify other natural or legal person): ______________________

(Please tick the appropriate option)

☐ I intend to:

O purchase
O accept
O sell
O exercise
O exercise and immediately sell
O (describe other transaction): ______________________

______________________ (number) (if the number is not known, please provide a maximum number for instance, “maximum 100 shares” or “maximum EUR 1000 worth of shares”)
O share(s)
O subscription right(s)
O share option(s)/warrant(s)
O (describe other financial instrument): ______________________

(Please tick the appropriate option)

☐ I am not in possession of any Inside Information as defined in the Company’s Dealing Code and/or the relevant legislation.

Signature: ______________________

Name: ______________________

Position: ______________________

Date: ______________________
Annex 5: Guidelines for maintaining the confidentiality of Inside Information

A few guidelines that every Key Person must consider with a view to maintaining the confidentiality of Inside Information are set out below:

- refrain from all comment on the Company if external research is being done (e.g. by analysts, brokers, the press, etc.) and refer these persons immediately to the Chairperson of the Board of Directors or principal representatives of the executive management;

- use code names for sensitive projects;

- use passwords on the computer system to restrict access to documents containing privileged information;

- restrict access to areas where privileged information can be found or where privileged information is being discussed;

- store privileged information safely and never leave it unattended;

- do not discuss confidential information in public places (e.g. lifts, hallways and restaurants);

- mark sensitive documents as ‘confidential’ and use sealed envelopes marked as ‘confidential’;

- minimize copying of sensitive documents as much as possible;

- keep and regularly update a list of persons who have access to confidential information and limit access to particularly sensitive information to those who need to be aware of it;

- alert employees who come into contact with privileged information to the confidential nature of the information and the need to keep it confidential;

The above guidelines are not exhaustive. All other appropriate measures must also be taken in specific circumstances. In case of doubt, the Key Person must contact the Compliance Officer.
APPENDIX 4 AUDIT COMMITTEE - INTERNAL REGULATIONS

1. INTRODUCTION

The Audit Committee is regulated by Article 526bis of the Companies Code, the following Internal Regulations, and by the relevant parts of the Company’s Articles of Association.

2. COMPOSITION

a) The Chairman and members of the Audit Committee are appointed by the Board of Directors, which can dismiss them at any point in time.

b) The Audit Committee consists of at least three members.

All members of the Audit Committee are non-executive managers.

At least the majority of the Audit Committee’s members consists of independent managers.

The Audit Committee currently has four members:

- Intal BVBA, represented by its permanent representative Johan Vanovenberghe, non-executive director, independent;
- Mitiska NV, represented by its permanent representative Luc Geuten, non-executive director, independent;
- Martine A.K. Snels, non-executive director, independent;
- Annelies Goos, non-executive director.

c) One of the members of the Audit Committee chairs it.

The Chairman of the Board of Directors does not chair the Audit Committee. The Chairman of the Board of Directors does, however, have a standing invitation to take part in the Audit Committee meetings.

d) The term of office of a member of the Audit Committee cannot exceed his/her term as member of the Board of Directors.

e) Arne Naert, Legal Counsel Resilux, acts as Secretary of the Audit Committee.

If appropriate, the Secretary of the Audit Committee can delegate his/her tasks pursuant to these internal regulations or parts of them to a person acting in his/her stead, whom he/she has appointed in deliberation with the Chairman of the Audit Committee.

f) A list of the members of the Audit Committee is published in the CG Statement and the Statement on Corporate Governance, if appropriate with explanation on the capacity, experience, skills or expertise required for one or more of its members.
3. **POWERS**

3.1 **The Audit Committee’s Role**

The Audit Committee assists the Board of Directors in fulfilling its supervisory and monitoring task with a view to controlling in the broadest sense of the word. The Audit Committee has the power and obligation to use the necessary means to do so.

The Audit Committee makes recommendations to the Board of Directors. However, only the Board of Directors has decision-making powers.

The Audit Committee reports to the Board of Directors and is accountable to the Board of Directors on exercising its powers and performing its obligations.

3.2 **The Audit Committee’s tasks**

Without prejudice to the legal assignments of the Board of Directors, the Audit Committee has at least the following tasks (Article 526bis §4(a-e) of the Companies Code):

- a) to monitor the financial reporting process;
- b) to monitor the effectiveness of the Company’s internal audit and risk management systems;
- c) if there is internal auditing, to monitor the internal auditing and its effectiveness;
- d) to monitor the legal auditing of the annual accounts and consolidated annual accounts, which includes monitoring the questions and recommendations formulated by the auditor responsible for the control of the consolidated annual accounts;
- e) to evaluate and monitor the independence of the auditor responsible for the control of the consolidated annual accounts with particular attention being paid to providing additional services to the Company.

The Board of Directors determines any additional tasks for the Audit Committee.

a) **Financial reporting procedure**

- Evaluation and approval of the (consolidated) annual figures and biannual figures before they are published;
- Supervision of the accuracy, comprehensiveness and consistency of the internal and external financial reporting;
- Evaluation of the consistent application of accounting principles and changes to them;
- Discussion with management and the auditor on important issues regarding financial reporting.

b) **Internal audit and risk management**

- At least annually monitoring the effectiveness of the internal audit and risk management systems of the Company and its associated companies, instituted by the executive management and approved by the Board of Directors, which aims to ensure that the main risks are efficiently identified, managed and published;
- Inspecting the statements regarding the internal audit and risk management which are included in the CG Statement and Statement on Corporate Governance;
- Monitoring and evaluating procedures according to which staff members can express their concerns in confidence on any irregularities regarding financial reporting or other affairs. If necessary, arrangements will be made for an independent investigation and an appropriate monitoring of these affairs.

c) Internal auditing

- Establishing an independent internal auditing position that has the means and know-how at its disposal, which are adjusted to the nature, size and complexity of the Company, and if the Company does not have an internal auditing position, at least annually evaluating the necessity for this;
- Inspecting the work schedule of such internal auditing, taking the complementary role between the internal and external audit position into account. It receives the internal auditing reports or a periodic summary of these reports;
- Evaluating the effectiveness of internal auditing, accompanied by recommendations regarding the budget for internal auditing and selecting / (re)appointing the internal auditor;
- Inspecting management’s monitoring of the findings and recommendations made during the internal audit.

d) External auditing

- Recommendations by the Board of Directors on selecting the auditor for (re)appointment and the terms and conditions for his/her appointment;

The Audit Committee’s proposal to appoint/reappoint the auditor is put on the agenda of the General Meeting.

The Audit Committee does research into the issues leading to the external auditor’s resignation and makes recommendations on all actions required in this regard.

- Taking due note and discussing the auditor’s work schedule, all issues arising from the audit and the auditor’s report;
- Evaluating the effectiveness of the external audit;
- Inspecting management’s monitoring of the findings and recommendations made by the auditor.

e) Auditor’s independence

To evaluate and monitor the independence of the external auditor with particular attention being paid to providing additional services to the Company.

The Audit Committee presents a policy plan to the Board of Directors, stating additional services that:
- are excluded;
- are allowed after the Audit Committee has evaluated them; and
- are allowed without referring them to the Audit Committee, with due regard to the particular requirements laid down by the Companies Code.

4. **OPERATION**

4.1 **Meetings**

a) The Audit Committee holds meetings as often as this is necessary for the proper functioning of the Audit Committee, which is at least four times a year.

The meetings are scheduled in advance every year, when possible, and take place before a meeting of the Board of Directors, if possible.

The Audit Committee in any event holds meetings before the external communication of the Company’s annual and biannual figures.

b) In principle, the meetings of the Audit Committee are convened by the Secretary of the Audit Committee, in deliberation with the Chairman of the Audit Committee.

However, any member of the Audit Committee can convene a meeting of the Audit Committee.

If all members are present, the Audit Committee can deliberate validly and it is not necessary to give any reasons for convening the meeting.

Except in urgent cases (the Chairman of the Audit Committee decides on this), the agenda for the meeting is sent to all members of the Audit Committee one week before the meeting. As much explanation and additional information as possible is provided for each item on the agenda at least three calendar days before the meeting.

c) The attendance quorum is reached if at least half of the members of the Audit Committee are present.

In case of an urgent situation, and with the permission of the Chairman, a meeting can take place by telephone or video conference.

d) The Audit Committee makes decisions by a majority vote of the members. In the event of a tie, the Chairman of the Audit Committee has the deciding vote.

e) The Audit Committee holds a meeting with the auditor and internal auditor at least twice a year to deliberate with them on matters regarding its internal regulations, all matters emanating from the audit - and, in particular, the important weak points of the internal audit - and any matters that belong to the Audit Committee’s powers.

The auditor and internal auditor have direct and unrestricted access to the Chairman the Board of Directors and the Chairman of the Audit Committee. They can also personally request the Chairman of the Audit Committee to attend an Audit Committee meeting.

f) The Audit Committee can, if it so chooses, invite non-members to attend its meetings.
In particular, the Audit Committee can invite the principal representatives of the executive management and other members of the Executive Committee, the auditor, the internal auditor and, where appropriate, any other manager of the Company and its external legal or financial advisors to attend a meeting.

The Audit Committee can also speak to every relevant person without a member of management being present.

g) An activity report of the meetings of the Audit Committee, including the number of meetings of the Audit Committee and the individual attendance rate of each of its members is published in the CG Statement and the Statement on Corporate Governance.

4.2 Reporting to the Board of Directors and Shareholders

a) The Secretary of the Audit Committee, or another person whom the Chairman of the meeting has appointed as such, draws up the minutes of each meeting of the Audit Committee, which are signed by the members of the Audit Committee present at the meeting.

All members of the Board of Directors receive a copy of the Audit Committee’s minutes.

In principle, a report on the Audit Committee’s meeting and on the performance of its tasks is made to the following meeting of the Board of Directors, and in any event at least when the Board of Directors draws up the annual accounts, consolidated annual accounts and, where appropriate, the abridged financial summaries drawn up for publication (Article 526bis § 4 (2) of the Companies Code).

b) The Audit Committee informs the Board of Directors on all matters regarding which the Audit Committee is of the opinion that something must be undertaken or that it is recommended that there be an improvement. Where appropriate, the Audit Committee makes recommendations regarding the steps to be taken.

c) During the Company’s Annual General Meeting, the Chairman of the Audit Committee (or, if the Chairman is absent, another member of the Audit Committee) answers any questions the Shareholders may have regarding the Audit Committee’s work.

5. TRAINING AND PROFESSIONAL DEVELOPMENT

5.1 Training and professional development

a) The members of the Audit Committee have at their disposal sufficient relevant expertise, especially regarding accounting, auditing and financial matters, to effectively hold their position.

At least one independent member is experienced in the field of accounting and auditing.
Accountability of the independence and expertise in the field of accounting and auditing of at least one member of the Audit Committee is included in the annual accounts (Article 96, §1, 9° of the Companies Code.).

The Chairman of the Audit Committee ensures that the members have all the information and necessary support available to perform their tasks properly in accordance with these internal regulations.

b) The Chairman of the Board of Directors ensures that every director who becomes a member of the Audit Committee receives suitable initial training. Such training entails setting out the particular role and tasks of the Audit Committee, its internal regulations, a summary of the organisation of the Company’s internal audit and risk management systems, and all other information related to the Audit Committee’s particular role. More specifically, every new member must be fully informed of the particular operational, financial, accounting and auditing properties of the Company. A meeting with the auditor and the Company’s relevant staff also forms part of the initial training.

c) Every member of the Audit Committee must refine his/her skills and knowledge on the Company to be able to fulfil his/her role.

5.2 Request for advice

After the Chairman of the Board of Directors has been informed of this, the Audit Committee has the opportunity to seek advice from (an) external advisor(s) on subjects and matters falling within its competence, at the Company’s expense.

5.3 Evaluations

a) The Audit Committee biennially tests and evaluates the sufficiency of its internal regulations and its own effectiveness, reports on this to the Board of Directors and, if necessary, proposes that changes be made to it.

b) Under the leadership of its Chairman, the Board of Directors biennially evaluates the size, composition, presence of particular capacity or competence requirements and the performance of the Audit Committee.

This evaluation process must be aimed at four objectives:
- to evaluate how the Audit Committee works;
- to check whether important subjects are thoroughly prepared and discussed;
- evaluate the actual contribution of every member of the Audit Committee, his/her attendance at the Audit Committee meetings and his/her constructive involvement in the discussions and decision-making processes; and
- bringing the current composition of the Audit Committee in line with the desired composition.
6. CONCLUDING PROVISIONS

a) The Board of Directors can change these internal regulations at all times and revoke the powers that have been allocated to the Audit Committee.

b) The composition of the Audit Committee is published on the Company’s website.

The internal regulations for the Audit Committee are also published on the Company’s website as a sub-section of this Charter.
APPENDIX 5

REMUNERATION AND NOMINATION COMMITTEE - INTERNAL REGULATIONS

The Remuneration and Nomination Committee is regulated by Article 526 quater of the Companies Code, the following Internal Regulations and the Company’s Articles of Association, where relevant.

1. COMPOSITION

a) The Chairman and members of the Remuneration and Nomination Committee are appointed by the Board of Directors, which can dismiss them at any point in time.

b) The Remuneration and Nomination Committee consists of at least three members.

All members of the Remuneration and Nomination Committee are non-executive directors (Article 526 quater §2 (1) of the Companies Code).

At least the majority of the members of the Remuneration and Nomination Committee are independent directors (Article 526 quater §2 (2) of the Companies Code).

The Remuneration and Nomination Committee currently has four members:

- FVDH BEHEER BVBA, represented by its permanent representative Francis Vanderhoydonck, non-executive director;
- Intal BVBA, represented by its permanent representative Johan Vanovenbergh, non-executive director, independent;
- Mitiska NV, represented by its permanent representative Luc Geuten, non-executive director, independent;
- Martine A.K. Snels, non-executive director, independent.

c) In principle, the Remuneration and Nomination Committee is chaired by the Chairman of the Board of Directors.

If the Chairman of the Board of Directors is absent or when the Remuneration and Nomination Committee deals with the reappointment, dismissal or successor of the Chairman of the Board of Directors, the chairmanship is held by another non-executive director who is a member of the Remuneration and Nomination Committee (Article 526 quater §3 of the Companies Code.).

d) The term of office of a member of the Remuneration and Nomination Committee cannot exceed his/her term as member of the Board of Directors.

e) Arne Naert, Legal Counsel Resilux, acts as Secretary of the Remuneration and Nomination Committee. If appropriate, the Secretary of the Remuneration and Nomination Committee can delegate his/her tasks pursuant to these internal regulations or parts of them to a person acting in his/her stead, whom he/she has appointed in deliberation with the Chairman of the Remuneration and Nomination Committee.
f) A list of the members of the Remuneration and Nomination Committee is published in the CG Statement and the Statement on Corporate Governance, if appropriate with explanation on the capacity, experience, skills or expertise required for one or more of its members.

2. POWERS

2.1 Remuneration and Nomination Committee’s Role

The Remuneration and Nomination Committee makes proposals and recommendations to the Board of Directors regarding the appointment and remuneration policy, individual remuneration and appointment of directors, principal representatives of the executive management (in this case, Managing Directors) and the other members of the Executive Committee.

If necessary, the Board of Directors makes proposals to the Shareholders in these matters. The decision-making power on the appointment and individual remuneration for directors - and, where appropriate the approval or rejection of certain severance payments for principal representatives of the executive management and the other members of the Executive Committee or of certain variable payments to independent directors\(^3\) - lies with the Shareholders.

2.2 Remuneration tasks

The Remuneration and Nomination Committee has the following tasks regarding remuneration (including Article 526 quarter and Article 96 §3 of the Companies Code):

a) Drawing up proposals to the Board of Directors regarding the remuneration policy for directors, for the principal representatives of the executive management and the other members of the Executive Committee and evaluating the resulting proposals that the Board of Directors must present to the Shareholders.

b) Formulating proposals to the Board of Directors regarding the individual remuneration for the directors, the principal representatives of the executive management and other members of the Executive Committee, including variable remuneration, long-term performance incentives, whether or not they are related to shares, in the form of share options or financial instruments and severance payments, where appropriate, and regarding the resulting proposals that the Board of Directors must present to the shareholders;

c) Preparing the remuneration report that is being incorporated by the Board of Directors into the Statement on Corporate Governance, respectively Corporate Governance Statement, in accordance with their corporate governance, respectively with their legal requirements.

\(^3\) Article 554 of the Companies Code.
d) Explanation of the remuneration report during the annual general meeting of shareholders.

e) Advising the Board of Directors on concluding contracts to appoint the principal representatives of the executive management and other members of the Executive Committee and/or, where appropriate, granting severance pay that exceeds 12 months base and variable remuneration (limited to maximum 18 months base and variable remuneration);

f) The Remuneration and Nomination Committee draws up the draft remuneration reports, which must form part of the CG Statement, respectively of the Statement on Corporate Governance, in accordance with their corporate governance, respectively with their legal requirements.

2.3 Appointment tasks

The Remuneration and Nomination Committee has the following tasks when appointing directors, principal representatives of the executive management (in this case, Managing Directors) and the other members of the Executive Committee:

a) Developing appointment procedures for members of the Board of Directors, principal representatives of the executive management and other members of the Executive Committee.

The Remuneration and Nomination Committee ensures that the (re)appointment process of the members of the Board of Directors, the principal representatives of the executive management and other members of the Executive Committee runs objectively and professionally;

b) Drawing up selection criteria for directors, whereby particular rules can apply for executive and non-executive directors, if necessary;

c) Formulating recommendations and proposals regarding the appointment/reappointment of candidate directors, principal representatives of the executive management and other members of the Executive Committee to the Board of Directors which, in its turn and if necessary, makes proposals to the Shareholders;

d) Analysing all aspects regarding successors for directors, the principal representatives of the executive management and other members of the Executive Committee;

e) Considering and advising on proposals (including from the management or the Shareholders) regarding the appointment and dismissal of members of the Board of Directors, principal representatives of the executive management and other members of the Executive Committee;

f) Advising the principal representatives of the executive management on the proposal that they have submitted regarding the appointment and dismissal of members of the Board of Directors, principal representatives of the executive management and other members of the Executive Committee, and especially when it discusses issues related to executive directors or the Executive Committee.
3. OPERATION

3.1 Meetings

a) The Remuneration and Nomination Committee holds meetings as often as this is necessary for the proper functioning of the Committee (including when changes are required in the composition of the Board of Directors, for example, by means of (re)appointment), and holds meetings at least twice a year (Article 526 quater §2 of the Companies Code).

The meetings are scheduled in advance every year, when possible, and take place before a meeting of the Board of Directors, if possible.

b) In principle, the meetings of the Remuneration and Nomination Committee are convened by the Secretary of the Remuneration and Nomination Committee, in deliberation with the Chairman of the Remuneration and Nomination Committee.

Every member of the Remuneration and Nomination Committee can, however, convene a meeting of the Remuneration and Nomination Committee.

If all members are present, the Remuneration and Nomination Committee can deliberate validly and it is not necessary to give any reasons for convening the meeting.

Except in urgent cases (the Chairman of the Remuneration and Nomination Committee decides on this), the agenda for the meeting is sent to all members of the Remuneration and Nomination Committee one week before the meeting.

As much explanation and additional information as possible is provided for each item on the agenda at least three calendar days before the meeting. Matters that are too delicate to be put in writing are discussed in detail during the meeting of the Remuneration and Nomination Committee.

c) The attendance quorum is reached if at least half of the members of the Remuneration and Nomination Committee are present.

In case of an urgent situation, and with the permission of the Chairman, a meeting can take place by telephone or video conference.

d) The Remuneration and Nomination Committee makes decisions by a majority vote of the members. In the event of a tie, the Chairman of the Remuneration and Nomination Committee has the deciding vote.

e) The Remuneration and Nomination Committee can, if it so chooses, invite non-members to attend its meetings.

The principal representatives of the executive management (in this case, the Managing Directors) participate in the meeting of the Remuneration and Nomination Committee
with an advisory vote when it deals with the remuneration or appointment of the other members of the Executive Committee (Article 526 quater §7 of the Companies Code).

No one participates in the meeting of the Remuneration and Nomination Committee when his/her remuneration or appointment is discussed, nor is one involved in any decision regarding his/her own remuneration or appointment.

f) An activity report of the meetings of the Remuneration and Nomination Committee, including the number of meetings of the Remuneration and Nomination Committee and the individual attendance rate of each of its members is published in the CG Statement and in the Statement on Corporate Governance.

3.2 Reporting to the Board of Directors and Shareholders

a) The Secretary of the Remuneration and Nomination Committee, or another person whom the Chairman of the meeting has appointed as such, draws up the minutes of each meeting of the Remuneration and Nomination Committee, which are signed by the members of the Remuneration and Nomination Committee present at the meeting.

All members of the Board of Directors receive a copy of the Remuneration and Nomination Committee’s minutes.

In principle, a report on the Remuneration and Nomination Committee’s meeting and on the performance of its tasks is made to the following meeting of the Board of Directors (Article 526 quater §6 of the Companies Code).

b) The Remuneration and Nomination Committee informs the Board of Directors of all important developments in the areas falling under its responsibility.

c) The Remuneration and Nomination Committee explains the remuneration report that forms part of the Statement on Corporate Governance at the annual General Meeting of Shareholders (Article 526 quater §5 of the Companies Code.).

During the Company’s Annual General Meeting, the Chairman of the Remuneration and Nomination Committee (or, if the Chairman is absent, another member of the Remuneration and Nomination Committee) answers any questions the Shareholders may have regarding the Remuneration and Nomination Committee’s work.
4. TRAINING AND PROFESSIONAL DEVELOPMENT

4.1 Training and professional development

a) The Remuneration and Nomination Committee must have the necessary expertise regarding remuneration policy available (Article 526 526 quater §2, (2) of the Companies Code)\(^4\).

b) Members of the Remuneration and Nomination Committee have at their disposal sufficient relevant qualities to effectively hold their positions.

The Chairman of the Remuneration and Nomination Committee ensures that the members have all the information and necessary support available to perform their tasks properly in accordance with these internal regulations.

c) The Chairman of the Board of Directors ensures that every director who becomes a member of the Remuneration and Nomination Committee receives suitable initial training. Such training entails setting out the particular role and tasks of the Remuneration and Nomination Committee and all other information related to the Remuneration and Nomination Committee’s particular role.

d) Every member of the Remuneration and Nomination Committee must refine his/her skills and knowledge on the Company to be able to fulfil his/her role.

4.2 Request for advice

After the Chairman of the Board of Directors has been informed of this, the Remuneration and Nomination Committee has the opportunity to seek advice from (an) external advisor(s) on subjects and matters falling within its competence, at the Company’s expense.

4.3 Evaluations

a) The Remuneration and Nomination Committee biennially tests and evaluates the sufficiency of these internal regulations and its own effectiveness, reports on this to the Board of Directors and, if necessary, proposes that changes be made to it.

b) Under the leadership of its Chairman, the Board of Directors biennially evaluates the size, composition, presence of sufficient experience (including regarding the remuneration policy) and the performance of the Remuneration and Nomination Committee.

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\(^4\) To achieve this, at least one and the same member must have attained a university degree and have at least 3 years’ experience in personnel management or in the field of remuneration of directors and corporate executive members, in accordance with the preparatory work on this legal provision. According to the doctrine, it can hereby be accepted that this requirement is met when one member of the Remuneration Committee has been a Managing Director for at least three years or who has a master’s degree in personnel or general management. Moreover, it is remarkable that the legal provision requires the Remuneration Committee to have the necessary expertise regarding remuneration policy available, whereas the preparatory work indicates that (only) one member must meet this requirement. In addition, the latter is in line with the approach that the law has regarding the required expertise of one member (always an independent director) of the Audit Committee.
This evaluation process must be aimed at four objectives:
- evaluate how the Remuneration and Nomination Committee works;
- to check whether important subjects are thoroughly prepared and discussed;
- evaluate the actual contribution of every member of the Remuneration and Nomination Committee, his/her attendance at the Remuneration and Nomination Committee meetings and his/her constructive involvement in the discussions and decision-making processes; and
- bringing the current composition of the Remuneration and Nomination Committee in line with the desired composition.

5. CONCLUDING PROVISIONS

a) The Board of Directors can change these internal regulations at all times and revoke the powers that have been allocated to the Remuneration and Nomination Committee.

b) The composition of the Remuneration and Nomination Committee is published on the Company’s website.

The internal regulations for the Remuneration and Nomination Committee are also published on the Company’s website as a sub-section of this Charter.
APPENDIX 6  EXECUTIVE MANAGEMENT (EXECUTIVE COMMITTEE) - INTERNAL REGULATIONS

1. INTRODUCTION

The Board of Directors decides on the structure of the corporate executive management and determines the powers and obligations with which the executive management is entrusted.

2. COMPOSITION

a) The Company’s executive management is formed by the Executive Committee, which consists of multiple persons, whether or not they are directors.

All executive directors are members of the Executive Committee.

The Board of Directors appoints and can dismiss the members of the Executive Committee at all times. The Board of Directors appoints them based on recommendations made by the Remuneration and Appointment Committee.

Unless there is a provision to the contrary, the members of the Executive Committee are appointed for an indefinite term. The term of office of a member of the Executive Committee cannot exceed his/her term as member of the Board of Directors.

When composing the Executive Committee, the necessary diversity and complementarity regarding skills and knowledge are taken into account.

b) The Company’s Executive Committee currently has four members, two executive directors (on the one hand) and two non-directors (on the other hand).

The members of the Company’s Executive Committee are:

- Didec Management BV, represented by its permanent representative Dirk De Cuyper, Managing Director
- Fodec Management BV, represented by its permanent representative Peter De Cuyper, Managing Director
- Marcel van de Sande, Chief Operations Officer Resilux Group;
- Peter Mommerency, Finance Manager Resilux Group.

c) The Managing Directors Didec Management BV and Fodec Management BV are the principal representatives of the executive management.

The position of Chairman of the Board of Directors and the positions of the principal representative of the executive management may not be held by one and the same person. The responsibilities to be shared by the Chairman and the principal representatives of the executive management are laid down clearly and in writing and approved by the Board of Directors.

In this case, this is explained by reading Article 4.1 a) and Title 5 of the internal regulations for the Board of Directors, on the one hand, in conjunction with Articles 3.1, 3.2 and 4.2 of the internal regulations for the Executive Committee, on the other.
d) In principle, the Executive Committee is chaired by (one of the) principal representative(s) of the Company’s executive management.

The Chairman of the Executive Committee chairs the Executive Committee meetings. He/she draws up the agenda, ensures that the preparatory documents are compiled, is responsible for the proper decision-making process and ensures that the decisions are implemented.

e) A list of the members of the Executive Committee is published in the Corporate Governance Statement and the Statement on Corporate Governance.

3. POWERS

3.1 The Executive Committee’s role

The Executive Committee is responsible for implementing the policy and other decisions adopted by the Board of Directors and is entrusted with and responsible for controlling and managing the Company without prejudicing the powers of the Managing Directors regarding the daily management of the Company.

The Board of Directors grants the Executive Committee adequate powers for it to perform its responsibilities and obligations. The Executive Committee must have adequate room for manoeuvre to propose and implement a corporate strategy while taking the Company’s values, risk preparedness and main policies into account.

3.2 The Executive Committee’s tasks

The Executive Committee has the following tasks:

a) To implement the policy and the decisions of the Board of Directors

- to convert the policy into practical objectives (market shares, profit margins, financial results, quality elements, etc.);

- to provide for the means to achieve these objectives (plans of action, investment plans, financial structures, resources, etc.);

- to present the results so that an appropriate evaluation and, if necessary, further action is possible;

- to organise general coordination.

b) Internal audit and risk management

- to draw up a framework for internal audit and risk management to be approved by the Board of Directors.
This framework must be clear; to define “internal audit” and “risk management” and to help the Executive Committee in implementing internal risk and management systems;

- to ensure that internal audits (these are systems to identify, evaluate, manage and monitor financial and other risks), which are based on the framework approved by the Board of Directors, are created.

c) Corporate and Finance

- to present to the Board of Directors a complete, reliable and accurate preparation of the Company’s annual accounts in good time, in accordance with the applicable norms for annual accounts and the Company’s policy in this regard;

- to prepare the Company’s mandatory publication of the annual accounts and other material financial and non-financial information.

d) Corporate daily management

- to deal with and sign daily correspondence;

- to deal with the Company’s communication, both externally (such as press releases) and internally;

- to negotiate all price quotations, contracts and orders to purchase or sell all materials, services, goods, products and requirements of or for the Company’s daily activities;

- to draw up and sign all documents and undertake all actions that are required for or will facilitate the performance of the daily management.

The following applies to signing documents, in accordance with Article 25 of the Articles of Association: “All documents binding upon the Company are validly signed by a Managing Director acting alone or by the Chairman of the Board of Directors acting jointly with another director, who does not need to provide any proof of his authority to third parties in advance”.

4. OPERATION

4.1 Meetings

a) The Executive Committee holds meetings as often as the Company’s interests require this, but, in principle, at a fixed point in time every month.

b) In principle, the meetings of the Executive Committee are convened by the Chairman. Every member of the Executive Committee can, however, request the convocation.

c) In principle, the agenda of the meeting is sent to all members of the Executive Committee at least three days before the meeting.
Every member of the Executive Committee is expected to provide or add points to the agenda where required.

\(d\) The attendance quorum is reached if at least half of the members of the Executive Committee are present.

The Executive Committee makes decisions by a majority, but preferably unanimous, vote of the members. In the event of a tie, the Chairman of the Executive Committee has the deciding vote.

\(e\) The Chairman of the Executive Committee chairs the Executive Committee meetings.

If the Chairman is absent, the meeting is chaired by another member of the Executive Committee, who has been appointed to do so by a majority of the votes cast by the members of the Executive Committee attending the meeting.

\(f\) The Executive Committee can, if it so chooses, invite non-members to attend its meetings.

\(g\) The Secretary of the Executive Committee, or another person whom the Chairman of the meeting has appointed as such, draws up minutes of each meeting.

4.2 Reporting to the Board of Directors

\(a\) The Executive Committee proposes a balanced and understandable assessment of the Company’s financial situation to the Board of Directors at least three times a year.

\(b\) At the appropriate times, the Executive Committee provides the Board of Directors with all the information the latter requires to perform its tasks.

\(c\) The Executive Committee is accountable to the Board of Directors for the performance of its tasks.

\(d\) The principal representatives of the executive management - and, as the case may be, the (other) executive directors - ensure that all proposals of the Executive Committee concerning decisions that the Board of Directors must make and reporting to the Board of Directors on the main decisions that were made by the Executive Committee are put on the agenda by the Chairman of the Board of Directors and dealt with at the relevant meeting of the Board of Directors.

In addition, informal meetings are also held regularly to inform the members of the Board of Directors and to consult on the progress regarding particular dossiers.

The principal representatives of the executive management and (other) executive director(s) furnish information to the Chairman of the Board of Directors very regularly, who, in turn, informs and consults with the other directors. In this way, all directors, also the non-executive directors, are closely involved in developing and controlling the Company’s policy.
5. EVALUATION

a) The Board of Directors continuously supervises and annually evaluates the performance of the Executive Committee and the realisation of the Company’s strategy.

b) The Executive Committee annually tests and evaluates the sufficiency of these internal regulations and of its own effectiveness and, if necessary, proposes to the Board of Directors that changes be made to it.

c) The non-executive directors evaluate their interaction with the Executive Committee every year. For this purpose, they have a meeting at least once a year in the absence of the principal representatives of the executive management and the (other) executive directors. If applicable, they make proposals to the Chairman of the Board of Directors to improve such interaction.

d) Under the leadership of its Chairman, the Board of Directors makes an evaluation of its interaction with the Executive Committee every two years.

e) The Remuneration and Appointment Committee annually evaluates the contribution and the performance of the principal representatives of the executive management and - together with the principal representatives of the executive management - these of the other members of the Executive Committee and, where appropriate, formulates recommendations and proposals to the Board of Directors. No one is present at his/her own evaluation.

6. REMUNERATION

As regards remuneration of the members of the Executive Committee, the Remuneration and Appointment Committee makes proposals to the Board of Directors on the remuneration policy and makes recommendations on individual remuneration.

7. CODE OF CONDUCT

a) Each member of the Executive Committee is expected to conduct himself/herself in an honest, ethical and responsible manner.

In the first place, all members of the Executive Committee bear the corporate interest in mind and arrange their personal and professional matters in such a way that direct or indirect conflicts with the Company’s interests are avoided.

b) Each member of the Board of Directors is expected to be fully committed to carrying out his/her responsibilities.

All members of the Executive Committee not only provide accurate and detailed information, but they also thoroughly study the information that they receive. They request an explanation whenever they feel this is necessary.

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c) Each member of the Executive Committee undertakes, both during his/her membership on the Executive Committee and thereafter, not to disclose to any person in any manner confidential data regarding the Company or companies in which it is an interested party, which data has come to the Executive Committee member’s knowledge within the context of performing his/her work for the Company and of which he/she knows, or should know, that this is confidential, unless he/she is obliged by law to communicate this.

A member of the Company’s Executive Committee is, however, permitted to disclose data as intended above to staff members of the Company and the companies in which the Company has an interest who, in light of their work, must be informed of the relevant information.

A member of the Company’s Executive Committee may not put the abovementioned information to use in any manner whatsoever for his/her own benefit.

d) Each member of the Company’s Executive Committee undertakes not to generate activities or perform acts that compete with the activities of the Company or its Subsidiaries, either directly or indirectly, for the entire course of his/her office in any capacity whatsoever.

In this regard, each member of the Company’s Executive Committee refrains from matters such as the following, among others:

a. any attempt to encourage a staff member of the Company or its Subsidiaries to terminate his/her work for the Company or its Subsidiaries;

b. any attempt to encourage a customer, supplier, agent, distributor or any other contracting party of the Company or its Subsidiaries to terminate his, her or its contractual relationship with the Company or its Subsidiaries, or to amend the terms and conditions (of such relationship) to the detriment of the Company or its Subsidiaries.

e) Each member of the Company’s Executive Committee complies with the policy on transactions and other contractual ties between the Company and its directors and its members of the Executive Committee (see Appendix 2), and the rules on preventing market abuse (see Appendix 3).

8. CONCLUDING PROVISIONS

a) The Board of Directors can change these internal regulations at all times and revoke the powers that have been allocated to the Executive Committee.

b) The composition of the Executive Committee is published on the Company’s website.

The internal regulations for the Executive Committee are also published on the Company’s website as a sub-section of this Charter.