



WERELDHAVE
BELGIUM



ANNUAL FINANCIAL REPORT 2013



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CONSOLIDATED ANNUAL REPORT OF THE BOARD OF DIRECTORS
OF THE MANAGEMENT COMPANY 2013

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Only the annual financial report 2013 drawn up in Dutch is legally binding.

KEY INFORMATION

FINANCIAL CALENDAR

09 April 2014

Annual General Meeting of Shareholders

14 April 2014

Ex-dividend date

16 April 2014

Dividend record date

17 April 2014

Dividend payable

24 April 2014

First quarter results 2014

24 July 2014

Half-year results 2014

23 October 2014

Third quarter results 2014

March 2015

Financial report 2014

	2009	2010	2011	2012	2013
Share price 31/12	61.5	68.5	66.90	82.50	83.22
Share price/Direct result 31/12	14.4	16.2	15.4	16.9	16.3
Market capitalisation 31/12 (mln)	327.9	365.2	356.7	520.4	525.0
Net asset value pe share	71.45	71.40	74.63	76.21	77.83
Dividend	3.92	3.92	4.00	4.25	4.40
Dividend yield 31/12 (%)	6.37	5.72	5.98	5.15	5.29
Pay-out ratio (%)	91.8	92.9	92.2	87.3	86.4
Free float (%)	30.7	30.7	30.7	30.6	30.6



Information is available at Wereldhave Belgium:

Tel: +32 2 732 19 00

investor.relations@wereldhavebelgium.com

www.wereldhavebelgium.com

Wereldhave Belgium shares are traded at the NYSE

Euronext continuous stock exchange in Brussels.

Ticker: WEHB / ISIN BE0003724383

Key figures past 5 years

RESULTS (x € 1,000)	2009	2010	2011	2012	2013
Net rental income	25,947	25,322	26,238	33,170	35,831
Profit	15,793	21,054	38,301	36,465	34,752
Direct result ¹⁾	22,768	22,495	23,126	29,415	32,089
Indirect result ¹⁾	-6,975	-1,441	15,175	7,050	2,663
Balance sheet (x € 1,000)					
Investment properties ²⁾	381,873	395,381	398,408	499,801	505,322
Development projects	13,179	27,815	74,428	55,244	90,159
Shareholders' equity	380,980	380,691	397,909	480,720	490,979
Number of shares	5,331,947	5,331,947	5,331,947	6,308,198	6,308,198
Fair value investment properties ²⁾ (x € 1,000)					
Retail	237,090	252,221	256,913	377,503	380,882
Offices	144,783	143,160	141,495	122,298	124,440
	381,873	395,381	398,408	499,801	505,322
Share data (x € 1)					
Direct result	4.27	4.22	4.34	4.87	5.09
Indirect result	-1.31	-0.27	2.84	1.17	0.42
Gross dividend	3.92	3.92	4.00	4.25	4.40
Net dividend	3.33	3.33	3.16	3.19	3.30
Net asset value before profit distribution	71.45	71.40	74.63	76.21	77.83
Direct result per share	4.27	4.22	4.34	4.87	5.09
Profit per share	2.96	3.95	7.18	6.04	5.51

¹⁾ see note 3.23

²⁾ Fair value has been computed after deduction of the transaction costs (10% - 12.5%) incurred at the sales process. The independent real estate expert has carried out the valuation in conformity with 'International Valuation Standards' and 'European Valuation Standards'.

GENERAL

Profile

Wereldhave Belgium is a listed investment company with a focus on commercial real estate in Belgium. For its new investments, Wereldhave Belgium focuses on shopping centres. The value of the investment properties portfolio, including development properties, amounts to € 595.5 mln. The existing operating retail portfolio of € 380.9 mln (75% of the total portfolio) contains shopping centres in Liège, Nivelles, Tournai and Genk. In addition, the portfolio investment properties contains offices in Brussels and Antwerp. The development portfolio of € 90.2 mln comprises the ground positions and the realised investments relating to the restructuring and/or extensions of shopping centres in Genk, Ghent, Tournai and Waterloo.

Wereldhave Belgium wants to create value by actively managing shopping centres and (re)developing shopping centres for its own portfolio. Via its own employees, Wereldhave Belgium maintains direct contact with the tenants. That way, Wereldhave Belgium is immediately aware of the concerns of its tenants and has recent market information at hand. This knowledge is also used when developing other projects.

Structure

Wereldhave Belgium has been a Real Estate Investment Fund (Sicafi) since 15 January 1998. The fund is governed by the Royal Decree of 7 December 2010 and by the law of 3 August 2012 and is recognized as such by the Financial Services and Markets Authority.

The company has the fiscal status of a Real Estate Investment Fund and is, therefore, not subject to corporate tax, except on possible exceptional profits and on disallowed expenditures.

Wereldhave Belgium Services SA, a wholly-owned subsidiary of Wereldhave N.V., acts as real estate manager of the investment properties portfolio.

Wereldhave Belgium shares are traded at the NYSE Euronext continuous stock exchange in Brussels.

Wereldhave N.V., The Hague, held 69.41% of the shares directly or indirectly at 31 December 2013.

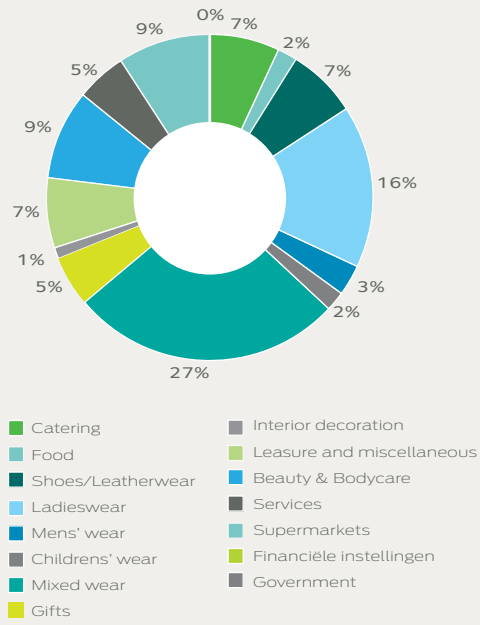
Property valuation

Wereldhave Belgium values its properties at market value, less transaction costs. The portfolio investment properties is valued externally every three months by independent real estate experts.

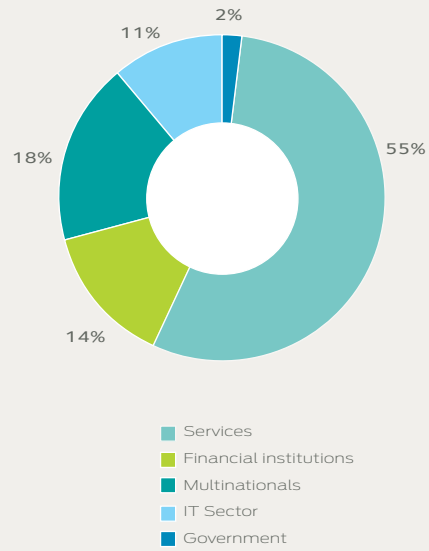
Financial position

Wereldhave Belgium has solid balance sheet ratios. With a debt ratio of 20.6% (statutory 20.6%) and a solvency of 78.3%, Wereldhave Belgium is one of the most solid property funds listed in Europe.

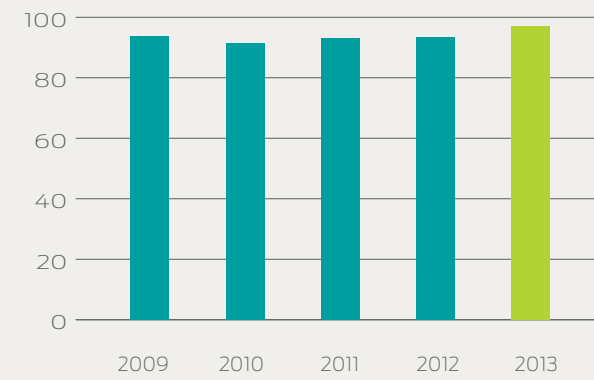
BREAKDOWN INVESTMENT PROPERTIES — SHOPPING CENTRES (as a % of rental income)



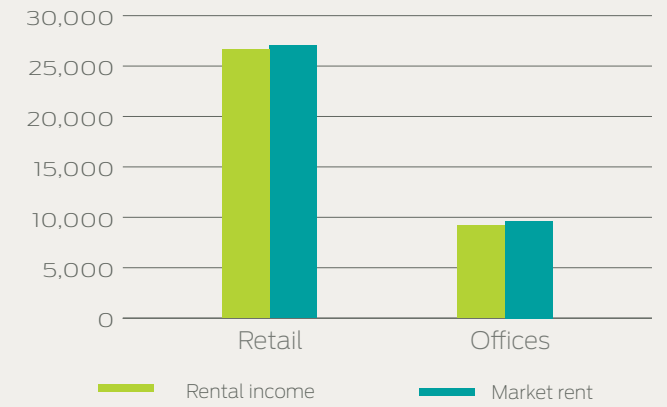
BREAKDOWN INVESTMENT PROPERTIES — OFFICES (as a % of rental income)



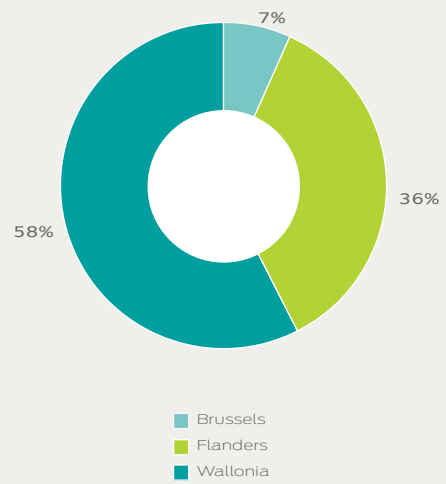
AVERAGE OCCUPANCY RATE (as a % of rental income)



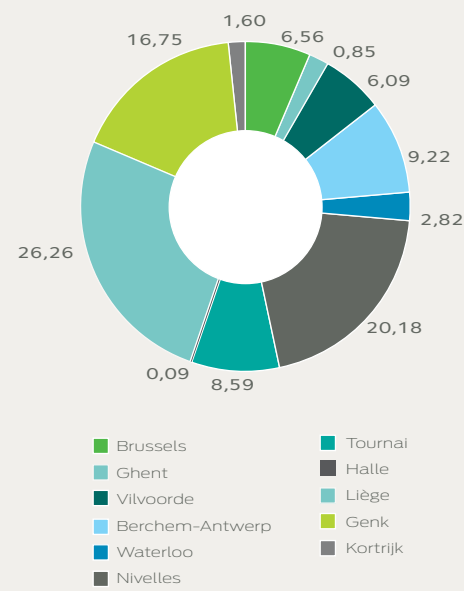
RENTAL INCOME VS. MARKET RENT (x € 1,000)



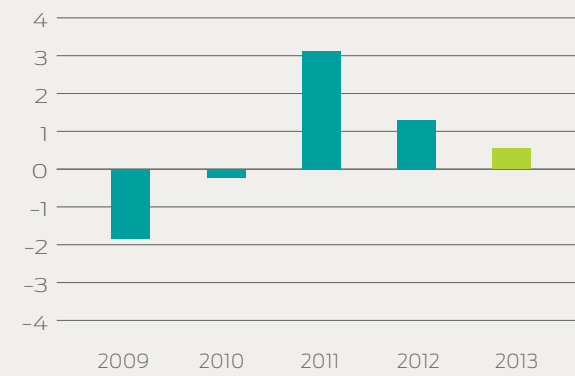
GEOGRAPHICAL BREAKDOWN (as a % of fair value)



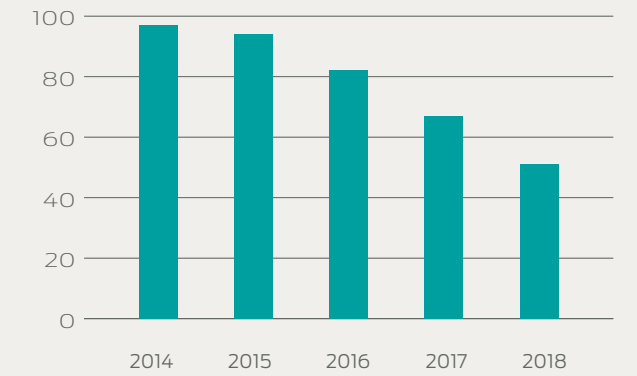
GEOGRAPHICAL BREAKDOWN (as a % of fair value)



REVALUATION REAL ESTATE PORTFOLIO (in %)



GUARANTEED RENT (in %)



INTERVIEW WITH **LUC PLASMAN**, EXECUTIVE MANAGER

“In the prevailing market conditions Wereldhave Belgium had an excellent year”

Also his expectations for the future. What trends will the near future bring? What will Wereldhave Belgium be focusing on? “In Belgium we will continue to seek portfolio expansion through acquisitions and new developments.”



Luc Plasman,
Executive Manager
Wereldhave Belgium,
comments on the
developments of the
past year.

Luc **PLASMAN**
EXECUTIVE MANAGER

“In the prevailing market conditions Wereldhave Belgium had an excellent year,”

What did you find most noticeable in last year's market developments?

“Like all other European countries, Belgium faced the consequences of the economic downturn in 2013. However, the spending levels of Belgian consumers remained quite stable, especially when compared to those in neighbouring countries like the Netherlands and France. The annual wage indexation in Belgium and the absence of severe public spending cuts played their part in this regard. Nevertheless retailers' confidence visibly deteriorated. This especially applied to businesses like electronics-focused vendors feeling under pressure by internet sales. As a result, we have seen a number of bankruptcies, as well as expansion plans being shelved or delayed, even at international retailers' level.”

And how has Wereldhave Belgium weathered conditions in 2013?

“In the prevailing market conditions, Wereldhave Belgium had an excellent year. The like-for-like rental growth of the core portfolio, i.e. shopping centres, amounted to 6.3%, which is largely above inflation levels. In late 2013 the shopping centres at the heart of our portfolio had a 99.2% occupancy rate. Vacated retail units were quickly leased again, often at higher rental prices.

However, office rental, 20% of Wereldhave Belgium's portfolio, showed strong performance, with an occupancy rate rising from 81.3% to 91.8% in the course of the year, especially through new leases in Antwerp and Vilvoorde. We thus achieved the highest occupancy rate since our stock exchange listing in 1998.”

INTERVIEW WITH **LUC PLASMAN**
How does Wereldhave Belgium deal with the current economic context?

“We are responding to the challenges of the economic crisis and the pressure on visitor numbers through an active management of our shopping centres, shaped among others by an active leasing policy. When lessees leave or go bankrupt, we look for retailers with added value, often yielding higher rents.



“Wereldhave Belgium has adopted modern technology and e-commerce, including the introduction of Apps, free WI-FI and active use of social media.”

Additionally we continue to expand and renovate our shopping centres, to keep them attractive or make them even more attractive.”

“In recent years Wereldhave Belgium has been very successful with the Nivelles shopping centre, where renovation and expansion have considerably boosted visitor numbers and consequently also rental income. In 2014 we are going to complete the two following redevelopments: the renovation and expansion of ‘Shopping 1’ in Genk and the construction of 119 student rooms with a small shopping complex in Ghent. Our medium-term planning also involves renovation and expansion projects

in Tournai and Waterloo; the latter projects have been delayed by the required permits and authorisations process. In 2014 we expect to start building a new retail park in Tournai, to be followed in 2015 by the renovation and expansion of the existing shopping centre.”

What is the outlook for the next few years?

“This year Wereldhave Belgium expects a slight improvement of market conditions, as economic growth gathers pace. The implementation of our strategy involving active management and in-house project development will continue unabated. The extra shopping space created by our own

development will only start contributing to our results in 2015. Wereldhave Belgium will continue to seek the expansion of the portfolio through acquisitions and new developments, although the potential to achieve this goal is restricted by the limited scale of the offer available.

REPORT TO THE SHAREHOLDERS

“Shopping centres are becoming increasingly important,”

Medium-sized shopping centres with expansion potential

Wereldhave Belgium focuses on medium-sized shopping centres with expansion potential and dominating the retail scene in their operating area. By means of proactive management, the sicafi seeks to maintain and reinforce the market position of its shopping centres. Last year, the importance of shopping centres increased, taking an 80% share of the portfolio investment properties.

The **Nivelles shopping centre** (28,600 m²), expanded by about 12,500 m² (2012), has now reached its cruising speed. In 2013 approximately four million people visited the shopping centre.

The **‘Belle-Ile’ shopping centre** in Liège (30,252 m²) is deemed to be amongst the most attractive, high-performance shopping centres in the area. Permanent management care and vigilance ensure superlative quality, offer and retail mix.

In accordance with our focus and corporate strategy, the real estate investment trust (bevak/sicafi) is about to structurally renovate and expand the **‘Les Bastions’ shopping centre** in Tournai (please refer to our development projects).

“Last year, the importance of shopping centres increased, taking an 80% share of the portfolio investment properties.”

91.8% office occupancy rate

End 2013, the EPRA occupancy rate of our office portfolio amounted to exactly 91.8% (31 December 2012: 81.3%). This favourable

take-up happened both in the Antwerp **‘De Veldekens’** office park and in the Vilvoorde **‘Business- en Mediapark’**. New lease agreements were entered into, amongst others, with Argenta (3,300 m²), Antea (2,200 m²) and ENI (1,300 m²).

Consolidating the current occupancy rates and renegotiating lease agreements upon expiration of their base term remain priorities for the Company.

Generating value through development projects

By developing projects for its own portfolio and at cost, Wereldhave Belgium wants to create value for its shareholders. Wereldhave Belgium seeks to create the right balance between the size of the development portfolio and the existing portfolio investment properties.

27,400 m² of leasable area at Shopping 1 (Genk)

The construction works to renovate and expand the ‘Shopping 1’ shopping centre in Genk are on schedule. Delivery of the works is expected by late 2014. Upon completion of the expansion (11,800 m²) the shopping centre will have a **leasable area of 27,400 m²**. The number of parking places will rise by

530 units, reaching a total of 1,250 units. Commercialisation is ongoing.

The ‘Les Bastions’ shopping centre to include a retail park

The Tournai project involves a substantial expansion of the shopping centre (14,500 m²) and the integration of a retail park (10,000 m²). The socio-economic permit was granted and the building permit procedure is ongoing.

Already 80% of Overpoort Ghent has been preleased

The delivery of the construction works for the redevelopment of the mixed inner-city project (retail 3,700 m² - 119 student’s rooms) in the Overpoortstraat in Ghent is expected by mid-2014. 80% of this complex has already been preleased.

The remaining development projects are still at the planning and permit application stages.

For more detailed information, see chapter ‘Development projects’.

RESULTS



Profit

The profit for 2013 amounts to € 34.8 mln (2012: € 36.5 mln). Compared to the same period in 2012, the decrease in profit is the result of a higher direct result (€ 2.7 mln) and a lower indirect result (€ -4.4 mln). The profit consists of the direct and indirect results.

Direct result

The direct result for 2013 amounts to € 32.1 mln (2012: € 29.4 mln).

The net rental income increased by € 2.7 mln due to the 'apport en nature' of commercial real estate in Genk as of 11 April 2012, to the opening of the extension in the shopping centre in Nivelles as of 30 March 2012 and to higher contractual rents in the shopping centre 'Belle-Ile' in Liège. Property charges

remained at a stable level and general costs and other operating income and charges are € 0.3 mln higher. Financial expenses decreased by € 0.1 mln.

The direct result per share amounts to € 5.09 (2012: € 4.87).

EPRA occupancy on 31 December 2013 stood at 97.0%, an increase of 3.3% compared to 31 December 2012. EPRA occupancy levels per sector on 31 December 2013 (31 December 2012) were 99.2% (98.7%) for retail and 91.8% (81.3%) for offices.

Indirect result

The indirect result amounts to € 2.7 mln (2012: € 7.1 mln). The indirect result arises mainly from realised and unrealised changes in the value of assets in the portfolio (€ 3.3 mln), a depreciation of the fair value of financial assets on associated companies (€ -0.5 mln) and a variation in deferred taxes on investment property of associated companies (€ -0.1 mln).

Dividend

A dividend of € 4.4 gross - € 3.3 net per share will be proposed to the General Meeting of Shareholders, resulting in a pay-out level of 86.4% (2012: 87.3%), compared to the direct result.

The dividend will be payable as from 17 April 2014. Financial services are provided by BNP Paribas.

EQUITY AND DEBT

Shareholders' equity at the end of 2013 before distribution of profit amounted to € 491.0 mln, i.e. 78.3% of the balance sheet total (2012: € 480.7 mln or 83.0%). Wereldhave Belgium's guideline for the longer term is a solvency ratio of about 70%. Strong balance sheet ratios reduce the sensitivity to interest rate movements and increase the ability to make new investments.

Of the 6,308,198 shares in circulation at 31 December 2013, 36.22% were held by Wereldhave N.V., 33.19% by Wereldhave International N.V. and 30.59% by the general public (free float).

The net asset value per share at 31 December 2013, including the profit for the current year, amounts to € 77.83 (31 December 2012: € 76.21).

At 31 December 2013 the Company had utilised four external financings: three revolving credits of € 120 mln expiring respectively in 2016 (€ 60 mln), 2017 (€ 30 mln) and 2018 (€ 30 mln) plus a non-committed credit line (€ 26 mln) with no end date. The loans are at floating interest rates and are presented at fair value in the balance sheet. As the company does not make use of any hedging instruments, variations in interest charges may influence the result. It concerns

only credit facilities for which there are no guarantees. Fair value does not differ from the nominal value as it concerns short term advances at floating interest rates.

In accordance with the Royal Decree of 7 December 2010, the debt ratio on the total of assets to 31 December 2013 amounts to 20.6% (2012: 16.2%). The disputed fiscal claim of € 50.9 mln is not taken into account in the calculation. For that matter, the total sum of the fiscal claim is guaranteed by Wereldhave N.V., shareholder of Wereldhave Belgium.

The legal proceedings regarding the sale of a company in 1993, requalified as "cash company", were settled by the Brussels Court of Appeal on 28 May 2013. The Court of Appeal acquitted the SCA Wereldhave Belgium as the facts laid against it were not established.

RISK FACTORS/ANALYSIS/ MANAGEMENT

Risks and risk management

Wereldhave Belgium recognises strategic, operational and financial risks. Strategic risks are linked to strategic choices of the company, operational risks are directly related to the company's activities and financial risks are related to developments on the financial markets.

Hereafter follows a description of the most important business risks, the specific procedures to control the risk and the possible influence on the result or assets.

Key risks

Operational

The rental risk involves the risk of the lettable and movements in market rents. Due to the economic crisis, it may take longer to rent vacated space, resulting in a loss of rental income due to vacancies. Market rents are not always in keeping with contractual rent fees, as a result of which adjustments to the rental income can be necessary when extending leases or renovating. Wereldhave Belgium keeps a constant and close eye on market rent movements.



Shopping centres are preferred as future investments and/or for expansions.

Wereldhave Belgium aims for stable growth of both the direct result and the dividend.

1. Achieving rent growth through active management of shopping centres
2. (Re)developing shopping centres for its own portfolio.

The sicafi maintains direct contact with the tenants and regularly reports to the Management Company on all relevant market developments. The standard lease terms state that rent is to be paid in advance. Another fixed component in Wereldhave Belgium's lease agreements is formed by bank guarantees (3 to 6 months).

A change of 0.5% in the occupancy levels has an effect on the direct result of € 0.2 mln (€ 0.03 per share).

EPRA occupancy in 2013 amounted from 93.7% to 97.0% (Core: 99,2% - non core: 91,8%).

The value development of the portfolio is affected by rental markets as well as financial markets. A lower value affects the capital ratios and the net asset value of the share.

The focus on shopping centres involves a higher geographical concentration, in the sense that the apportionment is implemented only on a limited number of real estate as well as a higher risk concentration.



Wereldhave Belgium's strategy safeguards its portfolio of attractive properties with excellent letting prospects. However, even the value of first-class property can decrease. The development of the portfolio's value is monitored closely. Wereldhave Belgium values its properties at market value (at the buyer's expense). The entire portfolio is valued each quarter. External valuations by independent valuers are performed. A change in the average initial yield of 0.25% has an effect of € 20.0 mln on equity (€ 3.17 per share).

With its solid capital ratios, Wereldhave Belgium is well able to absorb any decreases in property values.

Belgium is one of the most soundly funded property funds listed in Europe.

A change of 0.5% in the money market interest rate has an effect of € 0.6 mln on the direct result and equity (€ 0.1 per share).

Financial risks

Changes in interest rates may affect the results, the yield and the value of the property.

Of the interest-bearing debt of € 121 mln, 100% was borrowed at variable interest rates as at 31 December 2013. Inflation rates, in combination with interest rates, are included in the management information and in the parameters set by the Management Company for the projections and forecasts that are used in determining policy. With a debt/equity ratio of 20.6% as at year end 2013, Wereldhave

Financial transactions are only concluded with the prior approval of the Management Company.

Other risks

Operational

The bad debt risk is the risk of a contract party defaulting on payments to Wereldhave Belgium. If 1% of the debtors were to default, this would have an effect of € 0.4 mln on the direct result (€ 0.06 per share).

Development risk

The risk that the ultimate project costs deviate from the original budget is managed by means of transparent budgeting and highly-disciplined project management. The Company also endeavours to ensure that it can determine itself whether and when the various project phases commence.

Financial

The refinancing risk comprises the risk that loan agreements cannot be renewed, or can only be renewed subject to less favourable conditions. This risk is mitigated by maintaining solid equity ratios, maintaining relations with various international banks and maintaining sufficient credit facilities

Financial transactions are only concluded with the prior approval of the Management Company.

Strategic risks

In order to maintain the fiscal statute sicafi, a number of statutory requirements have to be met. The Management Company devotes continuous attention to maintaining the status. The distribution obligation and funding limits are calculated periodically and on an ad-hoc basis in connection with refinancing, investments and preparing the dividend proposal.

The exemption in accordance with Section 39 § 3 of the 2010 Royal Decree relating to the shopping centre 'Belle-Ile' in Liège on the prohibition of investing more than 20% of the assets in a single property project has been renewed till 31 December 2014.

Wereldhave Belgium satisfied the requirements for the fiscal status of sicafi during 2013.



With an on-line application, Wereldhave Belgium monitors outstanding receivables and assesses the adequacy of its provision for bad debts on a monthly basis. Moreover, the standard lease conditions require rents to be paid in advance, and the creditworthiness of every new tenant is assessed before any new lease is signed. The risk is limited further by bank guarantees provided by tenants.

Completion and purchase obligations are only concluded subject to an explicit decision of the Management Company.

With an on-line application, Wereldhave Belgium addresses possible discrepancies through a monitoring of its projects on a monthly basis.

(both committed and uncommitted). The Management Company reviews the cash flow forecasts and the resulting funding requirements on a regular basis..

Financial transactions comprise the risk that is attached to financial transactions such as interest rate swaps. Only reputable major financial institutions with investment grade credit ratings are eligible as counter parties.

Risk management

The Management Company is responsible for the organisation, implementation and functioning of the internal risk management and control systems that are geared to Wereldhave Belgium's business activities. The Management Company is aware that there is no risk management and control system that can provide absolute guarantees in terms of achieving the business objectives and preventing significant errors, losses, fraud or the violation of laws or regulations.

The instruments for internal control and risk management consist of the tailored administrative organisation, the annual investment plan, to be approved on a yearly basis by the Management Company and the Business Principles and Code of Conduct. Wereldhave Belgium has rules in place for reporting irregularities. All integrity-sensitive positions have been identified, and special procedures are in place for hiring employees for these positions.

Wereldhave Belgium has set up its own, tailor-made administrative organisation in which internal control is embedded. The business processes are documented in a database that is available on-line to all employees. This system not only safeguards the continuity of business processes, but also

records and disseminates the knowledge present in the company. The business processes are further defined in task descriptions per function.

The Administrative Organisation/Internal Control system is based on a division of functions to the greatest possible extent. This system includes a computerised information system with access being based on the task descriptions. Both contracting and payment take place based on the 'four-eyes' principle.

Wereldhave Belgium has strict procedures in place for the periodic preparation of quarterly and annual figures based on approved accounting principles. The internal management reports are designed to immediately identify developments in the value of investments and the result per

share. Electronic data processing is used in a computerised, integrated central information system.

Wereldhave Belgium aims to guarantee the reliability and continuity of its IT organisation and automated data processing by employing a system of preventative and repressive measures. This system is designed to safeguard the integrity, exclusiveness, availability and verifiability of the automated data processing and data storage. Daily backups are made of the data files. Each week the backup files are deposited in an external safe. A fallback agreement has been established with an external service provider.

Investor relations

For all Wereldhave Belgium stock related questions:
investor.relations@wereldhavebelgium.com.





“Value creation and risk diversification”

MANAGEMENT REPORT

Mission: focus on shopping centres

Wereldhave Belgium's mission is to be a professional property investor and landlord generating an attractive long-term investment result in combination with a low-risk profile on its entire property portfolio. Shopping centres are preferred as future investments and/or expansions.

Strategy: value creation and risk diversification

Wereldhave Belgium aims for stable growth of both the direct result and the dividend. To achieve this, the key focal areas of Wereldhave Belgium's strategy are value creation and risk diversification. Value is created for shareholders by:

1. achieving rent growth through active management of shopping centres
2. (re)developing shopping centres for its own portfolio.

“Wereldhave Belgium aims to be a professional property investor and landlord with a focus on investments and/or expansions in shopping centres.”

Active management of shopping centres

Wereldhave Belgium invests in shopping centres that are dominant in their catchment areas. With active management by its own specialists, the sicafi continues to reinforce the market position of its centres, focusing on increasing visitor numbers, retail sales and rental income. It invests in the appeal, quality and sustainability of its shopping centres. With their high occupancy levels, shopping centres contribute to the consistency of Wereldhave Belgium's results.



“The sicafi invests also in the appeal, quality and sustainability of its shopping centres.”

In-house development

The second method of value creation is to develop high-quality property at cost for the Company's own portfolio. In-house development of projects makes it possible to optimally gear the quality to user demands and the timing of the investment to market conditions.

Objectives

Wereldhave Belgium aims to:

- achieve **stable growth** in the direct result per share and **dividend**, with a *pay-out ratio* of at least 80% (legal minimum);
- **increase the share of shopping centres** in its portfolio investment properties.

Solvency 78.3%

Wereldhave Belgium has solid capital ratios with a current solvency rate of approximately 78.3%. In view of this context, the Management Company considers it acceptable to fund growth by lowering the solvency margin. This will enable Wereldhave Belgium to utilise any attractive acquisition opportunities as they come up in the period ahead.

Innovative data management

Although the Belgian real-estate market is characterized by specific local knowledge and modus operandi, it does leave much room for exchanging 'best practices' regarding markets in which the Wereldhave Group operates.

As Europe's economic climate will remain troubled for some time, input based on operational excellence remains more important than ever to make business choices.

To boost operational excellence, we continue to develop our high-performance data management. Operationally our organisation has a BO-BI framework. Because data needs to be supplied by the same sources and information flows, corporate processes need optimum coordination.

CORPORATE GOVERNANCE

Introduction

Wereldhave Belgium attaches great importance at achieving a balance between the interests of the providers of risk-bearing capital and the other stakeholders in the company. Matters such as transparency, adequate provision of forward-facing information and business ethics, form a part of this philosophy. Business ethics is anchored in 'Business Principles' and Code of Conduct for staff, both of which are published on our website www.wereldhavebelgium.com.

Wereldhave Belgium fully applies the Belgian Corporate Governance Code 2009. The code can be found on <http://www.corporategovernancecommittee.be>

The size the Company is considered here as is the specific management structure of Wereldhave Belgium, and therefore the Corporate Governance Principles are relevant for the management structure of the Management Company.

The Board of Directors shall dedicate a specific chapter to Corporate Governance in its Annual Report, in which the Corporate Governance practices in the tax year of the Company are discussed, including the specific information required by the applicable legislation and the Corporate Governance

Code. In compliance with Section 96 §2 of the Companies Act, the Corporate Governance Statement must at least include the following information:

- the Corporate Governance Code applied by the company;
- the main characteristics of the internal systems for control and risk management (regarding financial reporting);
- the shareholders structure, as deducted from the transparency statements the company has received from its shareholders and specific financial and business information and
- the composition and operation of the management and its committees.

The Company is a partnership limited by shares offering an issue for public subscription and whose shares are noted on the NYSE Euronext Brussels stock exchange. The Company is listed as investment company as provided by Section 20 of the Law of 3 August 2012 regarding some forms of collective management of investment portfolios, and is recognised by the FSMA as public Real estate investment fund under Belgian law (Real estate investment company with fixed capital).

The Company endeavours stable growth of the direct result and dividend. In order to

achieve this, value creation and risk spreading are central to the Company's strategy. Value creation for the Shareholders mainly occurs by:

1. realising rental growth by active management of shopping centres;
2. (re)developing shopping centres for the own portfolio.

The Company spreads the risk of its investments over the various regions in Belgium.

The rules, procedures and work methods on which the management and control of the Company are based are defined in the Corporate Governance Charter and its Annexes.

Compliant to Section 96, §2, 1^o of the Companies Code (as modified by the Law of 6 April 2010 to reinforce the good governance of listed companies) and the Royal Decree of 6 June 2010 including the Corporate Governance Code for good governance by listed companies the Company applies the Corporate Governance Code as its reference code.

The Corporate Governance Charter is subject, without prejudice to the articles of association

of the Company and the relevant provisions in Belgian law, like the Company Code. Possible summaries or descriptions of legal and statutory provisions, Company structures or contractual relations in the Corporate Governance Charter are only clarifications and should not be construed as judicial or fiscal advice on the interpretation or enforcement of such provisions or relations.

The Corporate Governance Charter must be read together with the articles of association of the Company, the Annual report and other information made available by the Company occasionally. Additional information on any fiscal year relating to the pertinent changes and events of the previous fiscal year will be communicated in a Corporate Governance Statement.

The Corporate Governance Charter can be consulted on the website of the Company (www.wereldhavebelgium.com) and will be revised as often as necessary.

Description of the structure of the Corporate Governance

The Company has the legal form of a Partnership limited by shares under Belgian law.

The Company has active and sleeping partners. The active partners are principally and unlimited liable of all obligations of the Company. The sleeping partners are responsible for the debts and losses of the Company merely up to the amount of their input, providing that they do not carry out any management acts.

1. Statutory Management Company

Based on its articles of association, the Company is managed by one or several Management companies, which must have the capacity of acting partner.

The Management Company is appointed by an Extraordinary General Meeting of Shareholders, held before a notary public and in accordance with the requirements for change of its bylaws.

The Management Company is competent to carry out all actions of internal management

which are necessary or useful to realise the Company's object, with the exception of those actions legally reserved to the General Meeting of Shareholders.

The Management Company carries out its duty through its Board of Directors. The appointment as Management Company is unlimited in time.

2. Board of Directors

According to Law and its articles of association, the Company is managed autonomously and exclusively in the interest of the Shareholders. This principle is very strictly applied: the Company, the Board of Directors and the Executive Managers do not pay attention to special interests of Shareholders, of the Management Company, of the Directors, of the Promotor or of the Executive Managers. The interests considered in the scope of the management of the Company are not limited to the Shareholders and extend to all elements of the notion 'social interest' to which is referred in the Belgian Companies Code.

The Board of Directors is the leading body of the Company. It acts collegially.

The Board of Directors has the task of defining the strategic direction of the Company, the supervision of the management of the

Managing Directors and the general state of affairs in the Company and its Affiliates, in order to raise the long term value of the Company on behalf of the Shareholders. For that purpose it examines whether the risks are assessed correctly and verifies if they are addressed through regular and strict controls.

The Company's responsibility, mix and diversity in general, are a.o. criteria helping the Board of Directors in its decision making process.

The Board of Directors has both a supervisory and advising role directed to the interest of the Company, the company and all its Shareholders. The Board of Directors acts as a college with a mutual responsibility without mandate and independent of the partial interests involved in the Company.

2.1 Composition

The Board of Directors is composed of a minimum of four members, of which:

- a majority are non-executive Directors, i.e. Directors who have no active functions in the Company;
- at least three Directors qualify as 'independent' in the sense of the Companies Code and Annex A of the Corporate Governance Code; and

- a majority of Directors have no connection with the promoter.

The list of the members of the Board of Directors, published in the Corporate Governance Statement, indicates which Directors are independent.

The Board of Directors is composed in such a way that a balance of competences and professional experience in disciplines such as real estate, finance and general management exists, without excluding candidate Directors whose experience in other areas and personality would be assets to the Company.

Every Director also must have the personal attributes enabling him to execute his mandate flexibly and collegially, but with full independence of mind. He must have an immaculate reputation of integrity (mainly at the level of confidentiality, conflicts of interest and the prevention of abuse of privileged information), have a critical and business-like attitude and be able to develop a strategic vision.

Every Director must also be sufficiently motivated and have enough time to be present at the meetings of the Board of Directors – and if need be at the meetings of the committees he is member of – and prepare those meetings.

For the composition of its Board of Directors the Company prefers complementarity of the competences, experience and knowledge and, as much as possible, a mix of genders and diversity in general.

Two Directors are appointed as Managing Directors and are in charge of the day-to-day management of the Company. In accordance with Section 39 of the Law of 3 August 2012 on certain types of collective management of investment portfolios, they qualify as 'Executive Managers'. The Managing Director does not also act as Chairman of the Board of Directors. The Managing Directors are assisted by a compact management organisation in the execution of their duties.

The Board of Directors decided not to create a 'management committee' in the sense of the Companies Code.

2.2 Duration, appointment, evaluation and extension of the Directors' mandates

2.2.1 Duration

The duration of the Directors' mandates is limited to four years. The mandates are renewable.

The Directors are appointed and their mandate is renewed by the General Meeting of Shareholders of the Management

Company, on proposal by the Board of Directors.

In order to ensure the continuity of duties of the Board of Directors and to prevent several Directors resigning concomitantly, the Board of Directors establishes a schedule on the basis of which Directors step down.

2.2.2 Appointment

In accordance with Section 39, § 2 of the Law of 3 August 2012 on certain types of collective management of investment portfolios the persons involved in the management or policy-making of the Company, without participating in the effective management, must possess the required know-how and appropriate experience for the execution of their task.

Before submitting proposals to the General Meeting of Shareholders the Board of Directors shall:

- 1) Collect advice and recommendations, in particular:
 - regarding the number of Directors it deems desirable, without falling under the legal minimum,
 - regarding the consistency of the profile of the Director whose mandate could be extended as required by the Board of Directors,
 - regarding the definition of the suitable profile, based on the general selection criteria

for the Directors and based on the latest evaluation of the operation of the Board of Directors (which demonstrates the current and required competences, know-how and experience within the Board of Directors), and possible special criteria applied in the search for one or several new Directors,

- 2) for its part interview the candidates, if required check their curriculum vitae and references, take note of their other mandates (in listed Companies or other) and evaluate them.

The Board of Directors ensures that appropriate plans exist for the succession of the Directors, ensures that each appointment or each renewal of Directors mandates, both for Executive and non-executive Directors, guarantee the continuity of operations of the Board of Directors and its committees and maintain the balance in the competences and experience amongst their members.

Non-executive Directors are fittingly made aware of the scope of their duties when they place their candidature, in particular on the time management in the context of their assignment. They may not consider more than five directorships in listed Companies. Possible changes in their other relevant commitments and new commitments outside the Company, are communicated to the

Chairman of the Board of Directors at the appropriate time.

Each proposal for appointment of a Director by the General Meeting of Shareholders is associated with a recommendation by the Board of Directors. The proposal indicates the proposed duration of the mandate, which may not be longer than four years, and contains relevant information about the professional qualifications of the candidate, together with a list of the functions already filled by the candidate. The Board of Directors indicates which candidates meet the independence criteria of Annex A of the Corporate Governance Code. Without prejudice to the applicable legal provisions in this matter, appointment proposals are notified at least 30 days before the General Meeting of Shareholders together with the other topics on the agenda.

In case of (re)appointment, it is necessary to proceed to a prior review to the profile's attributes. The reasons for re-appointment will be explained to the General Meeting of Shareholders. For re-appointment the way the candidate has filled his task as Director is considered. The presence during the underlying session period of a conflict of interest will be involved in the decision.

If one or more Directors' mandates become available, the remaining Directors have the right to fill these provisionally until the next General Meeting of Shareholders which will carry out the final election.

2.2.3 Professional development

The Chairman ensures that new Directors receive an adequate initial training to enable them to contribute quickly to the Board of Directors.

The Directors shall permanently update their knowledge of the business of the Company and the development of the real estate sector. The Directors allocate sufficient time to efficiently carry out their function and take on their responsibilities.

2.2.4 Evaluation

Under the leadership of its Chairman, the Board of Directors regularly evaluates (at least every two to three years) its extent, composition, performance and that of its committees, as well as its interaction with the Executive Managers.

This evaluation process strives for four objectives:

- assess the operation of the Board of Directors and its committees;
- check whether the important subjects were appropriately prepared and discussed;

- evaluate the actual contribution of every Director, his presence at the meetings of the Board of Directors and the committees as well as his constructive involvement in the discussions and the decision making process; and
- determine whether the current composition of the Board of Directors or the committees is in line with the desirable one.

The non-executive Directors regularly evaluate their interaction with the Executive Managers. They meet at least once a year for that purpose.

The contribution of each Director is periodically assessed to - considering changing circumstances - adapt the composition of the Board of Directors. In case of re-appointment, the commitment and efficiency of the Director is evaluated, in accordance with a previously defined transparent procedure.

Based on the results of the evaluation, the Board of Directors acts by identifying strengths and dealing with weaknesses. As the case may be, this entails that new members are presented for appointment, that there are proposals for not renewing the mandate of existing members or that measures deemed necessary to the efficient operation of the Board of Directors are taken.

The Board of Directors can decide to be assisted by external specialists in this evaluation process.

Under the leadership of the Chairman, the Board of Directors notes the self assessment reports of the Committees it created, evaluates the composition and extent of these Committees and decides on the possible adjustments proposed by these Committees.

Upon preparation of the Corporate Governance Statement of the Annual report, there will be an annual evaluation of the compliance with procedures, rules and regulations applicable to the Board of Directors.

The Corporate Governance Statement contains information on the main characteristics of the evaluation process of the Board of Directors, its committees and its individual Directors.

2.3 Remuneration of the Directors

The amount of the remuneration of the non-executive Directors is defined by the General Meeting of Shareholders of the Management Company, upon proposal of the Board of Directors.

The total remuneration consists of an annual fixed amount.

The amount of remuneration of the executive Directors is defined in an agreement with the Management Company and is defined by the Board of Directors. The same procedure applies to any review of the remuneration of the Executive Managers.

The Remuneration policy of the Company aims to offer to those involved in the management of the Company such a remuneration that enables to attract the desired profiles, keep and motivate them, which is in line with the characteristics and challenges of the Company, while the risks are managed healthily and effectively and the costs for the various remunerations remain under control.

The Company wishes to offer those involved a remuneration level that equals the fees offered by other Companies for similar functions.

To remain up-to-date with the remunerations paid out in the market, the Company participates in benchmarks by social secretariats or specialised consultants. It sometimes consults those specialists, outside any benchmark.

For the identity of the various categories of beneficiaries of fees, please refer to the other chapters of the Corporate Governance Charter.

Management Company

For the execution of its mandate, the Management Company receives a fixed fee. This fee covers the expenses of the independent Directors. For the non-independent Directors, no expenses are currently charged to the Company. The remuneration reflects the responsibilities and the time allocation of the independent Directors, in relation to the limited scope and complexity of the Company.

The remuneration method of the Statutory Management Company is described in the articles of association of the Company. It can therefore only be modified by a decision of changing the articles of association by the General Assembly of Shareholders. The fee of the Management Company in 2013 is set at € 95,000.

The fee is due per calendar year, but only becomes payable after approval of the annual accounts of the tax year by the General Meeting of Shareholders.

The calculation of the fee is subject to control by the Auditor.

Directors

Directors do not receive performance-linked remuneration and no remuneration in shares

or stock options, nor advantages in kind or benefits linked to pension schemes.

List of individual remunerations on tax year 2013:

Non-executive Directors	Fixed
Dirk Goeminne BVBA (as from 1 April 2011) - represented by Dirk Goeminne	€ 15,000
MDCS BVBA (as from 1 April 2011) - represented by Philippe Naert	€ 15,000
GEFOR SA (as from 1 April 2011) - represented by Jacques de Smet	€ 15,000

Executive Directors

D. Anbeek	unpaid mandate
L. Plasman	unpaid mandate (employee statute)

2.4 Current members of the Board of Directors

The Board consists of the five following members:

Dirk Anbeek, (50) residing at Breelaan 55, 1861 GD Bergen, NL, is Managing Director since 31 July 2012. His mandate terminates

immediately after the General Meeting of Shareholders of 2016. Mr. Anbeek is also Managing Director of Wereldhave SA. Nationality: Dutch (attendance rate in 2013: 100%)

Luc Plasman (60), residing in Puydt 20, 1547 Bever, Director and Managing Director since 1 July 2011, forms the executive management of Wereldhave Belgium with D. Anbeek. He has long experience in (re)development of property projects and also is Chairman of the Belgian Luxembourg Council for shopping centres. His mandate terminates on 30 June 2015. Nationality: Belgian (attendance rate in 2013: 100%)

Dirk Goeminne BVBA (Oudeheerweg-Heide 77, 9250 Waasmunster) permanently represented by Dirk Goeminne (58), qualifies as independent Director. Dirk Goeminne has international experience in various retail groups and therefore can have important input in strategic decision making. His mandate terminates on 31 March 2015. Nationality: Belgian Other directorships in listed companies: VandeVelde SA, Ter beke (attendance rate in 2013: 100%)

MDCS BVBA (Fairybankhelling 2/202, 8670 Koksijde), permanently represented by Philippe Naert (70), qualifies as independent



From left to right:
Luc Plasman, Philippe Naert,
Dirk Goeminne, Jacques de Smet,
Dirk Anbeek

Director. Philippe Naert has international experience in general management and marketing.

His mandate terminates on 31 March 2015

Nationality: Belgian

Other directorships in listed companies: none (attendance rate in 2013: 100%)

GEFOR SA (Hagedoornlaan 96, 1180 Brussels), permanently represented by Jacques de Smet (64), qualifies as independent Director. Jacques de Smet has international financial experience in various types of Companies.

His mandate terminates on 31 March 2015.

Nationality: Belgian

Other directorships in listed companies: Elia SA, SABCA SA

(attendance rate in 2013: 100%)

2.5 Statements on Directors and Executive management

Wereldhave Belgium NV, Statutory Management Company, confirms, based on the information at its disposal, that:

- for at least the past five years neither it, nor its Directors or, in case of Companies acting as Director, their permanent representative, nor members of the Executive Management:
 - have been convicted of fraud;
 - were the subject of official or publicly

expressed accusations and/or imposed sanctions by a legal or supervisory authority (including recognised professional organisations), or ever been declared incompetent to act as member of the management of a Company or to act in the context of the management or the execution of the activities of a Company;

- have had a leading function as member of the management, leading or supervisory bodies of a Company that have been declared bankrupt, under legal composition or in liquidation.

- there are currently no employment agreements or service providing agreements with Directors, nor with the company, nor with the Statutory Management Company, providing for specific payments at the termination of employment;
- the employment agreements or service providing agreements concluded between the Statutory Management Company and/or the Company and the members of the Executive Management do not provide specific payments at the termination of employment.

2.6 Chairmanship

The Board of Directors appoints one of its independent Directors as Chairman, based on his knowledge, know-how, experience and mediation skills.

The role of the Chairman consists in independently facilitating the operation of the Board of Directors and promoting the quality of the management of the Company.

The Chairman has the specific duties of:

- communication with the Managing Director(s);
- standing as Chairman of the Board of Directors and the associated tasks, as set out in the Corporate Governance Charter and the articles of association of the Company;
- leading the General Meeting of Shareholders;
- negotiating with the possible advisors appointed by the Board of Directors;
- discussing the results of the annual evaluation of the operation of the Board of Directors with the members of the Board;
- The Chairman also takes initiatives on subjects such as selection, (re)appointment of members of the Board of Directors, fees, contacts/ communication with external advisers, in preparation of the debate on these subjects at the plenary meeting of the Board of Directors; and
- The Chairman ensures in particular that best practice for Corporate Governance is applied to the relations between the Shareholders, the Board of Directors and the Executive Managers.

The Chairman further ensures that:

- new members of the Board of Directors follow an introduction and training programme;
- the members of the Board of Directors receive all required information for the correct execution of their task on time; and that
- there is enough time for consultation and decision making by the Board of Directors.

Furthermore, the Chairman carries out the tasks appointed to him by law, the articles of association of the Company and the Board of Directors.

2.7 Tasks of the Board of Directors

In addition to its legal and statutory obligations, the Board of Directors carries out the assignment of Management Company and in such capacity is entrusted with the following tasks:

- The Board of Directors will watch over the values and the strategy of the Company, its willingness to take risks and the main management policies.
 - Strategic decisions including investments and disinvestments, lease strategy, the general operation of the Company and

decide on any initiative presented to the Board of Directors;;

- The Board of Directors provides the necessary financial and human resources to enable the Company achieving its objectives;
- When achieving its objectives the Board of Directors takes social responsible enterprising and diversity in general into account;

■ The Board of Directors supervises:

- the performance of the Executive Management and the achievement of the Company's strategy;
- the efficiency of the Audit committee;
- the integrity of the Company;
- the timely publication of financial and non-financial information in compliance with existing legislation and regulations;
- approving a structure of internal control and risk management and evaluate its implementation, taking the evaluation of the Audit committee into account;
- the performance of the Auditor and the internal audit function, taking the evaluation of the Audit committee into account;
- a description of the main features of the internal control and risk management systems and their publication.

■ The Board of Directors decides on the structure of the Executive Management and defines the competences entrusted to the Executive Managers. They will be integrated in the internal regulations of the Board of Directors and the executive management.

■ Taking measures for a smooth and effective dialogue with the current and potential Shareholders, based on mutual understanding of objectives and interests.

■ Ensuring that the obligations to all Shareholders are met.

2.8 Compliance with applicable rules

By accepting his mandate, the Director complies with all the applicable rules of the Management Company and with regard to the Company, and in particular the legislation on real estate management companies, the articles of association of the Company and the Management Company, the Corporate Governance Charter and the Terms of Reference.

2.9 Right of information

Any Director, both of the Management Company and the Company, has the right to receive all information and documents required for the correct execution of his function, except information and documents

relating to 'corporate opportunities', defined in the Corporate Governance Charter, and in the cases defined therein.

2.10 Operation

General

The articles of association of the Company provide that the Management Company must be organised in such a way that within its Board of Directors at least two physical persons collegially supervise the Managing Directors for actions relating to the Company.

Frequency

The Board of Directors meets at least four times a year, and as often as necessary.

Frequency and schedule of the meetings are defined by the Board in close consultation with the Managing Directors. The meeting schedule is defined for the whole calendar year at the end of the third quarter of the previous calendar year at the latest.

The Board of Directors discusses the strategy and the risks related to the Company at least once a year.

Notice of meeting and agenda

The Board of Directors meet after notice by its Chairman or two Directors. The notice must occur at least 24 hours before the meeting.

The notices are validly made by letter or any other telecommunication means with a material carrier. They include the agenda.

The agenda indicates the topics that will be addressed at the meeting.

The Chairman ensures that the Directors receive appropriate and correct information in due time before the meetings in order to enable the Board of Directors to make knowledgeable deliberations.

In the preparation of the meeting of the Board, the Directors spend enough time on examining the information and the documents they receive, and request additional information and documents when they deem it appropriate. They shall actively participate in the work of the Board of Directors.

Chairmanship and secretariat

The Chairman presides every meeting. If absent he will be replaced by the oldest Director.

The Board of Directors has appointed a secretary of the Company, who also fills the function of Compliance Officer. All Directors have access to the secretary.

Proxies

Any Director unable to attend can be represented by another member of the

Board of Directors at a specific meeting. The proxy must occur in writing, or by any other means of telecommunication with a material carrier.

A Director can represent several colleagues and vote, in addition to his own vote, as many times as he had proxies.

Decisions, quorum and majority

Unless in case of force majeure, the Board of Directors can only validly deliberate and decide if at least half of its members are present or represented. If that condition is not met, a new meeting must be called which, providing that two Directors are present or represented, will validly deliberate and decide on the topics on the agenda of the previous meeting.

Any decision of the Board of Directors is taken by absolute majority of the present or represented Directors and, if one or several abstains, at majority of the other Directors. In case of division, the vote of the person presiding the meeting is decisive.

All Directors have one vote. Blank votes and abstentions are considered as not cast when the number of votes is counted. If after a second vote the majority about a decision to be made is not obtained, the proposal is considered rejected.

In exceptional cases that can be suitably justified by utmost urgency and the interest of the Company the Board of Directors can take decisions in writing. However, this procedure can not be used for the approval of annual accounts and, as the case may be, for a call of the authorised capital. The written decisions must be taken by unanimous agreement of the Directors. The signature of the Directors will be placed either on a single document, or on several copies thereof. Those decisions will have the same validity as if they were taken at a regular meeting of the Board of Directors and will carry the date of the latest signature placed by the Directors on the document mentioned above.

Minutes

The deliberations and votes of the Board of Directors give a summary of the discussions, specify the decisions taken and indicate possible reservations of specific Directors.

They are signed by the Chairman of the Board of Directors and at least one other Director and the members who so wish.

The original is destined for archiving by Wereldhave Belgium NV, the Company keeping a copy for its own archives.

The Chairman, a Managing Director, both acting together with another Director, are

authorised to certify copies or excerpts of the minutes.

2.11 Conflicts of interest and conflicts of functions

The Director arranges his personal and business interests in such a way that any conflict with the interest of the Company is excluded and is in the sole interest of the Shareholders.

The Director informs the Board of Directors of any conflict of interest and in such case does not take part to the vote on the item concerned, in compliance with the Company Code.

Any Director who detects that an action presented to the Board of Directors is of such nature to interest another Company in which he holds a Director's mandate or any other mandate, immediately informs the Chairman of the Board of Directors. Unless if the unit to which he belongs applies appropriate 'Chinese Walls' procedures, he withdraws from any deliberation and decision process relating to this action and does not receive the information relating to it, in accordance with the provisions in the Corporate Governance Charter.

A Director may accept mandates in other Companies, if he does not execute more than five Directorships in listed Companies and complies with the transactions on the

publication of these mandates defined in the Corporate Governance Charter. Any Director planning to accept a directorship in addition to the one carried out (with the exception of Director mandates in Companies controlled by the Company and Director's mandates which in the opinion of the Director involved are not of such nature to influence his availability), reports this fact to the Chairman with whom he examines whether this new burden leaves him sufficient availability for the Company.

2.12 Transactions in securities of the Company

For transactions in securities of the Company, the Director is subject to preventive rules on market abuse in Annex 7 to the Corporate Governance Charter.

He must inform the Compliance Officer prior to any transaction, among others.

2.13 Integrity and dedication

For all Directors, both executive and non-executive, and for the latter irrespective of whether they are independent or not, it is necessary that they can decide based on independent judgement.

The Directors ensure that they receive detailed and accurate information, they will study in

depth to obtain and maintain good insight in the main aspects of the company activities. They request clarification whenever they deem it necessary.

Although they are part of the same body, both executive and non-executive Directors each play a specific complementary part in the Board of Directors:

- the executive Directors provide the Board of Directors with any relevant and financial information to ensure the latter can effectively fulfil his role;
- the non-executive Directors present the strategy and the main policy lines, as proposed by the Executive Managers, in a critical and constructive way for discussion, and help elaborating it further;
- the non-executive Directors meticulously assess the performance of the Executive Managers in view of the agreed objectives.

Directors must cautiously treat the confidential information they received in their capacity of Director.

A Director will intermittently resign in case of insufficient participation, structural discordance of insights, incompatibility of interests or when it is otherwise warranted, such as if it has appeared on sufficient grounds that the integrity of the Director is jeopardised.

A business relation between a Director and the Company will be reported in the Annual report.

A Director immediately reports a (potential) direct or indirect conflict of interest to the Chairman. A Director involved in a conflict of interest situation shall provide all information to the Chairman, including the relevant information on his spouse, registered partner or other life partner, foster child and blood relatives and relatives in the second degree. This Director will not participate in the evaluation of the Board of Directors on the existence of a conflicting interest.

A 'conflicting interest' exists when the Company plans to enter a transaction with a legal entity:

- (i) in which the Director has a personal financial interest;
- (ii) a manager of which has a family relation with a Director; or
- (iii) for which a Director fills a managerial or supervising function.

The number of management mandates of a member of the Board of Directors in other listed companies and similar functions in unlisted companies or organisations is limited to guarantee a good distribution of tasks. For defining the number of director mandates can

be deemed acceptable in such Company types in individual cases, the work burden resulting from these functions is ultimately decisive. The maximum number of directorships in listed companies is five however.

Each Director states all director's positions and similar other functions in November, which are likely to influence the work load. Declaration is made by updating a curriculum vitae to be sent out by the Secretary for publication in the Annual report. In the Annual report the age, profession, main function, nationality and all other director's mandates in listed companies of all individual directors are provided for. Furthermore the main side functions, if interesting for the fulfilment of the task of Director, are indicated.

The Directors need the approval of the Board of Directors for accepting directorships in other listed companies and similar functions in unlisted companies or organisations. The members of the Board of Directors will request approval prior to the publication of a possible appointment. The request will be submitted to the Chairman. The Chairman shall submit such a request relating to himself to two other members of the direction.

The Board of Directors takes all necessary and useful measures for effective and efficient application of the Belgian regulation on market

abuse. In that context it complies with the provisions and directives included in a policy (Annex 7) to the Corporate Governance Charter which is an integral part of it.

3 The committees of the Board of Directors

In compliance with the Sections 522, 526bis and 526quater of the Companies Code, the Management Company may, in its lap and under its exclusive liability, create one or several advisory committees, such as, for example, a strategic committee, an audit committee, an appointment committee and a remuneration committee, and set their internal regulations.

The Board of Directors has created an Audit committee. The role, the composition and the operation thereof are defined in the Internal Regulation of the Audit Committee in Annex 3 to the Corporate Governance Charter and is an integral part of it. Moreover, the Board of Directors defines the composition and the operation of the committee in the Corporate Governance Statement.

As the Company only meets one of the three criteria defined by Section 526 of the Companies Code, the Board of Directors has decided not to create a strategic committee, an appointment committee and a remuneration committee. The Board of

Directors considers the tasks concerned as tasks of the plenary Board of Directors. The Board of Directors is of the opinion that its limited scope enables efficient consultation on the concerned topics, which means those separate committees are superfluous. For the same reason no supervisory college of the Executive Managers is created as the responsibilities are executed by the Directors who are not Executive Managers.

3.1 The strategic committee

The strategic committee discusses subjects which can impact on the Company strategy. In view of the limited number of Directors and the importance of strategic thinking exercises this task is filled by the plenary Board of Directors. The strategic committee is presided by the Chairman.

3.2. The Audit committee

3.2.1 Composition and remuneration

The committee consists of two members appointed by the Board of Directors of the Management Company from the independent Directors. Complying with the recommendation of the Corporate Governance Code that the Audit committee at least needs to have three members would lead to it that almost the whole Board is part of the Audit committee.

The members of the Audit committee must have relevant knowledge and experience corresponding with the provisions of Corporate Governance Code, in particular in accounting, audit and financial matters, with a least one 'independent' Director holding a higher studies certificate in economics or finance or has acquired relevant experience in these matters. The Chairmanship of the Audit committee is not filled by the Chairman.

The length of the mandate of the members of the Audit committee may not exceed the length of their Director's mandate. The end of the mandate of Director of a member of the Audit committee results in the end of his mandate in the Audit committee.

If a maximum of four meetings are held per year, the members of the Committee are not paid session fees, unless otherwise decided by the Board of Directors.

3.2.2 Chairmanship

The Board of Directors of the Management Company appoints the Chairman of the committee. He may not be the Chairman of the Board of Directors of the Management Company.

The Chairman of the Audit committee calls the meetings and defines the agenda, after consulting the Financial Director (CFO).

The Financial Director (CFO) ensures that the members of the Committee, after critical and constructive discussion of the points on the agenda, reach a consensus.

The Chairman takes the necessary measures to create a climate of trust within the Committee and ensures its efficient operation. He ensures amongst others that each new member of the Committee is induced smoothly, with the necessary personal contacts and the communication of useful information regarding the operation of the Committee to guarantee a quick and efficient co-operation.

The Chairman is also the privileged conversation partner of the Board of Directors for any matter the Committee is competent for.

3.2.3 Responsibilities

The Audit Committee helps the Board of Directors and the Executive Managers with monitoring the accuracy and sincerity of the Company accounts and the quality of internal and external audits and the information supplied to Shareholders and the market. With that purpose the Committee advises and makes the necessary recommendations to the Board of Directors of the Management Company and the Executive Managers.

Special tasks of the Audit committee:

1. In the context of financial reporting and monitoring of the process for its compilation:
 - ensure the accounting integrity of the financial information provided by the Company; compiling statutory annual accounts, consolidated accounts, quarterly reports and designing important financial communication for publication;
 - examine any change in application of the accounting principles, analyse and validate the evaluation rules and reporting;
 - inform with the Financial Director (CFO) on methods used for accounting processing of significant and unusual operations; when various accounting processes are possible;
 - discuss the main financial reports with the Financial Director (CFO) and the Auditor.
2. in the framework of the monitoring of the efficiency of the internal audit systems and the risk management of the Company:
 - the procedures for internal audit and risk management applied by the Company and its affiliates to ensure that the risks were identified, managed and reported correctly to the Audit committee;
 - check the description of procedures for internal audits and risk management which must be included in the management report ;
 - examine the report the Executive Managers must present to the Board of Directors, the

FSMA and the Auditor on the evaluation of internal audit procedures, examine its clarification and the risk management in the Annual Report;

- examine the specific measures created to enable staff or other persons in contact with the Company expressing their concern on possible irregularities in financial reporting or other matters in confidence;
- approve the operational rules of internal audit and their possible modifications; ensure the monitoring of efficiency of the internal audit and execute the task it was given according to the relevant rules of operation.

3. in the context of the monitoring of the annual and half-yearly accounts:

- ensure the follow-up of the questions and recommendations of the Auditor;
- previously examine the drafts of statutory annual accounts and consolidated annual accounts and express their opinion before presenting it to the Board of Directors;
- if necessary hear the Financial Director (CFO) and the Auditor

4. in the context of the follow-up of the external audit:

- advise the Board of Directors on appointment, re-appointment or dismissal of the Auditor and the amount of fees that must be defined for the execution of its task;

- check the independence of the Auditor from the Company;
- previously approve any assignment entrusted to the Auditor of the Company and which falls outside their legal task. Check the nature and scope of other than audit services provided, and define and apply a formal policy which defines which types of other than audit services are excluded, allowed after examination by the Committee or automatically allowed, all this in consideration of the 'one-to-one' rule;
- be informed of the work programme of the Auditor of the Company;
- check the efficiency of the procedure for external audit.

For the execution of its tasks the Committee discusses the main subjects with the Financial Director (CFO), the Auditor and any other person in the Company whose hearing is deemed necessary.

After reporting to the Chairman of the Board of Directors the Audit Committee can request any advice and assistance it deems necessary for the execution of its tasks from legal, accounting or other advisers.

The Board of Directors has the sole decision competence however.

The execution of its tasks by the Audit committee does not in any way release the

Board of Directors and its members from their own obligations and responsibilities.

3.2.4 Operation

The Audit committee meets as often as necessary for the correct operation and at least four times a year, upon request of its Chairman, one of its members, the Chairman, a Managing Director and the Financial Director (CFO). If necessary or upon request of one of its members or the Auditor the Chairman of the Audit committee can call extraordinary meetings. The members are expected they attend all meetings of the committee. The Audit committee can speak with any relevant person, without the presence of an Executive Manager. The Chairman of the Audit committee can request the Auditor to attend a meeting of the Audit Committee if needed.

The Audit Committee meets at least once a year with the Auditor for an exchange of ideas on any matter under its competence, and any matter raised by the audit process.

The Audit committee may be assisted by the secretary of the Company for the execution of its duties.

After each meeting of the Audit committee the Chairman of the Audit committee (or in his absence, another member of the Audit committee appointed for this) reports at the

next meeting of the Board of Directors on the execution of his tasks and in particular after meetings dedicated to the compilation of the annual accounts destined for publication.

3.3 The appointment committee

The appointment committee was created to advise the Board of Directors on appointments submitted to the General Meeting of the Management Company. It also advises on key position recruitments within the Management Company and the Company, even if these do not need to be approved by the General Meeting of the Management Company.

Due to the limited size of the Board of Directors the appointment committee is composed of the plenary Board of Directors, and is presided by the Chairman of the Board.

The appointment committee meets at least twice a year. If circumstances request it, it will also meet at intervals.

3.4 The remuneration committee

As the Company only meets one of the three criteria defined by Section 526 of the Company Code, the Board of Directors considers the tasks concerned as tasks of the plenary Board of Directors. The Chairman of

the Board of Directors (if he is a non-executive Director) or another non-executive Director presides.

The tasks are :

- making proposals to the Board of Directors on the remuneration policy for Directors and members of executive management, and where applicable, the resulting proposals which need to be presented to the Shareholders by the Board of Directors;
- making proposals to the Board of Directors on the individual remuneration of the Directors and the members of the executive management, including variable remuneration and long term performance bonuses of any type,
- preparing the remuneration report that is added by the Board of Directors to the Corporate Governance Statement in the annual financial report;
- clarifying the remuneration report at the Ordinary General Meeting of Shareholders

The remuneration policy is placed on the agenda at least twice a year and whenever it is deemed necessary.

4 Executive Managers – Executive management

In accordance with Section 39 of the law of 3 August 2012 on certain types of collective management of investment portfolios, the

actual management of the Company is entrusted to at least two persons, who hold the title of 'Executive Manager'.

The Executive Managers currently are:

- D. Anbeek, Managing Director of the Board of Directors of the Management Company
- L. Plasman, Managing Director of the Board of Directors of the Management Company

4.1 Role

The roles of the Executive Managers mainly are to:

- propose the strategy of the Company to the Board of Directors;
- prepare all decisions to be taken by the Board of Directors to fulfill its obligations;
- execute the decisions of the Board of Directors regarding the acquisition or the transfer in any form of properties of shares of real estate companies;
- decide on any acquisition or transfer of properties or shares of real estate companies with a value, according to the general strategy defined by the Board of Directors;
- lease real estate properties, and more generally enter into agreements in this respect, in accordance with the general strategy defined by the Board of Directors;
- ensure the day-to-day management of the Company and report to the Board of Directors;

- follow-up the thesaurary status of the Company; the presentation to the Board of Directors of a current, accurate and comprehensive view on the operational and financial developments of the Company and its affiliates;
- internal audits (systems for the identification, evaluation, management and follow-up of financial, property-linked and other risks, including the internal audit and risk management systems relating to the process of financial reporting, including the Annual report and the Consolidated annual accounts), organise, without prejudice to the supervisory role of the Board of Directors, based on the framework approved by the Board of Directors;
- supervise the preparation of the financial statements, corresponding to the applicable standards for Annual accounts, accounting standards and valuation rules of the Company;
- the mandatory publication of the annual accounts by the Company;
- present an objective and understandable evaluation of the financial situation, the budget and the business plan and the follow-up thereof to the Board of Directors ; and
- hire and dismiss staff members and define their remuneration.

4.2 Assignments

The Executive Managers participate in the execution of activities of the Company and the definition of its business policy. In that context their main tasks are:

- overall, apply the decisions of the Board of Directors,
- analyse the general business policy and general strategy of the Company and, if needed, make proposals in this respect to the Board of Directors, actually implement the general strategy and general business policy of the Company as decided by the Board of Directors,
- define the opportunities or the needs at investment, disinvestment and funding level, and as the case may be make proposals in the matter to the Board of Directors,
- steer and lead the management team of the Company conform with the decisions of the Board of Directors,
- monitor the executable, targeted, reliable and correct preparation of the financial statements, according to accountancy standards and the evaluation rules of the Company, present the financial statements to the Board of Directors,
- assess the financial situation, the budget and the business plan of the Company objectively and understandably, and submit the evaluation to the Board of Directors,

- carry out internal audits (systems for the identification, the assessment, the evaluation, the management and the follow-up of financial and other risks), without prejudice to the monitoring role of the Board of Directors and the Managing Directors,
- report to the Board of Directors, the FSMA and the Auditor on the evaluation of the internal audit system,
- prepare the publication of the financial statements and the other financial and non-financial information.

The Executive Managers of the Company execute their assignments without prejudice to the competencies of the Board of Directors.

4.3 Operation

The Executive Managers meet as often as required and at least twice a month.

The Executive Managers take the necessary measures in view of a climate of trust and close mutual co-operation, by contributing to open discussions and the constructive presentation of diverging opinions.

The Executive Managers carry out their assignments collegially.

4.4 Corporate Governance

The Executive Managers act in the sole interest of the Shareholders. They organise their personal and business activities in such a way as to avoid any direct or indirect conflict of interests with the Company (as explained in Annex 8 to the Corporate Governance Charter).

They make no decisions and do not act in matters within their responsibility, but where they are likely to be placed in a situation of conflict of interest with the Company or the sole interest of its Shareholders.

The Executive Managers shall comply with the provisions of the Belgian Corporate Governance Code and the Corporate Governance Charter, in particular regarding the rules to prevent the conflicts of interest and market abuse. The provisions in chapter 3 regarding 'Integrity and dedication' of Directors apply to Executive Managers.

4.5 Supervision

The Executive Managers are responsible for the execution of their assignments that they carry out under supervision of the Board of Directors and without prejudice to the assignments of the members of the Board of Directors. The Executive Managers regularly

report to the Board of Directors on the execution of the assignments.

4.6 Remuneration

The remuneration policy of Wereldhave Belgium relating to the Executive Management is a concern of the Board of Directors. The remuneration of the executive management is assessed each year. The Board of Directors has developed and approved an appropriate remuneration policy consisting of two parts:

- a fixed fee, including a contribution for insurance and pension;
- a variable fee, paid after the end of the tax year involved.

Wereldhave Belgium complies with the provisions of the Company Code and the Royal Decree regarding Property management companies, as well as with the principles of the Corporate Governance Code.

The Board of Directors annually analyses the remuneration policy of the members of the Executive Management and examines whether adjustments are needed. All components of the remuneration policy are analysed. The analysis involves benchmarking to the remuneration policy of other listed property Companies.

Remuneration of the members of the Executive Management:

The amount of the remuneration of the members of the Executive Management consists of the following components: a fixed remuneration, a variable remuneration in the short term and a pension scheme.

The **fixed remuneration** of the members of the Executive Management is defined according to their individual responsibilities and competences. That remuneration is not related to the result of the Company.

The **variable remuneration** is defined based on the effective realisation of financial and qualitative objectives which are defined and assessed annually by the Board of Directors. Those objectives are defined according to specific criteria, weighed according to importance, approved by the Board of Directors.

For the tax year 2013 the evaluation criteria for the definition of the variable fees are the following: the direct result per share, the occupancy rate, the like for like rental growth, the evolution of the development portfolio and the general management.

The Board of Directors evaluated the realisation of these objectives for 2013 and set the variable fee to 37.15% of the fixed fee. Regarding tax year 2014 the variable fee will

depend on the realisation of the following objectives: the net result per share, the occupancy rate, the like for like rental growth, the evolution of the development portfolio and the general management.

The Board of Directors shall submit the non-spread in time of the variable remuneration to the General Meeting of Shareholders.

The members of the executive management benefit from a **group insurance** of the type 'defined benefit' with the Vivium company. The group insurance has as objective (i) the payment of a capital life benefiting the subscribed on the date of retirement

Remuneration of the Executive Management:

	Salary	Bonus	Pension scheme	Total
2013				
L. Plasman	€ 201,919	€ 75,000	€ 120,664	€ 397,583
D. Anbeek				Honorary mandate
2012				
L. Plasman	€ 186,771	€ 70,000	€ 126,841	€ 383,612
D. Anbeek (as from 31/07/2012)				Honorary mandate
J. Pars (till 31/07/2012)				Honorary mandate

(ii) the payment of a capital death in case of death of the subscribed before retirement, in favour of his beneficiaries
(iii) the payment of a disability benefits in case of accident or illness.

The other benefits include a hospitalisation insurance (€ 943), the availability of a company car and the refund of professional expenses made in the context of their function.

The Ordinary General Meeting deciding on the annual report of the Board of Directors, shall also decide on the remuneration report in a separate vote.

Currently no employment agreements or service providing agreements are concluded with the members of the Executive Management which provide specific cash benefits upon termination thereof.

5 Shareholding

5.1 Capital

All shares of the Company are ordinary shares and provide equal rights.

Each share is entitled to one vote.

The Company has not issued other than ordinary shares.

There are no shares with special voting or powers of control rights. The Company is not aware of any Shareholders or voting agreements between Shareholders.

The General Meeting of Shareholders of the Board of Directors can decide on an increase of the authorised capital or on an increase thereof within the limits provided for in the articles of association.

The current amount of the authorised capital of the Company and the current number of shares of the Company can be consulted on

the website of the Company (www.wereldhavebelgium.com).

5.2 Structure of the Shareholding

The Promotor holds, directly and indirectly, 69.4% of the shares of the Company in total.

The other shares are held both by institutional and private investors.

There are no share packages greater than 5% known in the Company, other than the share package held directly and indirectly by the Promotor.

5.3 Relation with the Shareholders

The Company ensures equal treatment of the Shareholders and respects their rights.

The Management Company is fully accountable to the providers of the risk bearing capital. This justification is done at the General Meeting of Shareholders. Hence, the Company attaches great importance to the presence of the Shareholders at this General Meeting of Shareholders. The Company encourages the Shareholders to attend the General Meetings of Shareholders.

The General Meeting of Shareholders is used to communicate with the Shareholders. The Board of Directors will provide such information that together with additional sound sector and investment analyses, render good communication and critical evaluation of strategy, risks, activities and financial results possible.

Each Shareholder can participate in the General Meeting of Shareholders and exercise his voting right according to legal provisions. Shareholders who cannot attend the General Meeting of Shareholders have the right to exercise their voting right by proxy. All available documentation and meeting documents are obtainable in advance on the website of the Company (www.wereldhavebelgium.com).

The required percentage of shares to be held by a Shareholder to be allowed to submit proposals to the General Meeting of Shareholders, is 3% of the capital of the Company. The processing thereof should not affect the orderly process of the General Meeting of Shareholders.

When calling a General Meeting of Shareholders the Company provides sufficient information on the topics on the agenda and the resolutions submitted by the Board of Directors. In addition to the

formalities imposed by the Companies Code in this matter, the Company uses its website to divulge all relevant information and documentation regarding the exercise of voting rights of the Shareholders.

The Chairman presides the General Meeting of Shareholders and takes the necessary measures to ensure that any relevant question of the Shareholders is answered. During the General Meeting of Shareholders the Directors answer questions asked by the Shareholders about the Annual report or the topics on the agenda.

The Secretary of the Company draws up the minutes of the meeting. The minutes are signed by the Chairman and the Secretary of the Company. In principle the minutes are published within one month after the General Meeting of Shareholders on the Company's website and sent by mail upon request, free of charge. The minutes are in principle not a topic of the next General Meeting of Shareholders agenda. By doing so one would insufficiently consider the fact that the Shareholding could have significantly changed in the meantime and that the vote on the minutes would therefore be held by Shareholders who might not have been present at the previous General Meeting of Shareholders.

6 Other provisions relating to Corporate Governance, as published in the Corporate Governance Charter

6.1 Rules of conduct regarding financial transactions

6.1.1 Introduction

Insider trading is purchasing or selling shares or other financial instruments using accurate and important, but unpublished information on the Company, its clients or suppliers in view of obtaining an unfair advantage. Privileged information is information that could be used by a reasonable investor in his investment decision. Insider trading is unethical and illegal in most countries. It is also unethical and as the case may be illegal to divulge privileged information obtained in the context of one's function, other than in the normal context of exercising one's function.

The Company has decided to improve the prevention against insider trading by adopting a policy and implementing a specific procedure. Abuse of privileged information falls under Criminal Law: the persons involved as well as the Company can be the subject of criminal and/or administrative prosecutions. They also increase the risk that procedures are introduced against the Company, its Directors and the Executive Managers and that their

liability is entailed in procedures regarding fraud on financial instruments. Notwithstanding its Insiders policy, the Company expects a legal and ethical conduct from its Directors, Executive Managers and employees.

6.1.2 Objective

The Company has adopted the Insiders *policy* for the attention of its Directors, Executive Managers, employees, their family members and appointed third parties who have access to privileged information on the Company, to prevent any (indication of) violation of the Law on

- the purchase and sale of securities issued by the Company while the person involved held privileged information (unpublished, accurate and important information which could considerably affect the rate of the financial instruments involved),
- the divulging of privileged information to third parties.

6.1.3 Application area

The present Insiders policy applies to Directors, Executive Managers, employees of the Wereldhave group, their relatives and all third parties which hold privileged information on the Company through their relations (together the '**Insiders**').

The policy applies to all transactions on securities issued by the Company, including

the shares, share options and any securities the Company could issue, such as preferential shares, convertible bonds, warrants and listed options or any derivated product. The policy also applies to all securities whose underlying value is the Company share irrespective of the issuer. The securities purchased or sold on behalf of a Director, Executive Manager or employee of the Wereldhave group in application of a contract for the discretionary management of a securities portfolio concluded with a bank or registered financial intermediary, are not considered as being bought or sold by the Insider.

After approval of the text of the policy by the members of the Board of Directors, a copy is provided to any Director, Executive Manager, employee or appointed third party. Any new Director, Executive Manager, employee and appointed third party will receive a copy of the policy at the time of employment or the start of his relation with the Company.

6.1.4 Directors, Executive Managers and key employees

6.1.4.1 Directors and Executive Managers

The Directors and Executive Managers have regular or occasional access to privileged information. They are recommended to be very cautious when buying or selling securities of the Company, as listed in point 6.1.3 above. In case of doubt they can consult the Compliance Officer.

6.1.4.2 Key employees

Key employees have due to their position in the Company and their regular or occasional access to privileged information and must therefore be very cautious when buying or selling securities of the Company, as listed under 6.1.3 above. The Company shall update the list of key employees when appropriate to include the name of new key employees and to delete the name of the key employees who left the Company.

6.1.5 Compliance Officer

The Company has appointed the Financial Director (CFO) as Compliance Officer.

The responsibilities of the Compliance Officer include among others the following tasks:

- Managing the Insiders policy, implementing and controlling the provisions of thereof and its procedure.
- Answer all questions on the policy and its procedures.
- Define and inform those concerned on the special closed periods in which Insiders may not buy or sell securities of the Company.
- Supply any existing or future Director, Executive Manager and employee and any person who, according to the Compliance Officer has access to privileged information on the Company, with a copy of the policy and any associated document.

- Apply the Law on the prohibition of acting with privileged information. Manage and control this application.
- Adapt the policy if needed to include legal changes.
- Maintain the originals and copies of all documents required by the policy in the archives of the Company.
- Update the list of Directors, Executive Managers and key employees when required to include the new members and delete the name of the members who left the Company.

The Compliance Officer can appoint one or several persons who would take on his tasks if it would be impossible for him to exercise his tasks or if he was unavailable.

6.1.6 Definition of 'privileged information'

6.1.6.1 'Rate sensitive' information

Information on the Company is 'rate sensitive' when it can be expected it could have a considerable influence on the investment decision of a reasonable investor or on the vote decision of a reasonable shareholder, or if it can be expected that its publication could have a considerable influence on the whole information available on the market on the Company. Briefly worded accurate and important information is any information of which it can reasonably be expected that it would affect the price of the securities of a Company. It is impossible

to draw up an exhaustive list of information to be considered 'accurate and important' but below is a list of information that usually is considered as such:

- Financial results, and more specifically the quarterly, half-yearly and annual results, and important changes in financial results or liquidity.
- The future expectations of the Company and its strategic plans.
- Possible joint ventures and acquisitions or sale of assets of a Company or the subsidiaries.
- New important contracts or the loss thereof.
- Important rent adjustments
- Share division, public or private offer of shares or bonds, or change in the dividend policy of the Company.
- Important change in the composition of higher management.
- Important social conflicts.
- Existing or potential disputes or the end thereof.

6.1.6.2 'Not public' information

Accurate and important information is 'not public' unless if informed appropriately to the public via large, national and financial press services. The information must be available and the market as a whole must have had sufficient time to gain knowledge of it, before the sale of purchase of securities based on that information becomes legal.

6.1.6.3 Consultation of the Compliance Officer

Any Insider who wishes to know with certainty whether the information at his disposal is accurate, important and public is recommended to consult the Compliance Officer in the matter before selling or buying securities of the Company.

6.1.7 Policy of the Company and procedures

6.1.7.1 Prohibited activities

- Insiders may not trade in securities of the Company when they hold privileged information on the Company.
- Insiders may not trade in securities of the Company outside the trading windows as described in point 6.1.7.2 below or during special closed periods as defined by the Compliance Officer.
- Directors, Executive Managers and key employees may only trade in securities of the Company after informing the Compliance Officer according to the procedure under 6.1.7.3 below. The Directors, Executive Managers and Key employees are recommended as much as possible to preserve the documents that support the reason for trading.
- Insiders may not transfer privileged information on the Company to third parties (including their relatives, analysts, private investors, members of the investment group and the news media) except in the framework of the normal execution of their function within the Company

and only after obtaining approval by the Compliance Officer. If privileged information is supplied to third parties, the Company shall take the necessary steps to guarantee the confidentiality of the information, by for example requesting the third party to confirm in writing he shall respect the provisions of the policy and/or making him sign a confidentiality agreement. Any question by third parties regarding accurate and important as yet unpublished information on the Company must be transmitted to the Compliance Officer.

- Insiders may not make recommendations on the buying or selling of securities of the Company while they hold privileged information on the Company, with the exception that Insiders must recommend third parties not to buy or sell securities of the Company if this purchase or sale would consist a violation of the law or the policy. The Company strongly recommends Insiders not to make recommendations to third parties on the buying or selling of securities of the Company, even if they have no privileged information on the Company.
- Insiders may not buy or sell securities of another listed Company or recommend third parties to buy or sell those securities or divulge privileged information on that other public Company while they hold privileged information on that Company in the context of their function within the Company.

6.1.7.2 Trading windows and closed periods

6.1.7.2.1 The trading windows for Directors, Executive Managers and Key employees.
After having informed the Compliance Officer according to the procedure described below, the Directors, Executive Managers and key employees may trade securities of the Company during a period starting at closing of the stock exchange on the second complete business day following the publication by the Company of its report on its (quarterly, half-yearly) annual results, and which ends at the closing of the stock exchange on the last day of the relevant quarter.

6.1.7.2.2 The trading windows for other Insiders.
Insiders who are not Directors, Executive Managers or Key employees may trade in securities of the Company during a period starting at stock exchange closing on the second complete business day following the publication by the Company of its report on its (quarterly, half-yearly) annual results, and which ends at the closing of the stock exchange on the last day of the relevant quarter.

6.1.7.2.3 No purchase or sale during a trading window by persons holding privileged information.

Insiders holding privileged information on the Company may not purchase or sell securities of the Company, even during the trading windows. Those who hold privileged

information may only purchase or sell during a trading window after closure of the stock exchange on the second complete business day following the publication of the said information by the Company.

6.1.7.2.4 No purchase or sale during closed periods or during special closed periods.

Insiders may not purchase or sell securities of the Company outside the applied purchase or sale windows or during special closed periods defined by the Compliance Officer. Insiders may not divulge to third parties that a special closed period was defined.

6.1.7.2.5 Exceptions for extraordinary circumstances.

The Compliance Officer may, on an individual basis, authorise the purchase or sale of securities of the Company outside the applicable purchase or sale windows (with the exception of the special closed periods), in consideration of special (financial or other) circumstances.

6.1.7.3 Procedure

Directors, Executive Managers and Key employees may only purchase or sell securities of the Company after:

- having informed the Compliance Officer in writing on the involved number of securities and the nature of the planned transaction and
- having confirmed in writing to the Compliance Officer not to have held

privileged information on the Company, at the latest two business days before the planned transaction.

The Compliance Officer may, on individual basis, authorise to purchase or sell securities of the Company outside the applicable trading windows due to special (financial or other) circumstances. In that case, the following procedure applies:

- the person concerned informs the Compliance Officer in writing of the special circumstances and the number of securities involved and the nature of the planned transaction,
- the person concerned confirms to the Compliance Officer in writing that he has no privileged information on the Company and this at the latest two business days before the planned transaction, and
- the Compliance Officer authorises this transaction in writing.

6.1.7.4 Priority of the legal restrictions

If the Law imposes additional restrictions than the Company's policy, the restrictions imposed in the Law apply. Insiders wishing to know whether there are more strict legal restrictions may consult the Compliance Officer.

6.1.8 Possible civil, criminal and disciplinary sanctions

6.1.8.1 Civil and criminal sanctions

The consequences of insider trading or divulging privileged information to third

parties can be very serious. Those who violate the laws on insider trading and divulging privileged information to third parties can be condemned to paying the amount of realised profit or the avoided loss, to paying the amount of loss incurred by the person having bought the securities or to whom the securities were sold, to paying a civil compensation or a criminal fine, or to a prison sentence. The Company and/or the persons in charge of the person who committed the offence can also be condemned to paying a civil compensation or a criminal fine.

6.1.8.2 Disciplinary sanctions

In case of violation of the Insiders policy by an Executive Manager, an employee or a family member a disciplinary sanction can be imposed on the Executive Manager or the employee. The sanction can go up to dismissal due to gross negligence.

6.1.8.3 Notification of violations

Insiders who become aware of a violation of the policy provisions or the Law on insider trading or the divulging of privileged information by another Insider, must immediately inform the Compliance Officer. The Compliance Officer who is informed of the violation decides in conjunction with the legal adviser of the Company, whether the Company should publish the privileged information or not and whether the Company should report the violation to the competent authorities.

6.1.9 Reporting obligation for the Executive Managers

Persons with managerial responsibility of the Company and closely associated persons must report their personal transactions in certain categories of securities of the Company to the FSMA. This must occur within five business days after the execution of the transaction at the latest.

As long as the total amount of transactions does not exceed 5,000, the report may be delayed, at the latest until 31 January of the next calendar year. If the threshold is exceeded all the transactions carried out previously must be reported within five business days after execution of the latest transaction.

6.1.10 Questions

All questions on the provisions of the Insiders policy and its procedures should be directed to the Compliance Officer.

6.2 Internal control and risk management systems

Control environment

6.2.1 Organisation of the Company

The Management Company is responsible for the design, the implementation and the operation of the internal risk management and control systems matching the business

activities of Wereldhave Belgium. The Management Company is aware that no risk management and control system can provide an absolute guarantee for achieving the company objectives and preventing considerable errors, losses, fraud or the violation of laws or regulations.

The instruments for internal control and risk management are formed by the tailored administrative organisation, the investment plan to be approved yearly by the Management Company and the Business Principles and the Code of Conduct. The Company has a regulation for warning of abuses. The integrity-sensitive functions are inventorised. Special procedures apply to the recruitment of employees in such positions.

Wereldhave Belgium applies strict procedures for the periodical compilation of quarterly and annual figures based on the defined bases. The internal management reports are directed to immediate reporting of developments in the value of investments and in result by share. Electronic data processing in an automated central information system is used for this purpose.

6.2.2 Organisation and internal control

The Company has created an appropriate administrative organisation in which the internal control is anchored. The business processes are documented in a database

accessible to all employees online. The system not only guarantees the continuity of the business processes, but also stores and shares the knowledge present in the Company. The business processes are further detailed in task descriptions per function.

The system of Administrative Organisation / Internal Control is based on function division where possible. The system also includes an automated information system with access based on task descriptions. Both assignments and payments occur based on the 4 eyes-principle.

6.2.3 Risk analysis and control actions

The analysis of the risks is described in the section 'Risk factors' of this annual financial report (page 13). This also describes which measures Comm. VA Wereldhave Belgium takes and the strategy applied to limit the potential impact of the risks when they could occur.

It is the task of the Board of Directors to evaluate those risks at regular intervals.

6.2.4 Financial information and communication

The process for the compilation of the financial information is structured based on previously defined tasks to be executed and time schedules to be met.

After all figures are processed and the accounting tasks are finished, the figures are verified by the department 'control & administration'. The control mainly consists of:

- The variations between the actual and budgeted figures; the budgeted annual figures and updated quarterly;
- A variation analysis between the actual and historic figures;
- An ad-hoc analysis of all material amounts and entries.

6.2.5 Parties involved in the evaluation of the internal control

The quality of the internal control is assessed during the year by:

- the commissioner in the context of the control of the half-yearly and annual figures. Based on the commissioner's recommendations internal control processes are adjusted where necessary.
- The control committee: as indicated above the control committee fills a specific task regarding internal control and risk management of Comm. VA Wereldhave Belgium.

The Board of Directors of the Management Company supervises the execution of the tasks of the Audit committee in the matter, among others by reporting by the Audit committee to the Board of Directors.

7 Statutory provisions on the Management Company and relating to a modification of articles of association

The Company is founded as a partnership limited by shares with one Statutory Management Company, appointed for an unlimited period. Wereldhave N.V. holds 100% of the shares of the Statutory Management Company .

There is no legal or statutory restrictions to the transfer of securities.

Subject to legal provisions no special powers of control are linked to shares in the Company. Decisions or actions which are the competence of the General Meeting of Shareholders must be approved with consent of the Statutory Management Company.

There is no legal or statutory restriction to the exercise of voting rights.

The Company is not aware of shareholders' agreements which could lead to restriction of transfer of shares and/or exercise of voting rights.

Modifications to articles of association and appointments or replacements of the members of the Management

Company are applied in compliance with the Company Code. The Management Company is appointed by an Extraordinary General Meeting of Shareholders, before a notary, considering the requirements for modification to articles of association. For the appointment of an additional Management Company the approval of the other Management Company is required. The task of the Management Company can only be revoked by judgment on request of the General Meeting of Shareholders for legal reasons. The General Meeting of Shareholders needs to decide without the Management Company participating in the vote.

Pursuant to a decision by the General Meeting of Shareholders of 16 December 2011 the Management Company is authorised to increase the capital of the Company in one or several times up to a maximum of € 225 mln by contribution in cash or in kind; as the case may be by incorporating reserves or issue premiums, in accordance with the rules provided for in the Companies Code, the articles of association or the Royal Decree of 7 December 2010. This authorisation is valid for a period of five years.

There are no important agreements entered into force and to which the Company is party, that will be modified or terminated in case of

modification of control on the Company after a public bid.

No agreements are entered into between the Company and the Management Company or staff that provide in remunerations when, as a result of a public take-over bid, the Management Company resigns or has to lay off personnel without valid reason or to terminate the employment contract of employees.

8 Other information according to Section 34 of the Royal Decree of 14 November 2007 regarding the obligation of issuers of financial instruments who are authorised to trade on a regulated market

8.1 Capital structure

At the date of this annual financial report the authorised capital of Comm. VA Wereldhave Belgium amounts to € 266.2 mln, divided over 6,308,198 shares, which each represent 1/6,308,198 part of the authorised capital.

There is no legal or statutory restriction to the transfer of securities.

8.2 Equity plan for employees

There currently is no equity plan for employees.

8.3 Shareholder agreements which could lead to transfer restrictions or restrictions of the exercise of voting rights

Wereldhave N.V. and Wereldhave International N.V. have reported on 28 October 2008, by virtue of Section 74, § 7 (3), of the Law of 1 April 2007, holding in mutual consultation more than 30% of the shares with voting right in the Company as at 1 September 2008.

Upon 31 december 2013 6,308,198 shares are in circulation, of which 36.22% are held by Wereldhave N.V., 33.19% held by N.V. Wereldhave International and 30.59% by the public. N.V. Wereldhave International is a 100% subsidiary of Wereldhave N.V.

9 Insurance cover

Comm. VA Wereldhave Belgium and its subsidiaries must subscribe an appropriate insurance cover for the property investment portfolio. The insurance cover must meet the usual market conditions.

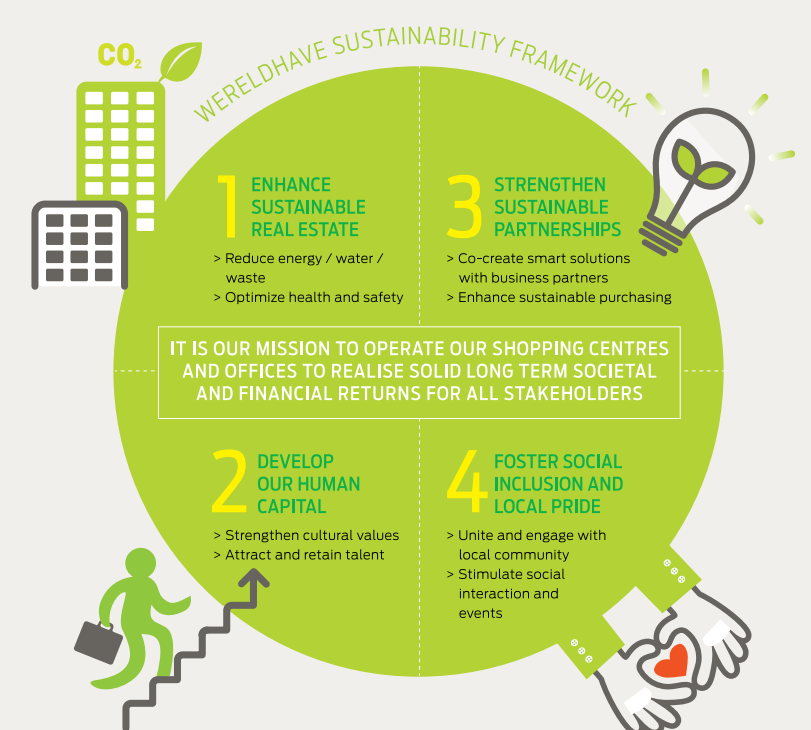
The Company insures the property investment portfolio at new built value. The paid premiums in 2013 amount to € 46,808. The insured value of the portfolio is € 399.1 mln.

SOCIALLY-RESPONSIBLE ENTREPRENEURSHIP

Sustainability and commercial management – they seem two separate worlds. At Wereldhave Belgium, however, they dovetail seamlessly, and have done so for some time. A good example is the shopping centre in Nivelles, showcasing innovative implementation of countless sustainability aspects, ranging from the sustainable materials applied in its renovation to measures reducing energy and water consumption. And, likewise, the general objective that all properties must at least obtain the BREEAM certificate ‘very good’.

Market research into material tests, best practices, brainstorming and internal management meetings – the ‘Cube sessions’ – have mapped out existing principles and new opportunities. The goal: creating a solid framework to accommodate all sustainability activities for the years ahead.

It covers four, diverse themes that build on Wereldhave Belgium's overall long-term strategy. The framework has been embraced by the entire Management Team and already the implementation of the individual themes has kicked off to a flying start.



Sustainability theme: Sustainable Real Estate

Sustainability is a high priority for tenants. Their consistently growing demand for sustainability shows that sustainable buildings are the new standard, rather than a trend. For a front-runner like Wereldhave Belgium this is a unique opportunity to meet this need with state-of-the-art solutions. A BREEAM certification of no less than 'very good' has by now become standard, further raising Wereldhave Belgium's ambitions in this area. Assessments are ongoing for the Ghent Overpoort and Genk Shopping 1 projects. The introduction of 'smart meters' two years ago has given tenants more control over their energy consumption. Moreover, the new Environment Management System will take the reduction of energy and water consumption and waste volumes a step further.

Sustainability theme: Human Capital

For sound performance in an ever-changing environment, the organisation's people are key. We have traditionally given above-average attention to each employee's personal development, as well as to formal and informal team sessions and suitable remuneration. Wereldhave Belgium is always looking for ways to optimise its human capital.



In 2013, several concrete changes were introduced in line with the 'outside world' and Wereldhave Belgium's long-term strategy. Job descriptions and corresponding competencies were reviewed.

Sustainability theme: Innovation, together with tenants and suppliers

Wereldhave Belgium's relationship with its tenants and suppliers is best described as a relationship in which the various stakeholders *jointly* explore ways to create added value - also with regard to sustainability. In response to the great demand for sustainable buildings, measures have been formulated to further optimise the relationship in this respect. For example, by means of the further roll-out of Green Leases and by concluding covenants that set sustainability criteria for suppliers.

Sustainability theme: Social Inclusion & Social Pride

With its shopping centres, Wereldhave Belgium plays a visible role in society. That entails major social responsibility. A targeted approach creates value for both society and Wereldhave Belgium itself. Each and every one of the various events organised by shopping centres throughout the year - from relatively small campaigns at the local level to the more momentous occasions in tune with topical events or a specific theme, such as Santa or Christmas fairs - are aimed at making a shopping centre more attractive to the catchment area in which it operates..

Sustainability policy as the new standard

Wereldhave Belgium's employees play a relevant role in fleshing out the four themes. Based on their expertise, individuals throughout the organisation have been designated to work out the themes, assisted by an external expert. They put policies in place and formulate targets based on key performance indicators, geared to the local market where necessary. They also help facilitate an effective roll-out throughout the organisation, ensuring that the sustainability policy is embraced by all Wereldhave Belgium employees.

PROSPECTS

Wereldhave Belgium strives for a stable growing direct result per share and dividend in 2014. Save in case of unforeseen circumstances, this objective can be achieved. The Management Company closely monitors the development projects and expects a positive contribution to the profits of the company upon their operational implementation.

The Management Company of Wereldhave Belgium declares:

1. that based on the assessment performed and taking into account the recommendations of the Corporate Governance Code, the internal risk management and control systems of Wereldhave Belgium are adequate and provide a reasonable degree of certainty that the financial reporting as included in this Annual Report is free of material misstatement. The Management Company has no evidence that this risk management and control system would not have functioned in accordance with the description or that this system would not have functioned properly in the current year;
2. that the Annual Accounts present a true and fair view of the assets, liabilities, financial position and result of Wereldhave



Belgium and the companies included in the consolidation;

3. that the Annual Report provides a true and fair view of the situation on the balance sheet date, the course of business during the financial year of Wereldhave Belgium and the affiliated companies, the figures of which have been included in its Annual Accounts and

4. that the main risks confronting Wereldhave Belgium and its affiliated companies have been described in this Annual Report.

Statutory Management Company Wereldhave Belgium SA

D. Goeminne, Chairman
J. de Smet
P. Naert
D. Anbeek
L. Plasman

Vilvoorde, 28 February 2014

REAL ESTATE **REPORT**

The Belgian real estate market in 2013

Notwithstanding the still uncertain macro-economic situation, the real-estate market in Belgium has proved to be quite resilient, obviously when compared to neighbouring countries. In 2013 the total investment volume was even slightly higher than in 2012.

Stability of Belgian expenditure levels

Belgium's retail market has thus proved to be very stable indeed. Said stability was reflected as well by rent levels slightly rising on main shopping streets and in shopping centres. However, in secondary locations rents still remain under pressure.

Parallel trends in shopping centres

Premium centres are not plagued by vacant shops and rent levels have been slightly rising there. Retailers show more prudence and opportunism in renting new shops, although top locations remain very much sought after, both by established retailers and newcomers.

Expansive brands

Hunkemöller, Albert Heijn, Action, Veritas, Claire's and Rituals were very expansive in 2013. As the market saw few major new projects in 2013, pressure on good locations was also kept up. 2014 will see a persistent scarcity of new offers. Regulations on developing new projects outside downtown areas, a long-standing issue indeed, are still a big hurdle to take.

Defensive investment

Investing in premium real-estate for shops is still seen as a good defensive investment. Moreover such investments still bring good returns. The share of retail in investment transactions was somewhat lower in 2013 than in 2012, as no really major deals were made. Nevertheless the number of transactions still remained high.



“ The Belgian real estate market in 2013 ”

DEVELOPMENT **REAL ESTATE PORTFOLIO**



Sluggish demand for Brussels office space

Businesses are delaying strategic decisions in view of the economic climate. As a result, 2013 saw few or no leases to local government. In Brussels, take-up amounted to 331,000 m².

A drop in non-occupancy

The above-mentioned reduction is due to office space being increasingly reconverted into apartments, nursing homes, schools, etc. In Brussels, top rents have remained reasonably stable. Terms and conditions for lease and charges for well-sited modern buildings have reached bottom levels. Terms and conditions for less favourably sited or less desirable buildings could drop even further in view of high non-occupancy rates and the bad economic climate.

Increase in office investment volume

Boosted by a few major transactions, investment volume grew remarkably, reaching levels 47% higher than those of 2012. In secondary locations, transactions were few and far between.

Real estate portfolio shopping centres and offices

Overview shopping centres

The Nivelles shopping centre (28,600 m²), expanded by about 12,500 m² (2012), has now reached its cruising speed. In 2013 approximately four million people visited the shopping centre.

The **'Belle Ile' shopping centre** in Liège (30,252 m²) is deemed to be amongst the most attractive, high-performance shopping centres in the area. Permanent management care and vigilance ensure superlative quality, offer and retail mix.

In accordance with our focus and corporate strategy, the real estate investment trust (bevak/sicafi) is about to structurally renovate and expand the **'Les Bastions' shopping centre** in Tournai (please refer to our development projects).

“The ‘Belle Ile’ shopping centre in Liège (30,252 m²) is deemed to be amongst the most attractive, high-performance shopping centres in the area.”

Positive take-up of office space

A positive take-up was booked in both the Antwerp **'De Veldekens'** office park and the Vilvoorde **'Business- en Mediapark'**. New lease agreements were entered into, amongst others, with Argenta (3,300 m²), Antea (2,200 m²) and ENI (1,300 m²).

Consolidating the current occupancy rates and renegotiating lease agreements upon expiration of their base term remain priorities for the Company.

Development projects

The construction works to renovate and expand the 'Shopping 1' shopping centre in Genk are on schedule. Delivery of the works is expected by late 2014. Upon completion of the expansion (11,800 m²) the shopping centre will have a leasable area of 27,400 m². The number of parking places will rise by 530 units, reaching a total of 1,250 units. Commercialisation is ongoing.

The 'Les Bastions' shopping centre to include a retail park

The Tournai project involves a substantial expansion of the shopping centre (14,500 m²) and the integration of a retail park (10,000 m²). The socio-economic permit was granted and the building permit procedure is ongoing.

Already 80% of Overpoort Ghent has been released

The delivery of the construction works for the redevelopment of the mixed inner-city project (retail 3,700 m² - 119 student's rooms) in the Overpoortstraat in Ghent is expected by mid-2014. 80% of this complex has already been released.

The remaining development projects are still at the planning and permit application stages.

Occupancy rate 97%

On 31 December 2013, the EPRA occupancy rate amounted to exactly 97.0% (31 December 2012: 93.7%). EPRA occupancy levels per sector were 99.2% (98.7%) for retail and 91.8% (81.3%) for offices.

The exemption in accordance with Section 39 § 3 of the 2010 Royal Decree relating to the shopping centre 'Belle-Ile' in Liège on the prohibition of investing more than 20% of the assets in a single property project has been renewed and is valid till 31 December 2014.

Value investment properties

The value of the investment properties portfolio, excluding development projects, amounted to € 505.3 mln at 31 December 2013. The 'EPRA Net initial yield' amounts to 6.1%.

Ultimo 2013, Wereldhave Belgium has a stake in the listed stock exchange real estate certificates 'Kortrijk Ring Shopping Centre' (16.2%) and 'Basilix' (17.8%). At 31 December 2013, fair value of the portfolio real estate certificates amounted to € 18.5 mln (31 December 2012: € 15.5 mln). In 2013, no additional real estate certificates were acquired.

“The value of the investment properties portfolio, excluding development projects, amounted to 505.3 million euros at 31 December 2013,,

Property valuation at 01/01/13 (x € 1,000)

Retail	377,503
Offices	122,298
	499,801

Property valuation at 31/12/13 (x € 1,000)

Retail	380,882
Offices	124,440
	505,322

Insured value of property portfolio at 31/12/13 (x € 1,000)

Retail	273,710
Offices	125,405
	399,115

Prospective theoretical rent (based on 100% occupancy) for 2014 (x € 1,000)

Retail	29,543
Offices	11,095
	40,638



PORTFOLIO OVERVIEW

	Diversification of the portfolio (in % of valuation)	Lettable area (in m ²)	Parking spaces (number)	Number of tenants	Rental income at 31 December 2013 (€ x 1,000)	EPRA occupancy at 31 December 2013
Retail						
Shopping Centre Belle-Ile' - Liège	26.26	30,252	2,200	90	10,677	99.5%
Shopping Centre Nivelles	18.96	28,600	1,452	97	7,545	99.9%
Shopping Centre Les Bastions' – Tournai	6.85	15,540	1,260	53	3,037	99.9%
Genk - Stadsplein	7.85	15,618	44	58	3,369	95.5%
Waterloo	2.04	3,347	95	13	846	100.0%
	61.96	93,357		311	25,474	99.2%
Offices						
Madou Centre Brussels	5.10	12,162 504 *	150	1	2,561	100.0%
Jan Olieslagerslaan Vilvoorde	0.47	3,048 29 *	82	2	210	62.6%
Business- & Mediapark Vilvoorde (30)	1.37	5,449 201 *	178	8	601	75.8%
Business- & Mediapark Vilvoorde (32)	0.97	3,907 120 *	123	3	559	75.4%
Business- & Mediapark Vilvoorde (28)	3.27	12,772 246 *	305	6	1,284	98.5%
De Veldekens I Berchem-Antwerp	2.76	11,192 368 *	238	5	865	90.7%
De Veldekens II Berchem-Antwerp	3.89	16,003 1,008 *	316	12	1,764	93.3%
De Veldekens III Berchem-Antwerp	2.57	11,192 208 *	217	15	1,201	89.0%
	20.40	78,409		52	9,045	91.8%
Development projects						
Genk Shopping 1	8.90	N/A	N/A	15	1,156	
Projects	5.74	N/A	N/A			
	14.64			15	1,156	
Real estate certificates						
Kortrijk Ring	1.60	N/A	N/A			
Basilix	1.40	N/A	N/A			
	3.00					
Total	100.00	171,766		378	35,675	97.0%

* storage

INVESTMENT PROPERTIES

«BELLE-ILE» SHOPPING CENTRE



Quai des Venes 1, 4020 Liège
Year of construction: 1994
Location: Belle-Ile is located to the Southeast of Liege, by the 'Autoroute des Ardennes' - E25
Rentable area: 30,252 m²

SHOPPING CENTRE IN NIVELLES



Chaussée de Mons 18A, 1400 Nivelles
Year of construction: 1974 - Extension: 2012
Location: The Nivelles Shopping Centre is located on the outskirts of Nivelles, at the 'Nivelles-Sud' exit of the E19 motorway between Brussels and Paris
Rentable area: 28,600 m²

«LES BASTIONS» SHOPPING CENTRE



Boulevard Walter de Marvis 22, 7500 Tournai
Year of construction: 1979 - Renovation: 1996
Location: The 'Les Bastions' shopping centre is situated along the ring road around Tournai
Rentable area: 15,540 m²

GENK STADSPLEIN



Stadsplein 39, 3600 Genk
Year of construction: 2008
Location: The retail complex 'Stadsplein' is located in the centre of Genk
Rentable area: 15,618 m²

RETAIL COMPLEX IN WATERLOO



Chaussée de Bruxelles 193-195, 1410 Waterloo
Year of construction: 1967
Location: Centre of Waterloo
Rentable area: 3,347 m²

OFFICE BUILDINGS IN BRUSSELS



Madou Center,
1-8 Boulevard Bischoffsheim,
1000 Brussels
Year of construction: 1975 - Renovation: 2002
Location: Along the inner ring road, in the Art-Loi quarter
Rentable area: 12,162 m² offices

OFFICE BUILDINGS IN VILVOORDE



Medialaan 30-32, 1800 Vilvoorde
Year of construction: 1999
Location: In the "Business- & Mediapark", in the immediate vicinity of the Brussels Ring Road (exit 6) and the airport
Rentable area:
Medialaan 30: 5,449 m² offices
Medialaan 32: 3,907 m² offices



Medialaan 28, 1800 Vilvoorde
Year of construction: 2001
Location: In the "Business- & Mediapark", in the immediate vicinity of the Brussels Ring Road (exit 6) and the airport
Rentable area: 12,772 m² offices



Jan Olieslagerslaan 41-45, 1800 Vilvoorde
Year of construction: 1998
Location: In the "Business Class" office park, near the station of Vilvoorde
Rentable area: 3,048 m² offices

OFFICE BUILDINGS IN ANTWERP



Veldekens I
Roderveldlaan 1-2,
2600 Berchem - Antwerp
Year of construction: 2001
Location: Alongside the Antwerp ring road
Rentable area: 11,192 m² offices



Veldekens II
Roderveldlaan 3-4-5,
2600 Berchem - Antwerp
Year of construction: 1999
Location: Alongside the Antwerp ring road
Rentable area: 16,003 m² offices



Veldekens III
Berchemstadionstraat 76-78,
2600 Berchem - Antwerp
Year of construction: 2002
Location: Alongside the Antwerp ring road
Rentable area: 11,192 m² offices

DEVELOPMENT PROJECTS

GENK SHOPPING 1



- Sector:** Retail
- Type:** Redevelopment/Extension
- Size:** Extension shopping centre: 11,500 m² GLA
Total shopping centre after extension : 27,100 m² GLA
- Estimated completion:** 4th quarter 2014
- Expected yield:** 6.25% - 6.75%
- Status:** The project consists in the renovation and extension of Genk Shopping 1, in the city centre of Genk. Important tenants are Carrefour, Sportsdirect, M&S, WE and Hunkemöller. After completion the total floor space will amount to ca. 27,100 m². At the end of January 2014, the sicafi purchased six additional retail units in the shopping centre 'Shopping 1' in Genk. As a result, Wereldhave Belgium now owns approximately 90% of the co-ownership.

«FORUM OVERPOORT» IN GHENT



- Sector:** Retail/student homes
- Type:** Redevelopment/Extension
- Size:** 3,700 m² GLA
119 student homes with shared facilities
- Estimated completion:** Mid-2014
- Expected yield:** 6.25% - 6.75%
- Status:** The project consists of the (re) development and conversion of the former students restaurant of the University of Ghent that opened its doors in 1971. The University of Ghent has given the building in leasehold ('erfpacht – emphytéose') to Wereldhave Belgium for a period of 99 years. The concept behind the (re)development of 'Forum Overpoort' includes the development of shops, services and catering functions specifically targeted at university and college students as well as 119 new student homes (different types). There is also a studio for a concierge, who guarantees a permanence/sustainability in the students' residence. Both the programs will function autonomously in the same building. Delivery of the construction works is scheduled for mid-2014.

SHOPPING CENTRE «LES BASTIONS» IN TOURNAI



- Sector:** Retail
- Type:** Extension
- Size:** Retail park: 10,000 m² GLA
Extension shopping centre: 14,500 m² GLA
Total shopping centre after extension : 32,500 m² GLA
- Estimated completion:** Retail park: end 2015
Extension shopping centre: 2017
- Expected yield:** Tournai I: 7.00% - 7.50%
Tournai II: 6.50% - 7.00%
- Status:** Tournai I consists of a retail park of 10,000 m² with 360 parking spaces and about 16 apartments on a plot of land opposite of the Les Bastions shopping centre. Tournai II relates to the extension of the existing centre with 14,500 m² on the current parking lot. Both projects are still in the planning phase. The permits applications were filed in July 2012. The socio-economic permit was delivered and the building permit application procedure is ongoing. Several sustainability items have been included in the design.

WATERLOO



- Sector:** Retail
- Type:** Redevelopment
- Size:** 10,000 m² GLA
- Estimated completion:** 2016
- Expected yield:** 6.75% - 7.25%
- Status:** The project consists of the redevelopment of an existing shopping centre in Waterloo, a wealthy city just below Brussels with spending power above the national average. The development plan consists of a non-covered shopping centre of 10,000 m² with a parking garage, an attractive square and a pedestrian area.

GENK SHOPPING 1

Shopping 1 - Value through creation.

In the course of the years, Shopping 1 has accumulated social value as the core of downtown Genk. To fit into this picture, the shopping Centre's new look needs to reflect the city's cultural values and to reinforce them if possible.

The design has been inspired by the recent, but varied history of Genk. The sharp lines and angles in the ceiling and the halls refer to the mines, as if they had been excavated and sculpted carefully through the complex. Cove lighting and light lines smoothly guide visitors through

the shopping hallways. The light interplay of the surfaces creates a sense of spaciousness, while the sharp, but warm contrast with the natural materials used makes for a readily inviting place. The sustainability ambition of both Wereldhave Belgium and the City of Genk has played a major part in the choice of materials, as evidenced by the bamboo wood, recycled ceramic tiles and energy-saving installations.

We have successfully shaped the shopping centre in line with Genk's great ambitions for

the future. The next generation of local inhabitants will feel at home in Shopping 1, the very heart of their city.

Moreover, Shopping 1 will become renowned throughout Limburg and attract visitors from all over the province.

“Genk's ambitions are reflected in the Shopping Centre,”

Bart Canini
General Manager
Creneau International



Nov. - Dec. 2012 :
foundation and floorslab groundfloor of the new wing of the shopping and carpark building on the Europalaan



Feb. 2013 :
precast concrete floorslab covering new shops and mall of the new wing Europalaan



May 2013 :
concrete structure of the 2nd part of the carpark building at the corner Europalaan and the Rootenstraat



Sept. 2013 :
aluminium mesh façade of the 2nd part of the carpark building at the corner Europalaan – Rootenstraat ready and tenant works Quick restaurant started



Oct. 2013 :
mock-up of the interior finishing of the mall exposed to the public



Nov. 2013 :
Quick restaurant opened to the public



Dec. 2013 :
shell and core of the new Carrefour hypermarket ready and tenant works Carrefour started - structure of the aluminium mesh façade installed



Feb. 2014 :
aluminium mesh façade of the new wing Remansstraat ready

REAL ESTATE EXPERTS REPORT

Resolutions of the real estate experts, prepared on 31 December 2013, following the valuation of the property portfolio at 31 December 2013, as referred to in Section 29, paragraph 1, of the Royal Decree of 7 December 2010 with respect to real estate investment funds.

Evaluation principles for the property portfolio

Cushman & Wakefield

Investment properties:

Our methodology is based on the Market Value and not on the replacement cost. The method used is the capitalisation of the market rent (MR) with corrections to take account of the rent effectively paid and/or any other element that could influence the value of the property such as cost of void...

In a first step, we determine the market rent. We analyse at which level the building could be let tomorrow in the market. To determine this value, we based ourselves on our internal data and on transactions currently going on in the market, while taking into account the location, the accessibility, the site, buildings' characteristics... This market rent per square metre will be multiplied with the respective surface to come to the total estimated market rent.

After we have determined this market rent, we then calculate the adjusted market rent (AMR). Two cases can occur:

- In those cases where the current passing rent (PR) is under this ERV, it is unlikely that in contract renewals with sitting tenants, the full ERV will be obtained. It is standard market practice to take into account that no more than 60% of the gap between the actual passing rent and the ERV can be bridged in renegotiations. This mainly due to the high legal protection for sitting tenants under Belgian commerce law.
- In those cases where the market rent (ERV) is under the passing rent however, the highest rent a landlord should hope to achieve is the market rent. Since, being prudent, one should assume that the sitting tenant will use the break to negotiate his rent downward and bring it in line with the market.

The third step consists in evaluating at which yield an investor would be ready to buy this property. To determine this yield, we based ourselves on the most comparable transactions and on transactions currently going on in our investment department. We obtain a gross market value before corrections.

In a fourth step, we then calculate the difference between the current rent and the AMR until the next break. The corrections applied are negative when the tenant pays less than the capitalised value and positive when he pays more.

These corrections will come in addition or in deduction of our initial gross market value to arrive at a gross market value after corrections.

The last step consists in obtaining the net market value of the property. We achieve this value by deducting the purchaser's costs (registration duties of 10%/12.5% and notary fees) of the gross market value after corrections.

Development projects:

Properties under construction or under development that will serve as an investment product are defined as development products. First, these projects are valued at construction cost and afterwards their residual value is determined (net market value). The residual value method can only be applied if and when the value can be determined in a sufficiently reliable manner (e.g. when construction is almost finished or with 70% of pre-letting)

Construction method:

The projected construction costs of the development have been received from Wereldhave. These costs were compared with the information internally available and we have concluded that these are in line with the market.

Residual value method:

First, the value of the finished product has to be determined. The capitalisation method is used to determine this value.

Secondly, the costs associated with the re-development are determined. The projected construction costs of the development as received by Wereldhave are used.

Finally, the costs incurred by the developer, taking into account the profit margin on top of the amount invested, are deducted from the net market value at which he will be able to sell the product. The difference between the two is the price a buyer is willing to pay today and still be able to make an acceptable profit.

Troostwijk – Roux CBVA

The introduction of IFRS 13 imposes stricter standards on stock-exchange-listed companies for the valuation of their assets. Troostwijk-Roux Expertises worked hard in the past year to ensure that the valuation of Comm. VA Wereldhave Belgium's real-estate portfolio meets the requirements of IFRS13.

Any assignment of this type starts with an appraisal of the property through onsite inspection. Moreover the principal provides information on rental revenue, costs, etc., on the assumption that such information is correct.

Two techniques are applied for valuation purposes: the capitalisation method and the Discounted Cash Flow method (DCF). The former is based on the estimated market revenue (ERV), corrected by a number of parameters including contractual rent, costs and non-occupancy, with a capitalisation rate in line with the market. The DCF method, used in support of the first one, is based on several inputs distributed over a certain period.

In accordance with IFRS 13, "investment property" is valued at fair value, which matches actual value and is considered as an "exit-price".

As Comm. VA Wereldhave Belgium's portfolio has been valued, from the start, without transaction costs, the implementation of IFRS 13 as such does not directly impact on Comm. VA Wereldhave Belgium's real-estate value.

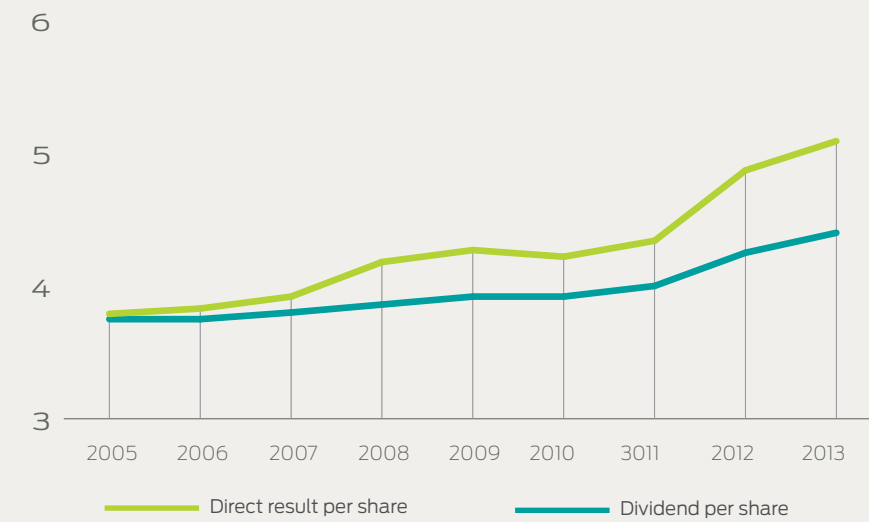
To perform its assignment, Troostwijk-Roux Expertises gathers information from various sources. In addition, their work is based on their own expertise and experience of the real-estate market as well as their own databank (Troostwijk-Research®) collecting all data from recent transactions.



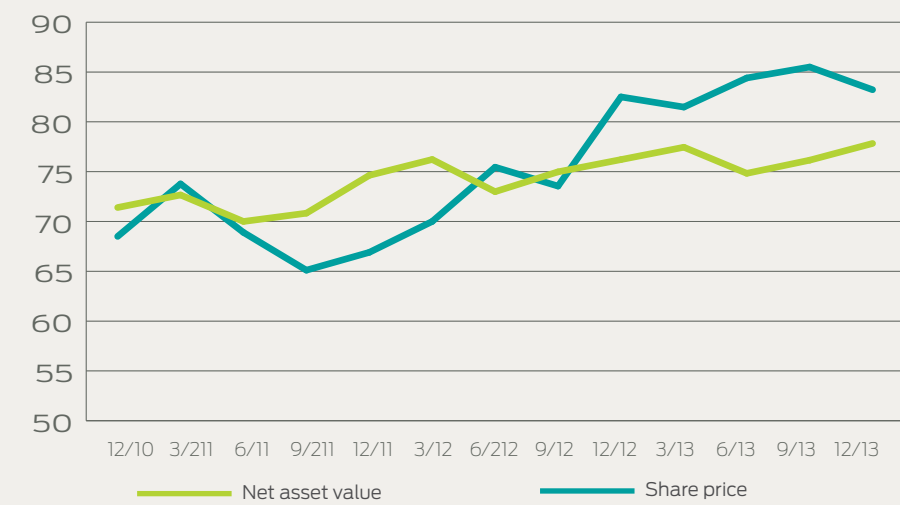
“Stock exchange and Wereldhave Belgium”

STOCK EXCHANGE AND WERELDHAVE BELGIUM

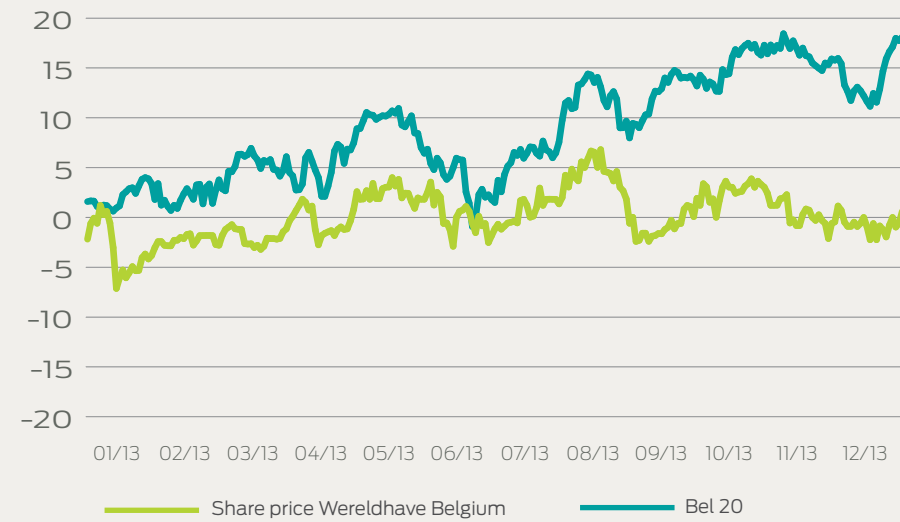
DIRECT RESULT AND DIVIDEND PER SHARE (x € 1)



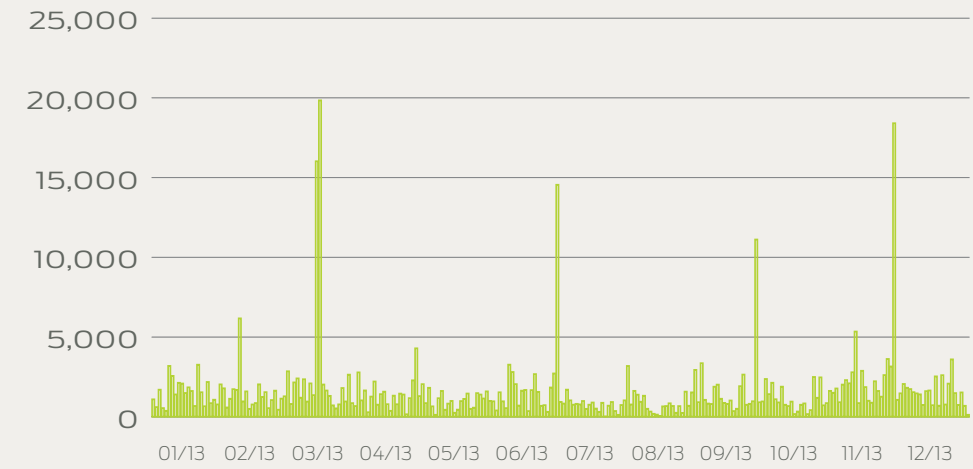
SHARE PRICE / NET ASSET VALUE (BEFORE PROFIT DISTRIBUTION x € 1)



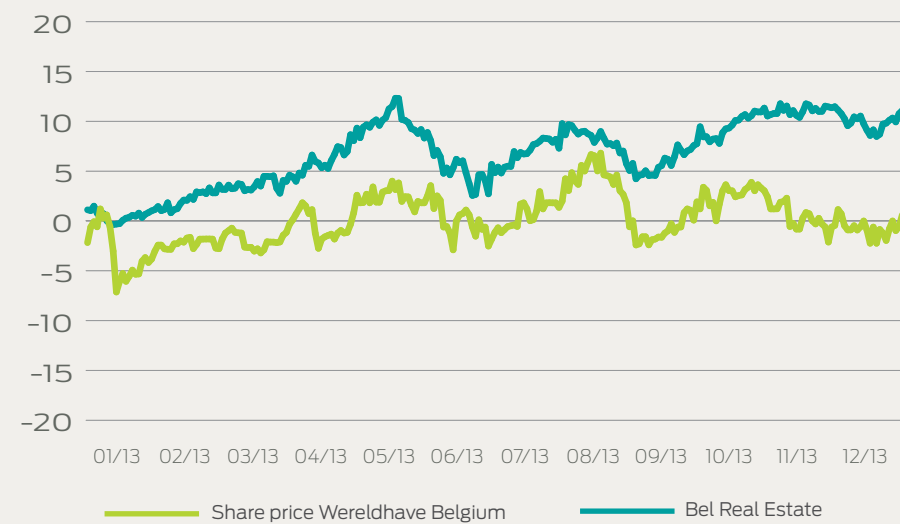
COMPARISON WERELDHAVE BELGIUM AND BEL20 CLOSE INDEX (IN %)



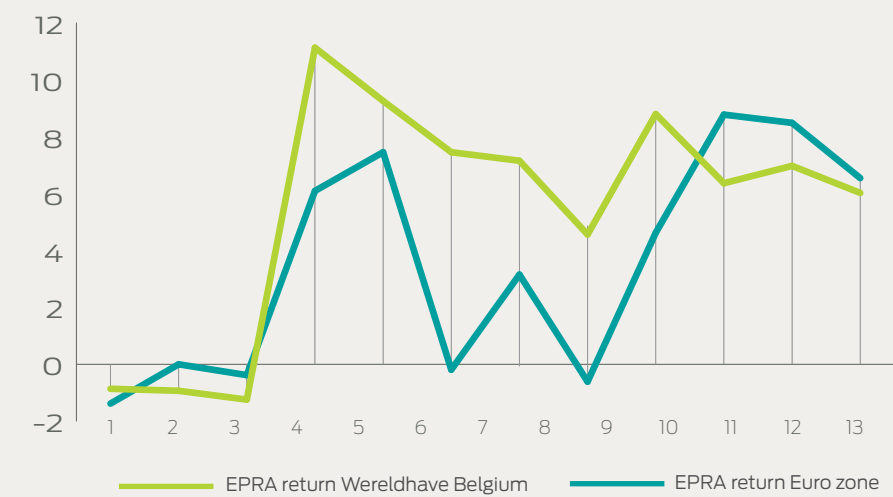
WERELDHAVE BELGIUM'S TRADED VOLUMES



COMPARISON WERELDHAVE BELGIUM AND BEL REAL ESTATE INDEX (IN %)



EPRA RETURN 2013



Stock market development

In 2013, Wereldhave Belgium shareholders achieved a return (incl. dividend) of 6.2% (2012: 28.3%). The return of the EPRA

Index Europe amounts to 6.2%. The price/direct result ratio at the end of 2013 was 16.3



“
 Financial report
 Wereldhave Belgium”

FINANCIAL REPORT

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CONSOLIDATED STATEMENT OF FINANCIAL POSITION AT 31 DECEMBER

		<i>(x € 1,000)</i>	
	Note	31 December 2013	31 December 2012
ASSETS			
I. Non-current assets			
A. Goodwill	28	2,020	2,020
		2,020	2,020
C. Investment properties			
Investment prop. excl. dev. projects	6	505,322	499,801
Development projects	7	90,159	55,244
		595,481	555,045
D. Other tangible assets	8	533	519
E. Financial tangible assets			
Assets available for sale			
Real estate certificates	9	18,506	15,481
G. Trade receivables and other non-current assets	10	1,674	1,203
		20,713	17,203
II. Current assets			
D. Trade receivables	11	5,012	1,798
E. Tax receivables and other current assets	11	899	1,209
F. Cash and cash equivalents	12	2,626	2,015
		8,537	5,022
Total assets		626,751	579,290
SHAREHOLDER'S EQUITY			
A. Capital	13	266,160	266,160
B. Issue premiums		27,759	27,759
C. Reserves			
Available reserves		5,627	5,627
Accumulated result		153,832	144,327
Variations in the fair value of financial assets available for sale	14	3,407	382
Provisions for pensions		-558	0
D. Net result book year		34,752	36,465
		490,979	480,720

		<i>(x € 1,000)</i>	
	Note	31 December 2013	31 December 2012
LIABILITIES			
I. Non-current liabilities			
A. Provisions			
Pensions	15	787	109
B. Non-current financial debts			
a. Credit institutions	16	113,000	90,000
Rent guarantees received	17	189	159
Other		3,780	0
F. Deferred taxes - liabilities	18	1,282	1,157
		119,038	91,425
II. Current liabilities			
B. Current financial debts	19		
a. Credit institutions		8,000	1,000
c. Other		311	181
D. Trade payables and other current debts			
c. Other			
Suppliers		3,028	2,020
Taxes, remunerations and social security contributions		740	531
F. Accruals and deferred income			
Real estate income received in advance		1,133	853
Other		3,522	2,560
		16,734	7,145
Total shareholder's equity and liabilities		626,751	579,290
Net asset value per share (x € 1)		77,83	76,21

CONSOLIDATED PROFIT AND LOSS ACCOUNT TO 31 DECEMBER

		<i>(x € 1,000)</i>	
	Note	2013	2012
I. Rental income	22		
Rent		35,675	32,935
Indemnification for early termination of lease		156	235
Net rental income		35,831	33,170
V. Recovery of rental charges and taxes normally paid by the tenant on let properties		1,467	1,135
VII. Rental charges and taxes normally paid by the tenant on let properties		-1,466	-1,343
		1	-208
Property result		35,832	32,962
IX. Technical costs			
Recurrent technical costs			
Repairs		-297	-334
Compensation for total guarantees		-121	-157
Insurance premiums		-47	-31
		-465	-522
X. Commercial costs			
Agency commissions		-362	-274
Publicity		-99	-79
		-461	-353
XI. Charges and taxes on non let properties			
Costs on non let properties		-515	-666
Real estate tax on non let properties		-12	-42
		-527	-708
XII. Property management costs			
(Internal) property management costs		-635	-549
		-635	-549
Property charges	23	-2,088	-2,132
Property operating results		33,744	30,830
XIV. General company costs			
Staff costs		-848	-797
Other		-976	-911
XV. Other operating income and charges		46	254
	24	-1,778	-1,454
Operating results before result on the portfolio		31,966	29,376

	Note	2013	2012
XVI. Result on disposals of investment property			
Net property sales			
(selling price – transaction costs)		0	11,773
Book value of the property sold		0	-11,878
	25	0	-105
XVII. Result on disposals of other non financial assets			
Net sales of other non financial assets			
(sale price - transaction costs)		-1	10
		-1	10
XVIII. Variations in the fair value of investment property			
Positive variations in the fair value of investment property		5,642	17,063
Negative variations in the fair value of investment property		-2,348	-9,908
	25	3,294	7,155
		3,293	7,060
Operating result		35,259	36,436
XX. Financial income			
Interest and dividends received		1,198	1,189
XXI. Net interest charges			
Nominal interest charges on loans		-945	-1,042
XXII. Other financial charges			
Bank charges and other commissions		-69	-47
XXIII. Variations in the fair value of financial assets and liabilities			
Other		-490	0
	26	-306	100
Financial result		-306	100
Pre-tax result		34,953	36,536
XXIV. Corporate tax			
Corporate tax		-60	-71
Deferred taxes on market fluctuations of investment property		-141	0
	27	-201	-71
Tax		-201	-71
Net result		34,752	36,465
Net result shareholders of the Group		34,752	36,465
Result per share (x € 1)		5.51	6.04
Diluted result per share (x € 1)		5.51	6.04

GLOBAL RESULT STATEMENT 2013

<i>(x €1,000)</i>	31 December 2013	31 December 2012
I. Net result	34,752	36,465
II. Other elements of the global result		
C. Variations in the fair value of financial assets available for sale	3,025	-1,235
E. Actuarial gains and losses of pledged pension schemes	-558	0
	2,467	-1,235
Global result	37,219	35,230
Minority interests	0	0

CONSOLIDATED CASH FLOW STATEMENT TO 31 DECEMBER

<i>(x €1,000)</i>	01-01-2013/31-12-2013	01-01-2012/31-12-2012
Cash flow from operating activities		
Net result	34,752	36,465
Interest and dividends received	-1,198	-1,189
Result exclusive of dividend received	33,554	35,276
Depreciation tangible assets	118	95
Rental discounts and investments	-257	262
Interest paid	-1,435	-1,042
Variations in the fair value of investment property	-3,294	-7,155
Movements in provisions	-2,408	530
Movements in short term debts	1,815	-3,140
	-5,461	-10,450
Net cash flow from operating activities	28,093	24,826
Cash flow from investment activities		
Real estate certificates	0	-5,344
Investments	-31,780	-36,226
Income sale investment property	0	11,698
Acquisition furniture and vehicles	-172	-262
Dividends received	1,198	1,189
Net cash flow from investment activities	-30,754	-28,945
Cash flow from financing activities		
Credit institutions	30,000	24,000
Dividends paid	-26,820	-21,147
Net cash flow from financing activities	3,180	2,853
Net cash flow	519	-1,266
Cash & bank balances		
At 1 January	2,015	3,281
Increase/decrease cash and bank balances	519	-1,266
At 31 December	2,534	2,015

CONSOLIDATED STATEMENT OF MOVEMENTS **IN EQUITY** FOR 2013

(x € 1,000)	Notes	Shareholders					Total
		Share capital	Issue premiums	Reserves	Result	Variations fair value of financial assets	
Balance at 1 January 2012		224,969		5,627	165,696	1,617	397,909
Capital increase		41,191					41,191
Issue premiums			27,759				27,759
Variations in the fair value of financial assets available for sale	a					-1,235	-1,235
Transfer from reserves					-41		-41
Net result					36,465		36,465
Dividend 2011	b				-21,328		-21,328
Balance at 31 December 2012		266,160	27,759	5,627	180,792	382	480,720
Balance at 1 January 2013		266,160	27,759	5,627	180,792	382	480,720
Capital increase							0
Issue premiums							0
Variations in the fair value of financial assets available for sale	c					3,025	3,025
Transfer from reserves					-146		-146
Provisions for pensions						-558	-558
Net result					34,752		34,752
Dividend 2012	d				-26,814		-26,814
Balance at 31 December 2013		266,160	27,759	5,627	188,584	3,407	-558 490,979

Notes

a	Variations in the fair value of financial assets available for sale Revaluation real estate certificates	-1,235
b	Dividend paid 2011 € 4.00 (net € 3.16) per share	-21,328
c	Variations in the fair value of financial assets available for sale Revaluation real estate certificates	3,025
d	Dividend paid 2012 € 4.25 (net € 3.1875) per share	-26,814

NOTES TO THE **CONSOLIDATED ANNUAL ACCOUNTS**

1 General information

Wereldhave Belgium (the company) has the status of a Real Estate Investment Fund with fixed capital (sicafi). The company invests in offices, shopping centres, possibly (additionally) residential property and other real estate. Shopping centre renovations and / or extensions are preferred as future investments.

The company is managed by the sole Statutory Management Company, represented by the Board of Directors. The Board of Directors of the Management Company, Wereldhave Belgium NV, is composed of at least four members. One is Executive Board member of Wereldhave N.V. and three have the legal position of Independent Director.

The company quotes at the NYSE Euronext continuous stock exchange in Brussels.

The consolidated annual accounts from 1 January to 31 December 2013, are the result of the consolidation of Wereldhave Belgium with its subsidiaries. The consolidated annual accounts and consolidated annual report were approved by the Board of Directors of the Management Company on 28 February 2014. The General Meeting of Shareholders will be held on 9 April 2014 at the registered offices of the company. The General Meeting of Shareholders is authorised to change the approbation of the result within legal limits.

Wereldhave N.V., Nassaulaan 23, The Hague, held 69.41% of the shares directly or indirectly at 31 December 2013.

2 Fiscal status

The company has the fiscal status of a Real Estate Investment Fund and is, therefore, not subject to corporate tax, except on possible exceptional profits and on disallowed expenditures.

3 Accounting policies

3.1 Basis of preparation annual accounts 2013

The Group's functional currency is the Euro. The financial statements of Wereldhave Belgium have been presented in Euros, rounded to the nearest thousand. The financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS) as approved by the EU. The consolidated financial statements and the company financial statements have been prepared on the historical cost basis, unless specified otherwise.

The accounts have been prepared before distribution of profit. The consolidated balance sheet and the profit and loss account are established in accordance with the scheme applicable to all Belgian sicafis, conforming to the Royal Decree of 7 December 2010.

In 2013 the below mentioned new IFRS standards or interpretations thereon became applicable. These new or adjusted standards and interpretations had a minimal impact on Wereldhave Belgium's reporting for the year 2013. It concerns the following standards and interpretations:

- IFRS 13 Fair value measurement
- IAS 1 Presentation of financial statements
- IAS 12 Income taxes
- IAS 19 R Employee benefits

IFRS 13 includes a framework enabling businesses to determine fair value and provide the required explanations with respect to valuation at fair value. The standard defines fair value on the basis of the 'exit price', i.e. the value obtained if a property is sold immediately on an open market. This guideline thus creates a market-based valuation, rather than an entity-based one.

The implementation of IFRS 13 has not led to changes in the statements. Wherever necessary, additional information is provided in the Notes, showing how the fair value of assets and liabilities has been determined. For the hierarchy of fair values, we refer to the Note 21.

IAS 1 'Presentation of financial statements' has been modified regarding the presentation of 'statement of comprehensive income' (OCI). This change requires distinctions to be made among the items of the 'statement of comprehensive income', as some of might conceivably be reclassified as profit and loss account items.

The adjustments to IAS 19 concern the incorporation in the accounts of pledged pension schemes and severance pay. The most important adjustment relate to incorporating changes in the pledged pension schemes and the fund investments. The adjustments require the direct acknowledgement of the changes in the pledged pension schemes and in the fair value of the fund investments via the realised and unrealised result statement as they occur, and eliminate the 'corridor method' that was permitted in the previous version of IAS 19. The impact of this change in accounting treatment has a negative effect of € 0.6 mln on equity for the book year.

In the years to come, the following (amended) standards will become applicable:

- IFRS 9 Financial instruments
- IFRS 10 Consolidated financial statements (amended)
- IFRS 11 Joint arrangements
- IFRS 12 Disclosure of interests in other entities (amended)
- IAS 27 Separate financial statements (amended)
- IAS 28 R Investments in in associates and joint ventures

3.2 Consolidation

Subsidiaries

Subsidiaries are those entities for which the group has the power to determine the financial and operating policies, generally speaking for a participation of more than half the voting rights. The existence and the impact of potential voting rights that may

be exercised or converted at that time are included in the assessment of whether the group has control over another entity.

Subsidiaries are fully consolidated from the date on which control is transferred to the group. They are consolidated until the date on which control ends.

Acquired identifiable assets and liabilities and conditional obligations in a business combination are initially valued at the fair value on the acquisition date. For each acquisition, the choice can be made to either value the minority interest at fair value or to value the proportional part of the minority interest in the net assets of the party taken over. The surplus costs of the acquisition above the fair value of the group's share of the identifiable acquired net assets are included as goodwill. If the costs of the acquisition are lower than the fair value of the net assets of the subsidiary acquired, the difference is incorporated in the profit and loss account.

Intercompany transactions, balances and unrealised profits on transactions between subsidiaries are eliminated. Unrealised losses are also eliminated. The basic principles of financial reporting for subsidiaries have where necessary been adapted to guarantee the consistency with the basic principles for the group.

Incorporating acquisitions

For acquisitions, Wereldhave Belgium assesses whether it is IFRS 3 R 'Business Combinations' or IAS 40 'Investment Property' that applies. Acquisitions are

deemed to be a business combination if there is an acquisition of assets, rental activities and such a management organisation that the acquired entity can function autonomously as a company, with the aim of generating economic profits. Wereldhave Belgium does not necessarily consider acquisitions of real estate that for business economic reasons are purchased within a legal company to be a business combination, but assesses each acquisition individually on the basis of the aforementioned business characteristics.

For the acquisition of business combinations, the fair value of the participation acquired is offset against the price paid for the acquisition. If the fair value is lower, the difference between the sums paid and the fair value is accounted for as goodwill. If the sums paid are lower, the difference is accounted for directly in the profit and loss account.

If an acquisition is not qualified as a business combination, it is incorporated on the basis of the individual assets and liabilities; additional acquisition costs are capitalised and no goodwill or tax deferrals are taken into account.

The purchase method is used to incorporate the acquisition of subsidiaries by the group. The cost price of an acquisition is determined on the basis of the fair value of the assets, any equity instruments issued and any obligations contracted or taken over on the date of the transaction. Costs relating directly to the acquisition are incorporated in the profit and loss account.

3.3 Equity

The objective of Wereldhave Belgium, when managing capital (as presented in the annual accounts), is to safeguard the group's going concern, provide returns for the shareholders, benefits for other stakeholders and to maintain such a capital structure to optimize the cost of capital. The definition of equity used by the company equals the judicial definition of Company Law, corrigated with the expected payment of dividend. Further Wereldhave Belgium manages its capital to ensure that it meets the requirements from laws and regulations (Royal Decree of 7 December 2010). The share capital is described in note 3.13.

Wereldhave Belgium may adjust the amount of dividends, return capital to shareholders, issue new shares or sell assets to maintain or adjust the capital structure.

3.4 Business combinations and goodwill

When the company takes control of an activity, as defined in IFRS 3 R– Business Combinations, the assets, liabilities and possible identifiable liabilities of the acquired activity are entered at their fair value. The difference between the fair value of the consideration transferred to the seller and the share of Wereldhave Belgium in the fair value of the acquired net assets is a goodwill asset on the balance sheet. If the difference is negative, then this surplus (negative goodwill or badwill) is booked into the result after confirmation of the values.

The costs related to the acquisition, such as advisor fees, are booked directly as expenses (indirect result).

3.5 Impairment of non-financial assets

Assets having an indefinite useful life, e.g. goodwill, are not subject to amortisation and are tested on an annual basis for impairment. Assets subject to amortisation are reviewed for impairment when events or changes in circumstances occur which give an indication that the book value may not be recoverable. Impairment is recognized in the profit and loss account for the amount that the book value of an asset exceeds the recoverable amount, being the fair value minus selling costs. Non-financial assets other than goodwill, which are impaired, are assessed for possible recovery of the impairment on each reporting date.

3.6 Investment properties

Investment properties are those properties which are held to earn rental income or for capital appreciation or for both.

On acquisition, investment properties are recognised at cost, including transaction costs. Investment properties are stated at fair value at the balance sheet date. Fair values are based on the estimated amount for which a property could be exchanged on the date of valuation in an arm's length transaction.

Fair value is based on the capitalisation of market rents less operating costs like maintenance, insurances costs and fixed charges. The net capitalisation factor and the present value of the differences between market rent and contracted rent, of vacancies and of maintenance expenditure to be taken into account are calculated for each property individually. Sale costs at the expense of the purchaser, among which transfer tax, are

deducted from the fair value. At first balance sheet date after purchase, these sale costs are recognised in the income statement. After acquisition subsequent expenditure is added to the asset's carrying amount when it is probable that future economic benefits will flow to the entity. All other expenditure, such as repairs and maintenance, are charged to the income statement during the financial period in which they are incurred. The part property in own use is not significant and therefore not classified separately as property in own use.

Investment properties that are located on a long term (emphytéose/erfpacht) lease parcel are valued at fair value in the same way as other investment properties, providing the fair value of the real estate includes the cash value of the obligations to pay the lease as a deduction. For reporting purposes, long term (emphytéose/erfpacht) lease is incorporated as financial rent, so that the balance sheet value of these future obligations is added to the value of the real estate. At the same time, the long term (emphytéose/erfpacht) lease obligations are initially valued on the balance sheet for the lowest of either the fair value of the obligation or the cash value of the minimum long term (emphytéose/erfpacht) lease payments. Valuation then occurs at amortised cost price.

The portfolio is valued quarterly at fair value by an independent external valuer in conformity with 'International Valuation Standards' and 'European Valuation Standards'. Valuation differences are recognised in the income statement.

Development projects

Property that is being constructed or developed for future use as investment property is classified as a development project. Development projects are initially valued at cost and are subsequently valued at fair value. Fair value measurement on development projects is only applied for if the fair value is considered to be reliable measurable. If not, development projects are valued at historical cost less durable impairments. The following criteria are adopted to determine when a reliable fair value of development projects can be determined:

- building permit obtained;
- agreements with general contractors signed;
- sufficient finance arrangements in place;
- > 70% pre let.

The cost price comprises the cost price of the work carried out, the costs of personnel directly related to the project, charged with technical supervision and project management on the basis of time spent and the capitalised interest charges until the delivery date on the basis of the interest charges to be attributed directly to the development project or on the basis of the group's average effective interest rate if there is no specific project financing. Interest charges comprise interest and all the costs of Wereldhave Belgium relating to attracting money.

The fair value of project developments is determined in exactly the same way as real estate investments providing that the

capitalisation factor is adjusted for any development risks present. If possible, the fair value is determined by independent real estate experts. If this is not possible, an internal calculation model with similar parameters is used.

Impairment losses are recognised in the income statement. Development projects are transferred to investment properties on the date of technical completion.

3.7 Other tangible assets

Property and equipment are stated at cost less depreciation. Depreciation is charged to the income statement on a straight-line basis over the estimated useful lives of the assets:

- office furniture	10 years
- equipment	3-5 years
- cars (excl. residual value)	4 years

Other tangible assets are yearly tested for impairment. Gains and losses on disposals are recognised in the income statement.

3.8 Financial assets

Financial assets will include items due after more than twelve months, unless mentioned otherwise. Capital gains on disposals are accounted for under results on disposals. Acquisitions and sales are accounted for based upon trade date. Wereldhave Belgium classifies its financial assets in the following categories:

- at fair value through profit or loss;
- loans and receivables and
- available for sale.

The classification depends on the purpose for which the financial assets were acquired. The classification is determined at initial recognition.

The fair value of financial instruments is, if available, determined by relevant quoted (bid) prices. In case that the valuations are not available on markets, the fair value is based on information from banks, which is recalculated in an internal calculation model. When information from banks is also not available only internal calculation models are used.

Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss are financial assets held for trading.

Financial assets at fair value through the income statement are initially and subsequently valued at fair value. The fair values are current bid prices in case these are available. In case an open market value is not available, the fair value is based on information of banks, which is recalculated with internal calculation models.

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market.

Loans issued and other receivables are taken into account, initially at fair value plus transaction costs directly attributable to the loan and subsequently at an amortised cost

basis. Amortised cost is taken to the income statement under interest income and expense on the basis of the effective interest method.

When there is objective evidence that the company will not be able to collect all amounts due, an impairment of loans and receivables is established via the income statement to the amount collectible. Indicators for non-collectability are amongst others significant financial difficulties of a debtor, non-compliance of payment conditions and bankruptcy.

Financial assets available for sale

Financial assets available for sale are non-derivatives that are either designated in this category or not classified in any of the other categories. They are included in non-current assets unless management intends to dispose of the investment within 12 months of the balance sheet date.

Financial assets available for sale are initially recognised at fair value plus acquisition costs and subsequently valued at fair value. Valuation results are directly taken to the comprehensive income. In case a decline of the fair values is significant or prolonged, impairments will be accounted for as impairment in the income statement under revaluation result. When securities classified as available for sale are sold or impaired, the accumulated fair value adjustments recognized in comprehensive income are included in the income statement as results on disposal.

Dividends on financial assets are recognised in the income statement as other income and

expense when the right to receive payments is established.

3.9 Other long term assets

Rent free periods and other leasing expenses

These costs are initially recognised at cost and subsequently valued at amortised cost over the remaining term of the lease and are recognized via non-current assets under 'trade receivables and other non-current assets'.

3.10 Non-current assets available for sale

Non-current assets (or a disposal group) are held for sale in case its carrying amount will be recovered principally through a sale transaction rather than through continuing use. For this to be the case, the asset (or disposal group) must be available for immediate sale in its present condition. Further the sale must be highly probable, management must be committed to a plan to sell the asset and an active program to locate a buyer and complete the plan must have been initiated. The sale should be completed within one year from the date of classification.

Non-current assets (or disposal group) classified as held for sale shall be measured at the lower of its carrying amount and fair value less costs to sell. No remeasurement takes place when the assets are already measured at fair value.

Non-current assets held for sale or the assets from a disposal group shall be presented separately from other assets in the balance sheet. The liabilities of a disposal group classified as held for sale shall be presented separately from the other liabilities. Those

assets and liabilities that are held for sale shall not be offset. Investment properties available for sale are valued in accordance with IAS 40.

A disposal group is a group of assets and liabilities that is sold or intended to be sold in one transaction.

3.11 Trade receivables

Trade receivables are recognised initially at fair value and subsequently at amortised cost, less provision for impairment. A provision for impairment of trade receivables is established when there is objective evidence that the company will not be able to collect all amounts due according to the original terms. Indicators for such an event are among others significant financial difficulties of a debtor, non-compliance to payment conditions and bankruptcy. The amount of the provision is the difference between the asset's carrying amount and the estimated future cash flows. The movement in the provision is recognised as general costs in the income statement. When trade receivables are uncollectible, it is written off against the provision. Subsequent recoveries of amounts previously written off are credited against general costs in the income statement.

3.12 Cash and cash equivalents

Cash and cash equivalents comprise cash balances and cash deposits. Cash equivalents are short-term, highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

3.13 Share capital

Ordinary shares are classified as equity. External costs directly attributable to the issue of new shares are shown as a deduction from the proceeds.

3.14 Provisions

A provision is recognised in the balance sheet when a legal or implicit obligation would exist, as a result of a past event and when it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are measured at the present value of the expenditures expected to be required to settle the obligation. The increase in the provision due to passage of time is recognised as interest expense.

3.15 Interest bearing debt

Interest bearing debts are initially recognised at fair value, less direct attributable transactions costs. Any difference between nominal and book value is recognised in the income statement over the period of the interest bearing liabilities on the basis of the effective interest per loan. The short term portion of loans outstanding to be repaid within twelve months is shown under current liabilities.

3.16 Employee benefit plans

Defined contribution plans

Defined contribution plans are pension schemes to which a group company makes a fixed annual contribution.

The movement in obligations for defined contribution pension plans are recognised as an expense in the income statement.

Defined benefit plans

Defined benefit plans are pension schemes where participants can derive statutory benefits at the pension date. The net receivable or liability in respect of defined benefit pension plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned for their service in the current and prior periods. That benefit is discounted to determine its present value and the fair value of any plan assets is deducted.

The defined benefit obligation is calculated annually by independent actuaries using the 'projected unit credit method'. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using interest rates of high-quality corporate bonds that are denominated in the currency in which the benefits will be paid and that have terms to maturity approximating to the terms of the related pension liability. In markets where there is no deep market in such bonds, the market yields (at the balance sheet date) on government bonds are used.

For the adjustments regarding the pledged pension schemes and the fund investments, consult the item 3.1: 'Basis of preparation annual accounts 2013'.

3.17 Trade and other payables

Trade and other payables are recognised initially at fair value and subsequently at amortised cost basis using the effective interest method.

3.18 Leases

Properties leased out under operating leases are included in investment property in the balance sheet.

When assets are leased out under a finance lease, the present value of the lease payments is recognised as a receivable under other non-current assets.

Leases in which substantially all risks and rewards of ownership are retained by another party, the lessor, are classified as operating leases. Payments, including prepayments, made under operating leases, are charged to the income statement on a straight-line basis over the period of the lease.

Leases of assets where the group company has substantially all the risks and rewards of ownership are classified as finance leases. Finance leases are capitalised at the lease's commencement at the lower of the fair value of the leased property and the present value of the minimum lease payments. The corresponding obligations, net of finance charges, are included in long term liabilities. The interest element of the finance cost is charged to the income statement over the lease period. The investment properties acquired under finance leases are carried at their fair value.

3.19 Revenue

Rental income

Rental income from investment property leased out under operating lease is recognised in the income statement on a straight-line

basis over the term of the lease. Lease incentives having the nature of rent free periods are recognised as an integral part of the rental income. The incentives are amortised over the term of the lease, limited to the first break of the lease. Amortisations are charged to rental income.

Rental income does not include amounts charged to tenants in respect of common costs. Rental income is shown on an accrual basis.

Variable rental income such as rental income from investment property or rental income from incidental rental are accounted for in the profit and loss account for the period to which they relate if they can be reliably assessed. If assessment is not possible, they will be incorporated at the time of realisation.

3.20 Expenses

Charges and taxes payable by tenants on let properties (+/-)

These are shown on a gross basis when the property owner acts as a principal. In the presentation on a gross basis costs and charges are shown separately. Costs and charges are shown on an accrual basis.

Property expenses

The amount consists of operating cost for the account of the owner attributable to the accounting period, such as:

- technical costs
- charges and taxes of vacant properties
- insurance premiums

- property management
- commercial costs

Technical costs include (major) repairs to and maintenance of the buildings, costs of studies regarding maintenance and repairs, costs for total guarantees (a 'Total Guarantee' maintenance contract guarantees a constant level of yearly maintenance fees even if major repairs become necessary in case of unforeseen failures or breakdowns) as well as costs of vacant properties.

Commercial costs include the depreciation of expenditure in connection with a letting. The expenditure is depreciated over the term of the lease.

Investment property depreciation charges are not recognised since investment properties are valued at fair value (see note 3.6 'Investment properties'). The fair value calculation takes into account technical and economical obsolescence.

General costs

The amount comprises general costs attributable to the accounting period. Direct staff costs relating to property management are included in property expenses. Direct staff costs relating to supervising and monitoring development projects are capitalised on the basis of time spent.

3.21 Interest

Interest comprises the total of interest attributable to the accounting period on loans, other debts, accounts receivable and cash and bank balances and is split between interest

received and paid. Due to the amortised cost valuation of interest bearing debts as well as amortisation of the liability portion of convertible bonds, interest will include interest addition to interest bearing debts on the basis of the effective interest rate per loan.

Interest directly attributable to the acquisition or construction of an asset that necessarily takes a substantial period of time to get ready for its intended use are capitalised as part of the cost of the respective assets, starting at the moment of undertaking activities that are necessary to prepare the asset for its intended use till completion unless no further development takes place. The interest capitalised is calculated the groups weighted average cost of borrowings or the borrowing cost of a specific project financing.

3.22 Corporate tax

Income tax on profit and loss for a year comprises current tax. Current income tax is the expected tax payable or receivable on the taxable income or loss for the period using tax rates prevailing at the balance sheet date and any adjustment to taxation in respect of previous years.

3.23 Direct en indirect result

In the notes to the consolidated financial statements Wereldhave Belgium presents results as direct and indirect results, enabling a better understanding of results. The direct result consists of rental income, property charges, general costs and financial result. The indirect result consists of the valuation results, results on disposals and other results not taken into account for the direct result.

This presentation is not obligatory under IFRS.

3.24 Segment reporting

A segment consists of assets and activities with specific risks and results, with differences per sector. As Wereldhave Belgium's portfolio investment properties is only located in Belgium, segment information is provided by investment property type, offices and retail. Segment reporting presents results, assets and liabilities per sector. Results, assets and liabilities by segment contain items that can be directly attributed to that sector.

3.25 Dividends

Dividends are recognised as debts to shareholders in the year in which they are attributed.

3.26 Important assessments

Investment properties

The assets of the company mainly consist of the property portfolio. The market value of these assets cannot be assessed using official quotations or listings.

A valuation based on fair value is a time- and place-based estimate. The estimate is based on a price level on which two well informed parties under normal market conditions would make a transaction for that specific property on the date of valuation. The fair value of a property in the market can only be determined with assurance at the moment of the actual sale of the property.

An independent external valuer bases his fair value valuation on his own market knowledge and information.

The fair value is based on a net yield calculation, where market rents are capitalised and normative property expenses (such as the costs of maintenance, insurance and expenses) are deducted. The yields used are specific for the country, the location, the type of property, the level of maintenance and the general lettability of every single property. The determination of applicable yields is based upon comparable transactions, added with market and building specific knowledge and remaining other assumptions.

Apart from assumptions with regard to yields, costs for future maintenance investments are also taken into account in the valuation. Furthermore, explicit assumptions are made per lettable location and per tenant with regard to the possibility of (re)letting, the start date of such (re)letting and the costs related hereto. Finally, adjustments are made for expected costs of vacancy (present and future) and for differences between the market rent and contractual rent. Sales costs at the expense of the buyer, including transfer tax, are deducted from the market value.

General assumptions with regard to the valuation of investment property have been disclosed in note 3.6.

4. Consolidated statement of comprehensive income to 31 December

	(x € 1,000)		01-01-2012/31-12-2012	
	01-01-2013/31-12-2013		Direct	Indirect
	Direct	Indirect	Direct	Indirect
Net rental income	35,831		33,170	
Rental charges and taxes normally paid by the tenant on let properties	1		-208	
Property charges				
IX. Technical costs	-465		-522	
X. Commercial costs	-461		-353	
XI. Charges and taxes on non let properties	-527		-708	
XII. Property management costs	-635		-549	
XIV. General company costs	-1,824		-1,708	
XV. Other operating income and charges	46		254	
Operating results before result on the portfolio	31,966		29,376	
XVI. Result on disposals of investment property		0		-105
XVII. Result on disposals of other non financial assets	-1		10	
XVIII. Change in fair value of the investment properties				
- positive		5,642		17,063
- negative		-2,348		-9,908
Operating result	31,965	3,294	29,386	7,050
Financial result	184	-490	100	
Pre-tax result	32,149	2,804	29,486	7,050
Corporate tax	-60	-141	-71	
Net result	32,089	2,663	29,415	7,050
Profit per share (x €1)	5.09	0.42	4.87	1.17

5. Segment information

The segmentation of rental income, property charges, investment properties and revaluations to the following sectors occurs as follows:

2013	Offices	Retail	Total
<i>(x € 1,000)</i>			
Rent	9,044	26,631	35,675
Indemnification for early termination of lease	168	-12	156
Net rental income	9,212	26,619	35,831
Recovery of rental charges and taxes normally paid by the tenant on let properties	-105	106	1
IX. Technical costs			-465
Repairs	-74	-223	
Compensation for total guarantees	-65	-56	
Insurance premiums	-17	-30	
X. Commercial costs			-461
Agency commissions	-215	-147	
Publicity	-24	-74	
XI. Charges and taxes on non let properties			-527
Costs on non let properties	-451	-64	
Real estate tax on non let properties	9	-21	
XII. (Internal) property management costs	-157	-478	-635
Property operating results	8,112	25,632	33,744
XIV. General company costs and other			
XV. operating income and charges			-1,778
Operating result before result on the portfolio			31,966
XVII. Disposals of other non financial assets			-1
XVIII. Variations in the fair value of investment property			3,294
Positive variations in the fair value of investment property	1,828	3,814	
Negative variations in the fair value of investment property	-1,441	-907	
Operating result			35,259
Financial result			-306
Result before taxes			34,953
Corporate tax			-201
Positive deferred taxes on market fluctuations			
Tax			-201
Net result			34,752
Investment properties			
Investment properties excl. development projects			
Balance at 1 January	122,298	377,503	499,801
Investments	1,755	455	2,210
Revaluation	387	2,924	3,311
Balance at 31 December	124,440	380,882	505,322
Development projects			
Balance at 1 January		55,244	55,244
Investments		34,305	34,305
Revaluation		-17	-17
Capitalised interest		626	626
Balance at 31 December		90,159	90,159

2012	Offices	Retail	Total
<i>(x € 1,000)</i>			
Net rental income	9,845	23,325	33,170
Recovery of rental charges and taxes normally paid by the tenant on let properties	-102	-106	-208
IX. Technical costs			-522
Repairs	-176	-158	
Compensation for total guarantees	-93	-64	
Insurance premiums	-12	-19	
X. Commercial costs			-353
Agency commissions	-266	-8	
Publicity	-24	-55	
XI. Charges and taxes on non let properties			-708
Costs on non let properties	-599	-67	
Real estate tax on non let properties	-25	-17	
XII. (Internal) property management costs	-165	-384	-549
Property operating results	8,383	22,447	30,830
XIV. General company costs and other			
XV. other operating income and charges			-1,454
Operating result before result on the portfolio			29,376
XVI. Disposals of investment property			-105
Net property sales	11,773		
Book value of the property sold	-11,878		
XVII. Disposals of other non financial assets			10
XVIII. Variations in the fair value of investment property			7,155
Positive variations in the fair value of investment property	502	16,561	
Negative variations in the fair value of investment property	-8,162	-1,746	
Operating result			36,436
Financial result			100
Result before taxes			36,536
Corporate tax			-71
Positive deferred taxes on market fluctuations			
Tax			-71
Net result			36,465
Investment properties			
Investment properties excl. development projects			
Balance at 1 January	141,495	256,913	398,408
Investments	235	974	1,209
Transfer of development project to investment property		54,620	54,620
Disposals	-11,772		-11,772
Capital increase by means of contribution in kind		49,468	49,468
Revaluation	-7,660	15,528	7,868
Balance at 31 December	122,298	377,503	499,801
Development projects			
Balance at 1 January		74,428	74,428
Purchases		1,416	1,416
Capital increase by means of contribution in kind		19,630	19,630
Transfer of development project to investment property		-54,620	-54,620
Investments		14,680	14,680
Revaluation		-714	-714
Capitalised interest		424	424
Balance at 31 December		55,244	55,244

6. Investment properties

(x € 1,000)	2013	2012
Balance at 1 January	499,801	398,408
Transfer of development project to investment property	0	54,620
Disposals	0	-11,772
Capital increase by means of contribution in kind	0	49,468
Investments	2,210	1,209
Revaluations	3,311	7,868
Balance at 31 December	505,322	499,801

Investments: The investments concern investments in the existing portfolio (2013: € 2.2 mln; 2012: € 1.2 mln).

Revaluations: The revaluation result is the result of the positive and negative valuation results of the portfolio investment properties excluding development projects (2013: € 3.3 mln; 2012: € 7.9 mln).

The investment properties portfolio, valued at € 46.4 mln, is charged with securities. These securities are the subject of a legal mortgage with reference to the disputed tax claim (see notes 20 and 31).

The investment properties portfolio was valued by Cushman & Wakefield and CVBA Troostwijk-Roux, independant real estate experts, at 31 December 2013.

Value investment properties according to the external valuation reports	506,974
Book value of rent free periods and other leasing expenses to be amortised.	
This amount is recognised in the balance sheet under 'Non-current assets - Trade receivables and other non-current assets'.	-1,652
Balance sheet valuation	505,322

Investment properties are valued at fair value. Fair value is based on the market rent minus the normative operating costs. To determine the fair value, the net capitalisation factor and the net present value of the difference between market rent and contractual rent, of forecasted vacancy and of necessary future investments are determined for each object. This value is reduced by the normative transaction costs (registration tax 10% - 12.5%).

7. Development projects

(x € 1,000)	2013	2012
Balance at 1 January	55,244	74,428
Purchases	4,735	1,416
Capital increase by means of contribution in kind	0	19,630
Transfer of development project to investment property	0	-54,620
Investments	29,570	14,680
Revaluations	-17	-714
Capitalised interest	626	424
Balance at 31 December	90,159	55,244

Purchases: A plot of land opposite the shopping centre 'Les Bastions' was purchased end 2013 (€ 4.7 mln). In accordance with the sicafi's strategy, this purchase concerns the redevelopment and expansion of the shopping centre.

Investments: The investments (€ 29.5 mln) concern mainly the construction works regarding the redevelopment and extension of the shopping centre in Genk. These have started on 1 September 2012 and will continue until the fourth quarter of 2014. The construction works regarding the construction and redevelopment of the inner city project in the Overpoortstraat in Ghent have started mid-2012 and will continue until mid-2014.

The realised project costs related to the other development projects are run-up and study costs.

Revaluations: The portfolio investment properties/development projects is measured at cost as fair value can not adequately be determined given the fledgling state of the projects (see accounting policies 3.6). The small value reduction concerns the development project 'NV Halle Vastgoed SA'.

Capitalised interest: Interest (€ 0.6 mln) directly attributable to a development project that necessarily takes a substantial period of time to get ready for its intended use, are capitalised as part of the cost of the respective asset. The interest capitalised is calculated as the groups weighted average cost of borrowings or the borrowing cost of a specific project financing. The weighted average interest rate in 2013 amounted to 1.47% (2012: 1.69%).

8. Other tangible assets

(x €1,000)

	Office equipment	Cars	Total
Balance at 1 January 2013	281	238	519
Purchases (+/-)	-1	125	123
Depreciation (+/-)	-46	-63	-110
Balance at 31 December 2013	233	299	533
Balance at 1 January 2012	283	75	358
Purchases (+/-)	47	122	169
Depreciation (+/-)	-49	41	-8
Balance at 31 December 2012	281	238	519

(x €1,000)

	2013	2012
Total purchase cost	999	875
Total depreciation	-466	-356
Net book value	533	519

9. Financial assets

(x €1,000)

	2013	2012
Financial assets available for sale: real estate certificates		
Balance at 1 January	15,481	11,371
Purchase real estate certificates	0	5,345
Revaluation (via shareholder's equity - note 14)	3,025	-1,235
Balance at 31 December	18,506	15,481

The portfolio investments in real estate certificates consists of

- an interest of 16.22% (18,382 real estate certificates) in the shopping centre at Kortrijk – Kuurne. By the end of 2013, fair value amounted to € 9.9 mln (2012: € 7.4 mln). By the end of 2013, the closing price on NYSE Euronext, fixing market, amounted to € 538.0.
- an interest of 17.82% (23,730 real estate certificates) in the shopping centre 'Basilix' in Brussels. By the end of 2013, fair value amounted to € 8.6 mln (2012: € 8.1 mln). By the end of 2013, the closing price on NYSE Euronext, fixing market, amounted to € 365.5.

No real estate certificates were purchased in 2013.

The portfolio real estate certificates is valued at fair value based on the quotation market (level 1, IFRS 7).

Real estate certificates are current values representing a long term liability in a proportional share of the earnings of a specific real estate. Part of the value of the attached coupons is represented by said earnings and the balance by amortisation of capital.

10. Trade receivables and other non-current assets

<i>(x € 1,000)</i>	2013	2012
Loans	21	31
Capitalised rent investments	177	190
Capitalised rent free periods	1,476	982
Total	1,674	1,203

The accounting policies regarding the trade receivables can be found in note 3.11.

11. Current receivables

<i>(x € 1,000)</i>	2013	2012
Trade receivables (tenants)	5,012	1,798
Tax receivables and other current assets	899	1,209
Total	5,911	3,007

As it concerns short term financing, the fair value of the receivables corresponds with the book value.

At 31 December 2013 the property tax to be recovered due to vacancy amounts to € 899 (2012: € 714)

12. Cash and cash equivalents

<i>(x € 1,000)</i>	2013	2012
Bank	2,626	2,015

This heading gives an overview of the financial accounts at different financial institutions.

13. Share capital

(x € 1,000)

	Amounts	Number of shares
Capital		
At 31 December 2012	266,160	6,308,198
At 31 December 2013	266,160	6,308,198
Bearer shares, dematerialised shares, and registered shares without nominal value		
Registered		4,393,166
Bearer/dematerialised		1,915,032
Total		6,308,198

Shareholders

Of the 6,308,198 shares in circulation at 31 December 2013, 36.22% were held by Wereldhave N.V., 33.19% by N.V. Wereldhave International and 30.59% by the general public.

The Statutory Management Company is entitled to increase the company capital in one or more issues by a maximum amount of € 224,968,917.27. This authorisation has been renewed on 16 December 2011 and is valid for five years.

Issue premiums

Following the capital increase on 11 April 2012 (contribution in kind of real estate in Genk) by means of the issuance of new shares (976,251), an amount of € 27.8 mln was qualified as issue premium.

Available reserves

These reserves are held according to the continuity principle because of the take-over of 'NV Grooter Berchem' as from 1 January 1999. These reserves were definitively taxed at the moment of take-over.

14. Variations in the fair value of financial assets and liabilities

<i>(x € 1,000)</i>	2013	2012
Financial assets available for sale		
Situation at 1 January	382	1,617
Revaluation	3,025	-1,235
Situation at 31 December	3,407	382

The portfolio investments in real estate certificates consists of

1. an interest of 16.22% (18,382 real estate certificates) in the shopping centre at Kortrijk – Kuurne.
By the end of 2013, the closing price on NYSE Euronext, fixing market, amounted to € 538.0.
2. an interest of 17.82% (23,730 real estate certificates) in the shopping centre 'Basilix' in Brussels.
By the end of 2013, the closing price on NYSE Euronext, fixing market, amounted to € 365.5.

15. Pension obligations

<i>(x € 1,000)</i>	2013	2012
Net liability at 1 January	109	188
Movements in liabilities	678	-79
Net liability at 31 December	787	109

With reference to the 'Defined Benefit Plan' in favour of the staff of the sicafi (17.9), a provision of € 787 is foreseen. The provision has been recalculated by an external actuary. The actuarial assumptions are in conformity with the market. No specific assets were used for these liabilities.

16. Long-term financial debts

Wereldhave Belgium has three credit lines (revolving credit) of € 120 mln expiring in 2016 (€ 60 mln), 2017 (€ 30 mln) and 2018 (€ 30 mln), of which € 113 mln had been called up by the end of 2013. The loans are at floating interest rates. Over 2013, the weighted average interest rate amounted to 1.47% (2012: 1.69). As the company does not make use of any hedging instruments, variations in interest charges may influence the result. Fair value does not differ from the nominal value as it concerns short term advances at floating interest rates. It concerns only credit facilities for which there are no guarantees.

17. Other long-term liabilities

<i>(x € 1,000)</i>	2013	2012
Guarantee tenants	189	159

18. Deferred taxes

<i>(x € 1,000)</i>	2013	2012
Deferred taxes	1,282	1,157

The provision for deferred taxes (Immo Guwy - Waterloo shopping) is the result of the difference between the fair value of the investment properties and the fiscal book value.

19. Current liabilities

(x € 1,000)	2013	2012
Credit institutions	8,000	1,000
Trade payables	3,028	2,020
Taxes, remunerations and social security	740	531
Unclaimed dividends previous book years	311	181
Rental income received in advance	1,133	853
Other	3,522	2,560
Total	16,734	7,145

Credit institutions: Wereldhave Belgium disposes of a credit line (not committed) of € 26 mln with no end date of which € 8 mln had been called up by the end of 2013. The loans are at floating interest rates (weighted average interest rate 0.8%) and are presented in the balance sheet at fair value. As the company does not make use of any hedging instruments, variations in interest charges may influence the result. It concerns only credit facilities for which there are no guarantees. Fair value does not differ from the nominal value as it concerns short term advances at floating interest rates.

Trade payables: the trade payables concern, on the one hand, the short-term trade payables obligations related to the construction of the development projects and, on the other hand, the suppliers obligations (€ 3.0 mln).

20. Securities

Debt guaranteed by securities on Company assets for a principal amount of € 46.4 mln (2012: € 44.5 mln). These securities are the subject of a legal mortgage with reference to the disputed tax claim. With reference to the above, a guarantee was submitted by Wereldhave N.V. (see note 31).

21. Fair value measurement (IFRS 13)

This table indicates the valuation hierarchy of the assets and liabilities.

	Total	Valuation parameters 'fair value'		
		Public quotation Level 1	Quantifiable parameters Level 2	Unquantifiable parameters Level 3
Assets measured at fair value				
Investment properties	505			505
Development projects	90			90
Financial assets				
Available for sale	19	19		
Liabilities whose fair value is described				
Interest-bearing liabilities	121		121	

There were no reclassifications between the different levels during the year of return.

A change in the average initial yield of 0.25% (+/-) has an effect of € 20.0 mln on equity (€ 3.17 per share).

A change of 0.5% (+/-) in the money market interest rate has an effect of € 0.6 mln on the direct result and equity (€ 0.1 per share).

22. Rental income

Office and trade properties are subject to (trade) lettings with various expiry dates. Rents are adjusted yearly on the basis of the 'health' index. The leases define the rent, the rights and obligations of the lessor and the lessee, notice and renewal options and the common charges. Recovery income of charges and taxes are not included in the rental income. Rent loss as a result of vacancy, expressed as a percentage of theoretical rent amounted to 3% (2012: 6.3%).

The five main tenants represent 15% of the rental income.

The future aggregate contractual rent from leases as to 31 December 2013 is shown in the following table:

(x € 1,000)	2013	2012
Year 1	35,615	27,888
Year 2 - year 4	90,685	31,247
Year 5	20,168	3,802
Total	146,468	62,937

23. Property charges

(x € 1,000)	2013	2012
Technical costs	980	1,188
Commercial costs	461	353
Property tax due to vacancy	12	42
Management costs (note 24)	635	549
Total	2,088	2,132

Technical costs comprise the cost of vacancy (€ 515) of the investment properties (note 3.20).

24. General expenses

(x € 1,000)	2013	2012
Staff costs		
Salaries	1,816	1,503
Social security	634	555
Allocation salary cost development projects	-2,184	-2,069
Profit sharing	308	487
Pension and insurance costs	424	431
Other staff costs	89	113
Subtotal staff costs	1,087	1,020
Allocated to management/property charges (22%)	-239	-223
Staff costs	848	797
Other costs		
Audit fees	100	111
Advisory fees	298	170
Other costs	854	887
Subtotal other costs	1,252	1,168
Allocated to management/property charges (22%)	-276	-257
Other costs	976	911
Other operating income and charges		
Other income	-630	-728
Sicafi costs	237	223
Investment fund tax	467	320
Subtotal other operating income and charges	74	-185
Allocated to management/property charges (22%)	-120	-69
Other operating income and charges	-46	-254
Total	1,778	1,454

Apportionment key relating to the appropriation of general costs to property charges.

Over 2013, 22% of the general costs (€ 635) have been assigned to management/property charges (2012: 22%). This apportionment key has been computed normatively considering the distribution of tasks inherent to the employees and other general costs.

Pension costs

Pension costs comprise premiums relating to the employee pension plan.

Employees

During 2013 an average of 17.9 (FTE) people (2012: 18.9) were employed by the sicafi.

The profit share, paid to employees, is based on the following indicators: occupancy rate, property charges, general costs, sustainability and the like-for-like rental growth. For each indicator, a target has been set. The score against the target determines the final result. .

Management Company

The remuneration of the Management Company is decided upon by the General Meeting of Shareholders and is fixed on € 95,000.

Wereldhave Belgium SA and the members of the Board of Directors of the Management Company do not hold any shares or options in Comm. VA Wereldhave Belgium SA and/or Wereldhave Belgium SA. No loans, advances or guarantees have been extended by the Company to Wereldhave Belgium SA nor to members of the Board of Directors.

25. Result disposals of investment properties and valuation differences

(x € 1,000)	2013	2012
Result disposals of investment properties	0	-105
Gains	5,642	17,063
Losses	-2,348	-9,908
Total	3,294	7,050

26. Financial result

(x € 1,000)	2013	2012
Financial income		
Coupon real estate certificates	1,198	1,189
Interest received	34	35
	1,232	1,224
Interest costs	-979	-1,077
Other	-69	-47
Variations in the fair value of financial assets and liabilities	-490	0
Total	-306	100

Interest costs (€ -979) comprise the interest paid regarding the cash management of the company. The variations in the fair value of financial assets and liabilities comprise the revaluation of an intercompany loan to the affiliated company 'NV Vastgoed Halle SA' (€ -490).

27. Taxes on result

Taxes are calculated on possible exceptional and favourable advantages and on rejected expenditures. The subsidiary companies are subject to the common tax regime and thus pay corporate tax under the normal regime.

(x € 1,000)	2013	2012
Corporate taxes	-60	-71
Deferred taxes on market fluctuations of investment properties	-141	0
Total	-201	-71

The provision for deferred taxes (Immo Guwy - Waterloo Shopping) is the result of the difference between the fair value of the investment property and the fiscal book value.

28. Goodwill

On 31 December 2010, Wereldhave Belgium took over the staff organisation and several development projects of ING REDH Belgium. The acquisition resulted in a goodwill which originates from a positive difference between the acquisition cost and the fair value of the acquired asset (see annual report 2010 - note 26 'Business Combinations'). This is mainly due to the development project 'Genk Shopping 1'.

Depreciation test

At the end of the financial year of 2013 the goodwill was subjected to a depreciation test by comparing the net book value of the project developments (in other words the fair value plus 100% of the goodwill allocated minus the deferred taxes) to their utility value. The test showed that no depreciation needed to be booked for the goodwill.

29 Result per share

The result per share is calculated on the basis of the total profit after tax and the average number of outstanding shares during the year (2013: € 5.09; 2012: € 4.87). No financial instruments convertible into shares have been distributed.

The weighted average number of outstanding shares at 31 December 2013 amounted to 6,308,198.

30 Dividend

The Board of Directors of the Management Company proposes a gross dividend per share of € 4.40; net € 3.30 (2012: gross € 4.25; net: € 3.19), totalling to € 27.8 mln (2012: € 26.8 mln). The dividend is not provided in the consolidated financial statements.

Calculation of the dividend is made in accordance with the Royal Decree of 7 December 2010.

31 Administrative fiscal procedure

The legal proceedings regarding the sale of a company in 1993, requalified as “cash company”, were settled by the Brussels Court of Appeal on 28 May 2013. The Court of Appeal acquitted the SCA Wereldhave Belgium as the facts laid against it were not established.

The administrative tax proceedings are still ongoing. The case was scheduled for oral pleadings at the hearing of the Tribunal of First Instance of Brussels of 6 December 2013. Since its listing on the Brussels Stock Exchanges, the REIT (“bevak/sicafi”) is covered by a guarantee issued by Wereldhave N.V. (The Netherlands) against all possible financial consequences arising from these proceedings.

Per judgment of 7 February 2014 of the Tribunal of First Instance of Brussels, all corporate tax assessments (€ 50.9 mln) laid on Wereldhave Belgium SCA have been recalled.

32 Related group companies

The remuneration of the Management Company is decided upon by the General Meeting of Shareholders and is fixed at € 95,000.

The principal amount of the contested tax charges (for a principal amount of € 50.9 mln – see note 31 ‘Administrative fiscal procedure’) has been guaranteed by the Dutch company Wereldhave N.V.

Besides the decreed dividends and above mentioned remuneration to the Management Company, there have been no transactions with Group companies in 2013.

33 Important events occurred after the financial year

At the end of January 2014, the sicafi purchased six additional commercial units in the shopping centre ‘Shopping 1’ in Genk. The purchase price amounted to € 2.7 mln.

Besides this purchase, no significant events occurred requiring adjustments or further disclosure to the accounts closed on 31 December 2013.

In accordance with Section 88 of the law of 3 August 2012, the Management Company confirms taking into account social, ethical and environmental aspects when controlling the financial means and when executing rights conferred by securities in the portfolio. See page 63, ‘Socially-responsible entrepreneurship’.

34 Investment obligations

Committed (in € mln)	Total investment	Capex to 31/12	Delivery
Ghent	15	11	Mid-2014
Genk	84	55	4 th quarter 2014
Total	99	66	
Uncommitted (in € mln)			
Tournai Retail Park	15	4	End 2015
Tournai extension	71	2	2017
Waterloo	55	25	2016
Total	141	31	

Within the context of the ongoing development projects in Genk (redevelopment and extension), Ghent (redevelopment mixed inner city project), Tournai (extension shopping centre and retailpark) and Waterloo (redevelopment inner city shopping centre), the total amount of investments still to be realized is estimated at € 143 mln including VAT. Upon signature of the contracts with the contractors, the company will be legally bound.

35 Remuneration auditor

Fees paid for auditing activities over 2013 amounted to € 76,625 excluding VAT and on non-auditing activities to € 1,175 excluding VAT. No other fees were paid.

36 Financial instruments

The company does not make use of financial instruments.

37 Branches

The company has no branches.

38 Research and development

In view of the nature and specific activity of the company, no operations are connected to research and development.

FREE TRANSLATION

STATUTORY AUDITOR'S REPORT TO THE GENERAL SHAREHOLDERS' MEETING ON THE CONSOLIDATED ACCOUNTS FOR THE YEAR ENDED 31 DECEMBER 2013

In accordance with the legal requirements, we report to you on the performance of our mandate of statutory auditor. This report includes our opinion on the consolidated financial statements, as well as the required additional statement. The consolidated financial statements comprise the consolidated statement of financial position as at 31 December 2013 and the consolidated profit and loss account, consolidated statement of global result, consolidated statement of movements in equity and consolidated statement of cash flows for the year then ended, and notes, comprising a summary of significant accounting policies and other explanatory information.

Report on the consolidated financial statements – Unqualified opinion

We have audited the consolidated financial statements of Wereldhave Belgium CVA (“the Company”) and its subsidiaries (jointly “the group”), prepared in accordance with International Financial Reporting Standards as adopted by the European Union, and with the legal and regulatory requirements applicable in Belgium. The total of the consolidated statement of financial position amounts to ‘000’ EUR 626,751 and the consolidated profit and loss account shows a positive net result for the year of ‘000’ EUR 34,752.

The statutory manager's responsibility for the preparation of the consolidated financial statements

The Company's statutory manager is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with International Financial Reporting Standards as adopted by the European Union, and with the legal and regulatory requirements applicable in Belgium, and for such internal control as the statutory manager determines, is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

Statutory auditor's responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit in accordance with International Standards on Auditing (ISAs). Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial

statements. The procedures selected depend on the statutory auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the statutory auditor considers internal control relevant to the group's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the group's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the statutory manager, as well as evaluating the overall presentation of the consolidated financial statements.

We have obtained from the statutory manager and the company's officials the explanations and information necessary to perform our audit.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Unqualified Opinion

In our opinion, the consolidated financial statements give a true and fair view of the group's net equity and consolidated financial position as at 31 December 2013 and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards as adopted by the European Union, and with the legal and regulatory requirements applicable in Belgium.

Report on other legal and regulatory requirements

The statutory manager is responsible for the preparation and the content of the annual financial report on the consolidated financial statements.

In the context of our mandate and in accordance with the Belgian standard, which is complementary to the International Standards on Auditing (ISAs) as applicable in Belgium, our responsibility is to verify, in all material respects, compliance with certain legal and regulatory requirements. On this basis, we provide the following additional statement which does not impact our opinion on the consolidated financial statements:

- The annual financial report on the consolidated financial statements includes the information required by law, is consistent with the consolidated financial statements and does not present any material inconsistencies with the information that we became aware of in performing our mandate.

Sint-Stevens-Woluwe, 10 March 2014

The Statutory Auditor
 PwC Bedrijfsrevisoren BCVBA
 Represented by

Damien Walgrave
 Bedrijfsrevisor

STATUTORY STATEMENT OF FINANCIAL POSITION AND PROFIT AND LOSS ACCOUNT

STATUTORY STATEMENT OF FINANCIAL POSITION AT 31 DECEMBER

<i>(x € 1,000)</i>	31 December 2013	31 December 2012
ASSETS		
I. Non-current assets		
C. Investment properties		
Investment prop. excl. dev. projects	492,792	487,416
Development projects	83,368	48,660
	576,160	536,076
D. Other tangible assets	533	519
E. Financial tangible assets		
Assets available for sale		
Real estate certificates	18,506	15,481
Participations in affiliated companies	10,798	10,798
Receivables in affiliated companies	11,078	11,885
G. Trade receivables and other non-current assets	1,674	1,203
	42,589	575,962
II. Current assets		
D. Trade receivables	5,130	1,849
E. Tax receivables and other current assets	899	994
F. Cash and cash equivalents	1,932	1,427
	7,961	4,270
Total assets	626,710	580,232
SHAREHOLDER'S EQUITY		
A. Capital	266,160	266,160
B. Issue premiums	27,759	27,759
C. Reserves		
Available reserves	5,627	5,627
Accumulated result	156,967	146,635
Variations in the fair value of financial assets available for sale	3,408	382
Provisions for pensions	-558	0
D. Net result book year	34,127	37,262
	493,490	483,825

<i>(x € 1,000)</i>	31 December 2013	31 December 2012
LIABILITIES		
I. Non-current liabilities		
A. Provisions		
Pensions	787	109
B. Non-current financial debts		
a. Credit institutions	113,000	90,000
Rent guarantees received	189	160
Other	3,780	0
	117,756	90,269
II. Current liabilities		
B. Current financial debts		
a. Credit institutions	8,000	1,000
c. Other	311	181
D. Trade payables and other current debts		
c. Other		
Suppliers	3,028	2,070
Taxes, remunerations and social security contributions	924	499
F. Accruals and deferred income		
Real estate income received in advance	1,145	813
Other	2,056	1,575
	15,464	6,138
Total shareholder's equity and liabilities	626,710	580,232
Net asset value per share (x € 1)	78.23	76.70

STATUTORY PROFIT AND LOSS ACCOUNT TO 31 DECEMBER

(x € 1,000)	2013	2012
I. Rental income		
Rent	34,829	32,104
Indemnification for early termination of lease	156	235
Net rental income	34,985	32,339
V. Recovery of rental charges and taxes normally paid by the tenant on let properties	1,467	1,135
VII. Rental charges and taxes normally paid by the tenant on let properties	-1,466	-1,343
	1	-208
Property result	34,986	32,131
IX. Technical costs		
Recurrent technical costs		
Repairs	-285	-334
Compensation for total guarantees	-121	-157
Insurance premiums	-46	-31
	-452	-522
X. Commercial costs		
Agency commissions	-362	-274
Publicity	-99	-79
	-461	-353
XI. Charges and taxes on non let properties		
Costs on non let properties	-515	-666
Real estate tax on non let properties	-6	-41
	-521	-707
XII. Property management costs		
(Internal) property management costs	-630	-534
	-630	-534
Property charges	-2,064	-2,116
Property operating results	32,922	30,015
XIV. General company costs		
Staff costs	-848	-769
Other	-960	-884
XV. Other operating income and charges	-9	333
	-1,817	-1,320
Operating results before result on the portfolio	31,105	28,695

	2013	2012
XVI. Result on disposals of investment property		
Net property sales (selling price – transaction costs)	0	11,773
Book value of the property sold	0	-11,878
	0	-105
XVII. Result on disposals of other non financial assets		
Net sales of other non financial assets (sale price - transaction costs)	-1	10
	-1	10
XVIII. Variations in the fair value of investment property		
Positive variations in the fair value of investment property	5,498	17,063
Negative variations in the fair value of investment property	-2,319	-8,579
	3,179	8,484
	3,178	8,389
Operating result	34,283	37,084
XX. Financial income		
Interest and dividends received	1,198	1,189
XXI. Net interest charges		
Nominal interest charges on loans	-735	-852
XXII. Other financial charges		
Bank charges and other commissions	-69	-47
XXIII. Variations in the fair value of financial assets and liabilities		
Other	-490	0
Financial result	-96	290
Pre-tax result	34,187	37,374
XXIV. Corporate tax		
Corporate tax	-60	-112
Tax	-60	-112
Net result	34,127	37,262
Net result shareholders of the Group	34,127	37,262
Result per share (x € 1)	5.41	6.17
Diluted result per share (x € 1)	5.41	6.17

OTHER INFORMATION

1. Identification of Wereldhave Belgium

Comm.VA Wereldhave Belgium, Real Estate Investment Fund (Sicafi) according to Belgian Law, registered at Medialaan 30 box 6 – 1800 Vilvoorde is a limited share partnership according to Belgian Law, which has made a public appeal to the savings domain. Wereldhave Belgium was established under the name of Rank City Wall by deed executed by Pierre Spaey, notary in Sint-Jans-Molenbeek on 8 August 1972, subsequently published in the Appendices to the Belgian Bulletin of Acts, Orders and Decrees on 18 August, under reference number 2520-9. The articles of association have been changed several times, the last time on 11 April 2012, by deed executed by Denis Deckers, notary in Brussels. Wereldhave Belgium was established for an indefinite period. The articles of association of the Property Investment Fund and the Management Company can be viewed at the Registry of the Commercial Court in Brussels, or at the company's Head Office. The annual accounts are deposited at the National Bank of Belgium and are deposited for inspection at the Registry of the Commercial Court in Brussels. The annual reports and accounts of Wereldhave Belgium are sent each year to the registered shareholders and, by request, to other interested parties. Decrees with respect to the appointment and/or dismissal

of members of the Board of Directors of the Management Company, Wereldhave Belgium SA, are published in the Appendices to the Belgian Bulletin of Acts, Orders and Decrees. Financial reports relating to Wereldhave Belgium are published in the financial press. Other documents available to the general public are open for inspection at the registered offices of Wereldhave Belgium.

2. Main statutory dispositions

Objective

The main objective of Wereldhave Belgium is the collective investment of publicly attracted capital in the 'property' category, as referred to in Section 7, 5° of the Act of 3 August 2012, on certain forms of collective management of investment portfolios.

Nominal Capital

The authorised capital to 31 December 2013, amounts to € 266.2 mln, represented by 6,308,198 fully paid up shares, without mention of nominal value.

Authorised Capital

The Statutory Management Company is entitled to increase the authorised capital in one or more issues by a maximum amount of € 224,968,918.27. This authorisation has been renewed on 16 December 2011 and is valid for five years.

The statutory annual accounts, the notes, the statutory report of the Management Company and the Auditor's report concerning the statutory annual accounts of Wereldhave Belgium can be obtained, free of charge, at the Company's Head Office. These documents are also available on our website: www.wereldhavebelgium.com

With regard to these documents, the Auditor delivered an unqualified audit opinion on the financial statements.

The statutory annual accounts, the notes, the annual report and the Auditor's report will, according to the legal regulations, be deposited at the National Bank of Belgium.

Responsibility statement according to Section 12 § 2 of the Royal Decree of November 14, 2007

The Management Company of Wereldhave Belgium declares:

1. that based on the assessment performed and taking into account the recommendations of the Corporate Governance Code, the internal risk management and control systems of Wereldhave Belgium are adequate and provide a reasonable degree of certainty that the financial reporting as included in this Annual Report is free of material

misstatement. The Management Company has no evidence that this risk management and control system would not have functioned in accordance with the description or that this system would not have functioned properly in the current year;

2. that the Annual Accounts present a true and fair view of the assets, liabilities, financial position and result of Wereldhave Belgium;

3 that the Annual Report provides a true and fair view of the situation on the balance sheet date, the course of business during the financial year of Wereldhave Belgium; and

4. that the main risks confronting Wereldhave Belgium have been described in this Annual Report

The Management Company

Wereldhave Belgium SA

D. Goeminne, Chairman

J. de Smet

P. Naert

D. Anbeek

L. Plasman

Vilvoorde, 28 February 2014

Type of shares

The company has bearer shares, dematerialised shares and registered shares.

Preferential rights in the event of capital increase

In the event of an increase in capital, the new shares, which are subscribed to in cash, are preferentially offered to shareholders, in relation to the capital share represented by their shareholding on the day of issue.

Management

The Real Estate Investment Fund is managed by one or more Management Companies. Wereldhave Belgium SA is appointed as the sole Statutory Management Company.

General Meeting of Shareholders

The annual General Meeting is held on the second Wednesday of April at 11.00 am.

Financial year

The financial year is equal to the calendar year.

Design and realisation

The Design Factory
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