

# Vade-Mecum 2021

Companies with shares listed on **Euronext Brussels**

The main legal obligations from A to Z



This VADE-MECUM is a topical document.  
It combines most of the texts, positions and  
recommendations pertaining to the recurrent  
obligations for companies whose securities are listed  
on Euronext (regulated market).

This information was updated on January 14th, 2021  
and presented in alphabetical order, without claiming to  
be exhaustive.

# Introduction

A company listed on a stock exchange market is subject to various specific requirements which go beyond information obligations.

To guide companies through these legal and regulatory rules, Euronext Brussels and Jones Day Brussels have prepared this “Vade-Mecum from A to Z”.

The Vade-Mecum provides an overview of the main legal requirements applicable to a Belgian company after its shares have been admitted to trading on the Euronext Brussels regulated market.

However, the Vade-Mecum does not address any requirements concerning:

- the rules applicable to the first admission to trading of securities on Euronext Brussels (IPO);
- companies whose securities are admitted to trading on the other markets organized by Euronext Brussels, and in particular, multilateral trading facilities (or MTFs) such as Euronext Growth and Euronext Access (see “Unregulated Markets”);
- companies whose debt securities (such as bonds) are admitted to trading on the Euronext Brussels regulated market, but who are not listed companies per se;
- companies whose securities are exclusively admitted to trading on a foreign regulated market, even if the company is incorporated under Belgian law.

Notably, we refer to relevant provisions of the new Belgian Code of Companies and Associations (the “**BCCA**”), which entered into force on May 1, 2019.

Companies incorporated on or after such date must comply with the BCCA’s provisions.

# Introduction

Companies incorporated prior to the BCCA’s entry into force will benefit from a transitional period running from January 1, 2020 to January 1, 2024. However, mandatory and public policy rules are applicable as from January 1, 2020, even in the absence of any amendment to the articles of association. Clauses contrary to these rules are also deemed void. The default rules are also applicable as of this date, unless the articles of association derogate from these. The articles of association must be brought into compliance with the BCCA by January 1, 2024 at the latest. However, already as from January 1, 2020, any amendment to articles of association entails an obligation to bring these into compliance with the BCCA. In the event of non-compliance with these obligations, the directors may be held personally and jointly liable.

This Vade-Mecum is published for information purposes only and is non-exhaustive. It is not intended to replace either (i) regulatory texts or other circulars issued by the FSMA as the regulatory authority, or (ii) the Euronext Rule Book, whose provisions are cited for further reference by our readers. Euronext Brussels and Jones Day Brussels are not responsible for any gap or conflict of interpretation between the Vade-Mecum and legal texts. In case of doubt, we invite readers to consult the legal and regulatory texts and, as needed, to seek assistance from their usual points of contact at Euronext Brussels, the FSMA or Jones Day Brussels.

The Covid-19 pandemic had and continues to have, a significant impact on the legislative landscape. European and Belgian lawmakers have adopted various temporary or permanent measures to address the impact of thereof. European and Belgian authorities continuously monitor the situation to assess whether additional measures are needed, or whether existing measures require amendments. The different chapters of this Vade-Mecum have been directly supplemented with the most relevant measures for listed companies and provide an overview of the main measures as of the date of its publication and do not intend to be exhaustive.

The information is updated as at January 14th, 2021 and presented in alphabetical order. All initially capitalized terms used in this Vade-Mecum are covered in its various chapters.

# Index

<b>A</b>	Addresses	9
	Audit Committee	
<b>B</b>	Belgian State Gazette	13
<b>C</b>	Calendar Euronext 2021	15
	Closed Period	
	Conflicts of Interest	
	Corporate Events	
	Corporate Governance and 2020 Corporate Governance Code	
<b>D</b>	Derivatives	23
	Dividends, Coupon Detachment and Record Date	
	Double-voting Right	
<b>E</b>	Embargo	29
<b>F</b>	Form of the shares	31
<b>G</b>	Gender Diversity	33
	General Meeting of Shareholders	
<b>I</b>	Identification of shareholders, transmission of information and facilitation of the exercise of shareholders' rights	45
	Independent Director	
	Inside Information	
	Insider Lists	
<b>L</b>	LEI	51
	Listed Company	

# Index

<b>M</b>	Major Holdings	53
	Management Report	
<b>N</b>	Non-Financial Information	57
<b>P</b>	PDMRs (Persons discharging managerial responsibility)	59
	Periodic Information	
	Permanent Information	
<b>R</b>	Regulated Information	65
	Remuneration of Board Members and other executives	
	Remuneration and Nomination Committees	
<b>S</b>	Share Buyback	73
	Statutory Auditor	
	Suspension of the shares	
	Sustainable Finance	
<b>T</b>	Take-over Bids (voluntary bid, mandatory bid, squeeze-out and sell-out)	79
<b>U</b>	UBO	83
	Unregulated Markets	
<b>W</b>	Website of the Listed Company	87
<b>Annex</b>	About Euronext	91
	About Euronext Corporate Services	
	About Jones Day	



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AUDIT COMMITTEE

Listed companies must have an Audit Committee within their board of directors whose members must have collective competence in the company’s field of activity. One member must also have particular accounting and audit skills. The president is appointed by the committee members.

The Audit Committee is composed of non-executive members of the board of directors, at least one of whom is an Independent Director.

Listed Companies which, on a consolidated basis, meet at least two of the following criteria (“**Small Listed Companies**”) do not need to establish an Audit Committee:

- average number of employees during the relevant financial year of less than 250;
- balance sheet total of less than or equal to EUR 43,000,000; and
- annual net turnover of less than or equal to EUR 50,000,000.

In such case, the board of directors shall perform the duties of the Audit Committee.

The Audit Committee’s main tasks are to monitor the process of preparing financial information, the effectiveness of the company’s internal control systems and risk management regarding procedures concerning the preparation and processing of accounting and financial information, and to make recommendations to the company’s board of directors for appointing the Statutory Auditor.

In addition, the Audit Committee is also responsible for providing the board of directors with information on the results of the statutory audit of the annual accounts, and explanations on how the statutory audit of the annual accounts has contributed to the integrity of the financial information and the role that the Audit Committee played in this process. If the company has no internal audit function, the need to create one is assessed annually.



## BELGIAN STATE GAZETTE

The Belgian State Gazette (*"Moniteur belge"* / *"Belgisch Staatsblad"*) ensures the publication of all official acts and notices concerning legal entities, including notices for the General Meeting of Shareholders. The Gazette is published electronically every business day.

Without prejudice to the other provisions applicable to the publication of notices for the General Meeting of Shareholders (notably in the media, see "General Meeting of Shareholders"), Listed Companies must publish notices for their general meetings in the Belgian State Gazette at least 30 calendar days prior to the date of such meeting. The text of the notice must be addressed in word format by email to the following address: **annonces@just.fgov.be** or **aankondigingen@just.fgov.be**.

Publication then takes place within three to five business days. Invoices covering publications costs will be sent by the Belgian State Gazette to the relevant company after publication of the notice.

Corporate resolutions requiring publication must be published by extract in the Belgian State Gazette. Publication allows for enforceability of a resolution vis-à-vis third parties. Publication costs must be paid in advance of publication. The publication forms, along

with proof of payment, must be filed with the clerk of the competent Commercial Court, which will also record any amendment to the company's details in the Crossroads Databank for Enterprises. Publication of resolutions take place within 15 days of filing with Commercial Court.

The publication forms and all information on payment formalities can be obtained on the Belgian State Gazette website at:

[https://justice.belgium.be/fr/moniteur\\_belge](https://justice.belgium.be/fr/moniteur_belge) or

[https://justitie.belgium.be/nl/belgisch\\_staatsblad](https://justitie.belgium.be/nl/belgisch_staatsblad)



## CALENDAR EURONEXT 2021

The Euronext markets will be opened from Monday to Friday throughout 2021, except on the following days:

**Friday 1 January 2021**  
(New Year's Day)

**Friday 2 April 2021**  
(Good Friday)

**Monday 5 April 2021**  
(Easter Monday)

On **Friday 24 December 2021** (Christmas Eve) and on **Friday 31 December 2021** (New Year's Eve) half day trading will apply, and all instruments will close by **14:05 CET**.

Information can also be found at  
[www.euronext.com/trading-calendars-hours](http://www.euronext.com/trading-calendars-hours)

## CLOSED PERIOD

The Market Abuse Regulation ("MAR") prohibits any person holding Inside Information (see "Inside Information") from carrying out or attempting to carry out insider trading by acquiring or selling (directly or indirectly, for his own account or for the account of a third party) securities to which this information relates or by cancelling or amending orders previously placed on the Listed Company's securities. Similarly, it is prohibited to recommend that another person engages in insider trading or to induce another person to engage in insider trading or to disclose Inside Information to any other person except in the normal course of a profession or duties.

During a Closed Period of 30 calendar days before the announcement of a year-end report or any interim financial report that the company is required to make public, any person discharging managerial responsibilities ("PDMR", see "PDMRs") within a Listed Company may not conduct any transactions on his own account or for the account of a third party, directly or indirectly, relating to the shares or debt instruments of the company or to derivatives or other securities linked to them. However, this prohibition may be lifted in case of exceptional circumstances assessed on a case-by-case basis, such as severe financial difficulty or in

function of characteristics of the trading involved (e.g. for transactions related to an employee share or saving scheme, or transactions where the beneficial interest in the relevant security does not change).

## CONFLICTS OF INTEREST

Belgian law provides for three different sets of rules for conflicts of interest: (a) for conflicts of interest of directors of the company, (b) for conflicts of interest within a group of companies, and (c) for conflicts of interest of significant shareholders in the context of certain capital increases in cash.

### Conflicts of Interest of Directors

If a director has a direct or indirect proprietary interest ("*vermogensrechtelijk belang*" / "*intérêt de nature patrimoniale*") that conflicts with a decision or transaction to be taken by the board of directors, the director must inform the board of directors before the relevant decision is made or the transaction is entered into. The proprietary interest must be significant, meaning that it has the potential to influence the voting behavior of the director during the meeting of the board of directors.

The Conflict of Interest must be detailed in the minutes of the board of directors' meeting, which in turn must be included in the annual report. The board of directors must describe the context and scope of the decision

or transaction and must justify the decision and the proprietary consequences of the decision for the company. The Statutory Auditor must then report on the financial consequences of the relevant decision or transaction.

The BCCA provides that conflicted directors are, by law, prohibited from participating in concerned discussions and voting.

The Conflict of Interest procedure does not apply to:

- Customary transactions in the company's line of business offered at market conditions;
- Transactions between two companies, one of which directly or indirectly holds at least 95% of the voting rights of the other company (i.e. parent-subsidiary transaction), or between two companies, if 95% of the voting rights of each of them are held by another company.

### Intra-group Conflicts of Interest

The scope of the intra-group conflict of interest procedure for listed companies under Article 7:97 BCCA has been modified by the Law of 28 April 2020 transposing the EU Shareholder Rights Directive II.

A special procedure applies to any decision or operation falling within the competence of the board of directors of a listed company, where in relation to a "related

party” within the meaning of International Accounting Standard 24 (“IAS24”), except in certain specific cases. The definition of a related party under IAS24 is wider than under the former regime and includes relationships other than control, such as the exercise of significant influence, membership of key management personnel, family ties between natural persons or associates and joint-ventures.

Specific conflict of interest rules apply to decisions of a listed company concerning:

- Relations between the Listed Company and its related parties within the meaning of IAS 24, other than its subsidiaries;
- Relations between a subsidiary of the Listed Company and its related parties, other than its subsidiaries; and
- Relations between the Listed Company and its subsidiaries, where the company or individual that controls (directly or indirectly) the Listed Company, also has a direct or indirect participation of at least 25% in the subsidiary.

Such decision or operation must be submitted to the assessment of a committee composed of three independent directors, assisted by an expert if the committee deems this necessary. The committee draws up a report for the board of directors. The board considers

this opinion and must justify why it would decline to follow it. The committee opinion and decision of the board of directors are examined by the auditor.

All decisions and operations concerning related party transactions shall be publicly announced, at the latest, at the time the decision is made or the operation concluded. This is notably earlier than under the former regime, where such transactions only needed to be published in the next annual report. The public announcement shall contain information about the nature and the identity of the related party, the date and value of the operation, and any other information necessary to assess whether the transaction is fair and reasonable for the company’s shareholders.

The exemption for *de minimis* decisions representing less than 1% of the consolidated net assets of the company remains, but transactions with the same related party must be aggregated over 12-month period in calculating such threshold.

This procedure also applies to decisions of the board of directors of Listed Companies to submit the following to the General Meeting of Shareholders for approval:

- Proposals for contribution in kind, including a contribution of universality of goods or branch of activity, by a natural person or a legal person related to

the Listed Company; and

- Proposals for merger, division, similar transaction or contribution of universality of goods to a party related to the Listed Company.

In addition, for customary transactions with related parties at market conditions, the board must establish an internal procedure for periodically assessing whether these conditions are in fact fulfilled. Excluded from the scope of such internal procedure are remuneration decisions, own shares transactions, interim dividend payments, and capital increases with preferential subscription rights.

#### Conflicts of Interest of Significant Shareholders in the context of certain capital increases in cash

In the context of a capital increase in cash, when the preferential subscription right is cancelled in favor of one or more specific persons, any significant shareholder (> 10 percent) beneficiary of the capital increase is prohibited from voting on such a decision at the shareholders’ meeting or through its representatives at the board of directors.

#### CORPORATE EVENTS

Each Listed Company must inform Euronext Brussels of corporate or securities events in respect of its shares in

order to facilitate the fair, orderly and efficient functioning of the market.

The relevant information shall be provided to Euronext Brussels at least 2 trading days in advance of the earlier of (i) the public announcement of the timetable for any such corporate or securities event or (ii) the corporate or securities event having effect on the market or the position of the shareholders.

The information includes (without limitation):

- amendments which affect the respective rights of shares;
- any issue or subscription of shares ;
- any mandatory reorganization (e.g. (reverse) stock split), any voluntary reorganization (e.g. tender offer, rights offer) and any reports on bankruptcy or insolvency situation ;
- any securities distribution (e.g. stock dividend, bonus issue) or cash distribution;
- any announcement of coupons or cash dividend non-payment; and
- any prospectus (or equivalent disclosure document) relating to public offers.

## CORPORATE GOVERNANCE AND 2020 CORPORATE GOVERNANCE CODE

## Definition and legal basis

Corporate Governance entails a set of rules and practices that determine how companies are directed and controlled. The concept ensures prudent management through a number of principles that govern the relations between management, the board of directors and shareholders to improve the effectiveness and quality of the company.

In Belgium, the legal basis for Corporate Governance is twofold: the BCCA and the 2020 Belgian Corporate Governance Code (the “**2020 Corporate Governance Code**”).

The 2020 Corporate Governance Code replaces the 2009 Code in view of integrating the changes introduced by the BCCA. It applies to Listed Companies incorporated in Belgium and is compulsory for the reporting years beginning on or after 1 January 2020. Like the 2009 Code, the 2020 Corporate Governance Code is based on the “comply or explain” principle: any Listed Company must comply with the principles of the Corporate Governance Code or explain why it deviates from such principles.

Changes in Corporate Governance include the option

of a two-tier governance structure with a supervisory board and a management board. Companies must make an explicit and informed decision about the governance structure that is most appropriate for them. This decision must be reassessed at least every five years in the light of the company’s development and changes to the environment in which it operates.

Several business success stories reflect that Corporate Governance, built upon principles of transparency and accountability, can lead to strengthening trust, especially with regard to investors and other stakeholders, which leads to increased value of the concerned company.

## Disclosure

Listed Companies are to guarantee appropriate disclosures of their Corporate Governance. In this respect, they should publish and keep a corporate governance charter and a corporate governance statement.

The corporate governance charter, prescribed by the Corporate Governance Code, should reflect the company’s structure, the internal policy of the board of directors, the committees, and the executive management. It should also reflect the policy on transactions and directors, as well as measures taken in order to comply with the Belgian rules on market abuse. In addition, the charter

should indicate the identity of its major shareholders and a description of their voting and controlling rights. The charter must be published on the company’s website.

The corporate governance statement, which is part of the Management Report required by the BCCA, includes at least the following information:

- the designation of the 2020 Corporate Governance Code (its application is mandatory by law), as well as an indication of where it may be consulted publicly and, where applicable, relevant information relating to the practices applied by the company that goes beyond the Corporate Governance Code and the legal requirements;
- an indication of the sections of the Corporate Governance Code from which the company derogates and the justification for such derogation;
- a description of the main characteristics of the company’s internal control and risk management systems as part of the financial reporting process;
- the structure of the company’s shareholdings;
- specific elements likely to have an impact in the event of a public takeover bid; and
- the composition and mode of operation of the

administrative bodies and their committees.

- a remuneration report, which has to be included in a specific section.

Further, Listed Companies which, on a consolidated basis, exceed at least two of the following criteria also need to include information on diversity in their corporate governance statement:

- average number of employees during the relevant financial year of 250;
- balance sheet total of EUR 17,000,000; and
- annual net turnover of EUR 34,000,000.

The information on diversity includes a description of the diversity policy (with regard to aspects such as, for instance, age, gender, or educational and professional backgrounds) applicable to the members of the board of directors, the objectives of this diversity policy, the procedures for implementing this policy, the results of this policy during the financial year. If there is no diversity policy, the company must explain the reasons of this absence (*comply or explain* principle) The description shall in any event include an overview of the efforts made to ensure that at least one third of the members of the board of directors are of a different gender than the other members.



DERIVATIVES

Euronext can introduce derivative classes (options or futures) on the shares of a Listed Company. A listing of Derivative on Euronext brings a number of benefits. Derivatives can enhance interest and liquidity in a Listed Company's share. Moreover, various studies show that a derivative can have a stabilizing effect on the underlying share price during the day. Derivatives listed on a company's shares do not result in additional costs for the company. However, such listings raise matters of particular importance to the organization and to investors, as set out below.

Derivatives expire several times a year. The standard expiry date is the third Friday of the expiry month (calendar month). If this Friday is a public holiday and the financial markets are closed, the last trading day is the third Thursday of the expiry month. The month and date of expiration are published by Euronext Brussels on its website.

The price of a derivative (options and futures) is based on the following elements:

- underlying share price;
- volatility;
- interest rate;

- dividend; and
- lifetime of the contract.

A change in one of the above ingredients will affect a derivative's price. As a general rule, the manner in which a Listed Company (for whom Euronext Brussels has created derivatives on its shares) discloses such change to the markets is of critical importance for the pricing of the derivatives, given the impact on price at the moment that the change is announced. To protect investors, it is thus important that a Listed Company avoids, as much as possible:

- announcing (high impact) Corporate Events with price-sensitive information at the expiry date of the option or at a date very close to the expiry date;
- scheduling an annual General Meeting of Shareholders or any other important event at a date very close to the expiry date of the option;
- postponing the payment date of a Dividend (originally scheduled before an expiry date of the option) to a date after the expiry date; more particularly, the Dividend policy of the Listed Company must be unambiguous, and it is important to communicate immediately and clearly (to Euronext and to the public) any changes in the dividend calendar.

DIVIDENDS, COUPON DETACHMENT AND RECORD DATE

Type of Dividends

There are three types of Dividends under Belgian law:

- The annual dividend is approved by the General Meeting of Shareholders at the time it approves the annual accounts.
- The intermediate dividend ("*tussentijds dividend*" / "*dividende intercalaire*") is also approved by the shareholders, at an extraordinary shareholders' meeting, and on the basis of profits reserved or carried forward in accordance with the approved annual accounts of the previous financial year.
- The board of directors can grant an interim dividend ("*interimdividend*" / "*acompte sur dividende*") only if it is authorized under the articles of association and subject to a number of legal conditions. The interim dividend is based on either (i) profits of the current financial year, i.e. on interim accounts not yet approved by the shareholders, or on (ii) profits of the previous financial year, if the corresponding annual accounts have yet to be approved. Moreover, under the BCCA, the granting of an interim dividend will be feasible throughout the financial year and at a frequency that is

freely determined.

Key dates in case of payment of Dividends

A Listed Company must be aware of the impact that an announcement in its policy of distribution of dividends or of the date of distribution thereof may have on the price of the share, but also on the value of the Derivatives linked to it (see "Derivatives").

The calendar to be complied with in case of a payment of a dividend hinges on three key dates:

- **Ex-Date**  
The Ex-Date is the date from which Euronext Brussels adjusts the opening price of the share by deducting the amount of the dividend from the last closing price of the share. Therefore, the value of the share reflects immediately at the opening of the trading the fact that the share does not give anymore any right to the dividend.
- **Record Date**  
The Record Date is the date on the evening of which Euroclear stops the positions giving right to the dividend. Because the transactions carried out on the Euronext trading platform are settled after 2 days by the clearing entity Euroclear, the Record Date falls 1 day after the Ex-Date. Hence, if T is the last day where

- the share is traded CUM dividend, the Record Date is T+2 (close of business).
- **Payment Date**  
The Payment Date is the date on which the payment is actually made. Although the company may choose the date of the payment, it is advised that the Payment Date falls as soon as possible after the Record Date and preferably, the next day.

Publication

Listed Companies are strongly advised to publish without delay information as precise as possible on the payment of a dividend (including an interim dividend), namely the suggested amount, the ex-date, the payment date and, if there is one, the suggested record date, and confirm,

after the corporate decision, the information relating to the approval of the dividend via a press release.

Listed Companies must also provide at least two trading days before the ex-date of the dividend to the EMS Corporate Actions team of Euronext, the common corporate actions form in 2 copies (1 signed PDF and 1 Excel) available on the following link and selecting « Mandatory Cash distribution » as Corporate Action type : ESES common corporate actions form.

It is also recommended that they clearly communicate to Euronext Brussels any change in their calendar of distribution of dividends as soon as possible.

T-1	T	T+1	T+2	T+3
Last day to communicate Information to Euronext Brussels and publication of the notice of Euronext Brussels announcing the allocation of a dividend.	Last trading day of the Share CUM dividend.	<b>Ex-Date</b> Euronext Brussels mentions at the opening of the trading that the share does not give the right to any dividend anymore : the share is EX dividend.	<b>Record Date</b> All the transactions relating to the share CUM dividend made on day T are settled. Euroclear records the positions giving right to the dividend.	<b>Payment Date</b> The dividend is effectively paid to the beneficiaries.

DOUBLE-VOTING RIGHT

The BCCA introduces the possibility of Double-voting Rights for “loyal” shareholders, i.e. shareholders holding registered shares in Listed Companies for an uninterrupted period of at least two years. The Double-voting Right shall however not automatically apply: the possibility to grant double-voting rights to shareholders will have to be expressly provided for in the company’s articles of association following a formal decision of the shareholders taken by a special majority of two-thirds of the votes present or represented (by contrast, ordinarily, amendments to the articles of association require a majority of 75%).

If the registered shares become dematerialized or in case a shareholder would transfer its shares, the Double-voting Right no longer applies, with some exceptions such as a transfer of shares to affiliates or heirs. In the event of a change in control over the legal entity that holds the shares, such entity loses its double-voting right as well.

It has to be noted that the introduction of Double-voting Rights has an impact regarding the publication of Major Holdings (see “Major Holdings”).

However, the Double-voting Right is not taken into account in calculating the threshold set for mandatory takeover bid (see “Take-over Bids”).



## EMBARGO

In order to respect the rules of equal treatment of investors, Listed Companies frequently use the “Embargo” technique, which consists of sending a press release to the media during market opening hours and requesting them to disclose the information concerned only after a certain period of time, usually after the markets have closed.

As Listed Companies are accountable for their own financial communication, compliance with the embargo is their responsibility. Therefore, in order to prevent any violation of the Embargo as much as possible, the FSMA recommends that listed Companies take the following precautions when using this technique:

- The use of Embargo is not authorized with respect to Inside Information;
- Press releases under Embargo should preferably be addressed exclusively to the media or journalists with whom the Listed Company has established a certain relationship of trust. Under no circumstances should these press releases be sent to financial analysts or other market participants.
- At the same time, these press releases must be sent to the FSMA by e-mail at **info.fin@fsma.be** in order

to enable the financial authority to verify whether the Embargo is actually respected by the media concerned.

- In the various language versions, all pages of the press releases transmitted under Embargo, as well as any e-mails, faxes or letters accompanying or covering them, must explicitly include the term “Embargo” and the date and time of its expiry.
- Similar instructions apply if the information under Embargo is transmitted at a press conference:
  - No financial analyst or other market participant may attend such press conferences;
  - The attention of the journalists present must be drawn, both orally and in the written material distributed to them, to the fact that the information transmitted to them is under Embargo.

These precautionary measures should ensure that the Embargo is enforced as effectively as possible, but this does not rule out the possibility of a breach of the Embargo. Any Listed Company who becomes aware of a violation of the Embargo is therefore requested to notify the FSMA as soon as possible on +32(0) 2 220 59 00 so that the FSMA can take the necessary measures to ensure market transparency and equal treatment of market participants.

### FORM OF THE SHARES

The shares of a Listed Company can be registered or dematerialized, at the shareholder's option.

The ownership of a registered share is established by registration of the shareholder's identity in the shareholders' register kept at the company's registered office. The board of directors may decide that the register shall be kept in electronic form.

The dematerialized share is represented by a book entry, in the name of its owner or holder, at an approved account holder or at a clearing house. It can be transmitted by transfer from one account to another. The owner of dematerialized securities can prove his ownership by merely producing a certificate established by the approved account holder or the clearing house, certifying the number of shares registered in his name. The number of dematerialized securities in circulation at any time shall be recorded, by category of securities, in the shareholders' register in the name of the approved account holder or the clearing house.

Holders of shares may, at any time, request the conversion of their shares from one form to another form.



GENDER DIVERSITY

From the first day of the sixth financial year following the first admission of shares to listing on Euronext Brussels, at least one-third of the members of the board of directors of a Listed Company must be of a different gender than the majority of directors. This number is rounded to the nearest whole number. Accordingly, if a Listed Company has 8, 9 or 10 directors, it must have at least 3 directors of the non-majority gender.

When a director is a legal entity, the gender of its permanent representative is taken into account. Failure to comply with this diversity requirement within the board of directors may result in nullity of the appointment of directors of the over-represented gender and suspension for all directors of the benefits related to their mandate until the board’s composition complies with the gender diversity requirements.

GENERAL MEETING OF SHAREHOLDERS

The rules pertaining to meeting notices and to the right for shareholders to add items to the agenda, to submit draft resolutions or to ask questions are mentioned in the annual planning below.

Quorum and majority

There is no legal quorum for ordinary general meetings. The minimum percentage of shareholders who must attend the ordinary general meetings is determined by the articles of association. The BCCA only provides for a 50% quorum for extraordinary general meetings. If the minimum quorum determined by law or the articles of association is not reached, a second meeting, with the same agenda, must be convened and will be validly constituted, irrespective of the number of shareholders present or represented.

The board of directors must convene a general meeting within three weeks upon the request of shareholders representing one-tenth of the share capital.

	Ordinary Meeting*	Extraordinary Meeting
Quorum first notice	Determined by the articles of association	50%
Quorum second notice	None	None
Majority	50%	<ul style="list-style-type: none"><li>▪ Change of articles of association: 3/4 of the votes (however, only 2/3 of the votes are required to introduce the double-voting right)</li><li>▪ Change of purpose clause: 4/5 of the votes</li><li>▪ Change of the rights attached to the shares: 3/4 in each class of shares</li></ul>

(\*) The ordinary general meeting of shareholders is the mandatory annual meeting held to approve the annual financial statements (and the consolidated financial statements, if any), review the Management Report and the audit report, decide on the allocation of the results, grant discharge from liability to each director individually and to the Statutory Auditor and, when applicable, to (re-)appoint the directors and/or the Statutory Auditor.

## Notice of general meetings

The notice convening the General Meeting of Shareholders must be published at least 30 calendar days in advance. The notice period for the second meeting can be reduced from 30 to 17 calendar days, provided that the date of the second meeting is already mentioned in the notice for the first meeting.

The notice convening the General Meeting of Shareholders shall contain the following elements:

- Conditions of admission to a general meeting  
The notice must contain a precise description of the formalities to be fulfilled in order to be admitted to a general meeting and to exercise voting rights. It must include the mandatory record date, which is the fourteenth day prior to the meeting at 24.00 (CET) and mention that only those who are shareholders on the record date have the right to participate in the meeting. It must also indicate that shareholders who intend to participate in a meeting must inform the company at least six days before the meeting.
- Right for shareholders to add items to the agenda and to submit draft resolutions at general meetings  
The notice must indicate the deadline for submitting new agenda items or proposed resolutions to the

company and the date on which the updated agenda will be published (or at least indicate where this information can be obtained).

- Right for shareholders to ask questions  
The notice must include information about the right of shareholders to ask questions at the meeting or, in writing, before the meeting, including the date by which the questions must be submitted in writing to the company, which cannot be later than the sixth day before the general meeting.
- The right to vote by proxy  
The notice must mention the right to vote by proxy and describe the applicable procedures.
- Documentation  
The notice must include both the address where the documents with respect to the general meeting can be obtained and the address of the website where all legally required information is made available.
- The agenda  
In addition to the items to be discussed during the General Meeting, the agenda of Listed Companies must also include, as a specific item, the additional following elements:

- proposals for decisions;
- proposal of the Audit Committee on the appointments of the Statutory Auditor and
- approval of the remuneration report.

## List of reports to be submitted to the ordinary general meeting of shareholders

- The Management Report of the board of directors on the annual financial statements (including a corporate governance statement and the remuneration report of the remuneration committee), and the Management Report on the consolidated financial statements, if applicable.
- The statutory auditor's report on the annual financial statements and report on the consolidated financial statements, if applicable.
- The remuneration report of the Remuneration Committee.

Minutes of general meetings. Planning of the ordinary general meeting of shareholders. Planning for a company closing its financial year on December 31.

DUE DATE	ACTIVITY
December 31	End of financial year (Closing Date).
Prior to audit committee meeting	Statement by the Statutory Auditor to the Audit Committee, including: <ul style="list-style-type: none"><li>Confirmation of independence;</li><li>List of authorized non-audit tasks performed.</li></ul>
Prior to board meeting	Meeting of the Audit Committee, including: <ul style="list-style-type: none"><li>Oversight of financial reporting;</li><li>Oversight of efficiency of internal controls and risk oversight;</li><li>Oversight of efficiency of internal audit;</li><li>Monitoring statutory auditing of the annual financial statements (and consolidated financial statements, if applicable);</li><li>Oversight of independence of the Statutory Auditor (especially in view of non-audit services performed);</li><li>Recommendation regarding the (re)appointment of the Statutory Auditor (if applicable).</li></ul>

DUE DATE	ACTIVITY
Prior to board meeting	Meeting of the Remuneration Committee (or board deliberating as a remuneration committee), including: <ul style="list-style-type: none"><li>Recommendations on remuneration policy for directors and senior management;</li><li>Recommendations on individual remuneration of directors and senior management;</li><li>Preparation of remuneration report to be included in annual management report.</li></ul>
Before D-45	Meeting of the board of directors: <ul style="list-style-type: none"><li>Prepare annual financial statements (and consolidated financial statements, if applicable);</li><li>Prepare management report on annual financial statements (and on consolidated financial statements, if applicable);</li><li>Prepare report of payments made to governments (applies only to undertakings active in the extractive industry or logging of primary forests);</li><li>Determination of agenda of general meeting;</li><li>Preparing notice and proxies for general meeting;</li><li>Proposal to the works council regarding (re)appointment of the Statutory Auditor (if applicable).</li></ul>
No later than D-45	Provide annual financial statements (and consolidated financial statements, if applicable), management report on financial statements and management report on consolidated financial statements, if applicable, to the Statutory Auditor.

DUE DATE	ACTIVITY
No later than D-30 (Minimum 30 days before general meeting and minimum 15 days before works council meeting)	Audit report on annual financial statements and audit report on consolidated financial statements, if applicable.
Minimum 15 days before works council meeting	Provide annual information to works council.
No later than D-30	Publication of notice in (i) the Belgian State Gazette, (ii) such media as may reasonably be relied upon for effective dissemination of information to the public throughout the EU and (iii) a national newspaper.
No later than D-30 (On same date as above-referred publication of notice)	Documents to be made available at registered office of the company: <ul style="list-style-type: none"><li>▪ Annual financial statements and consolidated financial statements, if applicable;</li><li>▪ Management report on annual financial statements and management report on consolidated financial statements, if applicable;</li><li>▪ Audit report on annual financial statements and audit report on consolidated financial statements, if applicable;</li></ul>

DUE DATE	ACTIVITY
No later than D-30 (On same date as above-referred publication of notice)	Documents and information made available on company website: <ul style="list-style-type: none"><li>▪ Notice;</li><li>▪ Total number of shares and voting rights upon date of the notice;</li><li>▪ All documents to be presented to general meeting;</li><li>▪ A proposed decision for each item of the agenda;</li><li>▪ Forms to be used to vote by correspondence and by proxy;</li><li>▪ Description of procedure for distance voting.</li></ul> These documents must remain available on the website for five years after relevant general meeting.
Before the general meeting	Meeting of the Works Council (if applicable): <ul style="list-style-type: none"><li>▪ Discussion of annual information;</li><li>▪ Recommendation regarding (re)appointment of the Statutory Auditor (if applicable).</li></ul>
D-22	Final date for a shareholder holding minimum 3% of the shares to file written request to add new agenda items or propose resolutions to general meeting.
D-20 (within 48 hours of receipt of a request to add new agenda items)	Acknowledgement of receipt of request to add new agenda items or to propose resolutions.
D-15	If applicable, publication of updated agenda, including new items and proposed resolutions in (i) the Belgian State Gazette, (ii) such media as may reasonably be relied upon for effective dissemination of information to the public throughout the EU and (iii) a national newspaper.

DUE DATE	ACTIVITY
D-15	Updated agenda and proxies for general meeting to be made available on the company website.
D-14 at midnight (14 days before general meeting)	Record date. The record date is the date on which an investor must be holding shares in order to be entitled to participate in a general meeting and to vote in respect of his/her shares.
D-6 (from publication of the notice until no later than D-6)	Right for shareholders to ask written questions to the directors and statutory auditor. Questions will be answered at the general meeting.
D-6 (between record date and no later than 6 days before general meeting)	Mandatory confirmation of participation in general meeting by the shareholders and delivery of attestation confirming their shareholder status on the record date.
D-6 (between record date and no later than 6 days before general meeting)	Proxies from shareholders who will be represented at the general meeting must reach the company by post or by email.
D-6 (between record date and no later than 6 days before general meeting)	Final date for vote by correspondence.

DUE DATE	ACTIVITY
D-1 (between record date and no later than the day before general meeting)	Final date for vote by electronic means.
Before the D-Day	For each shareholder, upon confirmation of attendance at the general meeting, registration of name, address, number of shares held and description of documents confirming shareholding in a special register established for this purpose by the board of directors.
D-day (date provided for in the articles of association, within 6 months of Closing Date)	General meeting of shareholders: <ul style="list-style-type: none"><li>▪ Approval of annual financial statements;</li><li>▪ Acknowledgement of consolidated financial statements (if applicable);</li><li>▪ Discharge from liability for each director and the Statutory Auditor;</li><li>▪ Reappointment of directors and Statutory Auditor (if applicable).</li></ul>
D+15	Publication of voting result for each resolution of general meeting on the company website.
Within 30 days of approval	Filing annual financial statements (and consolidated financial statements, if applicable) with the National Bank of Belgium.
D+5 years	Documents and information about general meeting can be removed from the company website.

## COVID-19 and remote general meetings

The ongoing COVID-19 global health pandemic has significantly impacted the economy and financial markets during 2020, and listed companies were not exempted from the effects thereof. In this particular context, measures have been taken to discourage gatherings of people, which raised issues for listed companies when organizing their shareholders' meeting.

In April 2020, the Belgian government adopted the Royal Decree no. 4 allowing companies to postpone or organize their shareholders' meeting remotely, regardless whether their articles of association provided for such option or not. The application of the Royal Decree no. 4 was however limited in time.

The law of 20 December 2020 on various temporary and structural justice provisions in the fight against the spread of the coronavirus COVID-19 was adopted by the Belgian Parliament. One of the main changes introduced by the law in the BCCA is to make permanent the possibility for companies to hold remote shareholders general meetings without a specific authorization in their articles of association. However, even if the shareholders' meeting is organized remotely, companies must simultaneously hold a physical meeting.

If the board of directors makes use of this possibility, the means of electronic communication used must enable:

- i. the company to control the quality and identity of the shareholders;
- ii. the shareholders to be directly, simultaneously and continuously informed of the discussions at the meeting and to exercise their voting rights;
- iii. the shareholders to participate to the deliberations and exercise their right to ask questions.

The law of 20 December 2020 provides for a temporary relief (applicable until 30 June 2021) from condition (iii) above provided that the board of directors justifies in the convening notice the reasons why the electronic means of communication will not enable the shareholders to participate in the deliberations or to ask questions.

The new provisions regarding general meetings entered into force on December 24, 2020.

## IDENTIFICATION OF SHAREHOLDERS, TRANSMISSION OF INFORMATION AND FACILITATION OF THE EXERCISE OF SHAREHOLDERS' RIGHTS

Listed companies have the right to identify their shareholders, without any minimal threshold applicable.

Upon request of the listed company, intermediaries (such as investment firms, credit institutions or central securities depositories) must provide without delay the following information enabling the identity of shareholders to be established:

- the name of the shareholders and their contact details, including the full address and, where applicable, the e-mail address, and, in the case of legal entities, their register number or, in the absence of such number, their unique identifier, such as the legal entity identifier;
- the number of shares held; and
- only if required by the company, the classes of shares held and the date since which the shares have been held.

Moreover, unless such information is directly sent by the company to its shareholders, the company must provide to intermediaries which will then transmit to shareholders:

- the information which the company is required to provide to the shareholders, to enable the shareholders to exercise the rights deriving from their shares, and which is addressed to all the shareholders of that class; or
- a notice indicating where on the company's website such information can be found.

Intermediaries must promptly forward to the company the information given by the shareholders with respect to the exercise of the rights arising from their shares.

Intermediaries must facilitate the exercise of shareholders' rights, including the right to participate and vote at shareholders' meetings, by enabling the shareholder (or a third party appointed by him) to exercise the rights itself or by exercising the rights upon the explicit authorization and instruction of the shareholder and in the interest of the shareholder.

## INDEPENDENT DIRECTOR

The BCCA provides a general definition of an independent director according to which a director of a Listed Company is considered independent if he or she does not have a relationship with the company or a significant shareholder of the company that is likely to compromise his or her independence. If the director

is a legal person, independence must be assessed both in respect of the legal person and its permanent representative.

To assess whether a director is independent, the BCCA refers to criteria established by the 2020 Corporate Governance Code. A candidate who meets these criteria is presumed to be independent.

Where the board of directors presents the General Meeting with the candidacy of an independent director who does not meet these criteria, it shall state the reasons that led it to consider that the candidate is effectively independent (*comply or explain* principle).

According to the 2020 Corporate Governance Code, the board of directors should comprise a majority of non-executive directors, and at least three directors should qualify as independent (*comply or explain* principle). Also, under the BCCA and/or the 2020 Corporate Governance Code, the specialized committees that are set up within the board should be composed of a minimum number of Independent Directors (see "Audit Committee" and "Remuneration and Nomination Committees"). In addition, intra-group conflict of interest requires the involvement of a committee composed of Independent Directors (see "Conflicts of Interest"). Specific remuneration policies

do apply to Independent Directors (see "Remuneration Management").

## INSIDE INFORMATION

### Definition

Inside Information is an information of a precise nature which has not been made public, relating, directly or indirectly, to the Listed Company or any of its securities and which, if it were made public, would be likely to have a significant effect on the price of those securities or on the price of related derivatives. Such information is that which a reasonable investor is likely to use as the basis for an investment decision.

Without being an exhaustive list, and bearing in mind that any financial information may, under specific circumstances, be qualified as Inside Information, the following elements are likely to constitute inside information:

- a warning concerning the turnover and/or the results;
- the announcement of a dividend or a capital increase;
- an important contract which significantly modifies the given prospects;
- the launching of a new product;

- the release or reception of a take-over bid;
- the launching or termination of a share repurchase plan;
- the appointment or the departure of key-persons.

#### Publication of Inside Information

A Listed Company must make public as soon as possible any Inside Information which directly concerns it. Inside information must be published under the form of a press release. The Listed Company shall ensure that the Inside Information is made public in a manner which enables fast access and complete, correct and timely assessment of the information by the public, and shall maintain on its website all Inside Information for a period of at least five years. Also, it shall not combine the disclosure of Inside Information to the public with the marketing of its activities.

However, a Listed Company may, on its own responsibility, delay the immediate disclosure of Inside Information provided that all of the following conditions are met:

- immediate disclosure is likely to prejudice the legitimate interests of the Listed Company (for example in the case of ongoing negotiations where

the outcome or normal pattern of those negotiations would be likely to be affected by public disclosure);

- the delay will not mislead the public; and
- the Listed Company is able to ensure the confidentiality of that information.

Where the confidentiality is no longer ensured, the Listed Company must disclose the Inside Information to the public as soon as possible. Where the company has delayed the disclosure of Inside Information, it shall inform the FSMA of the delay and shall provide a written explanation of how the conditions set out were met, immediately after the information is disclosed to the public.

Inside Information is a Regulated Information and must be disclosed accordingly.

In October 2020, the FSMA published an opinion on “Considerations and good practices with respect to inside information disclosures by listed biotech companies”. The opinion guides listed biotech companies in complying with the general disclosure requirements of the Market Abuse Regulation. For further information, see the Jones Day Commentary “New Guidance: Inside Information Disclosure by Listed Biotech Companies in Belgium” (available on

Jones Day’s website: <https://www.jonesday.com/en/insights/2020/11/new-guidance-inside-information-disclosure-by-listed-biotech-companies-in-belgium>).

For further information, see also “Closed Period” and “PDMRs”.

#### INSIDER LISTS

Any Listed Company must draw up, keep and (constantly and promptly) update a deal-specific insider list of all persons who have access to Inside Information (see “Inside Information”) and who are working for them under a contract of employment, or otherwise performing tasks through which they have access to Inside Information relating (directly or indirectly) to the company, such as advisers, accountants or credit rating agencies.

Furthermore, Listed Companies may hold a permanent insider list of all persons who always have access to all Inside Information. In ESMA’s view, only a limited group of individuals should meet that definition, including the CEO and, in specific cases, the CFO, the executive assistant, the Chairperson of the Board, the Head of Legal and the CTO. Such persons do not need to be listed in the deal-specific insider list.

Technical standards prescribe the precise format of the Insider Lists, and templates are available.

The establishment of Insider Lists is an important tool for the FSMA when investigating possible market abuse. In that respect, any Listed Company shall provide the Insider List to the FSMA as soon as possible upon its request in the course of measures that are of an investigatory nature. Also, it is important that persons included on Insider Lists are informed of and acknowledge that fact and its implications.

Insider Lists do not have to be published.



## LEI

The Legal Entity Identifier (LEI) is a 20-character, alpha-numeric code based on the ISO 17442 standard developed by the International Organization for Standardization (ISO). By enabling clear and unique identification of legal entities participating in financial transactions, the LEI enhances transparency in the global marketplace.

Given the increasing requirement at EU level for companies to have a Legal Entity Identifier (LEI) for regulatory purposes, Euronext Rule Book explicitly imposes a requirement for all Listed Companies to obtain this identifier and provide it to Euronext.

This requirement will apply at the time of the initial request for admission to trading, but also as a continuing obligation.

The LEIs are available from the national issuing agency in each country (the so-called "Local Operating Unit") and must be renewed annually.

## LISTED COMPANY

Under the BCCA, a Listed Company is a company whose shares, profit shares or certificates relating to such shares are listed on a regulated market, or if decided by Royal Decree, on an MTF or an OTF. If a company has only bonds listed on a regulated market, it is not a Listed Company.

In Belgium, Euronext Brussels is the regulated market on which the largest Belgian companies are listed, in particular those included in the BEL20 benchmark index. Around 150 Belgian companies are listed on Euronext Brussels, classified by importance and divided into economic sectors.

The BCCA contains a large number of provisions that are specifically applicable to Listed Companies. Furthermore, the "Transparency Regulations" (see "Periodic Information", "Permanent Information" and "Major Holding") and the Market Abuse regulation ("MAR") (see "Inside Information", "Insider Lists" and "PDMRs" are also applicable to Listed Companies.

MAJOR HOLDINGS

The disclosure of Major Holdings regime seeks to ensure the transparency of the shareholding of Listed Companies with the aim of avoiding occurrence of a significant change in the ownership and in the control of such companies, without information in this respect being made available to the market in the broadest sense.

Generally, any natural or legal person who directly or indirectly acquires voting securities in a Listed Company must notify the company and the FSMA of the number and proportion of voting rights (including double-voting rights, if any) it holds in this Listed Company where, as a result of such acquisition, its voting rights reach or exceed 5% of the total existing voting rights. A similar notification is required following any acquisition as a result of which the proportion of the voting rights held reaches or exceeds 10%, 15%, 20% and so on, by increments of 5%, of the total existing voting rights. The articles of association may provide for the following additional thresholds : 1%, 2%, 3%, 4%, and/or 7.5%. Listed Companies must disclose the thresholds provided for in their articles of association, if any, and, at the same time, notify the FSMA of said thresholds.

The same applies in case of disposal of voting securities, passive reaching of a threshold, the reaching of a threshold by persons acting in concert or the acquisition or disposal of the control of an entity that holds the voting securities.

Any notification to the FSMA and to the Listed Company must be made as soon as possible and in any case within 4 trading days following the date on which the person required to make a notification has knowledge or should have had knowledge of his/her new situation.

A Listed Company that has received a notification shall, no later than 3 trading days thereafter, make public all the information contained therein.

A Listed Company that must notify its own holding (i.e. following a Share Buyback) shall make it public within 4 trading days following the holding, acquisition or transfer of its own holding. Being in such a case both the person required to make a notification and the relevant Listed Company, it does logically not benefit from the additional time period of 3 days to publish the information.

Also, Listed Companies shall make public the following basic figures, at the latest at the end of each calendar month during which an increase or a decrease has occurred:

- the total capital;
- the total number of voting securities;
- the total number of voting rights (denominator);
- as the case may be, the number of voting securities by category;
- as the case may be, the number of voting rights, by category.

The following information relating to Major Holdings is Regulated Information:

- information contained in any transparency notification;
- certain basic figures (i.e., the denominator); and
- the statutory thresholds (where relevant).

MANAGEMENT REPORT

Each year, the board of directors of any Listed Company must draw up a report to the General Meeting of shareholders in order to provide an account of its management.

This report must contain the information required by the Belgian Companies Code, such as for instance the situation and evolution of the company's financial situation, significant events (favourable or unfavourable) occurring after the end of the financial year, or any circumstances likely to have a material impact on the company's development.

In addition, Listed Companies must include in their Management Report the following information:

- a corporate governance statement (see "Corporate Governance"), including a remuneration report ;
- information likely to have an impact in the case of a public takeover bid such as :
  - the capital structure;
  - any restrictions on the transfer of securities and/or on voting rights;
  - the holders of any securities with special control

rights;

- the system of control of any employee share scheme;
  - any known agreements between shareholders that result in restrictions on the transfer of securities and/or voting rights;
  - any significant agreements to which the company is a party and which take effect, alter or terminate upon a change of control of the company following a takeover bid, and the effects thereof;
  - any agreements between the company and its board members or employees providing for compensation if they resign or are made redundant without valid reason or if their employment ceases following a takeover;
  - the rules governing the appointment and replacement of board members; and
  - the power of board members, in particular the power to issue or buy back shares.
- justification of the independence and the competence as regards to accounting and auditing matters of at least one member of the Audit Committee (see "Audit Committee" and "Independent Director");
  - Non-Financial Information (if not established in a specific report) and
  - in case of Intra group Conflict of Interest, the decision of the committee, an excerpt of the board minutes and the appreciation of the Statutory Auditor.

### NON-FINANCIAL INFORMATION

Listed Companies with an average number of employees of more than 500 and which exceed (on a consolidated basis) at least one of the two following criteria must establish a statement on Non-Financial Information:

- balance sheet total of EUR 17,000,000; and
- annual net turnover of EUR 34,000,000.

To the extent necessary for an understanding of the company's development, performance, position and impact of its activity, relating to, as a minimum, environmental, social and employee matters, respect for human rights, anti-corruption and bribery matters, this statement includes:

- a brief description of the company's business model;
- a description of the policies pursued in relation to those matters, including due diligence processes implemented;
- the outcome of those policies;
- the principal risks related to those matters linked to the company's operations and
- non-financial key performance indicators relevant to the particular business.

The statement on Non-Financial Information, which is a Regulated Information, has to be included in the Management Report or in a specific report.

In exceptional cases, the board of directors, which is responsible for drafting the statement, may decide to omit certain information from the non-financial statement where the publication of such information could seriously impact the group's commercial position.

The Statutory Auditor must opine whether the non-financial statement is compliant with legal requirements and consistency with the annual accounts relating to the same financial year.



PDMRS (PERSONS DISCHARGING MANAGERIAL RESPONSIBILITY)

Greater transparency of transactions conducted by persons discharging managerial responsibilities at the Listed Company level and, where applicable, persons closely associated with them, constitutes a preventive measure against market abuse, particularly insider dealing.

As a consequence, persons discharging managerial responsibilities, as well as persons closely associated with them, must notify the Listed Company and the FSMA of every transaction conducted on their own account relating to the shares or debt instruments of that company. The obligation to publish those managers' transactions also includes the pledging or lending of securities and transactions by another person on behalf of the person discharging managerial responsibilities, including where discretion is exercised.

In order to ensure an appropriate balance between the level of transparency and the number of reports notified to competent authorities and the public, transactions do not need to be notified for transactions below a threshold of EUR 5,000 within a calendar year.

Notifications must be made promptly and no later than three trading days after the date of the transaction. Notifications shall be made public by the FSMA on its website.

In addition, persons discharging managerial responsibilities within a Listed Company are prohibited from trading (the shares or debt instruments of the company or derivatives linked to them) during a period of 30 calendar days before the announcement of (financial) reports which the relevant company is obliged to make public according to national law or Euronext Rule Book (See "Closed Period").

PERIODIC INFORMATION

Type of Information and content	Timing, Means of Publication, and Storage
<p><b>Annual Financial Report</b></p> <p>1. Minimum information:</p> <ul style="list-style-type: none"><li>- audited annual accounts;</li><li>- annual report;</li><li>- statement from the relevant responsible persons that, as far as they are aware, (a) the annual accounts give a fair view of the assets, of the financial situation, and of the results of the Listed Company including the consolidated companies and (b) the annual report gives a fair view of the development, position and results of the Listed Company including the consolidated companies, as well as a description of the main risks and uncertainties surrounding it; and</li><li>- the report of the (statutory) auditors.</li></ul> <p>2. Optional additional information: strategy, Corporate Governance, etc.</p>	<p><b>Timing</b></p> <p>The annual financial report is made public at the latest four months after the end of the financial year, both for Belgian and foreign Listed Companies.</p> <p>Listed Companies must provide the necessary documents to the auditor, for the preparation of the auditor report, at least 45 days before the scheduled date of the general meeting.</p> <p>Furthermore, Belgian companies must file the annual accounts with the National Bank of Belgium within 30 days after their approval by the general meeting and at the latest seven months after the end of the financial year.</p> <p><b>Means of Publication</b></p> <p>The Annual Financial Report is a Regulated Information.</p> <p>Publication in full and unaltered via different channels, such as:</p> <ul style="list-style-type: none"><li>▪ Press agencies;</li><li>▪ Magazines;</li><li>▪ Social media;</li><li>▪ Etc.</li></ul>

	<p>For the annual financial report, it is, however, sufficient to send a message to the media that includes a reference to the website(s) where the relevant information can be found.</p> <p>The annual financial report is also made available to the public in the form of a brochure.</p> <p>The information must also be provided immediately to the FSMA and at the latest when the relevant information is made accessible to the public.</p> <p><b>Storage</b></p> <p>Mandatory storage on the Listed Company's website and at the Official Belgian Central Storage Mechanism for Regulated Information (STORI) (see "Regulated Information").</p> <p>Storage delay: Min. 10 years.</p>
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<p><b>Annual Communiqué (optional)</b></p> <p>Minimum information:</p> <ul style="list-style-type: none"><li>- financial figures;</li><li>- note on, amongst others, all meaningful information regarding the company's development and its results; and</li><li>- information on whether the annual accounts were audited by the Statutory Auditor.</li></ul>
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<p><b>Timing</b></p> <p>The annual communiqué is made public between the preparation of the annual accounts and publication of the annual financial report.</p> <p><b>Means of Publication</b></p> <p>The Annual Communiqué is a Regulated Information.</p> <p>The publication is made according to the same means of publication than the annual financial report.</p> <p>Storage delay: Min. 5 years.</p>
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<p><b>Half-yearly Financial Report</b></p> <ul style="list-style-type: none"><li>- condensed financial statements;</li><li>- interim annual report; and</li><li>- a statement from the relevant responsible persons that, as far as they are aware, (a) the condensed financial statements give a fair view of the assets, of the financial situation, of the results of the Listed Company including the consolidated companies, and (b) the interim annual report gives a fair view of information which must be included therein.</li></ul>	<p><b>Timing</b></p> <p>The half-yearly financial report is made public as soon as possible and at the latest three months after the end of the reporting period.</p> <p><b>Means of Publication</b></p> <p>The Half yearly Financial Report is a Regulated Information.</p> <p>The publication is made according to the same means of publication than the annual financial report.Storage delay: Min. 10 years.</p>
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<p><b>Quarterly Financial Report, under the form of a trading update (optional)</b></p>	<p>Quarterly information is an optional information. Listed Company are therefore no longer required to publish quarterly financial reports, but may of course continue to publish quarterly information on a voluntary basis, generally under the form of a trading update.</p> <p>Quarterly information is a Regulated Information if it is published voluntarily.</p> <p>Storage delay: Min. 5 years.</p>
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### PERMANENT INFORMATION

As a general rule, Listed Companies shall communicate to Euronext Brussels all information which may impact the fair, orderly and efficient functioning of the markets operated by the Relevant Euronext Market Undertakings or may modify the price of its shares (ultimately) at the same time at which such information is made public.

In addition, Listed Companies must make the necessary information available to the public, in order to ensure the transparency, integrity and proper operation of the market. Information disseminated to the public shall be true, accurate and genuine and shall enable the shareholders to assess the impact of the information on the Listed Company's position, business and results.

More particularly, Listed Companies must disclose the following information (**Permanent Information**):

- information necessary to shareholders for the exercise of their (corporate) rights, including:
  - the appointment of the financial institution through which shareholders may exercise their financial rights;
  - information on the place, moment and agenda of the General Meeting of shareholders, on the total

number of shares and voting rights and on the right of shareholders to participate at General Meetings; and

- information related to rights attached to the holding of shares (e.g. notices and communications relating to the allocation or payment of dividends and the issue of new shares, including information on any arrangements for potential allotment, subscription, cancellation or conversion, and information relating to the payment of interest, the exercise of potential rights of conversion, exchange, subscription or cancellation and relating to redemption).
- modifications to the terms and conditions, rights and warranties attached to the shares.

Permanent Information is a Regulated Information and must be disclosed accordingly.



## REGULATED INFORMATION

### Definition

A Regulated Information is a financial information that is subject to specific disclosure requirements.

Regulated Information covers the following information:

- Periodic Information (including Non-Financial Information);
- Inside Information;
- Permanent Information;
- the following information relating to Major Holdings:
  - information contained in the transparency notification;
  - certain basic figures (i.e., the denominator);
  - the statutory thresholds (where relevant).
- the press releases on Share Buyback;
- the minutes of (ordinary and extraordinary) General Meeting of Shareholders;
- the special reports established in the framework of the use of the authorized capital;

- the fact that Belgium is their Home Member State (only applicable to Listed Companies whose admission occurred after the 1st of November 2016).

### Disclosure of Regulated Information

Listed Companies must publish Regulated Information and ensure their fast access on a non-discriminatory basis to the public. Also, the period of time elapsing between the dissemination in Belgium and in the other Member States should be as short as possible. Listed Companies cannot charge to the investors the costs related to such publication.

Regulated Information must be communicated to media in unedited full text (transmission to the media of a notice mentioning the website on which the report is available, is assumed to comply with this obligation) and with clear mention and indication of the quality of "Regulated Information", the identity of the Listed Company, the subject matter, the date and time of communication and, where relevant, the fact that the information is under Embargo. Listed Companies must use such media as may reasonably be relied upon for an effective dissemination of information to the public throughout the EEA.

It is also recommended that Listed Companies :

- use as many different channels of dissemination as possible, such as press agencies, newspapers (including newspapers not being published nationally only), (electronic) information providers, etc. Websites and/or social medias are not considered as a sufficient channel of dissemination.
- disclose Regulated Information (with the exception of Inside Information) after the close of trading (i.e. after 17h40) to allow the dissemination of the information by all types of media or, if not possible, at the latest, 30 minutes before the opening of the market.

In addition, Regulated Information has to be stored through the mechanism of the FSMA, which as Official Appointed Mechanism (OAM) is in charge of ensuring the centralised storage and publication of Regulated information. The Belgian centralised mechanism is called STORI and is available at the address <http://stori.fsma.be>. Listed Companies remain fully responsible for the reliability of the uploaded information.

## REMUNERATION OF BOARD MEMBERS AND OTHER EXECUTIVES

### Competence

As a general principle, the General Meeting of Shareholders exercises the exclusive power to determine the remuneration of directors. If however the company is structured in a two-tier board system, it is only the supervisory board who has the exclusive power to determine the remuneration of the executive directors, i.e., the members of the committee of directors ('directieraad'/'conseil de direction') . Specifically in the case of Listed Companies and as further discussed in the section relating to the Remuneration Committee, the individual remuneration of directors and executive directors is established following a proposal by the Remuneration Committee.

### Remuneration Report

The below information must be provided individually for each director. For a company with a two-tier governance structure, such information must be provided for each member of the supervisory board and each member of the management board. It must also be provided for each person entrusted with daily management:

- i. Global remuneration, whether paid by the company

concerned or by another company belonging to the same group, split by category (fixed and variable remuneration, pension plan, and any other component of remuneration); the ratio between fixed and variable remuneration; an explanation of how the remuneration complies with the remuneration policy (including how the remuneration contributes to the company's long-term performance and information on how the performance criteria have been applied);

- ii. Details on number of shares, stock options and assimilated securities, including their main terms and conditions of exercise;
- iii. Severance pay details;
- iv. If applicable, information on possible claw back clauses related to variable remuneration; and
- v. Any differences with the remuneration policy.

For the other managers (such as members of an executive committee in a company with a one-tier governance structure), only items (ii) and (iii) must be individually disclosed. Items (i), (iv) and (v) must be disclosed as well, but may be provided on an aggregated (not individual) basis for those executives.

In addition, the remuneration report must provide the annual variation in relation to the following: (i) remuneration of directors/managers, (ii) performance of the company, and (iii) average remuneration on a full-time equivalent basis of employees of the company. Such sets of figures must be presented over at least the five most recent financial years, presented together in a manner that permits comparison.

In a further boost to transparency, the remuneration report must also contain the ratio between the highest remuneration of the highest paid director/manager and the lowest remuneration (in full-time equivalent) employee.

The remuneration report is subject to a non-binding, advisory vote by the general meeting of shareholders. The remuneration report is published in the annual report.

In November 2020, the Corporate Governance Committee published an explanatory note to assist listed companies when applying the regulations relating to the remuneration report (available here: <https://www.corporategovernancecommittee.be/en/whats-new/news-committee/press-release-regulations-regarding-remuneration-report-corporate>).

### Remuneration policy

Listed companies are also required to establish a remuneration policy, applicable to directors as well as to each person entrusted with management and daily management that must contain the following information:

- Various components of fixed and variable remuneration;
- The way how the remuneration of employees has been taken into account to establish the remuneration policy;
- Criteria for awarding variable remuneration;
- For share-based remuneration, details on the vesting and retention periods and how such share-based remuneration contributes to the issuer's business strategy, interests and long-term sustainability;
- Information on contracts with directors, persons entrusted with management and daily management (duration, notice period, main characteristics of early retirement scheme and occupational pension plans, terms of termination and severance payments);
- Decision-making process for remuneration policy's determination, review and implementation; and

- Explanation of significant changes in the remuneration policy and how such changes take into account shareholder votes since the most recent vote on remuneration policy during the general meeting of shareholders.

The remuneration policy is subject to the approval of the general meeting of shareholders at least every four years and upon each major change. The vote of the shareholders is binding. The remuneration policy is made public for as long as it applies.

### Variable remuneration

Specific rules must be taken into account when establishing the "variable remuneration" of certain persons in a Listed Company. The variable remuneration covers, in principle, any element of remuneration (whether paid by the relevant company itself or by one of the companies forming part of its consolidation perimeter) that is linked to one or more "performance" criteria.

The BCCA provides that when an executive director receives variable remuneration, the underlying criteria used by the company to establish the variable remuneration should be explicitly included in the contractual or other provisions governing such executive

director's relationship with the company. The variable remuneration can only be paid if all criteria have been met during the relevant period. It is further specified that, in case of non-compliance with the aforementioned rules, the executive director's variable remuneration cannot not be taken into account in determining his/her severance package (see below).

Furthermore, unless stipulated otherwise in the articles of association or expressly approved by the shareholders:

- Subject to certain conditions, at least one-quarter of the annual variable remuneration to be received by an executive director must be based on predefined and objectively measurable performance criteria measured over a period of at least two years. At least another one-quarter of the variable remuneration must be based on predefined and objectively measurable performance criteria measured over a period of at least three years; and
- Shares will only be finally acquired and share options or any other rights to acquire shares will only be exercisable by an executive director after satisfying a holding period of at least three years.

Finally, no variable remuneration may be granted to an Independent Director. However, if an agreement with a

non-independent, non-executive director provides for a variable remuneration, the relevant provisions included in the contractual or other provisions which govern such non-executive director's relationship with the company and providing for the variable remuneration must be approved in advance by the next annual Shareholders' Meeting. Any contradictory provision is null and void.

### Severance package

During the General Meeting of Shareholders, prior approval must be given for any severance package agreed by the company with an executive director, if the severance payment exceeds 12 months of remuneration. If the severance package envisages a severance payment exceeding 18 months of remuneration, the Remuneration Committee must give its opinion. If the Shareholders' Meeting does not approve, in advance, the relevant provision referring to a severance payment exceeding 12 months of remuneration, no severance payment shall be due.

The proposal to be sent for approval to the General Meeting shall also be sent to the works council or, if the company does not have a works council, to the employee representatives in the committee for prevention and protection at work or, in the absence thereof, the union representatives who may provide its opinion on the

proposal at the General Meeting.

### Additional rules of the 2020 Corporate Governance Code

In addition to the BCCA's binding rules, the 2020 Corporate Governance Code sets out how a company should remunerate its (executive and non-executive) directors in a fair and responsible manner.

### REMUNERATION AND NOMINATION COMMITTEES

#### Remuneration Committee

Listed companies under a one-tier board system are required to establish a Remuneration Committee within their board of directors. The Remuneration Committee is composed of non-executive members of the board of directors, and a majority of them are Independent Directors with particular knowledge in the field of remuneration policy. The president of the board or another non-executive member of the board acts as chairman of the Remuneration Committee.

The Remuneration Committee should meet at least twice a year and whenever it deems necessary to perform its duties and should report on a regular basis to the board of directors on the performance of its duties.

As is the case for the Audit Committee (see "Audit Committee"), Small Listed Companies do not need to establish a Remuneration Committee. In such case, the board of directors will perform the duties of the Remuneration Committee.

The Remuneration Committee has the following duties:

- the Remuneration Committee makes proposals to the board of directors (i) on the remuneration policy and the individual remuneration of, amongst other, directors, members of the management committee and other directors, and the persons in charge of day-to-day management, and (ii) if relevant, on the proposals to be submitted by the board of directors to the shareholders (for instance on the remuneration of directors);
- it prepares the remuneration report, which the board of directors will include in the annual report;
- it further explains this remuneration report at the annual Shareholders' Meeting; and
- it advises on any severance package exceeding 18 months of remuneration (see relevant section on remuneration of board members).

For Listed Companies under a two-tier board system, a Remuneration Committee must be established within the supervisory board. In such case, the rules governing the Remuneration Committee within the board of directors shall also apply to the Remuneration Committee of the supervisory board, whereby the supervisory board fulfils the role of the board of directors.

The 2020 Corporate Governance Code supplements the above-mentioned binding rules under the BCCA. According to the Corporate Governance Code, the Remuneration Committee should make proposals to the board regarding the remuneration of executive and non-executive directors.

### **Nomination Committee**

Rules on the Nomination Committee are part of the principles set out by the 2020 Corporate Governance Code, under the “comply or explain” regime. These specify that the board of directors (in a one-tier board system) or the supervisory board (in a two-tier board system) should set up a Nomination Committee, the majority of which should be comprised of Independent Directors. The Nomination Committee should be chaired by the chairman of the board of directors or of the supervisory board or by another non-executive director.

The chairman of the board may be involved, but should not chair the Nomination Committee when dealing with the appointment of his/her successor.

The Nomination Committee should make recommendations to the board with regard to the appointment of directors and of executive managers. The Nomination Committee oversees the process of the renewal of directors, as well as the process for re-appointing outgoing directors. The Nomination Committee must also ensure that talent development programs and diversity promotion programs are in place.

The Nomination Committee should meet with sufficient regularity to perform its duties in an effective way.

### **Combined Remuneration and Nomination Committee**

The Corporate Governance Code specifies that the Nomination Committee and the Remuneration Committee may be combined.



## SHARE BUYBACK

### Conditions

Listed company may repurchase their own shares upon the following conditions:

- The acquisition must be authorized by a resolution of the general meeting of shareholders approved by at least 75% of the votes validly cast.
- The acquisition must be carried out by means of funds that would otherwise be available for distribution as a dividend to shareholders.
- Generally, the offer must be made on the same conditions to all shareholders. However, shares of a Listed Company can be acquired by the company without offer to all shareholders, provided that the acquisition of the shares is made through the central order book of the regulated market of Euronext Brussels or, if the transaction is not made through the central order book such as, for example, in a block trade, provided that the purchase price is equal to or lower than the higher price in the central order book at that time.

### Notification and publication requirements

Listed Companies are also subject to a number of additional requirements. They should inform the FSMA of both their intention to undertake a Share Buyback and its effective implementation, by notifying the decision of the shareholders and of the board of directors in this respect.

Furthermore, Listed Companies must make public via a press release their realized repurchase transactions no later than at the end of the seventh day following execution of the Share Buyback. These press releases are Regulated Information.

### Safe Harbor Regime

A Share Buyback operated by a Listed Company is subject to MAR. A Safe Harbor Regime is available: transactions carried out in compliance with the disclosure, reporting, price and trading conditions provided by the Safe Harbor Regime will not be construed as market abuse. Listed Companies may also choose not to comply with the Safe Harbor Regime but they must then take extra care to ensure that their Share Buyback activities fully comply with the market abuse rules in MAR. In particular, while derivatives are used for buying back shares, the Safe Harbor would not be available, therefore both Listed Companies and their derivatives

counterparties need to take measures to ensure that both the Share Buyback and the hedging activities of the counterparties do not constitute a market abuse.

## STATUTORY AUDITOR

Statutory Auditors are appointed for a renewable term of three financial years, upon proposal of the board of directors, after recommendation of the Audit Committee and after approval by the works council, if applicable. Their mandate expires at the ordinary General Meeting held to approve the financial statements of the third financial year.

With respect to Listed Companies, the combined total period of the mandate during which a statutory auditor can certify the annual financial statements is limited to nine years (i.e. three mandates). Exceptions to this limitation are as follows:

- If there is only one Statutory Auditor, up to three additional mandates are allowed, if the renewal is granted after a public tender process (i.e. 18 years in total).
- If a board of independent auditors is appointed, instead of one Statutory Auditor, the appointment can be extended by up to five additional mandates (i.e. 24 years in total).

- In exceptional circumstances, the audit relationship may still be extended by not more than two years, with prior approval of the Belgian Audit Oversight College.

At the end of the Statutory Auditor's mandate, there is a cooling-off period of four years during which neither the Statutory Auditor, nor, where applicable, any members of its network can perform the statutory audit for that same entity.

Additionally, the key audit partners responsible for conducting a statutory audit must rotate after a maximum of six years, followed by a three year cooling-off period during which such partner shall not participate again in the statutory audit.

Auditors are subject to incompatibility rules for accepting and carrying out their functions. Auditors cannot be appointed as Statutory Auditor where they have provided services to a Listed Company relating to the design and implementation of internal control or risk management procedures concerning the preparation and/or audit of financial information in the previous financial year.

During the mandate period, prohibitions and restrictions apply to non-audit services carried out by the Statutory Auditor and its worldwide network on behalf of the audited entity, its parent undertaking and its controlled undertakings within the EU.

Non-audit services that are not explicitly forbidden may only be performed by the statutory auditor up to a certain fee cap, provided that its independence is not impaired, and subject to the audit committee's approval.

For Listed Companies, the fees for permitted non-audit services cannot exceed 70% of the statutory audit fees. When assessing the fee cap, the fees for acquisition due diligence services are disregarded.

Within a period of two years after termination of their mandate, the Statutory Auditors cannot accept a mandate as director, manager or any other function, either within the audited entity, nor within any related undertakings.

### SUSPENSION OF THE SHARES

The suspension and resumption of trading on Euronext Brussels can be requested by FSMA, the listed company or by Euronext Brussels.

Suspension can be requested before an important announcement and/or in order to prevent or halt market abuse or disorderly market conditions

Declarations of suspension and resumption of trading that originate from the listed company should be submitted to the FSMA or Euronext through the following channels:

▪ [info.fin@fsma.be](mailto:info.fin@fsma.be)  
+32 2 220 59 00

or

▪ [ListingBrusselsBE@euronext.com](mailto:ListingBrusselsBE@euronext.com)  
+32 2 620 15 25

### SUSTAINABLE FINANCE

Sustainable finance comprises financial products and services that take into account environmental, social and governance (ESG) factors.

As part of the European Green deal aiming to make the Old Continent climate neutral by 2050, the European Commission adopted an Action Plan on sustainable finance in 2018, in accordance with the Paris Climate Agreement and the UN 2030 Agenda on Sustainable Development Goals. The Action Plan aims to encourage strong green finance that supports economic growth, while reducing pressure on the environment by implementing 10 key actions. As explained below, this includes the fundamental step of creating a harmonized classification system (Taxonomy) establishing a common European language for sustainable finance.

#### Key groundwork initiative – EU Taxonomy

The creation of a Taxonomy seeks to address the essential issue of what constitutes an environmentally sustainable economic activity, as set out in Regulation (EU) 2020/852 of the European Parliament and of the Council of 18 June 2020 on the establishment of a framework to facilitate sustainable investment, and amending Regulation (EU) 2019/2088. This Regulation

provides the framework for the Taxonomy, which is a classification tool listing economic activities (rather than identifying companies themselves) with environmentally-related performance criteria. The Taxonomy aims to guide investors in making informed investment decisions and encourage investment in sustainable companies. Institutional investors marketing investment products as environmentally sustainable will be required to disclose how they used the Taxonomy.

The Taxonomy identifies six environmental objectives:

1. Climate change mitigation (transition to a net-zero carbon emissions economy)
2. Climate change adaptation (transition to a climate-resilient economy)
3. Sustainable use and protection of water and marine resources
4. Transition to a circular economy, waste prevention and recycling
5. Pollution prevention and control
6. Protection of healthy ecosystems

In order to be Taxonomy-eligible, an economic activity must substantially contribute to at least one of the above environmental objectives and not significantly harm the other five objectives.

Furthermore, such economic activities must also meet minimum social safeguards and comply with specific technical screening criteria established in delegated acts to be adopted by the European Commission for each economic activity.

### Impact

Investing in Taxonomy-eligible activities will not be mandatory.

It can be anticipated that greater access to capital will incentivize companies to pursue sustainable activities because companies whose activities meet (or undertake to meet) the Taxonomy criteria will become eligible for environmentally oriented funds.

Companies will need to investigate whether their activities meet the Taxonomy criteria and ensure that relevant information is available to investors.

By June 2021, the European Commission will adopt a delegated act specifying the information companies subject to the Directive 2014/95/EU (the non-financial

reporting directive) (see “Non-Financial information”) will have to disclose on how (and to what extent) their activities are aligned with environmentally sustainable activities under the Taxonomy.

The Taxonomy is expected to be established by end-2021 and in full application by end-2022.

## TAKE-OVER BIDS

(voluntary bid, mandatory bid, squeeze-out and sell-out)

### Voluntary bid

In case of a voluntary public takeover bid, the interests of shareholders are protected by specific provisions, notably the following ones:

- the bid must be extended to all voting securities not already owned by the bidder as well as to all other securities giving access to voting rights (such as subscription rights and convertible bonds);
- the shareholders are ensured to be properly informed of the terms of the bid by means of the publication of a prospectus (prepared by the bidder and approved by the FSMA) and of a response memorandum prepared by the board of directors of the target company;
- the powers of the board of directors of the target to engage in operations of an exceptional nature are limited to some extent as from the notification of the bid by the FSMA to the target company.

In addition, Belgian law provides for a number of specific obligations in the event the takeover bid is launched by a bidder which, at the time of its notification to launch the bid, controls the target company. Such obligations

include among others the preparation of a valuation report by an independent expert.

### Mandatory bid

A mandatory takeover bid must be launched under specific conditions if a person (or a group of persons acting in concert), as a result of an acquisition, directly or indirectly holds more than 30% of the voting securities in a listed company. However, certain exemptions to the obligation to launch a mandatory bid when the 30% threshold is exceeded are available such as (but not limited to) (i) in the case of an acquisition resulting from a capital increase with preferential subscription rights decided by the General Meeting of Shareholders or (ii) when the threshold is exceeded by a maximum of 2% provided that the excess shares are transferred within 12 months and the voting rights attached to the excess shares are not exercised.

The Double-voting Right is not taken into account in calculating the threshold set for a mandatory bid.

### Squeeze-out

A person or different persons acting alone or in concert holding 95% of the voting securities of a listed company, have the right to acquire the remaining voting securities following a squeeze-out offer. The securities that are not

tendered in response to the squeeze-out are considered as being transferred by right to the bidder at the end of the procedure.

The procedure and the conditions will be different depending on whether the 95% threshold has been triggered following a public takeover bid or not.

If the squeeze-out offer is autonomous, the consideration must be in cash and must represent the fair value (assessed by an independent expert) as to safeguard the interests of the minority shareholders.

If the squeeze-out offer follows the completion of a public takeover bid, the bidder may require that all remaining shareholders sell their securities to the bidder at the offer price of the takeover bid, provided that, in case of a voluntary takeover bid, the bidder has also acquired, through the acceptance of the bid, 90% of the voting capital subject to the takeover bid. The bidder needs to reopen its public takeover offer within three months following the expiration of the offer period.

The Double-voting Right is not taken into account in calculating the threshold set for a squeeze out.

### Sell-out

Within three months following the expiration of an offer period related to a public takeover bid, holders of voting securities or of securities giving access to voting rights may require the bidder who owns at least 95% of the voting securities in a listed company following a takeover bid, to buy its securities from it at the price of the bid, on the condition that, in case of a voluntary takeover bid, the bidder has acquired , through the acceptance of the bid, securities representing at least 90% of the voting capital subject to the takeover bid.



## UBO

Following the implementation of the 4th EU Anti-Money Laundering Directive, a centralized register of Ultimate Beneficial Owners ("UBOs") was established in Belgium. UBO means any natural person(s) who ultimately owns or controls a company (including e.g. through direct or indirect ownership of minimum 25% of the shares).

The Belgian Anti-Money Laundering Law, lastly modified by the law of 20 July 2020 transposing the 5th EU Anti-Money Laundering Directive, mandates that all Belgian legal entities must register their UBOs in such centralized external UBO register.

However, the Federal Public Services (Finance) published a FAQ providing that such UBO registration obligation does not apply to companies "listed on a regulated market and subject to disclosure requirements consistent with EU Law". Thus, Listed Companies are fully exempted from the obligation to register in the centralized external UBO register.

Belgian subsidiaries that are (directly or indirectly) 100% held by Listed Companies are also exempt from the obligation to register their UBOs. However, such subsidiaries must register their ownership structure (mentioning all intermediary entities, including listed

companies). Non-Belgian subsidiaries are subject to the UBO procedure applicable in their jurisdiction of incorporation.

Furthermore, and similarly to all Belgian legal entities (including non-listed companies), Listed Companies must still obtain, hold and retain (accurate and updated) information on their UBOs in an internal register.

## UNREGULATED MARKETS

In addition to a regulated market, Euronext Brussels SA/NV also operates unregulated markets (e.g. multilateral trading facilities (MTFs)), such as Euronext Access and Euronext Growth, which are two markets dedicated to start-ups and (growth) SMEs. Euronext Growth has obtained the "SME Growth Market" status introduced under the so called "MiFID II regime".

Companies with securities admitted to trading on Euronext Access and Euronext Growth are not bound by requirements arising from the admission to trading on a regulated market. In turn, companies with securities admitted to trading on Euronext Access are subject to more flexible requirements than those applicable to the Euronext Growth Market.

The above elements mean that inter alia:

- an initial admission to trading on these two MTFs, if achieved through a private placement or a technical admission, is not subject to the condition to publish a prospectus ;
- companies listed on these markets can prepare their financial statements in accordance with their local accounting standards (IAS/IFRS not required) ;
- for minimum public holding and/or minimum market capitalization requirements, these are more flexible (Euronext Growth) or even non-existent (Euronext Access) ;
- requirements for periodic information and disclosure in relation to major holdings are more flexible (Euronext Growth) or do not apply (Euronext Access) ; and
- Corporate Governance requirements do not apply.

However, these two MTFs are fully subject to the Market Abuse Regulation ("MAR") (e.g. prohibitions on market abuse and public disclosure of Inside Information, as well as requirements for the establishment of Insider Lists and notification of transactions of PDMRs). Also, legislation on takeover bids and squeeze-out bids is applicable under certain conditions (e.g. the threshold

triggering the obligation to launch a mandatory bid, has been increased from 30 to 50% on both MTFs).

Listed Companies – i.e. companies whose profit shares or certificates relating to such shares are listed on a regulated market – are allowed to have other categories of securities (e.g. bonds) admitted to trading on Unregulated Markets in order to benefit from a more flexible regime



## WEBSITE OF THE LISTED COMPANY

### Information to be stored on the website

The following financial information must as a minimum be made available on the Listed Company's website:

- Regulated Information ;the proxy forms that have to be made available to each person entitled to vote at General Meeting of shareholder ;
- the financial calendar ;
- the prospectus ;
- the documents to be submitted to the General Meeting of shareholders.

Also, the FSMA recommends to Listed Companies to clearly state on their website the name, phone number and electronic address of the person to the attention of which the persons required to make a notification on Major Holdings may send their notifications.

### Characteristics of the website

The website of the Listed Company must:

- meets minimum quality standard for security and data recording and has to comply with specific conditions ;
- include a separate, updated section reserved for information covered by the Transparency Regulations, which is freely and easily accessible to anyone and without cost;
- include a calendar of periodic publications, as well as any announcements of postponement of a publication. The FSMA recommends that Listed Companies also mention in this calendar the date on which the annual financial report will be made available to the public. The calendar will in most cases contain information for a period of one year;
- includes prospectuses relating to admission of the Listed Company's securities to trading on a regulated market, provided that such admission is made at the Listed Company's request or with its agreement;
- contain all information covered by the Transparency Regulations that the Listed Company has published or made available to the public over the past 5 years. Annual and half-yearly financial reports as well as

reports on payments made to governments must be available for 10 years. Listed Companies are invited, regarding the presentation of these categories of information on their website, to distinguish between information that is up to date and information that is no longer current.

Also, shareholders and all interested persons should have the possibility to receive all information referred to in the Transparency Regulations free of charge by e-mail sent simultaneously upon the publication such information.



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## EURONEXT

Euronext is the leading pan-European market infrastructure, connecting local economies to global capital markets, to accelerate innovation and sustainable growth. It operates regulated exchanges in Belgium, France, Ireland, The Netherlands, Norway and Portugal. With close to 1,500 listed issuers worth €4.5 trillion in market capitalisation as of end December 2020, it has an unmatched blue chip franchise and a strong diverse domestic and international client base. Euronext operates regulated and transparent equity and derivatives markets and is the largest centre for debt and funds listings in the world. Its total product offering includes Equities, FX, Exchange Traded Funds, Warrants & Certificates, Bonds, Derivatives, Commodities and Indices. Euronext also leverages its expertise in running markets by providing technology and managed services to third parties. In addition to its main regulated market, it also operates Euronext Growth® and Euronext Access®, simplifying access to listing for SMEs. Euronext provides custody and settlement services through central securities depositories in Denmark, Norway and Portugal.

For the latest news, find us on Twitter  
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and LinkedIn  
[linkedin.com/euronext](https://linkedin.com/euronext)

## EURONEXT SERVICES TO LISTED COMPANIES

As one of the 1,500 companies listed on the Euronext markets, you benefit from a secure market, cutting-edge technology, a large pool of liquidity and support to finance your growth all throughout your life on the capital markets. Continuing its efforts to develop tools and services for listed companies, Euronext created **ExpertLine**, a multi-disciplinary team that provides you with a set of tools and services for global, real-time access to the markets. These services, which combine high technology and human expertise, provide you with continuous information and valuable aid to manage of your investor relations.

## CONNECT

**Connect.euronext.com**, a secure and personalised portal accessible via a simple Internet connection, has been developed to provide listed companies with a genuine tool to monitor changes in their share price and giving them access to high added-value services.

For more information reach ExpertLine:

Telephone: **+33 (0)1 85 14 85 87**

Email: [MyQuestion@euronext.com](mailto:MyQuestion@euronext.com)

## LISTING AND ADVICE

### Dedicated contacts

Euronext's dedicated contacts are your partners for all your projects on our markets, and offer a response in adequation with your daily stock market life, on a variety of subjects, in particular:

- Market organisation, trading and listing on the stock exchange;
- Euronext services dedicated to listed companies;
- Financial transactions such as capital or debt issues (including private placements of bonds, securities transactions, public offerings, etc.);
- Multi-listing on Amsterdam, Brussels, Dublin, Lisbon, Oslo or Paris;
- The entry or exit of indices.

## EXPERTLINE

Euronext has developed ExpertLine, an information and dissemination centre, managed by a team experienced in finance and the stock markets.

### This service aims:

- To offer you a single point of entry;
- To create and maintain a quality relationship based on ExpertLine's reactivity and proactivity;
- To identify and propose new opportunities (workshops, conferences, services...);
- To disseminate value-added market information (prices, broker market shares) through the daily end-of-session file sent to each of our issuers;
- To guide you in your efforts: ExpertLine is accessible every day, before, during and after the trading session (from 8:45 a.m. to 6:00 p.m.).

## DATA CENTER

### NEW!

You can now consult at a glance **the list of all the financial instruments** (different share classes, bonds, certificates, etc...) **that you have issued**.

They are available on the Connect data centre by clicking on the “LISTED SECURITIES” tab.

Connect also calculates in real time the **Weighted Average Price** (VWAP) of each share. The history of this information can also be downloaded from the “HISTORICAL COURSES” block in the Data Center.

### Alert management

You can create alerts to receive share price information based on several trigger criteria: opening and closing prices, change thresholds, at a given time, etc.

### Market overview

Any event concerning your share on the market: real-time display of the share price and summary of the previous trading session, market notices, press releases, etc.

### Brokers market share

This service allows you to consult the market shares and transaction volumes of the main financial intermediaries (buying and selling) on the central market as well as off-market transactions (blocks of securities). Available in graphical and data format.

### Intraday and Historical data

Data downloadable since 1999 (switch to Euro listing) on the historical performance of the shares of all companies listed on Euronext.

### List of customised values

Create a list of your favourite values with real-time prices and volumes and include it in your end-of-session summary.

### Market Indicators

Real-time market overview: the highest and lowest prices with associated changes, evolution of the main Euronext indices (international and sectorial) and exchange rates.

### My Company/Society Profile

Update of your company profile and transmission to all financial websites, contribution to the financial calendar available on live.euronext.com and online posting of your press releases in real time.

### My Floating stock

This CONNECT service enables you to find out your company’s preliminary and final free float which will be used for each quarterly revision of the Euronext indices.

### Liquidity providers

This section allows you to consult the performance of your liquidity providers daily by attendance rate, average capital and price range.

### Ranking

View in real time the performance of the most active stocks and indices in terms of upward and downward trends and trading volume. Several selection criteria are available: periods, sectors, capitalisation levels, etc.

### Order book

Access your order book in real time (graphical format and data) with the 10 best buy and sell price limits and their associated volumes.

### Your LEI code

Connect facilitates the management of your LEI code by sending you an email alert to remind you to renew it before it expires. Alert are sent 3 months, 1 month and 1 week before expiry and then every week after expiry.

### Investor Events

Throughout the year, Euronext organises workshops for listed companies and investor conferences in France and abroad.

### My Notices

The new “MY NOTICES” service, available in the “My Company” tab of your CONNECT account, allows you to consult and download in PDF format the market notice relating to your OST as soon as it is produced and communicated to the market by Euronext, no later than 48 hours before its effective date.

## EURONEXT CORPORATE SERVICES

### Your partner for success on capital markets

**Euronext Corporate Services** was established in response to the needs voiced by nearly 200 corporate issuers in a survey in 2016. This study showed that the four main operational efficiency challenges for issuers were:

- Establishing and implementing an efficient **investor relations strategy**
- Enhancing visibility and communication
- Improving **governance**
- Complying with **regulation**

As a result, Euronext Corporate Services empowers companies to **embrace efficiency** and now offers a suite of cutting-edge solutions and tailor-made advisory services to support every stage of your financing journey.

Contact us:  
[corporateservices@euronext.com](mailto:corporateservices@euronext.com)

Visit our website:  
[corporateservices.euronext.com](https://corporateservices.euronext.com)

## INVESTOR RELATIONS: POST-LISTING ADVISORY

High-value advisory, market intelligence and decision-making analytics for listed companies willing to be more active on capital markets.

### What are the main benefits?

- Maximise support from capital markets in line with your strategic ambition and financial needs;
- Raise market intelligence of your company and its peers;
- Understand current shareholders;
- Identify potential investors; and
- Adjust and improve your equity story.

### What are the main pillars of our offer?

- Analyse
  - Identification, profiling and monitoring of institutional shareholders,
  - Benchmark of peers and sector ownership,
  - Investor targeting reports.

- Understand
  - Annual perception studies of analysts and portfolio managers,
  - Preparation and analysis of public announcements,
  - Monitoring of analysts' consensus.
- Leverage
  - Creation of Investor Relations objectives and action plan,
  - Fine-tuning of key messages and KPIs.

## SHAREHOLDER ANALYSIS

A dynamic and strategic analysis of your shareholding structure.

### What are the main benefits?

- **Identify** your shareholder base and **precisely** determine your free float;
- Monitor the evolution of shareholders' position
- Understand the shareholder behaviour
- Prepare your upcoming investor roadshows
- Benchmark your shareholding with your industry.

## What are the main features?

### Benefits to enable efficiency:

- Delivering qualitative shareholder identification service, leveraging on the team's experience and analytics
- Enriching the shareholder data with international third party sources
- Delivering an in-depth analysis through a shareholding presentation, a detailed capital table and a full list of portfolio managers' contact details

### Innovative range of functionalities:

- Investigation and cross-referencing of data to determine an accurate global picture of shareholding
- Tailor-made identification
- Multi-dimensional analysis
- Enriched and detailed CSD.

## ESG ADVISORY

Tailor-made advisory, supporting listed companies in their ESG transition.

### What are the main benefits?

- Improve access to capital markets and anticipate to activist situations
- Identify expectations and better engage with investors
- Present your sustainable strategic ambition to the financing community
- Build, adjust and improve the ESG pillar of your equity story
- ESG is here to stay: A relevant strategy is rewarded by financial markets.

### What are the main features?

#### Evaluate non-financial issues:

- Compliance and materiality review
- Governance check
- ESG reporting assessment (KPIs) and peers benchmarking
- ESG perception study and shareholder risk mapping

## Prioritise and collect data:

- Identify priorities at industry and company level
- Set-up a relevant data collection process
- Meet with ratings agencies
- Enhance rating agencies dialogue (benchmark, advisory, answering questionnaires on your behalf)

## Engage with investors:

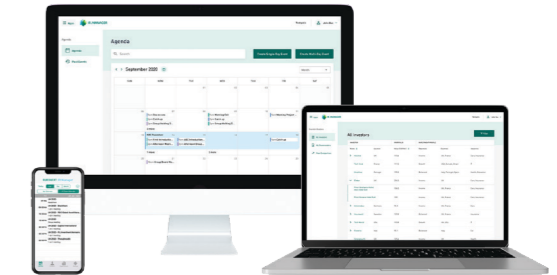
- Create investor relations action plan: ESG roadshow, brokers presentation, etc.
- Identify key ESG investor contacts
- Anticipate activist campaigns
- Catch ESG investment opportunities
- Measure impact and collect feedback

## IR.MANAGER – INVESTOR CRM & TARGETING PLATFORM

Comprehensive and intuitive customer relationship (crm) and targeting solution for investor relations teams.

### What are the main benefits?

- Support and streamline your IR team's workflow;



- Understand your shareholder base and the investment community
- Optimise the allocation of your investor engagement resources
- Access insightful intelligence from leading reliable providers

- Ensure follow-up with your potential future investors.

## What are the main features?

### Benefits to enable efficiency:

- Optimise your IR team workflow (including relationship management, roadshow logistics, meeting notes, emailing)
- Efficiently manage relationships with institutional investors, analysts and other stakeholders
- Profile and target institutional investors with greater accuracy
- Advise your management with value-added briefing notes and reports

### Innovative range of functionalities:

- Comprehensive database of 200,000+ buy & sell-side investment professionals, 40,000 institutions, 50,000 funds, and their known holdings in your company and peer group
- Roadshow planning tools such as IR.mail, calendar management, roadshow itineraries and synchronisation with Outlook/Notes
- Flexible and powerful cloud-based solution as well as a user-friendly mobile app

- Continuous support from a dedicated team including initial data migration.

## GOVERNANCE: iBabs Board portal and meeting management

A digital solution to secure your board meetings and streamline your decision-making processes.

### What are the main benefits?

- Enable more efficient and effective governance
- Fully secure - control confidential information and relevant documents
- Improve collaboration and workflow within board meetings & management teams
- Streamline decision-making processes and tracking of actions; and
- Save time and costs spent preparing, printing and distributing documents.

Leader on our markets, iBabs information management is secure and certified ISO 27001 and our servers are located in Europe (not subject to "US Freedom Act").

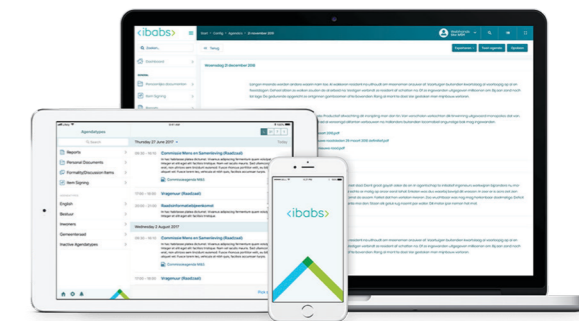
## What are the main features?

### ▪ User-friendly and easy to implement solution:

- Full SaaS solution with no set-up cost;
- Immediate implementation with no IT requirements; and
- Available in 6 languages (English, French, Dutch, Portuguese, German and Norwegian).

### ▪ Comprehensive range of functionalities:

- Storage and management of documents and permission access;
- Access to updated documents on all devices (PC, iPhone, Android);
- Document annotation and comment sharing;
- Calendar synchronisation and meeting scheduling;
- Automatic reminder and tracking of next steps;
- Electronic signature and approval on documents; and
- Complete meetings archive always available.



## COMMUNICATION: MY SHARE PRICE LIVE

Flexible and customisable market data components for your investor relations website.

### What are the main benefits?

- All your stock performances accessible from your website;
- Data live from Euronext with more than 200 data points available;
- Off-the-shelf solution to power your investor relations website; and

- Easy customisation to fit the lay-out of your company.
- Full accuracy and reliability in real-time

What are the main features?

Benefits to enable efficiency:

- Enhance your brand as a listed company with a comprehensive overview of your share price data
- Plug & play web solution to make qualitative market information on your stock easily accessible to your investors and the financial community
- Designed to simplify the management of your IR website
- Easily embeddable within your web layout and thus maximises the visibility of your stock.

Innovative range of functionalities:

- Interactive stock price performance and volume chart
- Live view of Euronext order book underlying to current stock price
- Automatic email alerts to investors on stock price
- Historical benchmark of share price performance against peers and/or reference indices.

COMMUNICATION AND INVESTOR RELATIONS:  
COMPANY WEBCAST

A next generation webcast platform to maximise visibility on capital markets and actively engage with your stakeholders.

What are the main benefits?

- Ensure transparency for all stakeholders, from anywhere
- Enhance the reach and impact of your IR events and internal communications
- Increase the interactivity and engagement of your key stakeholders
- Collect valuable insights on market performance and participants
- Full range of studios, on-premise and self-service webcasts.

We offer a reliable solution based on a cutting-edge technology and have been the market leader in Investor Relations since 2004.

What are the main features?

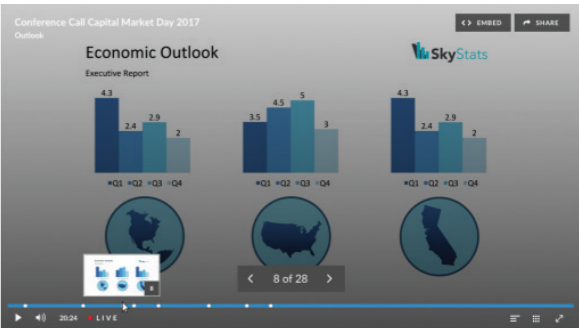
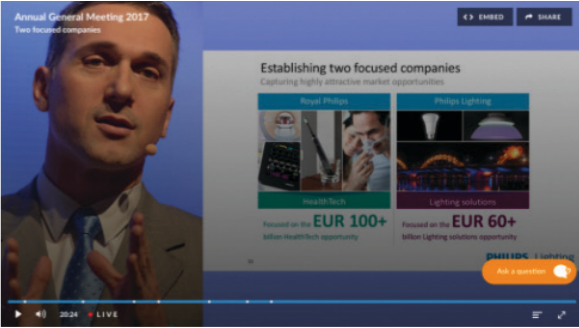
Five different high-end webcast and webinar solutions:

- **On-premise webinar:** Webcast online events from your location of choice including HD video or audio only
- **Conference-call webcast:** Extend your conference call with a webcast, allowing participants to follow the call online and access your presentation slides
- **Studio webinar:** Specially designed studios to broadcast truly professional webinars matching the quality of a TV studio
- **Self-service platform:** “Do it yourself” webinar platform to organise, produce and host webinars independently
- **Virtual Conference Room (VCR) webinar:** Speakers can be connected from different (home) locations with audio and video.

Innovative range of functionalities:

- Works on any browser or device without an extra plug-in or app
- Pause and rewind options during the live broadcast
- Immediate replay available for five years

- Embed the webcast within your own website
- Advanced peer-to-peer technology, enabling big groups of internal viewers.



## COMPLIANCE: COMPLYLOG

ComplyLog is a range of groundbreaking digital tools, designed by legal experts to help companies more easily meet the growing demands of European compliance laws and corporate regulations. We look after the complex, so that you can comply with ease.

### What are the main benefits?

- Automated digital products that save you hours of unnecessary paperwork
- You're always up-to-date, whether that's related to the latest compliance regulations or secure, best practice whistleblowing
- Trusted by over 600 leading companies in 15+ countries.

### What are the main pillars of our offer?

**InsiderLog:** allows you to automate the management of insider lists. All functionality is in place to ensure compliance with the European Market Abuse Regulation (MAR).

### Benefits to enable efficiency:

- Save time and ensure compliance with MAR as an issuer

- Seamlessly manage multiple clients and account access as an advisor
- Technical setup and security

**IntegrityLog:** is an easy online tool that allows safe, anonymous reporting of all potential ethical violations and wrongdoing.

### Benefits to enable efficiency:

- Automatic peace of mind
- Unique secure portal
- Easy dashboard reporting

Simplify and automate all your compliance and regulatory needs in one easy, efficient digital tool



Jones Day is a global law firm with 42 offices in major centers of business and finance throughout the world. Covering 18 countries on five continents, our unique governance system fosters an unparalleled level of integration and contributes to our ranking as one of the best in the world in client service.

Strategically located at the heart of the European Union, Jones Day's Brussels Office provides a broad array of services to assist the Firm's national and global clients in negotiating the EU's complex legal environment, as well as national-level regimes in Belgium, across Europe, and worldwide. Since its establishment in 1989, the office has emerged as one of the largest of any U.S. law firm in Brussels.

## Notes

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