WERELDHAVE BELGIUM

Annual financial report 2015

This annual financial report is a registration document in the sense of art. 28 of the Law of 16 June 2006 on the public offering of investment instruments and the admission of investment instruments to trade on a regulated market.

The Dutch version was approved by the FSMA in accordance with art. 23 of the aforementioned Law on 8 March 2016. Wereldhave chooses Dutch as the official language such that only this Dutch annual financial report has probative value.

The French and English versions are translations of the Dutch annual financial report. The annual financial report has been translated under the responsibility of Wereldhave.

Contents

1. RISK FACTORS

The Company distinguishes between market, operational, financial and regulatory risks. Certain risks attached to the activities of the Company are amplified by permanent changes on the real estate markets and the economic climate.

Below is a description of the most important risks, the specific measures to manage the risks concerned, and the possible impact of the risks on the company's results and capital.

MARKET RISKS

RISK DESCRIPTION	POSSIBLE IMPACT	LIMITING MEASURES
Slowdown of the economic climate or recession	**1.** Decline of rental income in the event of re-renting or requests for rental reductions. **2.** Higher bankruptcy risk of the tenant. **3.** Decline in the fair value of the real estate investment portfolio and consequent decline of the net value of the share and increase in the debt ratio. **4.** Probability of the realisation of the risks described below as a direct or indirect result of the economic climate. **5.** Increase in vacancy.	Geographic spread of the real estate portfolio across Belgium. (1-2-3-4-5) Sector-based diversification of the tenant portfolio (see branch mix p88). (1-2-3-4-5) Active asset management. (1-2-3-4-5) Accumulation and application of market knowledge. (1-2-3-4-5) The average duration of contractual rental agreements up to the first severance possibility is 3.2 years, and up to the end of the rental agreement 6.4 years. (1-2-3-4-5)
Reorientation institutional investors	**1.** Higher bankruptcy risk of the tenant. **2.** Possible increase in the number of doubtful debtors resulting in a decrease in collection frequency. **3.** Increase in vacancy due to not finding potential tenants at the market price.	Quality tenants, such as large national and international retailers, with a lower bankruptcy risk. (1-2-3) Active asset management through, amongst others, direct contact with the tenants. (1-2-3) Strict monitoring of the collection policy. (2) Application of standard rental conditions such as the advance payment of rent and the provision of a bank guarantee (equivalent to 3/6 months of rent). (1-2) Stimulation of lease payments by direct debit. (1-2)

The numbering of 'limiting measures' refers to the numbering in the 'possible impact' column.

RISK DESCRIPTION	POSSIBLE IMPACT	LIMITING MEASURES
Decline in tenant solvency	**1.** Possible increase in the number of bad debts resulting in a decline in collection frequency. **2.** Increase in vacancy due to not finding potential tenants at the market price.	Give preference to quality tenants. (1) Screening of tenant solvency via the Graydon database. (1) Active asset management through, amongst others, direct contact with the tenants. (1-2) Use of standard rental conditions such as the advance payment of the rent and the provision of a bank guarantee. (1-2)
Deflation risk	**1.** Postponement/cancellation of purchases of consumer goods (expected price falls) leading to pressure on the tenant turnover. **2.** Possible decline of rental income due to negative indexation.	Quality and professional tenants with a lower bankruptcy risk. (2) Insofar as possible, state in the rental agreement that the rental indexation cannot be negative. (1-2)
Inflation risk	**1.** Increase in the financing cost due to an increase in interest rates. **2.** Increasing discrepancy between the collected rental income and the market rent.	Possible hedging against these fluctuations through financial derivatives. (1-2) Standard provision of indexation clauses in the leases. (1-2)
Volatility of interest rates	**1.** Increase in the financial costs. **2.** Fluctuations in the value of financial instruments. **3.** As a result of the above, a possible decline of the Net Asset Value and a higher debt ratio.	Diversification of the various capital sources. (1-2-3) Sufficient number of financial partners and prior examination and comparison of the financial ratings of credit institutions and setting high standards for them. (1-2-3) Hedge against these interest rate fluctuations through financial derivatives. (1-2-3) The debt ratio is limited to < 33% (as a result of the deviation granted by the FSMA), and consequently the impact of any fluctuations is limited. (1)

RISK DESCRIPTION	POSSIBLE IMPACT	LIMITING MEASURES
Volatility and uncertainty on the international financial markets	**1.** Limited possibilities for raising new capital in the form of equity or borrowed capital. **2.** Increase in debt ratio and limitation of growth opportunities. **3.** Volatility of the share price	Developing of solid long-term relations with investors and credit institutions so that dialogue can take place on a regular basis. (1-2-3) Wereldhave (International) NV is a reliable, solid and long-term shareholder. (1-2-3) Systematic and consistent communication on the financial outlook for all stakeholders concerned. (1-2-3) Application and observance of the RREC legislation for the purpose of protecting the shareholders. (1-2-3) Sound capital ratios. (1-2-3) Aim for the preservation of sufficient availability margins on confirmed lines of credit. (1-2-3)
Terrorism threat	**1.** Decline in visitors. **2.** Decline in tenant turnover. **3.** (Partial) destruction of building and consequently possible decline in rental income.	High quality security (ICT, security services, etc). (1-2) Cooperation with public services (police, etc). (1-2) Insurance against terrorism and loss of rental income. (3)
National/international political instability	**1.** Increase in financing costs due to an increase in the interest rates and possible decline of the fair value of the real estate investment portfolio. **2.** Decrease in the number of investment sources and an increased risk of other financial risks becoming effective. **3.** Limited access to capital markets.	Focus on the retail real estate market of politically stable and secure countries. (1-2-3) The debt ratio is limited to < 33% (as a result of the departure granted by the FSMA), and consequently the impact of any fluctuations is limited. (1-2-3) Sound balance sheet ratios. (1-2-3)
Change of value of the real estate portfolio	**1.** Change in the balance sheet ratios. **2.** Change in the net value of the share.	Proactive asset management under own management. (1-2) Active investment management. (1-2) An investment strategy aimed at quality, retail real estate of standing. (1-2) Active sustainability policy (measures to improve energy performance, certification of buildings, separation of waste flows, etc). (1-2) Sound balance sheet ratios. (1-2)

OPERATIONAL RISKS

RISK DESCRIPTION	POSSIBLE IMPACT	LIMITING MEASURES
Investment choices	**1.** Not achieving expected returns. **2.** Decline in the revenue stream as well as its stability. **3.** Readjustment of the company's risk profile. **4.** Decrease in occupancy because the real estate portfolio is not in line with market demand.	Clear long-term investment strategy and consistent management of the capital structure that is regularly evaluated by the Management Company. (1-2-3-4)
		External valuation by an independent real estate expert prior to purchase. (1-2-3-4)
		Formal approval procedure relating to investments by Executive Management and the Management Company, and also an experienced management team. (1-2-3-4)
		Legal, fiscal and environmental-technical due diligence when purchasing real estate. (1-2-3-4)
		Stipulation of rental guarantees by the real estate vendor. (1-2-3-4)
		Permanent monitoring via an ICT application project module. (1-2-3-4)
		Permanent monitoring of the tenant file: financial, turnover, rental pressure, etc. (1-2-3-4)
Development pipeline	**1.** Uncertainty about future income and occupancy resulting in not achieving the target return. **2.** Permits are not granted or incur delays. **3.** Changes in the economic climate during the construction phase. **4.** Material overrun of the budgets and costs.	Development pipeline limited to 10% of the real estate portfolio. (1-2-3-4)
		Prior analytical quantification/feasibility study and monitoring by a team specialised in project developments. (1-2-3-4)
Technical aging process	**1.** Rising maintenance costs. **2.** Decrease in occupancy. **3.** Reduced attractiveness for tenants resulting in a reduction of rental income	Draw up a five-year budget every year for structural maintenance and renovation. (1-2-3)
		Portfolio rotation in order to keep the portfolio up to date (technical, location, etc.). (1-2-3)
		Multi-year forecast relating to the maintenance of existing premises. (1-2-3)
		Strict internal coordination by management and monitoring with the real estate managers. (1-2-3)

RISK DESCRIPTION	POSSIBLE IMPACT	LIMITING MEASURES
Vacancy	**1.** Decrease in the occupancy. **2.** Decrease in the fair value of the real estate, and as a result also the Net Asset Value. **3.** Possible downward adjustment of the ERV. **4.** Unforeseen costs or increase in costs that are normally passed on (e.g. common charges for which the owner is liable).	Active management of the real estate portfolio in cooperation with the tenants and stakeholders to keep the value per property up to standard. (1-2-3-4) Make use of the scale of operations in order to be able to realise global deals on different shopping centres. (1-2-3-4) Temporary occupation in the form of pop-ups, marketing actions or other forms of occupation. (4) Active cooperation with towns and brokers to reduce vacant properties as much as possible. (4) Spread of the real estate portfolio as provided in the RREC legislation** to limit the consequences of vacancy.
Destruction of real estate	**1.** Decrease in fair value of assets. **2.** Loss or reduction of rental income or rental turnover. **3.** Unusability of the building.	The real estate investment portfolio is insured at reconstruction value in accordance with the ABEX index and insurance against a rental loss of a maximum of 36 months. The insured reconstruction value of the portfolio was insured for an amount of € 467.8 million as per December 2015, i.e. 60% of the fair value. The insurance premium is € 111,633. (1-2-3) Active management of the real estate portfolio in cooperation with the tenants and stakeholders to commercially restore the real estate within a period of < 36 months. (1-2-3) Allow temporary occupation in the form of pop-ups, marketing actions, temporary occupation or other forms of occupation. (1-2-3)
Early termination or non-extension of a rental agreement	**1.** Risk of vacancy as a result of a decline in occupancy. **2.** Decrease in rental income. **3.** Unforeseen costs or increase in costs that are normally passed on.	Fall back on rental securities/rental guarantees if necessary. (1-2-3) Conduct commercial negotiations with the tenant to increase the attractiveness of a deal. (1-2-3) Sell-off of contractual rights. (1-2-3)
Concentration risk **- tenants** **- property**	**1.** Material downturn of rental income in the event of departure, bankruptcy or decline in the collection from a tenant. **2.** Material decrease in the fair value of the property.	Diversification of income generated per tenant with observance of the legal provisions in this respect (< 20%). (1-2) Spread of the real estate portfolio as provided by the RREC legislation** to limit the effects of vacancy.

RISK DESCRIPTION	POSSIBLE IMPACT	LIMITING MEASURES
Turnover of key personnel	**1.** Negative effect on the existing business relations. **2.** Loss of decisiveness and efficiency in the management decision-making process. **3.** Loss of know-how.	Active monitoring of the workload. (2-3) Clear and consistent procedures to guarantee continuity. (1-2-3) Stimulate teamwork in order to avoid a single individual being solely responsible for a concentration of important strategic tasks. (1) Market-compliant remuneration of staff. (1-2-3)
Interruption of the continuity in Risk and Compliance Management due to force majeure	**1.** Temporary probability increase in the occurrence of risks.	Provide internal training to instill the principles of Compliance and Risk Management among employees in order to support its continuity. (1) An experienced management team and internal supervision by the Management Company, as well as external supervision by the FSMA. (1)
External service providers do not correctly observe the service contract	**1.** Possible negative effect on the income and cost flow, efficiency of the organisation, and general reputation of the company.	Supervision of the activities of important suppliers and service providers on the basis of clear KPIs*, with a results agreement where possible. (1) Option of terminating the service contract in the event of serious misconduct or fraud. (1)

(*) Key performance indicators
(**) On 22 September 2014 the FSMA granted a renewed dispensation from the ban on investing more than 20% of the assets in one real estate stock. (See Real Estate Report – Summary and overview of the real estate portfolio).

FINANCIAL RISKS

RISK DESCRIPTION	POSSIBLE IMPACT	LIMITING MEASURES
Counterparty risk	**1.** Loss of deposits. **2.** Higher or unforeseen financial costs. **3.** Cancellation or termination of existing lines of credit or Interest Rate Swaps and thus a possible limitation of the growth potential. **4.** General negative impact on the income.	Strict financing policy with balanced spread regarding maturity, banks and product limited to the Eurozone. (1-2-3-4) Sound balance sheet ratios. The debt ratio is limited to < 33% (as a result of the departure granted by the FSMA) and consequently the impact of any fluctuations is limited. (1-2-3-4) Stable shareholder structure. (1-2-3-4) 20-30% unutilised margin of committed lines of credit. (1-2-3-4)
Cash flow and solvency risk	**1.** Inability to repay interest and capital. **2.** Impossibility to realise growth. **3.** Forced sale of real estate with possible impact on the sales price. **4.** Unforeseen increase in the debt ratio.	Loans are of the bullet type with clear view of the due dates. (1) 20-30% unutilised margin of committed lines of credit. (1) Strict monitoring with Executive Management and Management Company concerning the impact of possible interest rates changes. (1) Protection against a rise in interest rates by making use of hedging instruments. (1-2-3) Valuation of the real estate portfolio on a quarterly basis by independent real estate experts. (1-2-3-4)
Interest rate development	**1.** Increase in the weighted average cost of capital. **2.** Impact on the profitability of the company.	20-30% unutilised margin of committed lines of credit. (1) Strict monitoring with Executive Management and Management Company concerning the impact of possible interest rates changes. (1-2) Protection against a rise in interest rates by making use of hedging instruments. (1-2)

RISK DESCRIPTION	POSSIBLE IMPACT	LIMITING MEASURES
Debtor risk	**1.** Non-extension or early break of the rental agreement. **2.** Decline in solvency or bankruptcy risk. **3.** Tenant concentration. **4.** E-commerce. **5.** Property concentration.	Short communication line with tenants. (1-2-3) Internal leasing asset management team. (1-2-3) Monitoring of the financial health of tenants (screening, turnover, financials, and rental pressure). (1-2-3) Aim for a high experience factor of the shopping centre, foster customer attachment, active role in the local community. (4) Stringent collection procedure. Using an online application, monthly supervision of outstanding claims and assessment of the adequacy of the provision for bad debts. (1-2-4) Spread of the tenant portfolio – see branch mix. (1-2-3-4-5) Limit concentration of important tenants. The top 10 most important tenants < 30%. Shopping centres provide a wider experience aspect and other services than just shopping.
Dividend risk	**1.** Volatility of share price. **2.** General decline in confidence in the share or the company.	The development of solid long-term relations with investors and financial institutions such that dialogue can take place on a regular basis. (1-2) At least 80% of the corrected positive net result, less the net decline of debt in the course of the financial year, must be paid out as dividend. (1-2)
Bank covenant risk	**1.** Cancellation, renegotiation, termination or early payability of the financing agreements by the financial institution upon the non-observance of the imposed ratios.	Prudent financial policy with constant monitoring to satisfy financial parameters. (1) Regular monitoring of the development of the debt ratio and prior analysis of the impact of every intended investment operation on the debt ratio. (1) Drafting of a financial plan with an implementation schedule as soon as the consolidated debt ratio, as defined in the RREC Royal Decree, is more than 50%, in accordance with art. 24 of this RREC Royal Decree.

REGULATORY RISKS

RISK DESCRIPTION	POSSIBLE IMPACT	LIMITING MEASURES
Change in international accounting rules and reporting standards -IFRS	**1.** Impact on reporting, capital requirements, use of derivatives and the organisation of the company. **2.** Direct or indirect impact on the real estate valuation as well as on the operational activities.	Permanent evaluation of the changes relating to legal standards. (1-2-3) Collect advice from external specialised service providers. (1-2-3) An experienced management team and supervision by the Management Company in order to observe the legislation and to align the strategy with this. (1-2-3)
Maintain company status	**1.** Change of status to an ordinary real estate company. **2.** Possible impact on the reporting, capital requirements, use of financial products, credit agreements and general operational organisation of the company. **3.** Impact on transparency, returns and results achieved, and the possible valuation. **4.** Penalties and/or intensified supervision by the FSMA if the legal (financial) parameters are not satisfied. **5.** Possible overrun of the limiting threshold for the free float > 30%.	Continuous evaluation and constant attention by the Management Company. (1-2-3-4) The dividend obligation and financing limits are regularly calculated and determined. (1-2-3-4) Regular dialogue with the FSMA as regulator and supervisor of the Regulated Real Estate Companies. (1-2-3-4) An experienced management team and supervision by the Management Company in order to observe the legislation and to align the strategy with this. (1-2-3-4) The Developer (Wereldhave (International) NV) strictly observes the regulatory legislation on the preservation of the RREC status and in particular regarding the limits relating to the free float. (1-4-5)
Change of general, urban planning and/or environmental legislation	**1.** Must comply with the legislation with detrimental implications for the company and/or its shareholders and stakeholders (witholding tax, municipal taxes, and environmental taxes). **2.** Not-prepared or incorrect assessment of the impact of the practical application of new legislation. **3.** Impact on the purchase and sales prices of real estate. **4.** Decrease in the return and consequently the attractiveness of the share. **5.** Decline in the fair value of the real estate portfolio.	Remain constantly informed of new legislation by monitoring seminars, assistance by specialists in this respect and self-study. (1-2-3-4-5) An experienced management team and supervision by the Management Company in order to observe the legislation, and to align the strategy with this and evaluate it depending on the specific impact. (1-2-3-4-5)

RISK MANAGEMENT

The Management Company is responsible for the planning, implementation and operation of the internal risk management and control systems geared to the business activities of the Company. The Management Company is aware that no risk management and control system can provide an absolute guarantee for meeting the company objectives and preventing significant errors, losses, fraud or violation of laws or regulations.

The instruments for internal control and risk management are formed by the Corporate Governance Charter, the administrative organisation, the investment strategy approved by the Management Company each year, the Business Principles and the Code of Conduct. The Company has a system of warnings in the event of breaches. The integrity-sensitive positions are itemised. Special procedures apply for the hiring of employees in such positions.

The Company has set up an appropriate administrative organisation for itself in which the internal control is embedded. The company processes are documented in a database that is available online for all employees. This system not only guarantees the continuity of the company processes, but also records and shares the knowledge available in the company. Moreover, the company processes are developed as job descriptions for each position.

The Administrative Organisation/Internal Control system is based upon an enforced division of roles insofar possible. This system also comprises an automated information system, the access to which is based on the job descriptions. Both contracting and payments take place on the basis of the four eyes principle.

The Company applies strict procedures for the regular compilation of quarterly and annual figures on the basis of the established foundations. The internal management reports are aimed at the direct reporting of changes in the value of investments and the profit per share. Furthermore, electronic data processing is used in an automated integrated central information system.

The Company aims to guarantee the reliability and continuity of its IT organisation and automated data processing by employing a system of preventive and repressive measures. This system is designed to safeguard the integrity, exclusivity, availability and controllability of automated data processing and storage. Daily backups are made of the data files.

Shopping Centre, Nivelles

2. CONSOLIDATED KEY INFORMATION

KEY INFORMATION

	2011	2012	2013	2014	2015
Share price 31/12	66.90	82.50	83.22	102.01	**110.00**
Share price/Direct result 31/12	15.4	16.9	16.3	19.3	**19.5**
Market capitalisation 31/12 (mln)	356.7	520.4	525.0	643.5	**763.3**
Net asset value per share (conform IFRS)	74.63	76.21	77.83	78.99	**81.76**
Gross dividend	4.00	4.25	4.40	4.60	**4.90**
Dividend yield 31/12 (gross)	5.98%	5.15%	5.29%	4.51%	**4.45%**
Consolidated debt ratio (1)	18.30%	16.20%	20.60%	34.80%	**27.50%**
Occupancy rate (2)	93.10%	93.70%	97.00%	94.10%	**94.10%**
Pay-out ratio	92.2%	87.3%	86.4%	87.0%	**87.0%**
Free float	30.7%	30.6%	30.6%	30.6%	**30.42%**

(1) See calculation table in note 31
(2) Sum of indexed rent from current leases divided by the sum of contractual rents and estimated rental value of vacancies.

CONSOLIDATED KEY FIGURES OVER THE PAST 5 YEARS

X € 1,000	2011	2012	2013	2014	2015
RESULTS					
Net rental income	26,238	33,170	35,831	38,932	**47,409**
Profit (direct + indirect result)	38,301	36,465	34,752	38,855	**49,391**
Direct result (1)	23,126	29,415	32,089	33,371	**39,093**
Indirect result (1)	15,175	7,050	2,663	5,484	**10,298**

X € 1,000	2011	2012	2013	2014	2015
BALANCE SHEET					
Investment properties (2)	398,408	499,801	505,322	722,607	**731,919**
Lease incentives	1,292	1,178	1,652	1,689	**1,563**
Investment properties excl. development projects	399,700	500,979	506,974	724,296	**733,482**
Development projects	74,428	55,244	90,159	25,802	**40,547**
Shareholders' equity	397,909	480,720	490,979	498,284	**567,310**

	2011	2012	2013	2014	2015
NUMBER OF SHARES	5,331,947	6,308,198	6,308,198	6,308,198	**6,939,017**

X € 1,000	2011	2012	2013	2014	2015
FAIR VALUE INVESTMENT PROPERTIES BY SEGMENTATION (2), DEVELOPMENT PROJECTS EXCLUDED					
Retail	256,913	377,503	380,882	597,048	**607,026**
Lease incentives	87	153	386	312	**604**
Fair value investment properties – retail	257,000	377,656	381,268	597,360	**607,630**
Offices	141,495	122,298	124,440	125,559	**124,894**
Lease incentives	1,205	1,025	1,266	1,377	**958**
Fair value investment properties – offices	142,700	123,323	125,706	126,936	**125,852**
	399,700	**500,979**	**506,974**	**724,296**	**733,482**

X € 1	2011	2012	2013	2014	2015
SHARE DATA					
Direct result	4.34	4.87	5.09	5.29	**5.63**
Indirect result	2.84	1.00	0.42	0.87	**1.49**
Gross dividend	4.00	4.25	4.40	4.60	**4.90**
Net dividend	3.16	3.19	3.30	3.45	**3.58**
Net asset value before profit distribution	74.63	76.21	77.83	78.99	**81.76**
Direct result per share	4.34	4.87	5.09	5.29	**5.63**
Profit per share	7.18	6.04	5.51	6.16	**7.12**

(1) See note 4. The direct result includes rental income, real estate costs, general costs and the financial result. The indirect result includes the valuation result, the result on disposal of investment properties and other results that are not allocated to the direct result.
(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'.

3. MESSAGE TO THE SHAREHOLDERS

Medium-sized shopping centres with possibility for expansion

The Company focuses on medium-sized shopping centres – with the possibility to expand – that are dominant in their service area. Through a proactive management approach, the Company strives to maintain and strengthen the market position of its shopping centres. The importance of shopping centres rose to around 83% of the investment properties portfolio last year.

Existing shopping centres

Belle-Ile in Liège, Shopping Nivelles, Les Bastions in Tournai, Genk Stadsplein, Genk Shopping 1 and Forum Overpoort Gent are now all fully operational. And since early 2015 'Ring Shopping Kortrijk Noord' has also formed an integral part of the Company portfolio. As a result the Company is one of the top owners of shopping centres in Belgium. The occupancy of our shopping centres was 94.9% at the end of 2015, a slight increase with respect to 2014 (94.6%).

Active management

The Company manages its shopping centres itself with its own teams. This enables us to be very close to our tenants without the intervention of an external manager.

Active management and innovative marketing campaigns are thus the spearheads of our operational activities. Free WiFi, specific apps per shopping centre, electronic gift cards, facility programs, interactive displays and digital advertising boards are only a few examples of innovative tools that are implemented in our shopping centres.

Ring shopping centre Kortrijk Noord (RSKN)

All necessary preparations were made during the year to bring RSKN management entirely into our purview by the beginning of 2016, and to ensure that this shopping centre is brought fully up to the Wereldhave standard. As of 1 January 2016 Wereldhave Belgium Services NV, a full subsidiary of the Company, has a mandate to outline the complete technical, commercial and administrative management of the shopping centre.

A renovation programme has also been drawn up in order to make the shopping centre's 'look and feel' more attractive. Implementation of these works is planned for 2016.

Project developments

The development of projects for the own portfolio remains an important channel for generating portfolio value and growth.

The realisation of the Retail Park (10,000 m² GLA) adjoining the 'Les Bastions' shopping centre in Tournai is well-advanced and the first shops were opened to the public on 19 February 2016. The works for the expansion (14,500 m² GLA) and renovation of the shopping centre itself were started early 2016.

The end of the works is scheduled for Q1 2018.

For the 'Coeur de Ville' project in Waterloo (10,000 m² GLA) the socioeconomic permit has been applied for and obtained. The first phase of the urban planning permit, i.e. the PRU (Périmètre de Remembrement Urbain), has been started.

"An active management optimises the shopping centres."

The socioeconomic permit has also been requested for the potential expansion of Belle-Ile, and the application for the urban planning permit has been submitted.

Office take up

The occupancy of the offices on 31 December 2015 was 91.4%, which represents a slight decline with respect to 2014 (92.5%). The consolidation of the current occupancy remains a priority. In early 2016 three additional contracts were concluded (1,500 m^2) in the 'De Velkens' office park in Berchem-Antwerp.

Results

Profit

The profit for 2015, consisting of the direct and indirect profit, amounted to € 49.4 million (2014: € 38.9 million). Compared to the same period in 2014, the increase in profit is the result of a higher direct result (€ 5.7 million) and a higher indirect result (€ 4.8 million).

Dividend

A dividend (coupon 20) of € 4.90 gross – € 3.577 net (2014: € 4.60 gross – € 3.45 net) per share is proposed to the General Meeting of Shareholders. The dividend will be payable as from 18 April 2016. The financial service is dealt with by BNP Paribas Fortis.

Luc Plasman
Chief Executive Officer

Dirk Anbeek
Chief Executive Officer

4. CONSOLIDATED ANNUAL REPORT

Profile

Wereldhave Belgium is a public regulated real estate company (RREC) with a focus on commercial real estate in Belgium. The company targets new investments in shopping centres. The value of the investment properties portfolio, including project developments, is € 774 million. The existing operational shopping centre portfolio of € 607.8 million (approximately 83% of the total portfolio, excluding project developments) comprises shopping centres in Liège, Nivelles, Tournai, Ghent, Genk and Kortrijk. In addition, the investment properties portfolio includes offices in Brussels, Vilvoorde and Antwerp. The development portfolio of € 40.6 million comprises the land positions and investments made relating to the Retail Park neighbouring the 'Les Bastions' shopping centre in Tournai and the restructuring and/or expansion of shopping centres in Tournai, Waterloo and Liège.

Wereldhave Belgium seeks to generate value through the active management of shopping centres and the (re)development of shopping centres for its own portfolio. The Wereldhave Belgium employees maintain direct contact with the tenants. As a result, Wereldhave Belgium is aware of their tenants' issues sooner, and has recent market information at its disposal. Those compentences are also used in the (re)development of projects.

Structure

Wereldhave Belgium has been an RREC since 27 October 2014 and is subject to the legislation of the Royal Decree of 13 July 2014 and the Law of 12 May 2014. As such the RREC has been licensed and registered by the Financial Services and Markets Authority since 22 September 2014.

Wereldhave Belgium has an RREC tax status and, as a result, does not actually pay any corporation tax, with the exception of any abnormal and favourable benefits and rejected expenses.

Since July 2014 Wereldhave Belgium Services NV is part of the consolidation of Wereldhave Belgium and acts as the real estate manager of the investment properties portfolio.

The Wereldhave Belgium shares are traded on the Euronext continuous stock exchange in Brussels.

On 31 December 2015 Wereldhave N.V., Schiphol, directly or indirectly held 69.58% of the shares.

Shopping Centre Belle-Ile, Liège

Valuation of real estate

Wereldhave Belgium values its real estate at fair value. IFRS 13 defines the 'fair value' as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants on the valuation date. The definition thus presumes a hypothetical transaction. So even if the Company intends to use an asset rather than sell it, it determines the fair value based on the (hypothetical) sale price.
The investment properties portfolio is valued externally by independent real estate experts on a quarterly basis.

Financial position

With a consolidated debt ratio of 27.5% and a solvency of 72.5%, Wereldhave Belgium positions itself as a real estate company with very sound balance sheet ratios.

Corporate Governance Statement*

GENERAL

The Company attaches great importance to achieving a balance between the interests of the providers of risk-bearing capital and the other stakeholders in the company. Openness, sufficient future-oriented provision of information, and business ethics comprise part of this philosophy. The company ethics are embedded in the Business Principles and the Code of Conduct for personnel, which are published on the website www.wereldhavebelgium.com.

In accordance with article 96, §2, 1º of the Companies Code (as amended by the Law of 6 April 2010 to strengthen the corporate governance of publicly listed companies) and the Royal Decree of 6 June 2010 on the designation of the Corporate Governance Code to be observed by publicly listed companies, the Company uses the Corporate Governance Code as its reference code.

The Belgian Corporate Government Governance Code is available on the website www.corporate-governancecommittee.be. The size of the Company is considered here along with the specific management structure of Wereldhave Belgium, therefore making the corporate governance principles relevant to the management structure of the Management Company.

In its Annual Financial Report, the Board of Directors must dedicate a specific chapter to corporate governance in which the corporate governance practices of the company throughout the financial year concerned are discussed, including the specific information required by the applicable legislation and the Corporate Governance Code. In accordance with article 96 §2 of the Companies Code this Corporate Governance Statement must, as a bare minimum, contain 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 shareholder structure, as derived from the transparency declarations that the company has received from its Shareholders and specific financial and business information.
- The composition and operation of the management bodies and its committees.

The Charter and its Appendices stipulate the rules, procedures and methods on the basis of which the Company is managed and monitored.

The Charter is subject, without prejudice to the Articles of Association of the Company and the relevant provisions of Belgian law, such as the Companies Code. Any summaries or descriptions in this Charter of legal and statutory provisions, company structures or contractual relations are only clarifications and may not be considered as legal or fiscal advice on the interpretation or enforceability of such provisions or relations.

The Charter must be read together with the articles of association of the Company, the Annual Financial Report, and other information that is periodically made available by the company. Additional information on each financial year relating to the pertinent changes and events of the previous financial year are reported in a CG Statement.

The Charter can be consulted on the Company website (www.wereldhavebelgium.com) and shall be updated as often as necessary. The Charter was last updated on 29 January 2016 by the Board of Directors.

(*) The Corporate Governance Statement forms an integral part of the Management Report in accordance with article 96, §2 of the Companies Code.

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COMPLY OR EXPLAIN PRINCIPLE

Derogations from the recommendations in the 2009 Code are underlined in the Corporate Governance Charter. To this end the Company applies the principle of 'comply or explain'.

On the date of this Annual Report derogations from the following provisions of the 2009 Code are (*explained*):

Composition of the remuneration committee
As the company satisfies two (average number of employees < 250 people and annual net turnover < 50 million) of the three criteria stipulated by article 526*quater* of the Companies Code, the Board of Directors has not set up a remuneration committee.

The Board of Directors sees the work of the remuneration committee as the work of the full Board of Directors, and this in derogation from provision 5.4./1 contained in appendix E of the 2009 Code, which stipulates that the remuneration committee consists exclusively of non-executive directors. The remuneration committee of the Board of Directors consequently consists of all members of the Board of Directors (i.e. including the two chief executive officers).

Composition of the Audit Committee
In derogation from provision 5.5 of the 2009 Code that stipulates that each committee must consist of at least three members, the Audit Committee of the Board of Directors of the Management Company only consists of two members. Complying with the recommendation of the 2009 Code that the Audit Committee must have at least three members, would mean that almost the entire Board of Directors is a member of the Audit Committee.

MANAGEMENT STRUCTURES

The Company has the legal form of a partnership limited by shares according to Belgian law.

The Company has active and silent partners. The active partners have joint and several unlimited liability for all obligations of the company. The sleeping partners are only liable for the debts and losses of the Company up to the level of their contribution, provided that they do not carry out any acts of management.

Statutory Management Company

According to the Articles of Association, the Company is managed by one or more management companies, who must have the capacity of active partner.

The Management Company is appointed by an Extraordinary General Meeting of Shareholders in the presence of a notary, and in observance of the requirements for an amendment of the Articles of Association.

The Management Company is authorised to perform all acts of internal management that are necessary or useful for the realisation of the Company purpose, with the exception of those actions legally reserved to the General Meeting of Shareholders.

The Management Company performs its duties through the intervention of its Board of Directors. The appointment of the Management Company is for a period of indefinite duration.

The current Management Company is Wereldhave Belgium N.V.

Board of Directors

By virtue of the law and its Articles of Association, the Board of Directors of the Company is constituted such that the RREC can be managed in accordance with art. 4 of the RREC Act. This principle is applied with the utmost stringency: the Company, the Board of Directors and the Executive Managers do not consider the special interests of Shareholders, the Management Company, the Directors, the Developer or the Executive Managers. The interests that are taken into consideration in the management of the Company are not limited to the Shareholders and extend to all components of the notion of 'corporate interest' that is referred to in the Companies Code.

The Board of Directors is the governing structure of the Company. It acts jointly.

Thus the role of the Board of Directors is to determine the strategic vision of the Company, which is based on a contribution to long-term value, the supervision of the policy of the Executive Managers/Chief Executive Officers and the general state of affairs of the Company and its Subsidiaries. To this end it examines whether the risks have been well evaluated and checks their management in the context of regular and strict controls.

Social responsibility, mix and diversity in general are also criteria in the decision-making process of the Board of Directors.

The Board of Directors has both a supervisory and advisory role and thereby targets the interests of the Company, the business and all its Shareholders. The Board of Directors acts as a committee with joint responsibility without mandate and independent of the partial interests involved in the Company.

COMPOSITION

The Board of Directors consists of at least four people, of which:

- One or more Directors, with a maximum of half of the total number of Directors, can be executive directors. In other words, they can also exercise an operational role within the company.
- At least three Directors qualify as 'independent' in the sense of article 526ter of the Companies Code and Appendix A of the Corporate Governance Code.

The list of the members of the Board of Directors, published in the CG Statement, states which directors are independent.

The Board of Directors is composed such that there is a balance of skills and professional experience in disciplines such as real estate, finance and general management, without excluding candidate directors whose experience in other areas and whose personalities would contribute to the Company.

In accordance with article 518bis of the Companies Code, the publicly listed companies are required to ensure that in principle a minimum of one third of the Board of Directors is either male or female depending on the composition of the remainder, as of the first day of the sixth financial year commencing after the publication of the Act of 28 July 2011 in the Belgian Official Gazette.

For publicly listed companies whose free float is less than 50% (free float of the Company as per 31 December 2015: 30.42%), applicable to the Company, this requirement only starts as of the first day of the eighth financial year commencing after the publication of the Act of 28 July 2011 in the Belgian Official Gazette, i.e. 1 January 2019. In accordance with article 96, §2, 6º of the Companies Code, the members of the Board of Directors confirm they comply with and make the necessary efforts in order to satisfy the legal conditions on gender diversity.

Every Director must also have the personal attributes enabling him/her to perform his/her work flexibly and jointly, but with full independence of mind. He/she must have an impeccable reputation of integrity (especially with regard to 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 attend the meetings of the Board of Directors – and if applicable the meetings of the committee(s) he/she is a member of – and to prepare for these meetings.

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

Two of the Directors are appointed as Chief Executive Officers and are responsible for the day-to-day management of the Company, and together form the Executive Management, and are thus Executive Managers in the sense of the RREC Law. The Chief Executive Officers may not also act as Chairman of the Board of Directors. The Chief Executive Officers are assisted in the execution of their duties by the other executive director(s) and a compact management organisation.

The Board of Directors has decided not to create an 'executive committee' in the sense of the Companies Code.

DURATION, APPOINTMENT, EVALUATION AND EXTENSION OF THE DIRECTORS' APPOINTMENTS

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 the Management Company, on proposal of the Board of Directors.

In order to ensure the continuity of the work of the Board of Directors and to prevent several Directors resigning simultaneously, the Board of Directors has drawn up a schedule on the basis of which Directors step down periodically. The most recent departure schedule for the next three years drawn up by the Board of Directors shall be reported in the Annual Financial Report. For each Director it states when he/she was first appointed and when he/she was last reappointed.

The directors do not have any mutual family ties.

Appointment

In accordance with the RREC Law the people who participate in the management or policy of the Company, without participating in the Executive Management, must have the prerequisite expertise and experience appropriate to the execution of their duties.

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

(1) Collect advice and recommendations, in particular:

- regarding the number of Directors it deems desirable, without this number falling below the legal minimum;
- regarding the compatibility of the profile of the Director whose appointment must be extended, if applicable, as required by the Board of Directors;
- regarding the definition of the desired 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 shows the current and required skills, knowledge and experience within the Board of Directors), and any special criteria applied in the search for one or more new Directors.

DIRECTORS	POSITION	START DATE MANDATE	MOST RECENT RENEWAL	END OF MANDATE
Luc Plasman*	Managing Director Executive Manager	1/07/2011	30/06/2015	30/06/2016
Philippe Naert	Independent Director Member of the Audit Committee	1/04/2015		31/03/2017
Jacques de Smet	Independent Director Chairman of the Audit Committee	1/04/2015		31/03/2018
Dirk Goeminne	Independent Director Chairman of the Board of Directors	1/04/2015		31/03/2019
Kasper Deforche	Executive non-independent Director	1/04/2015		31/03/2019
Dirk Anbeek	Managing Director Executive Manager	31/07/2012	13/07/2016	8/04/2020

(*) M. L. Plasman will terminate his mandates as Director and Managing Director per 30/06/2016. Subject to approval by the FSMA M. Kasper Deforche will be appointed as Managing Director and Effective Leader of the Company as per July 1st, 2016.

(2) In turn, it shall interview the candidates, if required check their *curriculum vitae* and references, take note of their other mandates (in publicly listed companies or otherwise) and evaluate them.

(3) Deliberate in accordance with the internal rules of the Boards of Directors.

The Board of Directors shall ensure that there are appropriate plans for the succession of the Directors, ensure that each appointment or each renewal of a Director's mandate, both for executive and non-executive Directors, enables the continuity of the operations of the Board of Directors and its committees to be guaranteed, and shall maintain the balance in the skills and experience of their members.

Non-executive Directors are made duly aware of the scope of their duties at such time that they propose their candidacy, in particular regarding their time management in the context of their duties. They may not take more than five directorships in publicly listed companies into consideration. Any alterations to their other relevant commitments and new commitments outside the Company are reported to the Chairman of the Board of Directors at the appropriate time.

Each proposed appointment of a Director by the General Meeting of Shareholders is accompanied by a recommendation of the Board of Directors. The proposal states the proposed duration of the appointment, which may not be longer than four years, and includes relevant information about the professional qualifications of the candidate, together with a list of the positions that the candidate already holds. The Board of Directors shall state which candidates meet the independence criteria of Appendix A of the Corporate Governance Code. Without prejudice to the applicable legal provisions in this respect, appointment proposals shall be announced at least 24 days before the General Meeting of Shareholders, together with the other items on the agenda.

In the event of (re)appointment, a prior assessment of the profile outline shall take place. The reasons for re-appointment shall be explained to the General Meeting of Shareholders. In event of re-appointment, the way in which the candidate has performed his/her role as Director shall be taken into account. The presence of a conflict of interest during the underlying term shall be taken into account for the decision.

If one or more Directors' appointments become available, the remaining Directors have the right to fill these provisionally until the next General Meeting of Shareholders, which shall conduct the final election.

All the members of the Board of Directors must be natural persons.

Professional development

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

The Directors shall continuously update their knowledge of the affairs of the Company and the development of the real estate sector. The Directors shall set aside sufficient time to effectively perform their duties and assume their responsibilities.

Evaluation

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

This evaluation process has four objectives:

- to assess the operation of the Board of Directors and its committees;
- to check whether the key issues have been thoroughly prepared and discussed;
- to evaluate the actual contribution of every Director, his/her attendance at the meetings of the Board of Directors and the committees, as well as his/her constructive involvement in the discussions and the decision-making process;
- to determine whether the current composition of the Board of Directors or the committees is in line with what is desirable.

The non-executive Directors regularly evaluate their interaction with the Executive Managers/ the Executive Management/the Chief Executive Officers. They meet at least once a year for this purpose.

The contribution of each Director is periodically assessed – taking changing circumstances into account – in order to be able to adjust the composition of the Board of Directors. In the event of a re-appointment, the commitment and effectiveness of the Director is evaluated in accordance with a predefined transparent procedure.

Based on the results of the evaluation, the Board of Directors acts by identifying its strengths and by dealing with its weaknesses. When the occasion arises, this means that new members are nominated for appointment, that there are proposals for not renewing the appointment of existing members, or that measures deemed useful for the effective operation of the Board of Directors are taken.

The Board of Directors may be assisted by external experts in this evaluation process.

Under the leadership of its Chairman, the Board of Directors notes the self-assessment reports of the committees it has created, evaluates the composition and size of these committees, and decides on any adjustments proposed by these committees.

During the preparation of the Corporate Governance Statement in the Annual Financial Report, there will be an annual evaluation of the compliance with the procedures, rules and regulations that apply 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.

CURRENT MEMBERS OF THE BOARD OF DIRECTORS

The Board of Directors consists of the following six members:

Dirk Anbeek, (52), WTC Schiphol Toren A, Schiphol Boulevard 233, 1118 BH Schiphol, The Netherlands, has been Chief Executive Officer and Executive Manager since 31 July 2012. His appointment ends immediately after the General Meeting of 2016 and shall be renewed for a period of four years. Mr D. Anbeek is also Chairman of Wereldhave N.V.
Nationality: Dutch
Before Dirk Anbeek was appointed as statutory director of Wereldhave NV in 2012, he worked as a director for Albert Heijn EVP Franchise & Real Estate (2006-2009) and as Senior Vice President Business Planning & Performance (2004-2006). From 1996-2004 Mr Anbeek held various management positions within Ahold. He was senior consultant at PWC from 1994-1995. Furthermore, he held various management positions at DSM from 1988 to 1994.
(attendance rate during his mandate in 2015: 100%).

Current mandates:
- Statutory director of Wereldhave NV (publicly listed)
- Supervisory director of Ordina NV (publicly listed)
- Supervisory director of Detailresult Groep NV

Mandates ending in the last five years:
- none

Luc Plasman (62), Medialaan 30/6, 1800 Vilvoorde, Director and Chief Executive Officer since 1 July 2011, comprises the Executive Management of the Company together with D. Anbeek. He has several years of experience in the (re)development of real estate projects and is also Chairman of the Belgium-Luxembourg Council of Shopping Centres.
His appointment ended on 30 June 2015 and was renewed for a period of four years to 30 June 2019. By mutual agreement the current appointment will cease on 30 June 2016.
Nationality: Belgian
Luc Plasman graduated in civil engineering at the KUL in 1977. After two years of working as an assistant at the Institute of Industrial Chemistry at the KUL, as of 1980 Luc Plasman worked successively for ITH-Omnicadd NV (consulting engineers), IPEO/IGOPEX NV (project development) and WilmaProject Development NV (project development). From 1997 to 2010, Luc Plasman was Chief Executive Officer of ING Real Estate Development Belgium NV.
(attendance rate during his mandate in 2015: 100%).

Current mandates:
- Chief Executive Officer of Wereldhave Belgium NV
- Director Wereldhave Belgium Services NV
- Director WBPM
- Director Halle Vastgoed
- Director Immo Guwy
- Director Waterloo Shopping bvba
- Chairman of the Belgium-Luxembourg Council of Shopping Centres (BLSC)
- Independent director NV VANA Real Estate

Mandates ending in the last five years:
- none

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

Kasper Deforche (34), Medialaan 30/6, 1800 Vilvoorde, Director since 1 April 2015 for a period of four years. In addition to a Masters of Applied Economic Sciences at the KU Leuven, he also holds degrees from Antwerp Management School, Solvay Brussels School and Harvard Business School. He has more than 10 years of experience in retail real estate and has previously worked at AG Real Estate and Vastned Retail Belgium.
Other mandates as director in publicly listed companies: none
(attendance rate during his mandate in 2015: 75%).

Current mandates:
- Director Wereldhave Belgium Services NV
  Director Multilist NV
- Director Pandecadadia NV

Mandates ending in the last five years:
- Director Ag Re B2C NV
- Director Ag Real Estate Group Asset Management NV
- Director Ag Real Estate Westloan NV
- Director Agridec NV
- Director Citymo NV
- Director Gent Zuid NV
- Director Ladolcevita NV
- Director Ninia NV
- Director Nouvelles Galeries De Boulevard Anspach NV
- Director RDV-Invest NV
- Director RF-Invest NV
- Director RV-Invest NV
- Director Senre BVBA
- Director Shopimmo NV
- Director Societe De Developpement Commercial D'anderlecht Pour 200 NV
- Director Societe Hoteliere Du Wiltcher's NV
- Director Nobel NV
- Director Urbis NV
- Director Kanam Grund Kievitplein A NV
- Director Kanam Grund Kievitplein B NV
- Director Kanam Grund Kievitplein C NV
- Director Kanam Grund Kievitplein D-E-F NV
- Director Kanam Grund Kievitplein G NV
- Director Kanam Grund Kievitplein H NV
- Director Kanam Grund Kievitplein Parking NV
- Director Kanam Grund Kievitplein Shopping NV
- Director Kanam Grund Kievitplein J NV
- Director Belgium-Luxembourg Council of Shopping Centers (BLSC)

Dirk Goeminne BVBA permanently represented by Dirk Goeminne, in the capacity of independent Director and also Chairman of the Board. This appointment ended on 31 March 2015.

Dirk Goeminne (60), Oudeheerwegheide 77, 9250 Waasmunster has international experience in various retail concerns and can thus make an important contribution to the strategic decision-making. He was appointed as independent Director and also Chairman of the Board for a period of four years starting on 1 April 2015 and ending on 31 March 2019.
Nationality: Belgian
Dirk Goeminne graduated from the UFSIA Antwerp with a Master of Applied Economic Sciences in 1976 and as a commercial engineer in 1977, and started his career in 1977 as an auditor at Price Waterhouse & Co.
As of 1979 Dirk Goeminne worked in the textile and clothing industry and held successive management positions at ITC/IDECO, Femilux NV, WE Belgium – WE France – WE Luxemburg, WE Europe BV and Hema BV.
(attendance rate during his mandate in 2015: 100%).

Current mandates:
- Independent Director of Van de Velde NV (Publicly listed)
- Supervisory Director of Beter Bed Holding NV (The Netherlands)
- Supervisory Director of Stern Groep NV (The Netherlands) – Chief Executive Officer of Ter Beke NV (Publicly listed)
- Director JBC NV
- Supervisory Director Wielco BV

Mandates ending in the last five years:
- Director of Mitiska NV
- Supervisory Director of Super de Boer NV (Netherlands)
- Executive Director of Madexa BV (Netherlands)
- CEO and chairman of the Board of Directors of Vroom&Dreesman BV (The Netherlands)
- CEO and chairman of the Board of Directors of Hema BV (The Netherlands)
- Director of Cassis/paprika NV
- Director of Fun Belgium NV
- Independent Director of Duror NV
- Independent Director of Uitgeverij Lannoo NV
- Supervisory Director of iCentre BV
- President Supervisory Director of BGN Holding BV
- Supervisory Director of Fatboy BV

MDCS BVBA permanently represented by Philippe Naert, in the capacity of independent Director. This appointment ended on 31 March 2015.

Philippe Naert (72) Fairybankhelling 2/202, 8670 Koksijde, has international experience in general management and marketing. He obtained a Master of Civil Engineering at the KUL in 1966, a 'postgraduate diploma in Management Science' at Manchester University (UK) in 1967 and a Ph.D. in Business Administration at Cornell University (US) in 1970. He was appointed independent Director for a period of two years starting on 1 April 2015 to 31 March 2017.
Nationality: Belgian
(attendance rate during his mandate in 2015: 100%).

Current mandates:
- Director of MDCS BVBA
- Director of MDCS International NV
- Chairman of the Board of Directors and independent director of Natural Granen Gebr De Scheemaecker
- Chairman of the Board of Directors and independent director of Floré
- Chairman of the Board of Directors and independent director of Hout van Steenberge NV
- Independent director of Concordia Textiles NV
- Chairman of the Board of Directors and independent director of Hobbyrama NV
- Independent director of 3D NV
- Independent director of Matériaux Gondry
- Independent director of Jori NV
- Chairman and independent director of Duror NV (Terre Blue)
- Chairman and non-executive director of Oxford Policy Management Ltd
- Chairman and independent director of Truncus NV
- Independent director of Trilations NV

Mandates ending in the last five years:
- Independent director of Brouwerij De Koninck NV
- Director of Philippe Naert BVBA
- Independent director of I-Propeller NV
- Independent director of Textum
- Independent director of KBC Groep NV
- Chairman of the Board of Directors and independent director of Boondoggle NV
- Director and Dean of Antwerp Management School
- Independent director of Stock Americain Van Wiemeersch

GEFOR NV, permanently represented by Jacques de Smet, in the capacity of independent Director. This mandate ended on 31 March 2015.

Jacques de Smet (66), Hagedoornlaan 96, 1180 Brussels has international financial experience in various companies.
He was appointed as independent Director for a period of three years starting on 1 April 2015 to 31 March 2018.
Nationality: Belgian
Jacques de Smet graduated from the VUB with a Master of Economic Sciences in 1973. He has held various management positions in various international companies.
(attendance rate during his mandate in 2015: 100%).

Current mandates:
- Chief executive officer of Gefor NV
- Independent director of Elia NV (publicly listed)
- Permanent representative of Gefor NV, member of the Board of Directors of Sabca NV (publicly listed)

Mandates ending in the last five years:
- none

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STATEMENTS CONCERNING THE DIRECTORS AND EXECUTIVE MANAGEMENT

On the basis of the information at its disposal, Wereldhave Belgium NV, Statutory Management Company, confirms that:

- for at least the past five years neither itself, nor its Directors or, in the event of companies acting as Director, their permanent representative, nor members of the Executive Management:
  - have been convicted of fraud;
  - have been subject to official or publicly expressed accusations and/or imposed penalties by a legal or supervisory authority (including recognised professional organisations), or have ever been declared incompetent by a court of law to act as a member of the management of a company or to act in the context of the management or the performance of the activities of a company;
  - have had an executive position as a member of the management, leading or supervisory bodies of a company at the time of a bankruptcy, receivership or liquidation.
- there are currently no contracts of employment or service-providing agreements with the Directors, or with the RREC, or with the Statutory Management Company, providing for specific payments at the end of the employment.
- the contracts of employment or service-providing agreements concluded between the Statutory Management Company and/or the RREC and the members of the Executive Management do not provide specific payments at the end of the employment.

CHAIRMANSHIP

The Board of Directors appoints one of its independent Directors as Chairman, on the basis of his/her knowledge, abilities, experience and mediation skills.

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

The specific duties of the Chairman are:

- communication with the Executive Managers/ Executive Management;
- chairing the Board of Directors and the associated tasks, as set out in the Charter and the Articles of Association of the Company;
- conducting the General Meeting of Shareholders;
- negotiating with any 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.
- to take also initiatives on subjects such as the selection, (re)appointment and assessment of members of the Board of Directors, payment issues, contacts/communication with external advisers, in preparation for the debate on these subjects in the plenary meeting of the Board of Directors.
- to ensure in particular that the best Corporate Governance practices are applied to the relations between the Shareholders, the Board of Directors and the Executive Managers/ Executive Management.

Moreover, the Chairman ensures that:

- new members of the Board of Directors go through an introduction and training programme;
- the members of the Board of Directors promptly receive all information required for the proper performance of their duties;
- there is enough time for deliberations and decision-making by the Board of Directors.

Furthermore, the Chairman carries out the tasks assigned to him/her by law, the Articles of Association of the Company and the Board of Directors.

DUTIES OF THE BOARD OF DIRECTORS

In addition to its legal and statutory obligations the Board of Directors carries out the duties of the Management Company. In that capacity it is responsible for the following tasks, among others:

- The Board of Directors preserves the values and the strategy of the Company, its willingness to take risks and the main policy guidelines.
    - Strategic decisions including investments and disinvestments, the leasing strategy, the general operation of the Company, and decisions on any initiative presented to the Board of Directors.
    - The Board of Directors provides the necessary financial and human resources to enable the Company to achieve its objectives.
    - When realising its objectives, the Board of Directors takes corporate social responsibility and diversity in general into account.
- The Board of Directors:
    - assesses the performance of the Executive Managers/Executive Management and the realisation of the Company's strategy;
    - assesses the effectiveness of the Audit Committee;
    - takes the necessary measures to safeguard the integrity of the Company, taking the assessment of the Compliance Officer into account;
    - takes the necessary measures for the timely publication and communication of the annual accounts and other financial and non-financial information to the Shareholders and potential Shareholders, in accordance with the existing legislation and regulations;
    - approves the internal control and risk management structure set up by the Executive Management and evaluates its implementation, taking account of the assessment of the Audit Committee and the person responsible for the Independent Internal Audit role and the Risk Officer;
    - supervises the performance of the Auditor and the internal audit function, taking the assessment of the Audit Committee into account;
    - describes and publishes the main features of the internal control and risk management systems of the Company.

- The Board of Directors decides on the structure of the Executive Management and defines the responsibilities entrusted to the Executive Management. They are incorporated in the internal rules of the Board of Directors and of the Executive Management.

- Taking measures for a smooth and effective dialogue with the current and potential Shareholders, and with the customers of the Company (i.e. users of its real estate), based on mutual understanding of the objectives and interests, and in the interest of the Company.

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ACCEPTANCE OF THE APPLICABLE RULES

By accepting his/her mandate, the Director accepts all the rules applicable to the Management Company and the Company, and in particular the legislation on RRECs, the Articles of Association of the Company and of the Management Company, the Charter and the Internal Rules.

RIGHT OF INFORMATION

Every Director is entitled to receive all information and documents required for the proper performance of his/her duties, without prejudice to the information and documents relating to corporate opportunities as defined in the Charter, and in the cases stipulated therein.

OPERATION

General

The Articles of Association of the Company stipulate that the Management Company must be organised in such a way that, within its Board of Directors, at least two natural persons are responsible for the Executive Management of the Company, who together form the Executive Management and who are also the Executive Managers in the sense of the RREC Law, as well as the Chief Executive Officers.

Frequency

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

The frequency and schedule of the meetings are defined by the Board of Directors in close consultation with the Chief Executive Officers. The meeting schedule is set for the entire calendar year, by the end of the third quarter of the previous calendar year at the latest.

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

Notice of meeting and agenda

The Board of Directors meets after being convened by its Chairman or two Directors. The notice of meeting must be given at least 24 hours before it convenes.

The notices of meeting are validly given by letter or any other telecommunication means of a tangible medium. They include the agenda.

The agenda states the topics that shall be considered at the meeting.

The Chairman ensures that the Directors punctually receive appropriate and correct information before the meetings so that the Board of Directors can deliberate with sound knowledge of the facts.

In the preparation for the meeting of the Board of Directors, the Directors shall spend the necessary time to examine the information and the documents they receive, and shall request additional information and documents when they deem it appropriate. They undertake to actively participate in the activities of the Board of Directors.

Chairmanship and secretariat

The Chairman chairs every meeting.
If absent he is replaced by the oldest Director.

The Board of Directors has appointed a Company Secretary. All Directors may avail themselves of the Secretary's services.

Proxies

Any Director unable to attend may be represented by another member of the Board of Directors at a specific meeting. The proxy must be appointed in writing, or by any other telecommunication means of a tangible medium.

A Director may represent several colleagues and cast as many votes for which he/she has been appointed as proxy, in addition to his/her own vote.

Decisions, quorum and majority

Except in the event of force majeure, the Board of Directors may only validly deliberate and decide if at least half of its members are present or represented. If this condition is not met, a new meeting must be convened which, provided that two Directors are present or represented, shall validly deliberate and decide on the items on the agenda of the previous meeting

Every decision of the Board of Directors is taken by an absolute majority of the Directors present or represented and, if one or more of them abstain, by a majority of the other Directors. In the event of a tie, the vote of the person chairing the meeting shall be decisive.

All Directors have one vote. Blank votes and abstentions shall be considered as not having been cast when the number of votes is counted. If, after a second vote there is no majority on a decision to be made, the proposal shall be considered as rejected.

In exceptional cases that can be suitably justified by extreme urgency and Company interests, the Board of Directors may take decisions in writing. However, this procedure may not be used for closing the annual accounts and, if applicable, to call on the authorised capital. The decisions must be taken by the unanimous agreement of the Directors. The signatures of the Directors shall be placed either on a single document, or on several copies thereof. These decisions shall have the same validity as if they were taken by a properly convened meeting of the Board of Directors, and shall bear the date of the last signature placed on the above-mentioned document by the Directors.

Minutes

The deliberations and votes of the Board of Directors provide a summary of the discussions, specify the decisions taken and report any 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 intended for the archives of Wereldhave Belgium NV. The Company keeps a copy for its own archives.

The Chairman, a Chief Executive Officer, each of whom acts in concert with another Director, are authorised to authenticate copies or excerpts of the minutes.

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TRANSACTIONS IN COMPANY SECURITIES

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

For example, he/she must inform the Compliance Officer prior to any transaction.

INTEGRITY AND DEDICATION

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

The Directors ensure that they receive detailed and accurate information, which they thoroughly study to obtain and maintain a good understanding of the main aspects of the company activities. They request clarification whenever they deem it necessary.

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

- The executive Directors provide the Board of Directors with all relevant and financial information so that the latter can effectively fulfil its role.
- The non-executive Directors present the strategy and the main policy guidelines, as proposed by the Executive Managers, in a critical and constructive way for discussion, and help elaborate it further.
- The non-executive Directors closely examine the performance of the Executive Managers in light of the agreed objectives.

The Directors must carefully handle the confidential information they receive in their capacity of Director.

A Director shall step down in the interim in the event of inadequate performance, structural disagreement of opinions, and incompatibility of interests, or when it is otherwise warranted, such as if sufficient grounds demonstrate that the Director's integrity has been jeopardised.

A business relationship between a Director and the Company must be reported in the Annual Financial Report.

A Director must immediately report a (potential) direct or indirect conflict of interest to the Chairman. A Director involved in a case of a conflict of interest shall provide all information on this to the Chairman, including the relevant information on his/her spouse, registered partner or other life partner, foster child, and blood relatives and relatives by marriage up to the second degree. The Director concerned shall not participate in the Board of Director's assessment of the existence of a conflict of interest.

There is a 'conflict of interest' when the Company plans to enter into a transaction with a legal person:

(i) in which a Director has a personal financial interest;
(ii) in which a member of the board has a family relationship with a Director;
(iii) in which a Director holds a managerial or supervisory position.

The number of directorships of a member of the Board of Directors in other publicly listed companies and similar positions in non-listed companies or organisations is limited in order to guarantee the proper performance of the duties. To determine the number of directorships that can be deemed acceptable in such companies in an individual case, the workload resulting from these positions is ultimately decisive. However, the maximum number of directorships in publicly listed companies is five.

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In November, each Director reports all directorships and other similar positions that could affect the workload. The report is made by updating a curriculum vitae to be sent out by the Secretary for publication in the Annual Financial Report. For the individual Directors, the Annual Financial Report states the age, profession, main position, nationality and all other directorships in publicly listed companies. Moreover, the most significant ancillary posts shall be reported, insofar significant to perform the role of Director.

The Directors require permission from the Board of Directors to accept directorships in other publicly listed companies and similar positions in non-listed companies or organisations. The members of the Board of Directors shall request permission prior to the publication of any nomination for appointment. The request shall be submitted to the Chairman. The Chairman shall submit such a request relating to him or herself to two other members of the board.

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The Committees of the Board of Directors

In accordance with articles 522, 526bis and 526*quater* of the Companies Code, the Management Company may form one or more advisory committees within its ranks and under its exclusive responsibility, such as, for example, a Strategic Committee, an Audit Committee, an Appointment Committee and a Remuneration Committee, and determine their internal rules.

The Board of Directors has created an Audit Committee. The role, composition and operation thereof are set out in the Internal Rules of the Audit Committee that are attached as Appendix 3 of the Charter and form an integral part of it. Moreover, the Board of Directors specifies the composition and the operation of the Audit Committee in the Corporate Governance Statement, which forms a separate chapter of the Annual Financial Report.

As the Company only meets two (average number of employees < 250 people and net annual turnover < 50 million) of the three criteria stipulated by article 526*quater* of the Companies Code, the Board of Directors has not set up a Remuneration Committee.

The Board of Directors has decided not to set up a Strategic Committee either. Moreover, the work of the Appointments Committee is performed by the full Board of Directors. The Board of Directors believes that its limited size enables efficient deliberations on the topics concerned. For the same reason, a Supervisory Committee of the Executive Managers has not been created as the responsibilities for this are exercised by the Directors who are not Executive Managers.

THE AUDIT COMMITTEE

Composition and remuneration

The Audit Committee consists of two members appointed by the Board of Directors of the Management Company from among the independent Directors. To comply with the recommendation of the Corporate Governance Code that the Audit Committee must have at least three members would lead to almost the entire Board forming part of the Audit Committee.

The members of the Audit Committee must have relevant knowledge and experience in accordance with the provisions of the Corporate Governance Code, in particular in accounting, audit and financial matters, with at least one 'independent' Director holding a higher education certificate in economics or finance or having acquired the relevant experience in these subjects. The Audit Committee is not chaired by the Chairman of the Board of Directors.

The duration of the Audit Committee members' mandate may not exceed the duration of their directorship. The end of an Audit Committee member's mandate as Director also cancels his Audit Committee mandate.

If a maximum of four meetings are held per year, no attendance fees are paid to the members of the Audit Committee, unless decided otherwise by the Board of Directors.

The current composition of the Audit Committee:

Independent Director and Chairman
Jacques de Smet
Jacques de Smet has international financial experience in various companies.
Attendance quorum: 100% (4/4)

Independent Director Philippe Naert
Philippe Naert has international experience in general management and marketing.
Attendance quorum: 100% (4/4)

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Chairmanship

The Management Company's Board of Directors appoints the Chairman of the Committee. He/she may not be the Management Company's Chairman of the Board of Directors.

The Chairman of the Audit Committee calls the meetings and stipulates the agenda, after consulting the Chief Financial Officer (CFO).

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

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

The Chairman is also the favoured point of contact of the Board of Directors regarding any matter for which the Committee is qualified.

Responsibilities

The Committee assists the Board of Directors and the Executive Managers in preserving a true and fair representation of the Company accounts as well as the quality of the internal and external audits and the information supplied to Shareholders and the market. To this end, the Committee provides the necessary advice and recommendations to the Board of Directors of the Management Company and the Executive Managers.

Special duties of the Audit Committee:

(1) In the context of financial reporting and monitoring of the process for their compilation:

- supervises the accounting integrity of the financial information provided by the Company: the drafting of the statutory annual accounts, consolidated accounts, the quarterly reports and the drafting of important financial communications for publication;
- examines any change in the application of the accounting principles, analyses and validates the accounting policies and the reporting;
- obtains information from the Chief Financial Officer (CFO) about the methods to be used for accounting treatment of significant and unusual operations, when various accounting treatments are possible;
- discusses the main financial reports with the Chief Financial Officer (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:

- examines the internal audit and risk management procedures applied by the Company and its subsidiaries to ensure that the risks have been properly identified, managed and reported correctly to the Audit Committee;
- checks the description of the internal audit and risk management procedures, which must be included in the management report;
- examines the report that Luc Plasman as the Executive Manager must present to the Board of Directors, the FSMA and the Auditor on the evaluation of the internal audit procedures (which are comprised of three concrete pillars, i.e. internal audit, risk management and compliance, and these pillars are supervised by the person responsible for, respectively, the Independent internal audit function, the risk management function (the Risk Officer) and the compliance function (the Compliance Officer) – also called the independent control functions). Examines the notes and the risk management in the Annual Financial Report;
- examines the specific measures set up to enable staff or other people in contact with the Company to confidentially express their concerns on possible irregularities in the financial reporting or other matters;
- approves the internal audit operating rules and any changes to them, and is responsible for monitoring the efficiency of the internal audit and executes the assignment given to it according to the relevant operating rules.

(3)) In the context of monitoring the annual and half year accounts:

- ensures the follow-up of the Auditor's questions and recommendations;
- examines the draft statutory annual accounts and consolidated annual accounts and expresses their opinion on them before presenting them to the Board of Directors;
- if necessary, consults the Chief Financial Officer (CFO) and the Auditor.

(4) In the context of monitoring the external audit:

- advises the Board of Directors on the appointment, re-appointment or dismissal of the Auditor and the amount of fees that must be paid for the execution of his/her commission;
- verifies the independence of the Auditor of the Company;
- grants prior approval for every commission entrusted to the Auditor of the Company, and which falls outside their statutory role. Verifies the nature and scope of non-audit services provided, and defines and applies a formal policy, which stipulates what types of non-audit services are excluded or allowed after examination by the Committee or automatically allowed, all this with the 'one-to-one' rule kept in mind;
- keeps itself apprised of the work programme of the Company Auditor;
- verifies the efficiency of the external audit procedure.

For the execution of its duties, the Committee discusses the main items with the Chief Financial Officer (CFO), the Auditor and any other person in the Company who it considers necessary to consult

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

However, the Board of Directors has the sole power of decision.

The Audit Committee's performance of its duties does not in any way release the Board of Directors and its members from their own obligations and responsibilities.

Operation

Meetings

The Audit Committee meets as often as necessary for its proper operation, and in any case at least four times per year, on the request of its chairman, one of its members, the Chairman, a Chief Executive Officer and the Chief Financial Officer (CFO). If necessary or on the request of one of its members or the Auditor, the Chairman of the Audit Committee can fix extraordinary meetings. The members are expected to attend all meetings of the committee. The Audit Committee may speak with any relevant person, without the presence of the Executive Managers. The Chairman of the Audit Committee may request the Auditor to attend a meeting of the Audit Committee.

The Audit Committee meets at least twice per year with the external auditor and the internal auditor in order to consult with them on subjects relating to its internal rules and on all matters arising from the audit process, and in particular the significant weaknesses of the internal audit.

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The Audit Committee meets at least once a year the Auditor for an exchange of ideas on any issue that falls within its charge, and any issue raised by the audit process.

The Audit Committee may be assisted by the Company Secretary in the performance of its duties.

Moreover, for the performance of its role the Audit Committee may be assisted or advised by one or more experts appointed by the committee in return for a fee to be borne by the Company.

Although the Audit Committee is assigned with the tasks and authorities set out in these rules, it is not the role of the Audit Committee to plan or implement accountancy audits to determine whether the financial reporting and publications of the Company are complete and comply with the applicable law and regulations.

The Audit Committee may only exercise the authorizations that the Board of Directors has expressly granted and may not exercise any powers that extend further than the authorizations of the Board of Directors.

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Each year, the Executive Managers/the Executive Management report to the Board of Directors on the developments in the relations with the Auditor, including in particular its independence (including the desirability of the rotation of the partners concerned within an Audit office that is assigned with the audit and the performance of non-audit activities for the Company by the same office). The Audit Committee shall advise the Board of Directors on the report. Also on the grounds of this, the Board of Directors stipulates its shortlist for the appointment of an Auditor to the General Meeting of Shareholders.

Agenda – documents

The chairman of the Audit Committee specifies the agenda for the meetings of the Audit Committee and reports to the Board of Directors. Except for urgent circumstances, the meetings of the Audit Committee shall be convened at least five working days beforehand. The meeting of the Audit Committee shall be scheduled beforehand, insofar possible, and forms part of the schedule for the preparation of the annual accounts.

Every member of the Audit Committee has access to the books, data and offices of the Company and has the authority to conduct meetings with managers and employees insofar necessary or useful for the proper completion of its task. A member of the Audit Committee exercises this right in consultation with the chairman of the Audit Committee and the company secretary.

Decisions, quorum and majority

In order to validly deliberate, the two members of the Audit Committee must be present. A member of the Audit Committee may not be represented by proxy. The advice and recommendations are made by a majority. The chairman of the Audit Committee does not have a decisive vote.

Minutes

The chairman of the Audit Committee appoints a person who is responsible for the secretariat of the Audit Committee and for drawing up the minutes of the meetings.

The minutes provide a summary of the discussions, specify the advice and recommendations, and in particular state the reservations that the members of the Committee made, if applicable. They shall be presented as a draft to all members of the Committee and are then formally approved and signed during a subsequent meeting of the Committee.

The original is kept by the Company, while a copy is handed to the Company Secretary for the files of the Company. The minutes are kept available for the Auditor.

A copy of the Audit Committee's minutes is available for all the members of the Board of Directors.

Reports

After each meeting of the Audit Committee the chairman of the Audit Committee (or in his/her absence, another member of the Audit Committee appointed for this purpose) reports to the next meeting of the Board of Directors on the execution of its duties, and in particular after the meetings dedicated to the compilation of the Annual Accounts intended for publication.

When the Audit Committee reports to the Board of Directors, the Audit Committee discusses the issues for which it considers an action or improvement necessary, and makes recommendations on the measures to be taken.

Evaluation

At least every three years the Audit Committee evaluates its own efficiency, operation and its interaction with the Board of Directors, re-examines its Internal Rules, and if applicable then recommends the necessary adjustments to the Board of Directors.

Executive Managers/ Executive Management

The Internal Rules attached as Appendix 4 of the Charter and which form an integral part thereof, describe the role, composition and operating rules.

In accordance with article 14, §3 of the RREC Law, the actual management of the Company is entrusted to at least two people, who hold the title of 'Executive Manager' or member of the Executive Management or Chief Executive Officer. The Executive Managers are also the Chief Executive Officers (2) of the Management Company's Board of Directors.

The Executive Managers are currently:

- D. Anbeek, Chief Executive Officer of the Board of Directors of the Management Company
- L. Plasman, Chief Executive Officer of the Board of Directors of the Management Company

ROLE

The role of the Executive Managers is primarily:

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

- to ensure the day-to-day management of the Company, and report to the Board of Directors in this respect;
- to monitor the treasury position of the Company, and to present the Board of Directors with a current, accurate and clear view of the operational and financial developments of the Company and its shareholdings;
- to organise internal audits (systems for the identification, evaluation, management and monitoring of financial, real estate and other risks, including the internal audit and risk management systems relating to the financial reporting process, including the Annual Financial Report and the consolidated Annual Accounts), without prejudice to the supervisory role of the Board of Directors, based on the framework approved by the Board of Directors;
- to supervise the preparation of the financial statements, corresponding to the applicable standards for Annual Accounts, accounting standards and accounting policies of the Company.
- the mandatory publication of the annual accounts by the Company;
- to present an objective and understandable evaluation of the financial situation, the budget and the 'business plan' and the monitoring thereof, to the Board of Directors;
- to hire and dismiss staff members and determine their remuneration, and
- to bear the general responsibility and liability on the internal audit procedures that comprise three specific pillars, i.e. internal audit, risk management and compliance, and these pillars are supervised by the person responsible for, respectively, the independent internal audit function, the risk management function (the Risk Officer) and the compliance function (the Compliance Officer), also called the independent control functions).

DUTIES

The Executive Managers participate in the internal execution of Company activities and the outlining of its policy. In this respect their main duties are:

- to execute the decisions of the Board of Directors in general;
- to analyse the general policy and general strategy of the Company and, if need be, make proposals in this respect to the Board of Directors, to actually execute the general strategy and general policy of the Company, as decided by the Board of Directors;
- to predefine the opportunities or the needs with regard to investment, disinvestment and financing, and as the case may be to make proposals in this respect to the Board of Directors;
- to direct and lead the management team of the Company in accordance with the decisions of the Board of Directors;
- to supervise the detailed, targeted, reliable and accurate preparation of the financial statements, according to accounting standards and accounting policies of the Company, and to present the financial statements to the Board of Directors;
- to evaluate the financial situation, the budget and the business plan of the Company objectively and understandably, and to present the evaluation to the Board of Directors.
- to execute internal audits (systems for the identification, assessment, management and monitoring of financial and other risks), without detracting from the monitoring role of the Board of Directors and the role of the independent control functions, i.e. the person assigned with the independent internal audit function, the Risk Officer, and the Compliance Officer respectively;
- to report to the Board of Directors, the FSMA and the Auditor on the evaluation of the internal audit procedures, which comprise three specific pillars, i.e. internal audit, risk management and compliance, and these pillars are supervised by the person

responsible for, respectively, the independent internal audit function, the Risk Officer and the Compliance Officer;
- to prepare the publication of the financial statements and the other financial and non-financial information.

The Executive Managers of the Company perform their duties without prejudice to the authorities of the Board of Directors.

The Executive Managers acting together are authorised to represent the Company, and with regard to the day-to-day management the Executive Managers, acting alone, are authorised to represent the company.

OPERATION

The Executive Managers meet at least twice per month, and also as often as necessary.

The Executive Managers take the necessary measures to create a climate of trust and close mutual cooperation, by contributing to open discussions and the constructive presentation of divergent opinions.

The Executive Managers carry out their duties collectively.

CORPORATE GOVERNANCE

The Executive Managers act in the sole interest of all stakeholders. They organise their personal and business activities in such a way as to avoid any direct or indirect conflicts of interest with the Company (as explained in Appendix 7 of the Corporate Governance Charter).

They do not make any decisions and do not act in matters within their purview of responsibility, even should they be placed in a situation of a conflict of interests with the Company or with the sole interests of its Shareholders.

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

SUPERVISION

The Executive Managers are responsible for the execution of their duties, which they carry out under the supervision of the Board of Directors and without prejudice to the duties of the members of the Board of Directors.

The Executive Managers regularly report to the Board of Directors on the execution of duties.

Audit functions

In the context of its internal audit, the Company must set up the internal audit procedures, a risk management policy and an integrity policy. These are additionally supervised by the person responsible for the internal audit function, the risk management function and the compliance function respectively (together they are the 'independent audit functions').

INDEPENDENT COMPLIANCE FUNCTION

Article 17, §4 of the RREC Law stipulates that the public Regulated Real Estate Company *"must take the necessary measures to be able to continually have a suitable independent compliance function to ensure the observance by the public Regulated Real Estate Company, its directors, executive management, employees and representatives, of the legal rules relating to the integrity of the business of the public Regulated Real Estate Company".* Article 6 of the RREC Royal Decree stipulates that the public Regulated Real Estate Company *"must take the necessary measures to be able to permanently have a suitable independent compliance function. The compliance function is suitable when it ensures, with reasonable certainty, the observance by the public Regulated Real Estate Company, its directors, executive managers, employees and representatives, of the legal rules relating to the integrity of the business of the public Regulated Real Estate Company".*

The 'independent compliance function' can be understood as an independent function within the Company, aimed at examining and fostering the observance by the company of the rules relating to the integrity of Company activities. The rules concern those arising from the company policy, status, and other legal and regulatory provisions. In other words, this is a part of the corporate culture with an emphasis on honesty, integrity and the observance of high ethical standards in the conduct of business. These standards require the company and its employees to behave with integrity, i.e. honestly, reliably and credibly.

Mr Laurent Trenson (Company employee and senior accountant) was appointed as head of the independent compliance function on 22 September 2014 in accordance with article 14, §4 of the RREC Law. Mr Laurent Trenson's mandate of the independent compliance function is for a duration of three years. In his capacity as the person in charge of the compliance function, Mr Laurent Trenson reports to Mr Luc Plasman, in his capacity as Executive Manager of the Company and Chief Executive Officer of Wereldhave Belgium NV, i.e. the statutory Management Company of the Company.

INDEPENDENT RISK MANAGEMENT FUNCTION

Article 17, §5 of the RREC Law stipulates that the public Regulated Real Estate Company *"must have a suitable risk management function and a suitable risk management policy".* In the context of the 'risk management policy' the company must demonstrate that it is able to effectively assess, control and monitor the (potential) exposure to risks (e.g. operational, market, liquidity and counterparty risks) attached to its 'portfolio' and other activities.

The person responsible for the risk management function is responsible *inter alia*, for drawing up, developing, monitoring, updating and implementing the risk management policy and the risk management procedures.

Mr Laurent Trenson (Company employee and senior accountant) was appointed as head of the independent risk management function on 22 September 2014 in accordance with article 14, §4 of the RREC Law. Mr Laurent Trenson's mandate of the independent risk management function is for a duration of three years. In his capacity as the person in charge of the risk management function, Mr Laurent Trenson reports to Mr Luc Plasman, in his capacity as Executive Manager of the Company and Chief Executive Officer of Wereldhave Belgium NV, i.e. the statutory Management Company of the Company.

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INDEPENDENT INTERNAL AUDIT FUNCTION

Article 17, §3 of the RREC Law stipulates that the public Regulated Real Estate Company *"takes the necessary measures to be able to continue to be in possession of a suitable internal audit function. The FSMA may allow departures to the provisions of the first paragraph if the public Regulated Real Estate Company demonstrates that this requirement is not proportionate and suitable in view of the nature, size and complexity of its business, without, however, being able to depart from the actual requirement to possess an internal audit function. The FSMA may impose specific conditions for granting such departures."*

The 'internal audit' can be understood as an independent assessment function embedded in the organisation. This function is aimed at investigating and evaluating the proper operation, effectiveness and efficiency of the internal (audit) processes/procedures applied by the Company, including the compliance function and the risk management function. The person responsible for the internal audit may give the various members of the organisation analyses, recommendations, advice, evaluations and information on the activities audited, within the scope of the exercise of their responsibilities.

The Company has appointed the external consultant, JP Advisory Services BVBA, represented by its permanent representative, John Puttemans, appointed as the person in charge of the internal audit. Mr Dirk Anbeek (Chief Executive Officer and Executive Manager of Wereldhave Belgium N.V., i.e. the statutory Management Company of the Company), has been appointed as non-operational Executive Manager, in accordance with article 14, §4 of the RREC Law, who supervises the internal audit function performed by JP Advisory Services BVBA and is thus considered to be the person ultimately responsible for the internal audit of the Company. The mandate of JP Advisory Services BVBA as external consultant, and the mandate of Mr Dirk Anbeek as the person ultimately responsible for the internal audit function, have a duration of three years from the date of 22 September 2014.

REMUNERATION REPORT

Remuneration of the Management Company

The Statutory Management Company receives a fixed remuneration for the exercise of its mandate.

This remuneration covers the costs of the independent Directors. The annual remuneration reflects the responsibilities and time spent by the independent Directors. Costs may not be charged to the Statutory Management for non-independent Directors.

The remuneration method of the Statutory Management Company is described in article 15 of the Articles of Association. It can thus only be changed by a decision to amend the Articles of Association by the General Meeting of Shareholders.

The remuneration is due per calendar year and is payable after approval of the annual accounts by the General Meeting of Shareholders. The remuneration of the Management Company for 2015 was € 120,000 (ex. VAT).

The remuneration of the Statutory Management Company is subject to supervision by the Auditor and satisfies article 35, §1 of the RREC Law.

OVERVIEW OF INDIVIDUAL COMPENSATION DURING 2015

(all amounts are – where applicable – excl. VAT)

INDEPENDENT NON-EXECUTIVE MANAGER	FIXED
Dirk Goeminne BVBA (mandate ending 31 March 2015) – Chairman represented by Dirk Goeminne	€ 6,250
GEFOR NV (mandate ending 31 March 2015) – Chairman of the Audit Committee represented by Jacques de Smet	€ 5,625
MDCS BVBA (mandate ending 31 March 2015) represented by Philippe Naert	€ 5,000
Dirk Goeminne (as from 1 April 2015) – Chairman	€ 18,750
Jacques de Smet (as from 1 April 2015) – Chairman of the Audit Committee	€ 16,875
Philippe Naert (as from 1 April 2015)	€ 15,000

DEPENDENT EXECUTIVE MANAGERS	
K. Deforche	not remunerated mandate (1)
Executive Management – Executive Managers:	
D. Anbeek	not remunerated mandate
L. Plasman	not remunerated mandate (employee status)

(1) The following agreements have been concluded for the executive functions:
(a) Service provision agreement between Kasper Deforche on the one part and the Company on the other part for the purpose of taking on the role of COO of the publicly listed entity concerned (remuneration of € 187,500 for financial year 2015). A fixed payment of € 75,000 is provided in the event of termination by the Company.
(b) Service provision agreement between REPSAK BVBA with registered office at Zeedijk-Wenduine 30/601 – 8420 De Haan, with permanent representative Kasper Deforche, on the one part, and Wereldhave Belgium Services NV on the other part for the purpose of taking on the operational management of the management entity concerned (remuneration of € 127,500 for financial year 2015, € 65,000 of which as variable remuneration). A fixed payment of € 75,000 is provided in the event of termination by Wereldhave Belgium Services NV.

Remuneration of the Board of Directors

The remuneration amount for independent Directors is determined by the Management Company's General Meeting, on the proposal of the Board of Directors.

The total remuneration consists of an annual fixed amount. The independent Directors are entitled to an annual fixed remuneration of € 20,000. The Chairman of the Board of Directors receives an additional € 5,000 each year, the Chairman of the Audit Committee € 2,500. Independent directors are not entitled to variable remuneration or other benefits.

The remuneration amount for non-independent executive Directors is established in agreement with the Statutory Management Company and is determined by the Board of Directors. The same procedure is applied for every adjustment of remuneration for the dependent Directors.

The Remuneration Policy of the Company purposes to offer those involved with the company's management, remuneration such that it can attract, keep and motivate the desired profiles.

The Statutory Management Company wishes to offer those involved a level of remuneration comparable to that which is offered by other companies for similar positions. Except in the event of a decision by the Management Company to the contrary, the remuneration policy shall not be altered over the next two years.

In order to keep informed of the remuneration applicable on the market, the Statutory Management Company participates in benchmarks of social secretariats or specialised consultants. It may also consult these specialists occasionally irrespective of any benchmarks.

For a more in-depth perspective on the characteristics of the various categories of those who collect remuneration, one can consult other chapters of the Governance Charter.

Remuneration of the Executive Management

The Remuneration Policy of the Company relating to the Executive Management is a matter for the Board of Directors of the Statutory Management Company. Remuneration of the Executive Management is evaluated annually. The Board of Directors of the Statutory Management Company has developed and approved a suitable Remuneration Policy that consists of two components:

- a fixed remuneration, including a contribution for insurance and pension;
- a variable remuneration in the short and long term.

The Company complies with the remuneration policy of the Companies Code and the Royal Decree applicable to Regulated Real Estate Companies, as well as the principles of the Corporate Governance Code.

Each year, the Board of Directors of the Statutory Management Company analyses the remuneration policy for the members of the Executive Management and examines whether an adjustment is required. All components of the remuneration policy are analysed. This analysis is coupled with an assessment (benchmarking) of the remuneration policy of other publicly listed real estate companies.

Remuneration of Executive Management members

The amount of remuneration for Executive Management members consists of the following components: a fixed remuneration, a short term and long-term variable remuneration and a pension plan.

Fixed remuneration for Executive Management members is determined according to their individual responsibilities and skills. This remuneration is not related to the profit of the RREC.

Variable remuneration is determined and based on the effective realisation of the financial and qualitative objectives that are annually established and evaluated by the Board of Directors of the Statutory Management Company. These objectives are determined according to well defined criteria, weighted according to their importance, and approved by the Board of Directors of the Statutory Management Company.

Ring Shopping Kortrijk Noord

Short-term variable remuneration:
For financial year 2015 the evaluation criteria for determining variable remuneration were as follows: the direct profit per share (25%), occupancy rate (25%), the like-for-like rent growth (25%), the progress of the development portfolio (10%), and the General Management (15%).

The Board of Directors of the Statutory Management Company evaluated the realisation of these objectives for 2015, and set short term variable remuneration at 35% of fixed remuneration.

Long-term variable remuneration:
The Board of Directors of the Statutory Management Company evaluated the realisation of these objectives for 2015, and set variable remuneration at a maximum of 35% of fixed remuneration.

Allocation criteria/objectives:

- Individual performance has a score of ‘C’ (meets expectations) or higher;
- The Company achieved its targets for 2015:
  - earnings per share (EPS) (75%);
  - sustainability (25%).

Conditions:

- Payment of variable remuneration, first quarter 2018;
- Employed by the company at the time of payment;
- If the employment has ended before the payment date as a result of an organisational decision that is not related to performance, the variable remuneration remains earned.

Except in the event of a decision to the contrary by the Management Company, the Remuneration Policy shall not be altered over the next two years. The members of the Executive Management benefit from group insurance of the 'defined contribution' type with the Vivium Company. The purpose of the group insurance is to pay out a lump sum in favour of the affiliate on the date of his/her retirement and the payment of a disability annuity in the event of accident or illness.

The other benefits include hospitalisation insurance, the provision of a company car and the reimbursement of professional expenses incurred in relation to their position.

The contracts of the Executive Management do not provide a right to reclaim variable remuneration that is attributable to incorrect financial data.

The Ordinary General Meeting of Shareholders that decides on the Annual Financial Report of the Statutory Management Company's Board of Directors shall also decide on the remuneration report by a separate vote.

At this current point in time there are no contracts of employment or service agreements with the members of the Executive Management that provide for specific payments at the end of employment.

2015	FIXED REMUNERATION	VARIABLE REMUNERATION SHORT TERM	VARIABLE REMUNERATION LONG TERM	RETIREMENT PLAN	FRINGE BENEFITS	TOTAL
L. Plasman	€ 203,960	€ 72,000	€ 72,000	€ 11,282	€ 3,974	**€ 363,216**
D. Anbeek	non remunerated mandate					

2014	FIXED REMUNERATION	BONUS		RETIREMENT PLAN	FRINGE BENEFITS	TOTAL
L. Plasman	€ 203,960	€ 80,000		€ 39,967	€ 3,974	**€ 323,927**
D. Anbeek	non remunerated mandate					

Prevention and conflicts of interests

CONFLICTS OF INTERESTS AND CONFLICTING FUNCTIONS

The Director arranges his personal and professional interests in such a way that all conflicts with the interests of the Company are ruled out and correspond exclusively with the interests of the Shareholders.

The Director informs the Board of Directors of conflicts of interests, and if applicable, he does not vote on the point in question, in accordance with the Companies Code.

Every Director who determines that a transaction brought before the Board of Directors is of such a nature as to be of interest to a different company in which he performs a director's mandate or other mandate, shall immediately notify the Chairman of the Board of Directors of this. Only if the entity that he is part of applies appropriate 'Chinese Walls'-procedures, he withdraws from the deliberation and decision-making process with regard to this transaction and does not receive the information regarding the transaction, in accordance with what is stipulated in this respect in the Charter.

A Director may accept mandates at other companies, as long as he does not perform more than five director's mandates in listed companies and as long as he complies with the obligations regarding notification of these mandates that are stipulated in the Charter. Every Director who is planning to accept a mandate in addition to the one he is carrying out (excluding director's mandates in companies that are controlled by the Company and excluding director's mandates that are, according to the judgement of the Director in question, not of such a nature that they influence his availability) notifies the Chairman of this fact, and examines together with the Chairman whether this new burden leaves him with sufficient availability for the Company.

PREVENTIVE RULES FOR CONFLICTS OF INTERESTS

Regarding the prevention of conflicts of interests, the Company is, on the one hand, subject to the articles 523 and 524 of the Companies Code and the articles 36, 37 and 38 of the RREC Law, and on the other hand, it is subject to the stipulations of its Corporate Governance Charter.

Article 523 of the Companies Code stipulates that a director with an interest of a property management-related nature that is in conflict with a decision or a transaction falling under the authority of the Board of Directors, must notify the other directors of this before the Board of Directors makes a decision, and must refrain from participating in the deliberations or the vote; the minutes of the Board of Directors must contain the legally prescribed statements. The Corporate Governance Charter clarifies that transactions between the Company and its directors must take place in accordance with the usual market conditions. Such transactions are also published in the Annual report, with mention of the conflict of interests and the statement that the stipulations regarding this have been complied with.

Article 524 of the Companies Code also requires decisions or transactions performed in execution of decisions of the Company (or its subsidiaries) that relate to the relationships with connected companies (excluding those with their respective subsidiaries) to be submitted to a committee of independent Directors, assisted by one or multiple independent experts, for advice. The aforementioned procedure does not apply to (i) usual decisions and transactions that have taken place under usual market conditions for similar transactions and (ii) decisions and transactions that represent less than 1% of the net assets of the Company according to the most recent consolidated Annual Accounts.

Shopping Centre, Nivelles

Article 37 of the RREC Law stipulates that the FSMA must be notified of transactions planned by the public Regulated Real Estate Company or one of its subsidiaries if one or multiple of the following persons is directly or indirectly acting as a counterparty in that transaction or gains any property benefit from it:

- the persons that control the public Regulated Real Estate Company or own participation in it;
- the persons with whom (a) the public Regulated Real Estate company, (b) a subsidiary of the public Regulated Real Estate Company, (c) the business manager-legal person of the public Regulated Real Estate Company in the form of a partnership limited by shares, or of a company controlled by the same, (d) the promotor and (e) the other shareholders of a subsidiary of the public Regulated Real Estate Company are connected or are linked by virtue of participating interest;
- the business manager-legal person of the public Regulated Real Estate Company or one of its subsidiaries that has taken the form of a partnership limited by shares;
- the promotor of the public Regulated Real Estate Company;
- the other shareholders of all subsidiaries of the public Regulated Real Estate Company; or
- the directors, the business managers, the members of the management committee, the persons entrusted with the daily management, the senior managers or the agents:
    - of the public Regulated Real Estate Company or one of its subsidiaries;
    - of the business manager-legal person of the public Regulated Real Estate Company or one of its subsidiaries that has taken the form of a partnership limited by shares;
    - of the promotor;
    - of the other shareholder of any subsidiary of the public Regulated Real Estate Company; and
    - of a person that controls the public Regulated Real Estate Company or owns participation in it.

In its notification to the FSMA, the Company must demonstrate that the planned transaction is in its interest, and must also demonstrate that the transaction has a place within the normal course of its business strategy.

Transactions covered by article 37, § 1 of the RREC Law must be carried out under normal market conditions (article 37, §3 of the RREC-Law).

The Company must comply with the valuation of the expert in accordance with article 49, § 2, of the RREC Law when a transaction with the above-mentioned persons relates to real estate.

The provisions of Articles 36 and 37 of the RREC law do not apply to:

- transactions involving a sum that is less than the lowest amount of either 1% of the consolidated assets of the public Regulated Real Estate Company or € 2,500,000;
- the acquisition of securities by the public RREC or one of its subsidiaries in the context of a public issue by a third-party issuer, for which a promoter or one of the persons referred to in Article 37, § 1 acts as intermediary within the meaning of Article 2, 10° of the Law of 2 August 2002;
- the acquisition of or subscription to the shares in the public RREC issued as a result of a decision by the general meeting by the persons referred to in Article 37, § 1; and
- transactions involving the liquid assets of the public RREC or one of its subsidiaries, provided by the person acting as counterparty has the capacity of intermediary within the meaning of Article 2, 10° of the law of 2 August 2002 and that these transactions are executed under normal market conditions.

OVERVIEW OF CONFLICTS OF INTERESTS IN THE PREVIOUS AND CURRENT FINANCIAL YEAR

There have been no conflicts of interests within the Company between the Company, its Business Manager and the members of the Board of Directors in the previous financial year and in the current financial year up to the Date of this Annual Report.

CODE OF CONDUCT FOR FINANCIAL TRANSACTIONS

Introduction

Insider trading is the purchase or sale of shares or other financial instruments while making use of accurate and important not-yet-published information regarding the Company, its clients or suppliers with the intent of gaining unjustified advantage. Insider knowledge is information that could be used by a reasonable investor in his/her investment decision. Insider trading is unethical and is illegal in most countries. It is also unethical and, in some cases, illegal, to share insider knowledge that one has obtained within the context of one's position, other than within the normal scope of executing one's position.

The Company has decided to improve prevention of insider trading by adopting a policy and by implementing a specific procedure. Insider trading is a part of criminal law: the persons involved, as well as the company, can become the object of criminal and/or administrative prosecution. It also increases the risk that procedures are instituted against the Company, its Directors and the Senior Managers, and that their liability is at stake in procedures with regard to fraud with financial instruments. Notwithstanding this policy, the Company expects legal and ethical conduct from its Directors, Senior Manager and Employees.

Objective

The Company has adopted this policy with regard to its Directors, Executive Managers, Employees, family members and appointed third parties that have access to insider knowledge regarding the Company, in order to avoid any (appearance of) violation of the laws governing:

- the purchase and sale of securities issued by the Company while the person involved had insider knowledge at his/her disposal (information that was not published, was accurate and important, and which could significantly influence the share price of the financial instruments involved);
- providing insider knowledge to third parties.

Scope

This policy applies to Directors, Executive Managers, Wereldhave Group employees, their family members (together the '**Insiders**') and all third parties who have inside information about the Company due to their connections.

The present policy applies to all transactions involving securities issued by the Company, including the shares, share options and all other securities that the Company could issue, such as preference shares, convertible bonds, warrants and listed options or any other derived product. The policy also applies to all securities of which the underlying value is the share of the Company, regardless of the issuer. Securities that are purchased or sold for the account of a Director, Senior Manager or employee of Wereldhave Group in execution of a contract for the discretionary management of a securities portfolio entered into with a bank or registered financial intermediary are not considered to have been purchased or sold by the Insider.

After the policy text has been approved by the members of the Board of Directors, a copy is transmitted to every Director, Executive Manager, employee or designated third party; every new Director, Executive Manager, employee and designated third party will receive a copy of the policy at the moment he/she becomes employed by or at the beginning of his/her relationship with the Company.

Directors, Executive Managers and key employees

Directors and Executive Managers

The Directors and Senior Managers have regular or occasional access to insider information. They are advised to exercise due caution when purchasing or selling Company securities. In case of doubt they can consult the Compliance Officer.

Key employees

Due to their position in the Company and their regular or occasional access to insider knowledge, key employees must exercise due caution when purchasing or selling Company securities. The Company will modify the list of key employees at the appropriate time in order to include the names of new key employees and to remove the names of key employees that have left the Company.

Risk & Compliance Officer – Internal Audit

Every public Regulated Real Estate Company must apply internal audit procedures, a risk management policy and an integrity policy within the framework of its internal monitoring. It is supervised by the person charged with respective functions of internal audit, risk management and compliance in accordance with article 17, § 3, 4 and 5 of the RREC Law (these are referred to as the 'independent checking functions' collectively).

Definition of 'insider knowledge'

'Price-sensitive' information

Information concerning the Company is 'price-sensitive' if it may be expected that it could have a significant influence on the investment decision of a reasonable investor or on the voting decision of a reasonable shareholder, or if it may be expected that its publication could have a significant influence on the entirety of information that is available on the market regarding the Company. In short, accurate and important information is any information that can reasonably be considered to influence the price of the Company's securities. It is impossible to provide an exhaustive list of the information that would be considered 'accurate and important', but the following is a list of information usually considered accurate and important:

- Financial results, and more specifically the quarterly, biannual and annual results, and the important changes in the financial results or in the liquidity;
- The future expectations of the Company and its strategic planning;
- Possible mergers and acquisitions or sales of the assets of a Company or its branches;
- New important contracts or loss of the same;
- Important modifications to leases;
- Stock split, public or private offering of shares or bonds, or a 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 cessation of those.

Shopping Centre, Nivelles

'Non-public' information

Accurate and important information is 'non-public' unless the public has been appropriately notified of it via the larger national and financial press agencies. The information must be available and the market as a whole must have had sufficient time to be notified of it before the purchase or sale of securities based on that information becomes legal.

Consulting the Compliance Officer

Every Insider who wishes to be certain as to whether the information that he/she has access to is accurate and important and public, is advised to consult the Compliance Officer before purchasing or selling Company securities.

Policy of the Company and procedures

Prohibited activities

- Insiders are prohibited from purchasing or selling Company securities if they have access to insider knowledge about the Company;
- Insiders may not purchase or sell Company securities outside the trading windows as described hereinafter, or during special closed periods to be determined by the Compliance Officer;
- Directors, Executive Managers and key employees may only purchase or sell Company securities after they have informed the Compliance Officer of this in accordance with the procedure that follows. The Directors, Executive Managers and key employees are advised to keep track of documents that demonstrate the reason of purchase or sale to the extent possible;
- Insiders shall not notify third parties (including their family members, analysts, private investors, members of an investment group and news media) of insider knowledge concerning the Company, except in the framework of the normal exercise of their role within the Company, and only after having received permission for this from the Compliance Officer. If insider knowledge is shared with third parties, the Company will take the necessary steps to safeguard the confidentiality of the information, for example by asking the third party to confirm in writing that he/she/it will respect the stipulations of the policy and/or having him/her/it sign a confidentiality agreement. Every question of third parties regarding accurate and important not-yet public information about the Company must be transmitted to the Compliance Officer;
- Insiders shall not make any recommendations regarding the purchase or sale of Company securities when they have access to insider knowledge regarding the Company, except that Insiders must recommend third parties against purchasing or selling Company securities if this purchase or sale would constitute a breach of the law or of the policy. The Company strongly advises Insiders not to utter any recommendations to third parties regarding the purchase and sale of securities of the Company, not even when they do not have access to insider knowledge regarding the Company;
- Insiders shall not purchase or sell any securities of a different listed company or advise third parties to purchase or sell those securities or share insider knowledge about that other public company while they have access to insider knowledge about that company within the context of their position within the Company.

Trading windows and closed periods

Trading windows for Directors, Executive Managers and key employees

After having informed the Compliance Officer in accordance with the procedure described hereinafter, the Directors, Executive Managers and key employees may purchase and sell Company securities during a period that starts at the closing of the stock exchange on the second complete business day following publication by the Company of its report regarding its (quarterly, biannual or) Annual Results, and ends at the closing of the stock exchange on the last day of the quarter in question.

Trading windows for other Insiders

Insiders who are not Directors, Executive Managers or key employees may purchase or sell securities of the Company during a period that starts at the closing of the stock exchange on the second complete business day following publication by the Company of its report regarding its (quarterly, biannual or) Annual Results, and ends at the closing of the stock exchange on the last day of the quarter in question.

No purchasing or selling during a trading window for persons that have access to insider knowledge.
Insiders that have access to insider knowledge regarding the Company shall not purchase or sell Company securities, not even during trading windows. Whoever has access to insider knowledge may only purchase or sell during a trading window after closing of the stock exchange on the second complete business day following the publication of the information in question by the Company.

No purchasing or selling during the closed period, nor during special closed periods.
Insiders shall not purchase or sell Company securities outside the applicable trading windows or during special closed periods that the Compliance Officer shall determine. Insiders shall not notify third parties that a special closed period has been determined.

Exceptions for exceptional circumstances.
The Compliance Officer may allow the purchase or sale of Company securities outside the applicable trading windows (with the exception of the special closed periods) on an individual basis, taking into account special (financial or other) circumstances.

Procedure

Directors, Executive Managers and key employees may only purchase or sell Company securities after:

- having informed the Compliance Officer in writing of the number of securities involved and the nature of the transaction planned;
- having provided written confirmation to the Compliance Officer that they do not have access to insider knowledge regarding the Company, at the latest two days before carrying out the planned transaction.

The Compliance Officer may allow the purchasing or sale of Company securities on an individual basis outside the applicable trading windows due to special (financial or other) circumstances.
If this occurs, the following procedure applies:

- the person involved notifies the Compliance Officer in writing of the special circumstances as well as the number of securities and the nature of the transaction planned;
- the person involved provides written confirmation to the Compliance Officer that he/she does not have access to insider knowledge regarding the Company, a maximum of two days before the planned transaction; and
- the Compliance Officer provides written permission to carry out this transaction.

Precedence of legal restrictions

If legislation imposes more restrictions than the Insiders policy, the restrictions imposed by legislation apply. If insiders wish to know whether there are any stricter legal restrictions, they can consult the Compliance Officer.

Possible civil, criminal and disciplinary sanctions

Civil and criminal sanctions

Insider trading or sharing insider knowledge with third parties can have severe consequences. Whoever is found in breach of the legislation in respect to insider trading and sharing insider knowledge with third parties, can be condemned to payment of the amount of profit gained or of the loss avoided, payment of the amount of the loss suffered by the person who has purchased the securities or to whom the securities have been sold, or payment of a civil compensation or a criminal fine, or to a prison sentence. The Company and/or those responsible for the person who has been found in breach can also be condemned to pay a civil compensation or a criminal fine.

Shopping centre Belle-Ile, Liège

Disciplinary sanctions

In the event of breach of the Insiders' policy by a Business Manager, an employee or a family member, a disciplinary sanction can be imposed on the Executive Manager or the employee. This sanction can even be dismissal for gross negligence.

Notification of breaches

Insiders who have knowledge of a breach of policy stipulations or of the legislation concerning insider trading or sharing insider knowledge by another Insider must immediately inform the Compliance Officer about this. The Compliance Officer who knows about the breach decides together with the legal advisor of the Company whether the Company should publish the insider knowledge and whether the Company should notify the competent authorities of the breach.

Reporting requirement for Executive Managers

Persons with Company managerial responsibility and persons closely affiliated with them must notify the FSMA of personal transactions for certain categories of Company securities. This must be done no later than five days after the transaction's execution.

However, as long as the total amount of the transactions does not exceed the threshold of € 5,000, notification of the same may be delayed until no later than 31 January of the following calendar year. If the threshold is exceeded, notification must be given of all transactions carried out until then within five working days after the last transaction's execution.

Questions

All questions regarding policy stipulations and its procedures should be addressed to the Compliance Officer.

Sustainability

Since 2013, Wereldhave Belgium actively monitors and communicates with regard to making the portfolio more sustainable, raising awareness within the company and increasing involvement with its stakeholders. In these three years, a significant amount of expertise has been accumulated and shared between the various management organisations within the Wereldhave Group.

With a view to the increasing interest and attention that Wereldhave Belgium attributes to sustainability, a decision was made to integrate the CSR report in the annual report.

Since 2015, a Sustainability Manager has been appointed to help coordinate the four pillars: Bricks, People, Partners and Society.

Pillar 1, Bricks

The first pillar is dedicated to reducing the environmental impact of our buildings. Through optimisation of energy efficiency, the use of sustainable materials and promoting the use of public transport, we try to reduce the environmental impact.

1. Improving energy efficiency by 30% between 2013 and 2020. By means of smart meters and building management systems, Wereldhave can monitor its consumption on a 24/7 basis;
2. Health, risk and safety assessment for shopping centres in 2018. This is a new global objective that will be more clearly determined in 2016;
3. BREEAM *Very Good* certification for shopping centres in 2020. BREEAM certification provides a full assessment of every building in order to improve the environmental impact.

Consumption has increased by 5.5% during the period of Q4 2014 – Q3 2015. Meanwhile, smart meters have been placed at the shopping centres and offices, and the intention is to complete this in Q1 2016.

The existing retail portfolio will be assessed by means of the BREEAM *In-Use* tool with the objective of obtaining a *Very Good* certification in the field of 'building and management': in 2016, a start will be made with Nivelles and Kortrijk. Ghent 'Overpoort' and Genk 'Shopping 1' obtained their BREEAM Construction *Very Good* certificate in 2015. During the expansions and (re)developments in Liège and Tournai, the BREEAM Construction process will also be followed, with a minimum objective of achieving a Very Good certificate. 33% of the retail investment portfolio has now been certified.

Wherever possible, we focus on local energy production; for example, sun panels were placed in Nivelles in 2012, with Liège and Ghent following in 2014, and they are expected to be part of shopping centre 'Les Bastions' in Tournai upon completion of the expansion in 2018-2019.

Other actions undertaken in 2015:

- LED lighting in the entrance halls of the offices in Berchem;
- start 'Building Management System' for the offices;
- installation of electrical charging points in Kortrijk (bike/car) to be expanded to other shopping centres.

WERELDHAVE SUSTAINABILITY FRAMEWORK

“It is our mission to operate our shopping centres & offices to realise solid long-term societal and financial returns for all stakeholders.”

Pillar 2, People

The second pillar is aimed at further development of the staff. Wereldhave Belgium wishes to be a good employer for people who wish to invest in themselves, their work and their company.

1. Satisfaction rates in questionnaires among the staff of 7.5 or higher in 2017;
2. Increase in the average number of hours of training to 25 h./employee;
3. Increase in the percentage of female Senior Managers to 33% in 2016.

The first survey was conducted in 2014, with a score of 8.1/10. Even though this score is good, there is still room for improvement, such as when it comes to questions related to communication or position descriptions.

In 2015, an average of 12.4 hours were spent on training. The Company organised an 'asset managers day' in order to share 'best practices' in the shopping centres.

Currently, 20% of the Senior Management are women (1/5).

Pillar 3, Partners

This refers to relationships with stakeholders aimed at achieving our sustainable objectives.

1. Creating new permanent jobs in the retail sector when making new investments;
2. 75% of new rental contracts are in conformance with the 'Green Lease' in 2016. The 'Green Lease' clauses concern working conditions, materials, energy consumption, etc.; in this way, tenant and lessor attempt to decrease their ecological footprint;
3. Redefining and implementing a sustainable purchasing policy for all new suppliers in 2016.

With the additional leases in Genk, we have achieved 38 jobs in 2015. For 2016, we expect 80 additional new jobs with the opening of the retail park in Tournai and additional leasing in Genk.

The 'Green Lease' was approved internally in 2014 and has been implemented well since. More than 80% of the new contracts was signed with this attachment. In 2016, this aspect will continue to be a focal point; it will be a recurrent agenda item during meetings with tenants. In addition, the local teams were mobilised to work around one of these points: a competition for the best sustainable initiative was set up in 2015 and will be completed in 2016.

A sustainability charter was drawn up together with an external advisor; this is a sort of manual for correct and sustainable behaviour and has been implemented since mid-2015. Various suppliers have been interviewed about their experiences (maintenance, technical maintenance, safety, rubbish).

Pillar 4, Society

This pillar focuses on the social responsibility within the catchment area of the shopping centre. We wish to improve social integration and play a meaningful role in the local community.

1. Improving client satisfaction to GOOD. The aim is to score 7.5 (out of 10) or higher. A positive client experience improves the number of visitors and the time spent at the shopping centre, resulting in more purchases and increased turnover;
2. Investing 1% of the net rental income in social initiatives with a link to the local community;
3. Involving 95% of the staff in a social integration event in 2016.

In Belgium, visitors were interviewed in Nivelles, Liège, Genk, and Tournai in 2015. An average of 81.5% was achieved. The results were analysed and items for improvement were included in the specific business plans per centre for 2016.

A total of 89 social campaigns were held in the various shopping centres (among others Oxfam, Red Cross, book exchange, pop-up self-made presents from people with a disability, other support for good causes, etc.). During the year, an administrative valuation is made of the space provided, an estimated rental value per m² for a given period. Other initiatives were measured as expenses. For 2015, 1.1% of the net rental result was achieved (Kortrijk will be included in the figures starting from 2016).

Staff involvement was the highest in the cooking event held in Nivelles for homeless people (71%). Our staff assisted with preparing meals for over 100 people. Our partners, tenants and suppliers assisted by sponsoring this event. Other smaller initiatives included a charity walk for Think Pink and a toy collection event for the non-profit Nasci vzw.

‘Value for tomorrow’ starts with taking responsibility today.

Shopping centre Belle-Ile, Liège

Even though a clear positive trend is visible during the past few years, improvement is still possible and therefore Wereldhave Belgium will continue to focus on integrating sustainability in 2016.

‘Value for tomorrow’ starts with taking responsibility today.

5. MANAGEMENT REPORT

Mission and strategy

Mission: focus on shopping centres

Wereldhave Belgium wishes to be a professional property investor and lessor that focuses on investments and or expansions in shopping centres. In that way, Wereldhave Belgium offers an attractive and structural investment yield for a low risk profile of its total real estate portfolio. The focus on shopping centres that the Company has chosen implies a higher concentration geographically as well as a higher concentration of the risk of technical issues and fire.

Strategy: value creation and risk spreading

Wereldhave Belgium pursues a stable growth of the direct result and of the dividend. That is exactly the reason why value creation and risk spreading are central. Investment risks are spread over various regions in Belgium. Value is created for investors by means of:

1. rent growth thanks to active management of shopping centres;
2. development (and redevelopment) of shopping centres for the Company's portfolio.

Active management of shopping centres

Wereldhave Belgium invests in shopping centres that set the tone in their catchment area. Via active management and internal know-how, the RREC strengthens its centres' market position, aimed at an increase in the visitor numbers, shop turnovers and rental incomes. The RREC also invests in the attractiveness, quality and sustainability of its shopping centres. Due to high occupancy, they contribute to the permanence of the result.

In-house development

Developing high-quality property for the Company's portfolio on an at-cost basis is the second pillar of value creation. By completing projects under its own management, the RREC optimally tunes quality to user requirements and plans the timing of the investment according to the market situation.

Property Management – Management of the investment properties' portfolio

Wereldhave Belgium Services NV, with its registered offices at 1800 Vilvoorde, Medialaan 30 box 6, with company registration number 0422.120.838, acts as the real estate manager of the RREC's investment properties' portfolio.

99.52% of the shares of Wereldhave Belgium Services are held by the Company. The fees paid to Wereldhave Belgium Services are charged directly to the tenants in accordance with the contractual conditions described in the rental agreements.

Wereldhave Belgium Services has an administrative, accounting, financial and technical organisation that is appropriate for management of the real estate portfolio of the Company.

The directors of Wereldhave Belgium Services have the required professional reliability, accreditation (BIV) and suitable experience as described in and in accordance with article 19 of the RREC law.

Even though the Belgian property market has its own local knowledge and practices, there is much room for exchange of 'best practices' in markets where the Wereldhave Group is active.

Against the background of an economic climate that is set to remain difficult for Europe for the coming period, it is more important than ever to provide input for business choices from *operational excellence*.

In order to boost this operational excellence, efficient data management is being worked on. The organisation has a BO-BI framework for operational purposes. Data must be provided from the same sources and streams and therefore business processes must be harmonised optimally.

Shopping Centre, Nivelles

Important developments

SHOPPING CENTRES

Apart from the existing operational centres Belle-Ile in Liège, Shopping Nivelles, 'Les Bastions' in Tournai and Genk Stadsplein, our 2015 shopping centres' portfolio also contained Forum Overpoort Gent and Shopping 1 in Genk.

On 12 January 2015, the Company has obtained the rights in rem of the remainder of the shopping centre 'Ring Shopping Kortrijk Noord' (22,000 m^2). At the end of September 2014, the Company had already purchased part of the shopping centre (11,000 m^2), property of Redevco. The total investment including transaction costs amounts to € 108.1 million; the initial net yield amounts to 6.1%. Thus, the shopping centre will now have one owner; this will allow for efficient management.

The purchase was partially financed with the result (€ 49.4 million) of the capital increase of 16 February 2015 and the remainder came from external financing (58.7 million).

The shopping centre is located by the ring around Kortrijk; the attainability and visibility are excellent and the centre also offers free parking facilities for about 2,000 cars.

The shopping centre has a diverse tenant base that includes C&A, Esprit, Albert Heijn, H&M, Sergent Major, Sports Direct, Ici Paris XL, Coolcat, etc. Occupancy of the shopping centre is 89.5%, which provides opportunities for improvement and optimisation. The centre currently receives about 3 million visitors a year.

'Ring Shopping Kortrijk Noord' has a proven track record and provides a stable cash flow.

This transaction is an integral part of the Company's strategy of building up a portfolio with shopping centres that are dominant in a strong and large catchment area.

Our shopping centres, excluding Genk Stadsplein and Ghent Overpoort, where we are not able to measure visitor numbers due to the configuration, received 17.4 million visitors in 2015. This is an increase of 1.3% compared to 2014 and is more favourable than a slightly decreasing trend overall (-1.4% for the 15 largest shopping centres of Belgium – Source: BLSC).

Occupancy

During the past year, 33 new lease contracts and 22 lease renewals were negotiated. This resulted in an occupancy rate in accordance with the RREC law of 94.9% (EPRA occupancy rate of 94.9% (94.6% as per 31 December 2014)). The vacancy is situated in Genk Shopping 1 and Ring Shopping Kortrijk Noord and the focus of the leasing team is therefore on increasing the occupancy rate in these centres.

A like-for-like rent growth of 1.8% was achieved in 2015. This is lower than previous years due to the smaller number of lease renewals and also due to replacement of C&A Kids by AS Adventure in Belle-Ile. In this case, a choice was made to broaden the branch mix (Sports & Outdoor was completely unavailable at the shopping centre) rather than a high rent. However, this translates into a higher attractiveness of the centre (number of visitors +4.8% compared to 2014).

Development projects

The fair value of the development projects' portfolio amounts to € 40.6 million as per 31 December 2015 (31 December 2014: € 25.8 million). The net increase by € 14.8 million is mainly due to the constructions that are related to the realisation of the retail park (10,000 m²), adjacent to the shopping centre 'Les Bastions' in Tournai.

The opening of the first shops took place on 19 February 2016. Lease contracts have already been concluded with Blokker, Pronti, AS Adventure, Maison du Monde, Sportsdirect.com, Pro Duo and Action. For the remaining surface area, the negotiations with potential tenants are at an advanced stage.

At the beginning of 2016, a start was also made with the expansion and renovation of the shopping centre itself. Commercialisation of these additional surface areas has been started. Completion is planned for Q1 2018.

For the 'Coeur de Ville' project in Waterloo (10,000 m² GLA), the first step in the planning permission procedure (PRU) has been started. The socio-economic permit has already been obtained.

The planning permission for possible expansion (7,000 m² GLA) in Belle-Ile will be submitted at the beginning of 2016. The socio-economic permit has also already been granted.

Unless the Board of Directors decides otherwise, all development projects are financed externally.

DEVELOPMENT PROJECTS – TIMELINE

PROJECT	(RE)DEVELOPMENT					DESCRIPTION
	2015	2016	2017	2018	2019	
'Les Bastions' Tournai Retail Park						Investment € 18 mln. Expected return 6.5 – 7.0%
Extension						Investment € 55 mln. Expected return 6.25 – 6.75%
'Belle-Ile' Liège Extension						Investment € 45 mln. Expected return 6.0 – 6.5%
Waterloo						Investment € 53 mln. Expected return 6.75% -7.25% Redevelopment of the downtown mall

Office building Medialaan, Vilvoorde

OFFICES

Positive take up for the offices

The occupancy in accordance with the RREC legislation amounts to 91.4% (The EPRA occupancy evolved from 92.5% as per 31 December 2014 to 93.4% as per 31 December 2015).

Consolidation of the current occupancy and renegotiation of the lease contracts on the due date remain the priority.

REAL ESTATE CERTIFICATES

The stake (17.8%) held in the listed real estate certificate 'Basilix' is currently in the liquidation phase. The real estate underlying the real estate certificate, the shopping centre 'Basilix', was transferred to a third-party investor on 31 July 2015. The achieved selling price of € 64.8 million will be paid out to the certificate holders after deduction of fees. A first liquidation coupon of € 407.11 (including withholding tax) per certificate was paid out on 30 September 2015.

The liquidation coupon with regard to the amount not paid out (guarantees given to the buyers) can be determined within 18 months at the earliest and will be paid out in the course of 2017.

In consequence of the liquidation of the real estate certificate, the Company achieved a net realised gain of € 1.8 million on this participation.

Financial results

Direct result

In 2015, Wereldhave Belgium has achieved a direct result of € 39.1 mln (2014: 33.4 mln).

Net rental income increased by € 8.5 mln. This increase is mainly due to the acquisition of Ring Shopping Kortrijk Noord, the gradual increase in occupancy of Genk Shopping I and the exploitation of the multifunctional building located in Gent – Overpoortstraat. Property charges have slightly increased to € 0.7 mln; overhead and other operating income and expenses decreased by € 0.1 mln. Financial and operational costs as well as taxes increased by € 1.4 mln. Financial income decreased by € 0.7 mln following the liquidation of the real estate certificate 'Ring Shopping Kortrijk Noord'.

The direct result per share amounted to € 5.63 (2014: € 5.29).

Indirect result

The indirect result amounts to € 10,3 mln (2014: € 5,5 mln). The indirect result arises mainly from realized and unrealized changes in the value of the assets in the portfolio (€ 8.5 mln) and a realized liquidation surplus profit on the Basilix real estate certificate (€ 1.8 mln).

Equity and debt

Shareholders' equity on 31 December 2013 amounted to € 567.3 mln (31 December 2014: € 498.2 mln).

The net asset value per share at 31 December 2015, including the profit for the current year, amounts to € 81.76 (31 December 2014: € 78.99). Wereldhave Belgium's guideline for the longer term is a solvency ratio of about 70%. At 31 December 2015, the Company relies on external and 'intracompany' funding; the long-term loans were concluded in the form of 'revolving credits' respectively, maturing in 2016 (€ 60 mln), in 2017 (€ 30 mln), in 2018 (€ 30 mln), in 2019 (€ 214.5 mln) and a non-committed credit line (€ 26 mln) with no maturity date. The amount of unused credit lines was € 128.5 mln at 31 December 2015. Calls are at a variable interest rate and are stated at fair value. These are only credit facilities for which no security has been provided. The fair value does not significantly differ from the nominal value since it is about short-term advances to a variable interest rate.

The Company concluded an interest rate swap where the variable rate was converted into a fixed rate until the maturity date of the credit facility (1st April 2019 – € 50 mln).

Due to the solid balance sheet, the sensitivity to changes in interest rates is limited and the dynamism of the Company increases when making new investments.

In accordance with the calculation method prescribed by the Royal Decree of 13 July 2014, the debt ratio on the total assets at December 31, 2015 is 27.5% (2014: 34.8%).

The average interest rate on outstanding loans in 2015 amounted to 1.19% (average 2014: 1.37%).

Shopping Centre Belle-Ile, Liège

Allocation of the profit

Profit

Earnings 2015, including direct and indirect result, are € 49.4 mln (2014: € 38.9 mln). Compared to 2014, this increase is due to a higher direct result (€ 5.7 mln) and a higher indirect result (€ 4.8 mln).

Based on a payout ratio of 87% of the operating income, shareholders will be proposed with a gross dividend of € 4.90 per share for 2015. After deduction of the withholding tax of 27%, this results in a net dividend of € 3.577.

As 6,939,017 shares are participating in the result of 2015, the distributable dividend is € 34.0 mln.

A payment of 87% of the operating distributable result is in accordance with Article 45, 2 º of the BER-Law and Article 13 of the BER-KB which requires a minimum payment of 80% of the operating result.

Dividend

At the general meeting of shareholders a gross dividend of € 4.90 gross – € 3.577 net (2014: € 4.60 gross – € 3.45 net) per share will be proposed. The dividend is payable as from 18 April 2016. Financial services are provided by BNP Paribas Fortis.

(*) Decreed dividends payable after 1 January 2016 (subject to certain exemptions) are subjected to a withholding tax of 27% instead of 25% (law of 26 December 2015 adapting measures for strengthening job creation and purchasing power).

EPRA

EPRA PERFORMANCE MEASURES

TABLE	EPRA PERFORMANCE MEASURE	DEFINITION		2014	2015
1	**EPRA Earnings**	Earnings from operational activities	x € 1,000 €/share	33,461 5.29	39,040 5.63
2	**EPRA NAV**	Net Asset Value adjusted to include properties and other investment interests at fair value and to exclude certain items not expected to crystalise in a long-term investment property business model	x € 1,000 €/share	500,471 79.34	569,773 82.11
3	**EPRA NNNAV**	EPRA NAV adjusted to include the fair values of (i) financial instruments, (ii) debt and (iii) deferred taxes	x € 1,000 €/share	498,284 78.99	567,310 81.76
4	**EPRA Net Initial Yield (NIY)**	Annualised rental income based on the cash rents passing at the balance sheet date, less non-recoverable property operating expenses, divided by the market value of the property, increased with (estimated) purchasers' costs		5.9%	5.7%
5	**EPRA Vacancy Rate**	Estimated Market Rental Value (ERV) of vacant space divided by ERV of the whole portfolio		5.9%	5.4%
6	**EPRA Cost Ratio (including direct vacancy costs)**	EPRA costs (including direct vacancy costs) divided by gross rental income, minus the fees for leasehold and building rights		13.5%	13.5%
7	**EPRA Cost Ratio (excluding direct vacancy costs)**	EPRA costs (excluding direct vacancy costs) divided by the gross rental income, minus the fees for leasehold and building rights		11.7%	11.6%

These data are exclusively for information and are not required in compliance with the RREC Law nor subject to any review by public authorities; these figures have not been audited by the statutory auditor.

TABLE 1: EPRA EARNINGS

X € 1,000		2014	2015
Net result IFRS (group share)		38,855	49,391
Adjustments to calculate EPRA Earnings			
Exclude:			
I. Changes in value of investment properties		298	-8,743
II. Profit or losses on disposal of investment properties		0	0
II. Other portfolio result		536	215
VI. Changes in fair value of financial instruments and associated close-out costs		-6,228	-1,823
Other portfolio result			
EPRA Earnings (group share)		33,461	39,040
Weighted average number of shares		6,308,198	6,939,017
EPRA EARNINGS	€/share	**5.30**	**5.63**

TABLE 2 EN 3: EPRA NAV EN EPRA NNNAV

X € 1,000		2014	2015
Net Asset Value (group share)		498,284	567,310
Net Asset Value (group share)	€/share	78.99	81.76
Exclude			
I. Fair value of financial instruments		494	733
II. Deferred taxes		1,693	1,730
EPRA NAV (group share)		**500,471**	**569,773**
Number of shares at year end		6,308,198	6,939,017
EPRA NAV (GROUP SHARE)	€/share	**79.34**	**82.11**
Include:			
I. Fair value of financial instruments		-494	-733
II. Deferred taxes		-1,693	-1,730
EPRA NNNAV (group share)		498,284	567,310
Number of shares at year end		6,308,198	6,939,017
EPRA NNNAV (GROUP SHARE)	€/share	**78.99**	**81.76**

These data are exclusively for information and are not required in compliance with the RREC Law nor subject to any review by public authorities; these figures have not been audited by the statutory auditor.

TABLE 4: EPRA NET INITIAL YIELD (NIY) AND ‘TOPPED-UP’ NIY

X € 1,000		2014	2015
Investment properties		**750,098**	**774,029**
Exclude:			
Investment properties built or developped in portfolio available for lease		-25,802	-40,547
Investment properties held for sale		0	0
Properties available for lease		**724,296**	**733,482**
Include:			
Estimated transaction costs resulting from hypothetical disposal of investment properties		75,754	76,715
Investment value of the real estate portfolio available for lease (B)		**799,205**	**810,197**
Annualised gross rental income		49,144	48,573
Exclude:			
Property charges		-2,265	-2,175
Annualised net rental income (A)		**46,879**	**46,398**
Adjustments			
Rent at expiration of rent free periods or other lease incentives		272	665
Topped-up’ annualised net rental income (C)		**47,151**	**47,063**
EPRA NET INITIAL YIELD (A/B)	in %	**5.9**	**5.7**
EPRA ‘TOPPED-UP’ NET INITIAL YIELD (C/B)	in %	**5.9**	**5.8**

These data are exclusively for information and are not required in compliance with the RREC Law nor subject to any review by public authorities; these figures have not been audited by the statutory auditor.

TABLE 5: EPRA VACANCY RATE

SEGMENT	LETTABLE SPACE IN M²	ESTIMATED RENTAL VALUE (ERV) OF VACANT SPACES IN € 1,000	ESTIMATED RENTAL VALUE (ERV) IN € 1,000	EPRA VACANCY RATE IN %	
				2014	2015
Offices	78,409	945	10,973	7.5%	6.6%
Retail	156,157	2,022	39,414	5.4%	5.1%
INVESTMENT PROPERTIES AVAILABLE FOR LEASE	**233,566**	**2,967**	**50,387**	**5.9%**	**5.4%**

The EPRA vacancy ratio on 31 December 2015 has decreased with 0,5% compared to 31 December 2014 mainly through leases in the offices portfolio.

TABLE 6: EPRA COST RATIOS

X € 1,000		2014	2015
Overhead expenses		2,559	3,075
Write-downs on trade receivables		76	0
Fees for building rights and leaseholds		15	371
Property charges		2,607	3,294
Exclude:			
Fees for building rights and leaseholds		-15	-371
EPRA costs (including vacancy costs) (A)		5,242	6,369
Vacancy costs		-687	-915
EPRA costs (excluding vacancy costs) (B)		4,555	5,454
Rental income decreased with fees for building rights and leaseholds (C)		38,917	47,038
EPRA COST RATIO (INCLUDING VACANCY COSTS) (A/C)	in %	**13.5**	**13.5**
EPRA COST RATIO (EXCLUDING VACANCY COSTS) (B/C)	in %	**11.7**	**11.6**

The EPRA Cost Ratio (including vacancy costs) and the EPRA Cost Ratio (excluding vacancy costs) as per 31 December 2015 have increased compared to 31 December 2014, mainly due to the increase of property charges (€ 0,6 mln) and the overhead expenses (€ 0,5 mln) during 2015. Vacancy costs have increased with € 0,2 mln.

These data are exclusively for information and are not required in compliance with the RREC Law nor subject to any review by public authorities; these figures have not been audited by the statutory auditor.

Shopping Centre Shopping 1, Genk

Prospects

For 2016 Wereldhave Belgium aims for steady direct result per share. Except for unforeseen circumstances, this objective can be realised. The development projects are monitored at close range and are expected to make a positive contribution to the profit with their operational start.

The Management Company of Wereldhave Belgium declares:

1. that based on the performed assessment 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 assurance that the financial statements included in this Annual Report contain no inaccuracies of material importance. The manager has no indication that the 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 provide 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;

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

5. that after taking all reasonable measures, the information in this report, to its knowledge, is in accordance with the facts and contains no omission which could affect the scope of the Annual Report

6. REAL ESTATE REPORT

The Belgian real estate market

Investments in retail real estate reach a record level

The huge demand among Belgian and foreign investors for retail real estate has led to a record level of 2 billion euros of transactions in 2015.

This included a large number of shopping centres (exceptionally large for Belgium) that switched owners. The acquisition of 50% of Wijnegem Shopping Centre and the largest part of Waasland Shopping by AEW and CIC represented a large part of this. But in addition, Galeries Saint Lambert in Liège, Basilix in Brussels and the Feest- & Cultuurpaleis in Oostende also switched owners. Investors were also very active in the peripheral regions and main shopping streets.

This also led to a decrease in yields and thus an increase in prices. Apart from investors that were already present on the Belgian market, new parties also entered.

Uncertainty about the level of spending is putting pressure on the retail industry

Turnovers in retail are not following the trends in the investment market. These are challenging times for retailers and this translates into prolonged lease contract negotiations about, increased vacancy rates and downward pressure on the rents. This does not apply to the best locations in main shopping streets, shopping centres and retail parks, where the top-end rents are stable or even showing slight increases.

Investments in offices remain at a high level

2015 continues to be a very fruitful year, also for investments in offices. The demand for and price of top products are on the increase. Competition between local investors and foreign newcomers also lead to yields close to 5.50% for offices.

Rental market for offices

Despite the slight increase in occupancy, the real rent prices remain stable or are decreasing slightly. Existing owners are confronted by the competition of newcomers, which aim at higher occupancy and better cash flows. In addition, the various authorities were almost entirely absent in 2015 in terms of new leases.

Source: 'Expertise' magazine of 14 January 2016 and 'Retail Newsletter' of 08 February 2016 by Cushman & Wakefield.

Summary and overview of the real estate portfolio

SUMMARY OF THE REAL ESTATE PORTFOLIO

	SHOPPING CENTRES	%	OFFICES	%	TOTAL
Fair value					
Real estate investments (excluding projects)	607,760,000		125,721,500		733,481,500
Projects	40,547,161				40,547,161
TOTAL REAL ESTATE INVESTMENTS	**648,307,161**	**83.75%**	**125,721,500**	**16.25%**	**774,028,661**
Acquisition value	472,187,285	76.37%	146,085,850	23.63%	618,273,134
Insured value*	342,046,989	73.12%	125,750,861	26.88%	467,797,850
Contractual rent	37,068,000	79.30%	9,675,000	20.70%	46,743,000

(*) insured through a General Construction Risk policy

Office building De Veldekens, Antwerp

COMPOSITION OF THE REAL ESTATE PORTFOLIO

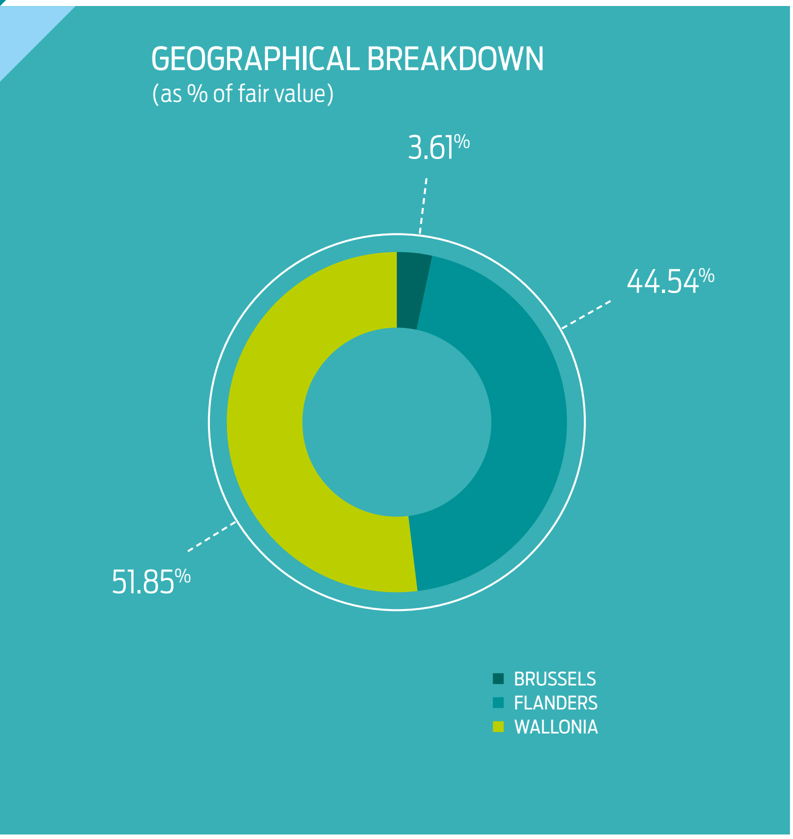
	YEAR OF CONSTRUCTION OR MOST RECENT RENOVATION	DIVERSIFICATION OF THE PORTFOLIO (IN % OF VALUATION)	LETTABLE AREA (IN SQM)
RETAIL			
Shopping Centre 'Belle-Ile', Quai des Vennes 1, 4020 Liège	1994	21.02%	30,252
Shopping Centre Nivelles, Chausée de Mons 18A, 1400 Nivelles	2012	16.63%	28,600
Shopping Centre 'Les Bastions', Boulevard W. de Marvis 22, 7500 Tournai	1996	7.25%	15,540
Shopping Centre 'Shopping I', Rootenstraat 8, 3600 Genk	2014	9.95%	27,100
Shopping Centre 'Kortrijk Noord', Ringlaan, 8500 Kortrijk	1973	13.67%	32,000
Forum Overpoort, Overpoortstraat, 9000 Gent	2014	2.07%	3,700
Genk – Stadsplein, Stadsplein 39, 3600 Genk	2008	6.21%	15,618
Commercial complex Waterloo, Chaussée de Bruxelles 193-195, 1410 Waterloo	1968	1.71%	3,347
TOTAL RETAIL		**78.51%**	**156,157**
OFFICES			
Madou Centre, Bischoffsheimlaan 1-8, 1000 Brussels	2002	3.61%	12,162/504*
Businessclass office park, Jan Olieslagerslaan 41-45, 1800 Vilvoorde	1998	0.41%	3,048/29*
'Business- & Media' office park, Medialaan 30, 1800 Vilvoorde	1999	1.23%	5,449/201*
'Business- & Media' office park, Medialaan 32, 1800 Vilvoorde	1999	0.83%	3,907/120*
'Business- & Media' office park, Medialaan 28, 1800 Vilvoorde	2001	2.67%	12,772/246*
De Veldekens I, Roderveldlaan 1-2, 2600 Berchem	2001	2.18%	11,192/368*
De Veldekens II, Roderveldlaan 3-4-5, 2600 Berchem	1999	3.17%	16,003/1,008*
De Veldekens III, Berchemstadionstraat 76-78, 2600 Berchem	2002	2.15%	11,192/208*
TOTAL OFFICES		**16.25%**	**78,409**
DEVELOPMENT IN COMMERCIAL PROJECTS			
Retailpark 'Les Bastions' in Tournai		2.20%	10,000
Extension shopping centre 'Les Bastions' in Tournai		1.25%	
Redevelopment shopping centre in Waterloo		0.73%	
Extension shopping centre 'Belle-Ile' in Liège		0.16%	
Nivelles land positions		0.90%	
TOTAL DEVELOPMENT PROJECTS		**5.24%**	**10,000**
TOTAL		**100.00%**	**244,566**

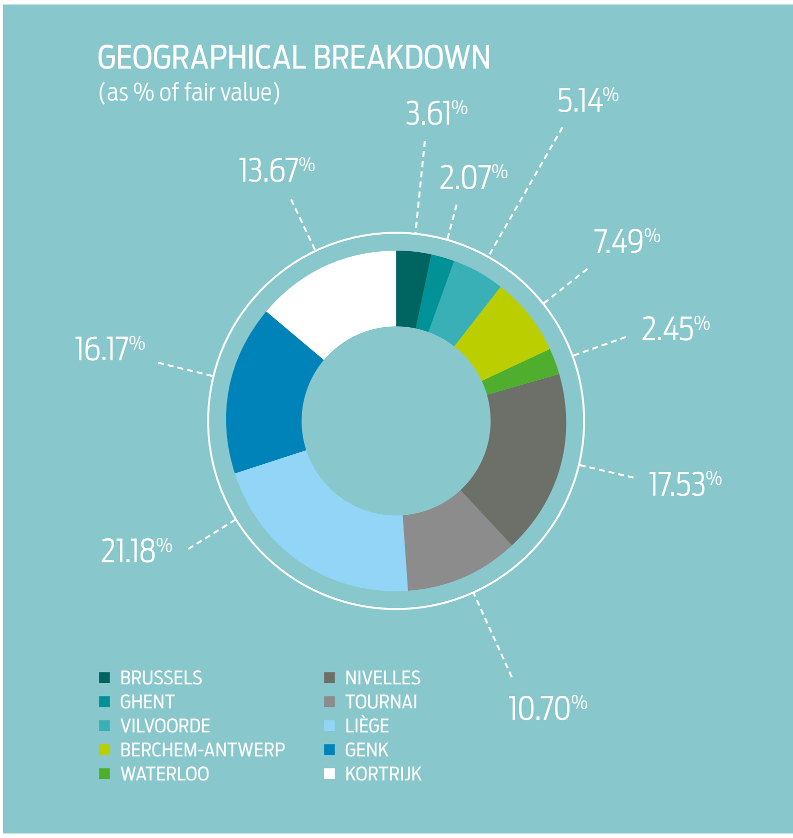
(*) Archives
(1) Rental value vacancy is the difference between the theoretical rental value of the property and the received rental income.
(2) The theoretical rental value equals the contractual rent increased with the value of rental vacancy.
(3) To determine the estimated rental value, external valuation experts rely on their knowledge of the property market and on recent transactions. The rental value is influenced by the location of the property, the suitability of the site, the qualities of the building and the market conditions.
(4) Occupancy is calculated by dividing the (indexed) contractual rental of current leases by the sum of contractual rents and estimated rental value (market rent) of the vacancy. The latter are determined based on the level of the current rents.

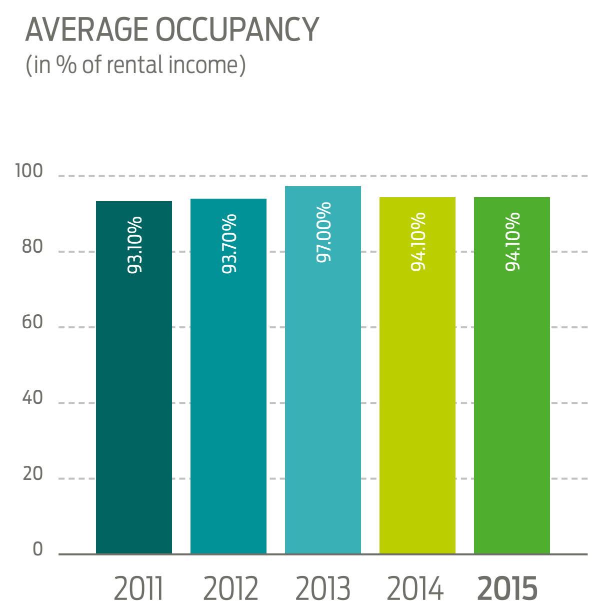
to 31 December 2015

PARKINGS (NUMBER OF SPACES)	RENTAL INCOME 2015 (€ X 1,000)	RENTAL VALUE VACANCY (€ X 1,000)	THEORETICAL RENTAL VALUE 2015 (€ X 1,000)	ESTIMATED RENTAL VALUE (€ X 1,000)	OCCUPANCY RATE 2015
		(1)	(2)	(3)	(4)
2,200	10,918	49	10,967	10,947	99.6%
1,452	8,296	4	8,300	7,731	100.0%
1,260	3,585	0	3,585	3,231	100.0%
1,250	3,289	1,138	4,427	5,456	79.1%
2,000	6,142	756	6,898	7,204	89.5%
0	762	60	822	938	93.6%
44	3,262	15	3,277	3,078	99.5%
95	814	0	814	828	100.0%
	37,068	**2,022**	**39,090**	**39,414**	**94.9%**
150	2,596	0	2,596	2,563	100.0%
82	232	100	332	323	69.0%
178	530	255	785	769	66.9%
123	464	186	650	541	65.6%
305	1,326	68	1,394	1,757	96.1%
238	1,435	0	1,435	1,506	100.0%
316	1,971	136	2,107	2,098	93.5%
217	1,121	200	1,321	1,417	85.9%
	9,675	**945**	**10,620**	**10,973**	**91.4%**
	46,743	**2,967**	**49,710**	**50,387**	**94.1%**

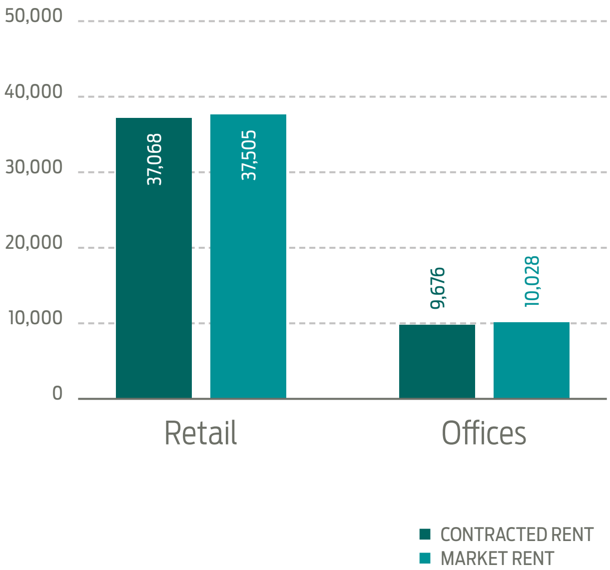
KEY INFORMATION



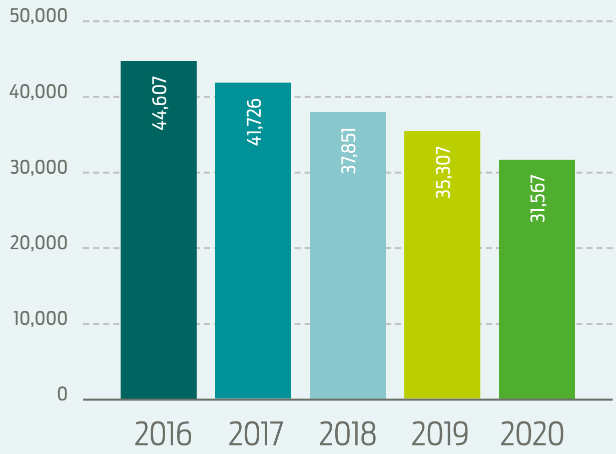




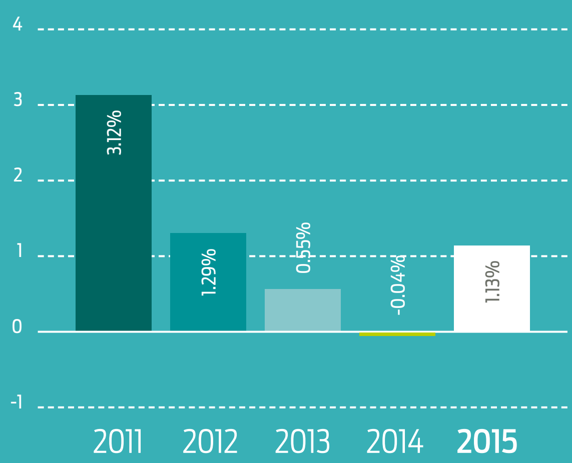
CONTRACTED RENT/MARKET RENT
(x € 1,000)



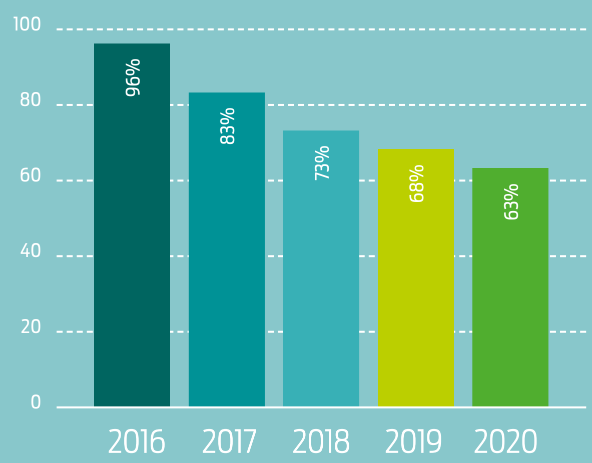
CONTRACT RENT OVER 5 YEARS (TILL FIRST NOTICE POSSIBILITY)
(x € 1,000)



PORTFOLIO REVALUATION
(in %)

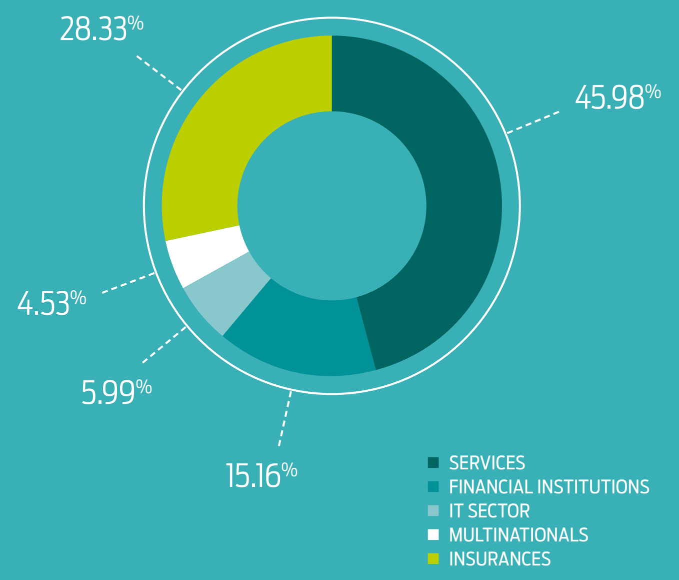


GUARANTEED RENTAL INCOME
(in %)

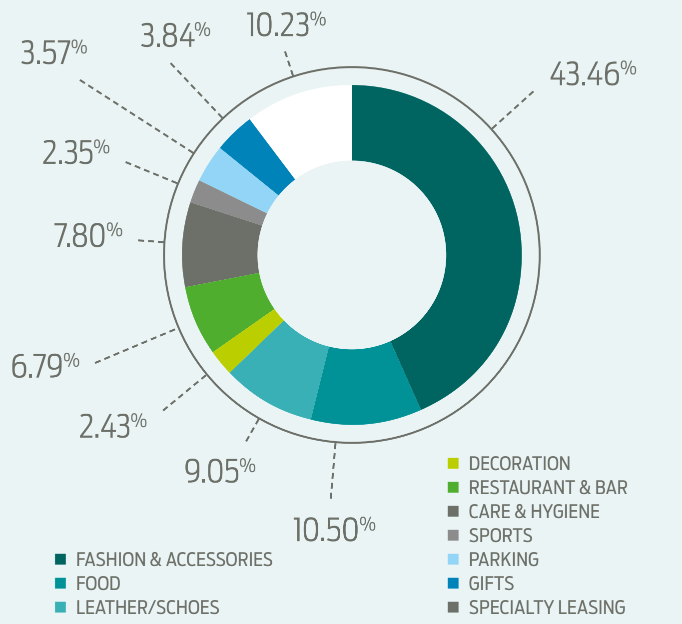


BRANCHE MIX

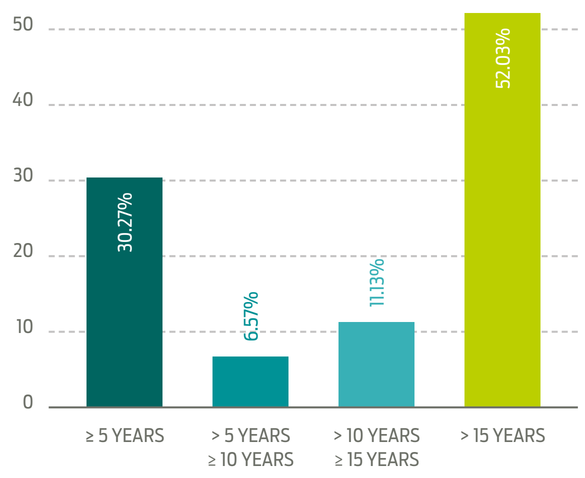
BRANCHE MIX INVESTMENT PROPERTY OFFICES
(as % of rental income)



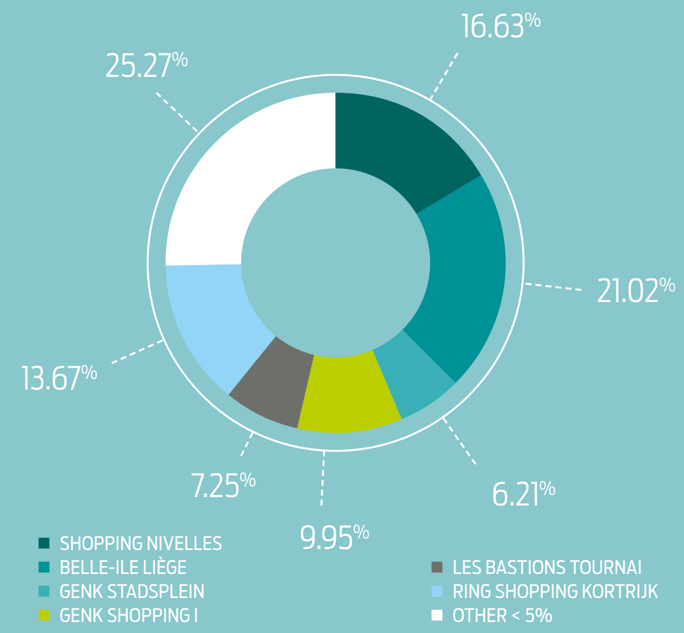
BRANCHE MIX INVESTMENT PROPERTY RETAIL
(as % of rental income)



AGE ANALYSIS OF THE REAL ESTATE PORTFOLIO
(in % of valuation)



PROJECTS > 5%
(in % fair value)



TOP 10 TENANTS

GLOBAL PORTFOLIO

TENANT		SECTION	%
1	ERGO SERVICES KDV	Offices	5.3%
2	HENNES & MAURITZ	Retail	3.8%
3	CARREFOUR BELGIUM NV/SA	Retail	3.6%
4	C&A	Retail	3.1%
5	DELHAIZE GROUP SA	Retail	2.3%
6	EXCELLENT RETAIL BRANDS	Retail	2.0%
7	A.S. WATSON GROUP	Retail	1.8%
8	RICOH	Offices	1.7%
9	SPORTSDIRECT.COM	Retail	1.6%
10	ARGENTA SPAARBANK NV	Offices	1.6%
			26.9%

RETAIL

TENANT		%
1	HENNES & MAURITZ	3.8%
2	CARREFOUR BELGIUM NV/SA	3.6%
3	C&A	3.1%
4	DELHAIZE GROUP SA	2.3%
5	EXCELLENT RETAIL BRANDS	2.0%
6	A.S. WATSON GROUP	1.8%
7	SPORTSDIRECT.COM	1.6%
8	HEMA	1.3%
9	CASSIS SA	1.3%
10	REDISCO SPRL	1.2%
		22.0%

OFFICES

TENANT		%
1	ERGO SERVICES KDV	5.3%
2	RICOH	1.7%
3	ARGENTA SPAARBANK NV	1.6%
4	AMADEUS BENELUX S.A.	1.0%
5	BELGACOM	1.0%
6	ABN AMRO BANK	0.9%
7	ANTEA BELGIUM NV	0.6%
8	QUINTILES BELGIUM NV/SA	0.6%
9	24+ nv	0.6%
10	WGEO Ltd. – Belgium Branch	0.4%
		13.8%

Calculated as a % of rental income.

Average duration of lease agreements

The average duration of contractual lease agreements until the first possibility of termination is 3.2 years, and the average duration until the end of the lease contracts is 6.4 years.

Insured value investment properties portfolio

The insured value of the portfolio of real estate investments is based on an annual external valuation of 'new-build value' made by a recognised property expert. The insured values are adjusted automatically annually according to the applicable index.

In order to avoid multiple claims between owner and tenant, the standard lease agreements stipulate that insurance agreements of the underlying property units are entered into by the owner-lessor for the rebuild value of the property unit, including 'loss of rent' for a period of 36 months.

The insurance risk is underwritten by AIG EUROPE Limited.

The total insured value of the portfolio of the investment properties amounts to € 467.8 million.

The proportional share of the insured value compared to the fair value is explained by the high value of the land compared to the construction value, inherent to commercial real estate.
The insured value represents 60% of the fair value of the investment properties portfolio.

The insurance premium for 2015, including taxes, amounts to € 111,633.

Operational Management

The Company has an internal management organisation that manages the disciplines of administrative, technical and commercial management of property.

Wereldhave Belgium Services NV, subsidiary, has an administrative, accounting and technical organisation that is fitting for management of the real estate portfolio of the Company. The directors of Wereldhave Belgium Services have the required professional reliability, accreditation (BIV) and appropriate expertise as described and in accordance with Article 13 of the RREC Law and suitable experience in accordance with Article 19 of the RREC Law.

Derogation in accordance with article 30 §3 and §4 of the RREC Law

On 22 September 2014, the FSMA allowed a renewed derogation on the prohibition of investing more than 20% of the assets in one property unit. This derogation has been allowed against the following cumulative conditions:

- The derogation has been accorded until 31 December 2016;
- The share of the value of the consolidated real estate portfolio that the shopping centre 'Belle-Ile' represents at the end of each quarter may not exceed the percentage that the shopping centre 'Belle-Ile' represented on 30 June 2014, i.e. 25.43%, unless it exceeds this value due to fluctuations in value;
- The Company reports the share that the shopping centre 'Belle-Ile' represents in the investment properties portfolio to the FSMA every quarter;
- The periodic reports and prospectuses that the Company will publish in the future must state explicitly that the focus on shopping centres that the Company has chosen imply a higher

geographical concentration as well as a higher concentration of the risk of, among other things, technical problems and fire.

In accordance with article 30 §4 of the RREC Law, the debt ratio of the Company may not exceed 33% as long as the derogation on article 30 §1 and §2 of the RREC Law applies. The consolidated debt ratio is 27.5% as per 31 December 2015.

The purchase value (contribution value and additional investments when obtaining the status of real estate investment trust/public regulated real estate company (1998)) of the shopping centre Belle-Ile in Liège amounted to € 75.8 million. The fair value as per 31 December 2015 amounted to € 162.7 million, which is 21.04% of the investment property portfolio. The rental incomes for 2015 amounted to € 10.9 million.

Legal procurement of the property rights of the remaining part of the 'Ring Shopping Kortrijk Noord' shopping centre

On 12 January 2015, the Company obtained the property rights of the remaining part of the shopping centre 'Ring Shopping Kortrijk Noord' (22,000 m^2). At the end of September 2014, the Company had already purchased part of the shopping centre (11,000 m^2), property of Redevco. The total investment including transaction costs amounts to € 108.1 million; the initial net return amounts to 6.1%. Thus, the shopping centre will now have one owner; this will allow for efficient management.

The shopping centre is located alongside the ring of Kortrijk; the attainability and visibility are excellent and the centre also offers free parking facilities for about 2,000 cars.

The shopping centre has a diverse tenant base that includes Esprit, Albert Heijn, H&M, Sergent Major, Sports Direct, Ici Paris XL, Coolcat, etc. Occupancy of the shopping centre is 89.5%, which provides opportunities for improvement and optimisation. The centre currently receives about 3 million visitors a year.

'Ring Shopping Kortrijk Noord' has a proven 'track record' and provides a stable cash flow.

This transaction is an integral part of the Company's strategy of building up a portfolio with shopping centres that are dominant in a strong and large catchment area.

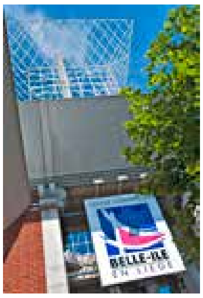
The purchase was partially financed with the proceeds (49.4 million) of the capital increase of 16 February 2015 and the remainder came from external financing (58.7 million).

Completion of retail park 'Les Bastions' in Tournai

The construction phase of the Retail Park (10,000 m^2) adjacent to the shopping centre 'Les Bastions' has been completed. The first shops have opened on 19 February 2016. Lease contracts have already been concluded with Blokker, Pronti, AS Adventure, Maison du Monde, Sportsdirect.com, Pro Duo and Action. For the remaining surface area, the negotiations with potential tenants are at an advanced stage.

Description of the real estate portfolio

SHOPPING CENTRES



Shopping centre 'Belle-Ile'

Quai des Vennes 1, 4020 Liège

Top 5 tenants	
CARREFOUR BELGIUM NV	10.56%
WE	3.76%
HENNES & MAURITZ	3.45%
EXCELLENT RETAIL BRANDS	3.31%
C&A	3.25%

Number of tenants 90
Construction 1994
Location Belle-Ile is located in the southeast of Liège, at the start of the 'Autoroute des Ardennes' – E25
Lettable area 30,252 m²

Shopping centre Nivelles

Chaussée de Mons 18A, 1400 Nivelles

Top 5 tenants	
DELHAIZE GROUP SA	6.17%
HENNES & MAURITZ	4.79%
SPORTSDIRECT.COM	3.58%
EXCELLENT RETAIL BRANDS	3.10%
ESPRIT	2.63%

Number of tenants 95
Construction 1974 – Extension 2012
Location The shopping centre of Nivelles is located at the periphery of Nivelles, exit 'Nivelles Sud' of highway E19 Brussels-Paris
Lettable area 28,600 m²

Shopping centre Kortrijk Noord

Ringlaan, 8500 Kortrijk

Top 5 tenants	
C&A	5.41%
HENNES & MAURITZ	4.69%
REDISCO: SPRL	4.09%
A.S. WATSON GROUP	3.52%
ALBERT HEIJN BELGIE NV	3.47%

Number of tenants 79
Construction 1973
Location The shopping centre is located alongside the ring of Kortrijk
Lettable area 32,000 m²

Shopping centre 'Les Bastions'

Boulevard Walter de Marvis 22, 7500 Tournai

Top 5 tenants	
C&A	10.44%
DELHAIZE GROUP SA	8.72%
HENNES & MAURITZ	8.40%
HEMA	3.36%
ICI PARIS XL	3.29%

Number of tenants 56
Construction 1979 – Renovation 1996
Location The shopping is located alongside the ring of Tournai
Lettable area 15,540 m²

Shopping centre Genk 'Shopping 1'
Rootenstraat 8, 3600 Genk

Top 5 tenants	
GENKPARK	28.07%
CARREFOUR BELGIUM NV/SA	12.28%
SPORTSDIRECT.COM	5.22%
PIOCHEUR SA	4.97%
ESPACE KWESTO NV	3.86%

Number of tenants 48
Construction 1967 – Renovation 2014
Location The shopping is located in the centre of Genk
Lettable area 27,100 m^2

Genk Stadsplein
Stadsplein 39, 3600 Genk

Top 5 tenants	
HENNES & MAURITZ	14.33%
INDITEX	12.33%
DELHAIZE GROUP SA	10.13%
C&A	8.45%
QUIRAL BELGIQUE SA	8.13%

Number of tenants 59
Construction 2008
Location The shopping is located in the centre of Genk
Lettable area 15,618 m^2

Shopping centre Waterloo
Chaussée de Bruxelles 193-195, 1410 Waterloo

Top 5 tenants	
TABOO sprl	22.45%
CLUB NV	19.07%
PLANET PARFUM S.A.	12.71%
NATURAL FOOD SA	10.28%
ERAM CHAUSSURES SPRL	8.48%

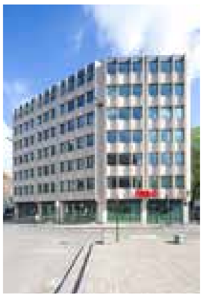
Number of tenants 12
Construction 1968
Location The shopping is located in the centre of Waterloo
Lettable area 3,347 m^2

'Forum Overpoort' Gent
Overpoortstraat, 9000 Gent

Top 5 tenants	
HOUSE INDUSTRIES BVBA	24.47%
PAM TEAM COMM. V.A.	24.47%
DO INVEST NV	17.28%
ALBERT HEIJN BELGIE NV	13.83%
A.S. WATSON GROUP	9.29%

Number of tenants 7
Construction 2014
Location The complex is situated along the Overpoortstraat, in the city centre
Lettable area 3,700 m^2 + 119 student rooms

OFFICES



Office building in Brussels

Madou Center, Bischoffsheimlaan 1-8, 1000 Brussels

Tenant	
ERGO SERVICES KDV	100.00%

Number of tenants 1
Construction 1975 – Renovation 2002
Location Along the inner ring of Brussels, in district Arts/Loi
Lettable area 12,162 m²

Office building in Vilvoorde

Medialaan 30-32, 1800 Vilvoorde

Top 5 tenants	
QUINTILES BELGIUM NV	31.03%
AMADEUS BENELUX S.A.	19.99%
NUTRITION & SANTE B-LUX	13.95%
INTERSYSTEMS BENELUX	8.74%
RICOH	3.02%

Number of tenants 10
Construction 1999
Location In business park 'Business- & Mediapark', near the Brussels ring (exit 6) and near the national airport
Lettable area
Medialaan 30: 5,449 m²
Medialaan 32: 3,907 m²

Office building in Vilvoorde

Medialaan 28, 1800 Vilvoorde

Top 5 tenants	
RICOH	49.16%
ENI Gas & Power nv	12.13%
WGEO Ltd. – Belgium	11.86%
QUINZ Advocaten cvba	10.49%
MONSTER BELGIUM NV	9.43%

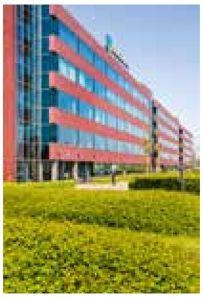
Number of tenants 8
Construction 2001
Location In business park 'Business- & Mediapark', near the Brussels ring (exit 6) and near the national airport
Lettable area 12,772 m²

Office building in Vilvoorde

Jan Olieslagerslaan 41-45, 1800 Vilvoorde

Top 3 tenants	
SEBIA	51.27%
CRAWFORD AND CO NV	38.34%
KEY TRAVEL	10.39%

Number of tenants 3
Construction 1998
Location In the business park 'Business Class', near the Vilvoorde trainstation
Lettable area 3,048 m²

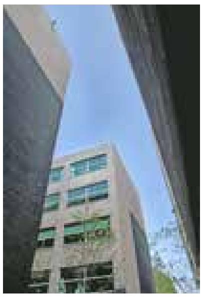


Office building in Antwerp

Veldekens II, Roderveldlaan 3-4-5, 2600 Antwerp

Top 5 tenants	
ABN AMRO BANK	20.86%
24+ nv	14.03%
ASTREA BCVBA	8.26%
AON BELGIUM BVBA	7.84%
VITO	7.76%

Number of tenants 20
Construction 1999
Location Alongside the Antwerp ring
Lettable area 16,003 m^2



Office building in Antwerp

Veldekens I, Roderveldlaan 1-2, 2600 Antwerp

Top 3 tenants	
ARGENTA SPAARBANK NV	49.72%
BELGACOM	30.12%
ANTEA BELGIUM NV	20.16%

Number of tenants 3
Construction 2001
Location Alongside the Antwerp ring
Lettable area 11,192 m^2

Office building in Antwerp

Veldekens III, Berchemstadionstraat 76-78, 2600 Antwerp

Top 5 tenants	
AMADEUS BENELUX S.A.	23.28%
TVM BELGIUM	12.15%
TRUVO BELGIUM G.C.V.	8.12%
LUXOTTICA BELGIUM NV	7.70%
CWS-BOCO BELUX NV	7.23%

Number of tenants 14
Construction 2002
Location Alongside the Antwerp ring
Lettable area 11,192 m^2

PROJECTS

Shopping centre ‘Les Bastions’ – Tournai

Sector
Retail

Type
Extension

Extent
Retail park: 10,000 m^2 GLA
Extension shopping centre: 14,500 m^2 GLA
Shopping centre after extension: 32,500 m^2 GLA

Estimated completion
Retail Park: Q1/2016
Extension shopping centre: 2017/2018

Expected return
Tournai I: 6.50% – 7.00%
Tournai II: 6.25% – 6.75%

Status
Tournai ‘Retailpark’ – Committed
- opening date 19/02/2016
- 68% already leased at 31/12/2015
- investment: € 17,8 million

Tournai ‘Extension’ – Not committed
- start construction Q1/2016
- estimated completion: Q1/2018
- investment: € 55 million

Commercial complex – Waterloo

Sector
Retail

Type
Multifunctional redevelopment of the shopping centre

Extent
10,000 m^2 GLA

Estimated completion
end 2019

Expected return
6.75% – 7.25%

Status
Not committed
Currently the project is in the design phase. The permit applications are foreseen at the end of 2016 and the construction will be spread over a 2-year period
Investment: € 53 million

Shopping centre 'Belle-Ile' – Liege

Sector
Retail

Type
Extension

Extent
+/- 7,000 m² GLA

Estimated completion
end 2017

Expected return
6.0% – 6.5%

Status
Not committed
The socio-economic permit has been obtained and the building permit will be applied for during Q1 2016.

Priorities are:
1) attractive (international) brands
2) optimization of the branche mix
3) sustainability
Investment: € 50 million

Real estate experts' report

Resolutions of the real estate experts, prepared on 31 December 2015, following the valuation of the property portfolio, as referred to the Royal Decree of 13 July 2014 with respect to regulated real estate companies, the RREC.

Both reports were executed according to the fair value as defined in the 'International Valuation Standards', published by the 'Royal Institution of Chartered Surveyors' (the 'Red Book'), an Internationally accepted Valuation method. The Fair Value is defined as 'the price that would be received if an asset was sold or as the price that would have to be paid to transfer a liability in an orderly transaction between market participants at the valuation date'.

Shopping centre Belle-Ile, Liège

Evaluation principles for the property portfolio

CUSHMAN & WAKEFIELD

Investment products: Capitalisation method

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 meter 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 second 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 third 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% in Flanders or 12.5% in Wallonia and Brussels, as well as notary fees) of the gross market value after corrections.

Valuation total: € 607,760,000 (six hundred and seven million seven hundred sixty thousand euro).

Rekening houdend met alle bemerkingen, definities en reserves, die in de rapportering op datum van 31 december 2015 opgenomen zijn, en gebaseerd op de waarden op 31 december 2015, geven wij aan de betreffende eigendommen een **Waarde Kosten Koper** van:

607.760.000 EUR

Zeshonderd en zeven miljoen zevenhonderd zestigduizend euro

Matthias GERITS
Surveyor
Valuation & Advisory
In naam van
Cushman & Wakefield

Arnaud De Bergeyck
Partner
Head of Capital Markets Group
Retail
In naam van
Cushman & Wakefield

TROOSTWIJK - ROUX EXPERTISES CVBA

We opted to employ the income approach for the valuation of the existing assets.

The Valuations were performed by experienced appraisers and were based on:

- The information made available to us by the company, such as the current rent, the conditions of the lease agreement, service fees, investment expenditure, etc;
- The assumptions and valuation methods employed by the appraisers were wholly market-oriented, such as yields and capitalisation factors. They were based on expert opinion and the observation of the markets.

The income approach:

- The fair value of an investment property (= the Market Value) is determined by employing the discounted cash flow projections, based on reasonable estimates of the future rental income and investments according to the present leases and the other contracts. Where possible, external information was also used, such as current market rental prices for similar properties, the condition and the location. When it comes to capitalising projected cash flows, capitalisation factors should be used that represent the evaluation of uncertain market factors in the present market with respect to the sum and the timing of the cash flows.

Methodology: DCF

The valuation of the properties was performed using the discounted cash flow method (DCF), a method used to determine the current (market) value on the basis of the future free cash flows.

Valuation

On the basis of what is set out in this Valuation, we are of the opinion that as of 31 December 2015 the sum of the separate market values of the leasehold properties and buildings, in relation to and as a result of the various leases, amounts to:

Total: € 125,721,500 (one hundred and twenty-five million seven hundred and twenty-one thousand and five hundred euros)

This Valuation contains no negative values.

The market value is consistent with valuations performed for the drafting of the annual financial statements.

Transaction costs

The Valuation does not include VAT and the construction costs were not taken into account, nor was the value appraisal in the event of any Property being sold. Our net valuation does not include the expenses payable by the buyer either, which vary between the different regions.

Assumptions and sources of information

An assumption is defined in the Red Book's glossary as a 'supposition that is accepted as true' ('Assumption'). Assumptions are facts, conditions or situations that influence the subject or the approach to a valuation and that – by agreement – must be verified by the appraising party as a component of the valuation process. In our valuations we employed a number of assumptions as well as a specific number of information sources. We are of the opinion that our assumptions are reasonable, bearing in mind our knowledge of the Properties and the contents of the reports made available to us. But should it turn out that these assumptions are incorrect, then the valuation must be reviewed. We refer to the assumptions used in our valuation below.

Inspections
We inspected all properties and the company's management board informed us that no significant alterations were made to any properties whatsoever since our previous inspection.

Information
We assumed that the information provided to us by Wereldhave Belgium and its professional consultants concerning the Properties was both complete and accurate.

It follows from this that we drew up an assumption that details which factors can affect the value, such as possible rental transactions, rent reviews, pending statutory requirements and decisions concerning planning made available to us, and that contains up-to-date information.

Titles
During an earlier valuation of the Properties, we based our work on the information provided by the company with respect to the quality and negotiability of the titles to ownership for each Property. In those cases where we did not have access to statutory reports or titles to ownership, we assumed that, unless proven otherwise, the Properties were freely available for sale and that they are free of encumbrances, mortgages and other charges. Our Valuation was based on information that we obtained from third parties, including the property rights that, as appraisers for Wereldhave Belgium for accounting purposes, we did not verify separately: we deemed the information obtained to be accurate.

Surface areas
We did not measure the Properties and used the surface areas provided to us and the measurement reports conducted for certain Properties in order to check the surface areas.

Shopping centre, Nivelles

Machinery and installations
Tangible fixed assets such as elevators, escalators, air conditioning and other standard installations were considered to be an integral component of the properties and constitute a part of our valuations. Machinery and installations, other installations and equipment belonging to the tenants were not included in our valuation.

No specialised tests were performed on any of the service systems, and for the purposes of the valuation we assumed that they were in good condition and in line with the applicable laws and legislation.

Shopping centre Belle-Ile, Liège

Environmental and soil survey

No inspections or environmental evaluations were included in our assignment, and we did not perform a historic survey into contamination of the land and buildings. Unless we were told otherwise, we assumed that the Properties are not affected by soil contamination and that there is no reason to believe that the current or future designated use of the Properties will be affected by this factor.

We were not tasked with conducting structural inspections of the Properties, but in our report we identified the need for repairs, where necessary. The Properties were appraised on the basis of the opinion of the Company that, subject to recommendations to the contrary, no hazardous materials were used in the construction of the buildings.

Planning

We only made verbal inquiries about urbanisation plans. In the course of our investigation the local authorities informed us that there were no violations with respect to town planning, landscaping or any other plans. The information provided to us by the planning officers was nevertheless issued without any obligation on their part, which is why we cannot accept responsibility for incorrect information or substantive omissions in the provided information.

We examined the building permits and assumed that the properties were built and are used in accordance with all required permits and that there are no unresolved legal issues. We assumed that all buildings comply with the statutory requirements as well as those of the local authorities, including building, fire, health and safety regulations.

Leases

With respect to the lease terms, contractual leases, indexation, additional income, unrecoverable expenses and investment expenditure, we based our work on the information available in the leases that the Company made available to us for the purposes of this Valuation.

While we did not conduct an investigation into the creditworthiness of the tenants, we still took our knowledge of the market perception of the tenants' financial situation into account in our Valuation. We assumed that each tenant can meet its lease obligations and that there have been no breaches of contracts.

As of 31 December 2015, the total value of the property portfolio amounts to € 733,481,500.

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 reliably 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 total value of Development projects as of 31 December 2015 amounts to € 40,547,161.

Op basis van wat in deze Waardering is uiteengezet, zijn wij van mening dat het totaal van de afzonderlijke marktwaarden van de onroerende goederen en panden in erfpacht, in functie en als gevolg van de diverse huurovereenkomsten op 31 december 2015 bedraagt:

Totaal - € 125.721.500
(HONDERDVIJFENTWINTIG MILJOEN ZEVENHONDERD EENENTWINTIGDUIZEND VIJFHONDERD EURO)

Met de meeste hoogachting,

Troostwijk-Roux Expertises,

i.o.
Luk Van Meenen, MRICS
CEO

7. STOCK EXCHANGE & WERELDHAVE BELGIUM

Dividend and number of shares

In 2015, shareholders of the Company achieved a return (incl. dividend) of 11.2% (2014: 30.44%). The return of the EPRA Index Europe amounts to 11.4%. The price/direct result ratio at the end of 2015 was 19.5.

The closing share price of the Company at 31 December 2015 was € 110.00 compared to € 102.01 on 31 December 2014.

On 27 January 2015 the Extraordinary General Meeting of Shareholders of the Company approved a capital increase in cash with pre-emptive right. Due to the public offer to subscribe to 630,819 new shares amounting to € 49,992,405.75, the total capital of the Company amounted to € 292,773,778.51 at 16 February 2015. The capital is represented by 6,939,017 shares that have been fully paid up and are listed on Euronext Brussels.

At the time of this capital operation, coupon no. 18 (which represents the pre-emptive right) and coupon no. 19 (which represents the dividend for the financial year of 1 January 2014 – 31 December 2014) were detached on 26 January 2015 after close of Euronext Brussels.

Neither Wereldhave Belgium nor any of its subsidiaries owns shares of Wereldhave Belgium.

There are no preference shares or shares without voting rights, nor are there convertible bonds or warrants that give entitlement to shares. Each of these shares provides one voting right at the General Meeting and these shares thus represent the denominator for notification purposes within the framework of the transparency regulations (i.e. notifications in case of reaching, exceeding or not reaching the legal threshold of 5% or a multiple of 5%). The Company does not apply an additional statutory threshold.

With an average of 1,824, the traded volumes in 2015 were 33% higher than in 2014 (on average 1,370 a day).

THE WERELDHAVE BELGIUM SHARE

as per December 31

NUMBER OF SHARES	2013	2014	2015
Number of shares at year end	6,308,198	6,308,198	6,939,017
Number of shares entitled to dividends	6,308,198	6,308,198	6,939,017
Registered shares	4,393,166	4,393,310	4,553,106
Dematerialized shares	1,915,032	1,914,888	2,385,911
Market capitalization at closing (€ m)	525.0	643.5	763.3
Free float	30.6%	30.6%	30.4%

SHARE PRICE (€)	2013	2014	2015
Highest closing price	89.99	104.17	112.00
Lowest closing price	75.42	79.34	85.27
Share price at closing	83.22	102.01	110.00
Premium (+)/Discount (-) relative to the actual net asset value (%)	6.93	29.14	34.54
Average share price	83.35	92.68	101.90

DATA PER SHARE (€)	2013	2014	2015
Net value (fair value)	77.83	78.99	81.76
EPRA Net asset value	77.83	78.99	81.76
Gross dividend	4.40	4.60	4.90
Net dividend	3.30	3.45	3.58
Gross dividend yield (%)	5.29%	4.51%	4.45%
Net dividend yield (%)	3.97%	3.38%	3.25%
Pay out ratio	86.4%	87.0%	87.0%
Volume (number of shares)			
Average daily volume	1,619	1,370	1,824
Volume per year	412,807	349,324	466,905
Turnover ratio	0.03%	0.02%	0.03%

Dividend

A gross dividend per share of € 4.90 gross – € 3.577 net (2014: € 4.60 gross – € 3.45 net) is proposed to the General Meeting of Shareholders. The dividend will be made payable as of 18 April 2016. Decreed dividends made payable after 1 January 2016 (subject to certain exemptions) are subject to a withholding tax rate of 27% instead of 25% (law of 26 December 2015 adopting measures for strengthening job creation and purchasing power).

SHAREHOLDERSHIP

as per December 31

NAME	NUMBER OF VOTING RIGHTS HELD DIRECTLY	% OF VOTING RIGHTS HELD DIRECTLY
Wereldhave N.V. WTC Schiphol Toren A Schiphol Boulevard 233 1118 BH Schiphol Nederland	2,524,529	36.38%
Wereldhave International N.V. WTC Schiphol Toren A Schiphol Boulevard 233 1118 BH Schiphol Nederland	2,303,372	33.20%
Public	2,111,116	30.42%
TOTAL	**6,939,017**	**100.0%**
Transparancy declaration **Federale Verzekeringen** Stoofstraat 12 1000 Brussel België	400,703	5.77%
Listing of shares held by Executive Managers and members of the Board of Directors		
Dirk Anbeek		0
Luc Plasman		200
Kasper Deforche		0
Dirk Goeminne		0
Jacques de Smet		0
Philippe Naert		0

Shopping centre, Nivelles

Other information

Other information under Article 34 of the Royal Decree of 14 November 2007 regarding the duties of issuers of financial instruments admitted for trading on a regulated market.

1. Capital structure
At the date of this annual financial report, the share capital of Comm. VA Wereldhave Belgium is € 292.77 million divided among 6,939,017 shares, each representing 1/6,939,017 part of the share capital without par value and fully paid.

There are no legal or statutory restrictions on the transfer of securities and the exercise of voting rights.

2. Employee share scheme
There is currently no employee share scheme.

3. Shareholder agreements which could lead to transfer restrictions or limitations on the exercise of voting rights
On 28 October 2008, Wereldhave NV and Wereldhave International NV, according to the Law of 12 April 2007, Article 74 § 7 point 3, mutually reported that they were in possession of more than 30% of the shares with voting rights in the company at the 1st of September 2008.

On 31 December 2015, 6,939,017 shares are outstanding, of which 36.38% is held by Wereldhave NV, 33.20% by NV Wereldhave International and 30.42% by the public. Wereldhave International NV is a 100% subsidiary of Wereldhave NV.

Financial calendar for 2016

FEBRUARY 2016	APRIL 2016	APRIL 2016	APRIL 2016
2 TUESDAY	13 WEDNESDAY	18 MONDAY	19 TUESDAY
Press release results 2015 (8:00 AM)	General Meeting of Shareholders	Ex-dividend	Dividend record date

APRIL 2016	APRIL 2016	JULY 2016	OCTOBER 2016
21 THURSDAY	22 FRIDAY	20 WEDNESDAY	20 THURSDAY
Press release Q1 2016 (8:00 AM)	Dividend payable 2015	Press release Q2 2016 (8:00 AM)	Press release Q3 2016 (8:00 AM)

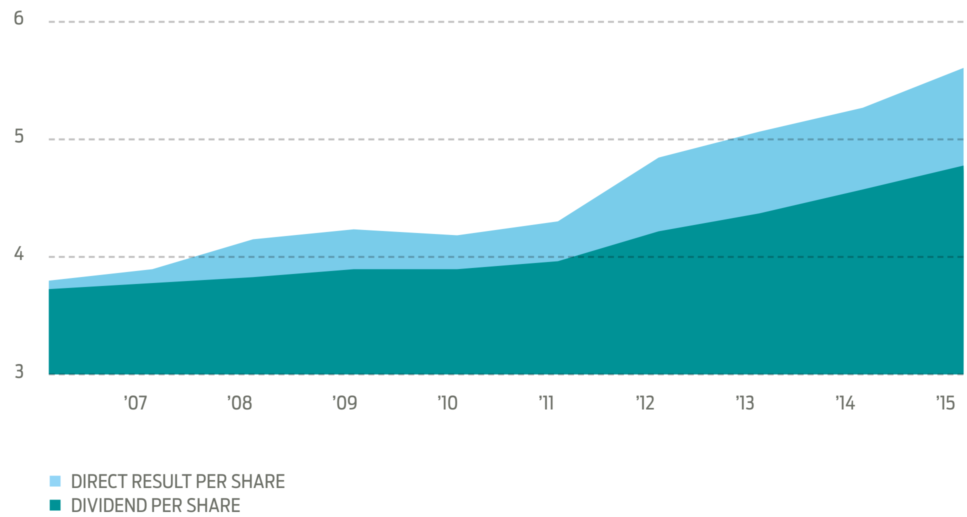
Any changes to the financial agenda will be published in a press release that can also be consulted on the website of the Company: www.wereldhavebelgium.com

Shopping centre Belle-Ile, Liège

Stock exchange data

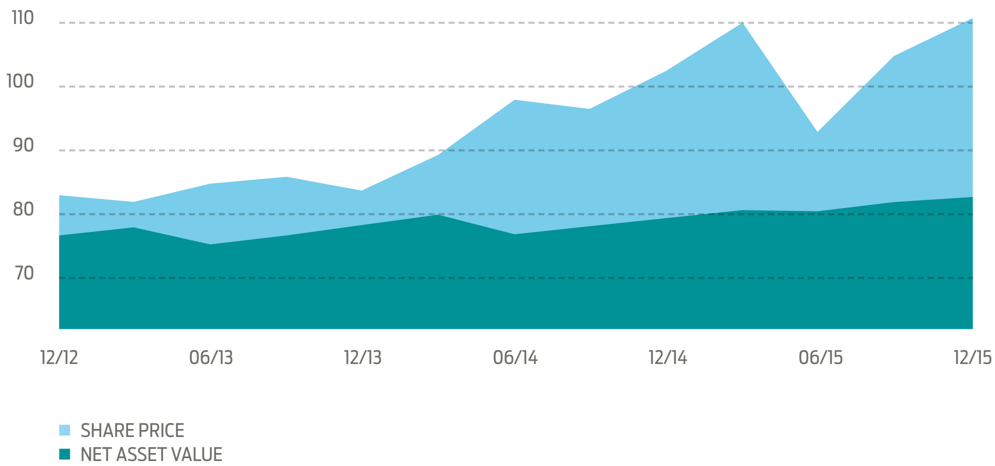
DIRECT RESULT PER SHARE AND DIVIDEND PER SHARE

(x € 1)

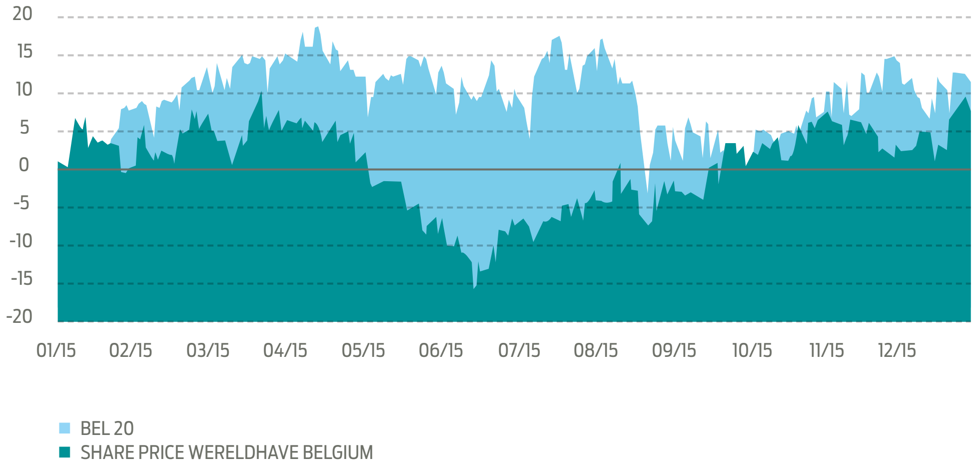


SHARE PRICE/NET ASSET VALUE

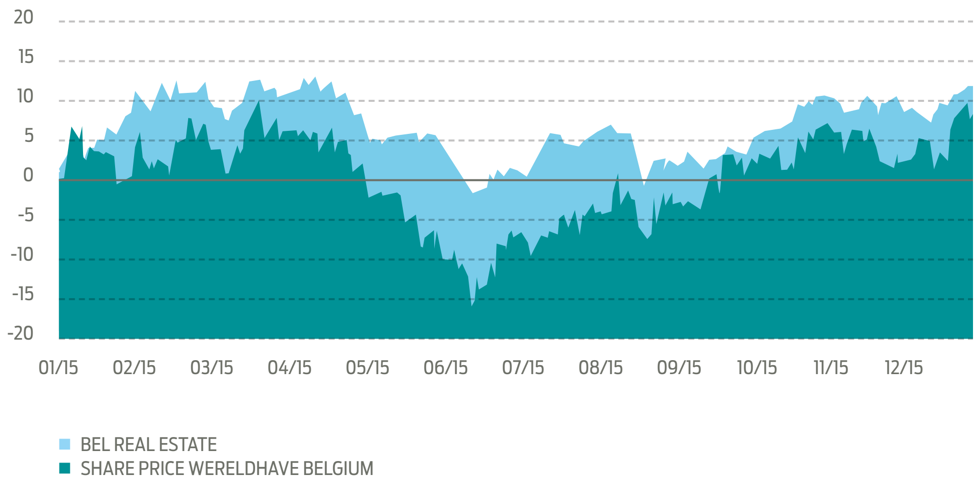
(before profit sharing x € 1)



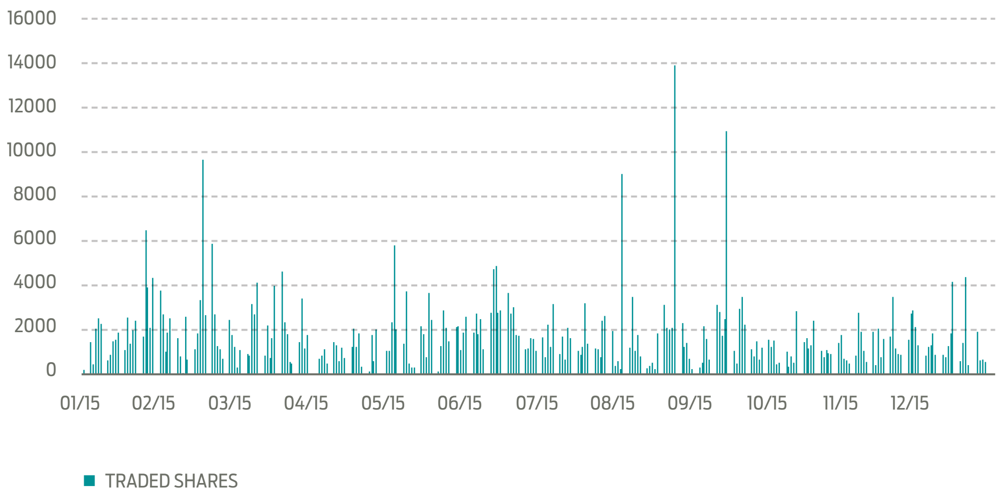
COMPARISON WERELDHAVE BELGIUM TO BEL20 CLOSE INDEX
(in %)



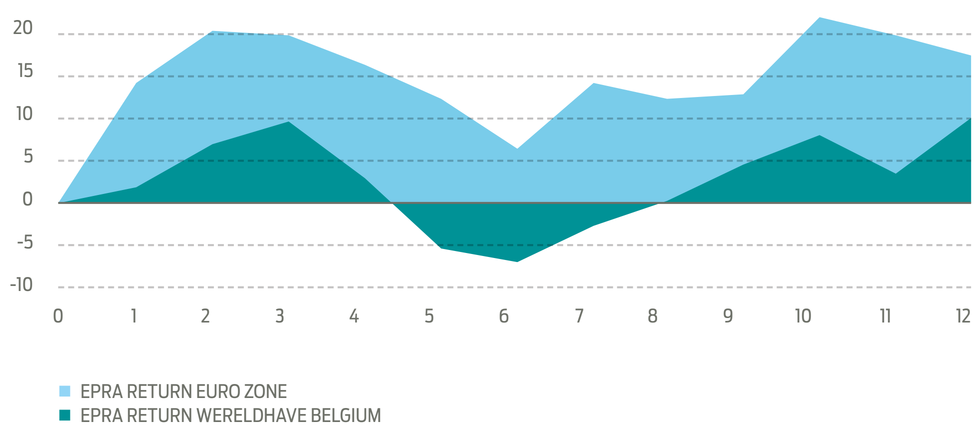
COMPARISON WERELDHAVE BELGIUM AND BEL REAL ESTATE INDEX
(in %)



TRADED VOLUMES WERELDHAVE BELGIUM



EPRA RETURN 2015*



(*) Decreed dividends payable after 1 January 2016 (subject to certain exemptions) are subjected to a withholding tax of 27% instead of 25% (law of 26 December 2015 adapting measures for strengthening job creation and purchasing power).

8. FINANCIAL REPORT

Consolidated statement of financial position

ASSETS

on 31 December

X € 1,000		NOTE	2013	2014	2015
I.	**NON-CURRENT ASSETS**				
A.	Goodwill		2,020	0	0
			2,020	**0**	**0**
C.	Investment properties	6	597,133	750,098	774,029
			597,133	**750,098**	**774,029**
D.	Other tangible assets	7	533	811	654
E.	Financial non-current assets				
	Assets available for sale				
	Real estate certificates	8	18,506	9,116	0
G.	Trade receivables and other non-current assets	9	22	11	0
			19,061	**9,938**	**654**
II.	**CURRENT ASSETS**				
D.	Trade receivables	10	5,012	5,606	8,139
E.	Tax receivables and other current assets	10	899	4,327	5,907
F.	Cash and cash equivalents	11	2,626	4,053	6,231
			8,537	**13,986**	**20,277**
	TOTAL ASSETS		**626,751**	**774,022**	**794,960**

SHAREHOLDER'S EQUITY

on 31 December

X € 1,000		NOTE	2013	2014	2015
I.	**SHAREHOLDER'S EQUITY ATTRIBUTABLE TO THE PARENT COMPANY'S SHAREHOLDERS**				
A.	Capital	12	266,160	266,160	292,774
B.	Issue premiums		27,759	27,759	50,563
C.	Reserves				
a.	Legal reserve		30	36	36
b.	Reserve for the balance of changes in fair value of real estate properties		100,749	104,043	103,745
d.	Reserve for the balance of changes in fair value of authorised hedging instruments subject to hedge accounting		0	-494	-733
i.	Reserve for the balance of changes in fair value of financial assets available for sale	13	3,407	565	0
j.	Reserve for actuarial gains and losses of defined pension schemes		-558	-987	-993
m.	Other reserves		1,053	1,019	986
n.	Accumulated result		57,627	61,328	71,541
D.	Net result of the year		34,752	38,855	49,391
			490,979	**498,284**	**567,310**
II.	**MINORITY INTERESTS**		**0**	**0**	**0**

LIABILITIES

on 31 December

X € 1,000		NOTE	2013	2014	2015
I.	**NON-CURRENT LIABILITIES**				
A.	**Provisions**				
	Pensions	14	787	1,372	1,232
B.	**Non-current financial liabilities**				
a.	Credit institutions	15	113,000	50,000	110,000
c.	Other				
	Other loans	15	0	119,000	36,000
	Rent guarantees received	16	189	247	396
C.	**Other non-current financial liabilities**				
	Authorised hedging intruments	17	0	494	733
	Other		3,780	0	0
F.	**Deferred taxes – liabilities**	18			
b.	Other		1,282	1,693	1,730
			119,038	**172,806**	**150,091**
II.	**CURRENT LIABILITIES**	19			
B.	**Current financial liabilities**				
a.	Credit institutions		8,000	0	63,000
c.	Other				
	Other loans		0	14,500	0
	Other		311	1,473	1,417
D.	**Trade payables and other current liabilities**				
b.	Other				
	Suppliers		3,028	82,641	6,222
	Taxes, remunerations and social security contributions		740	870	1,234
F.	**Accrued charges and deferred income**				
	Real estate income received in advance		1,133	866	2,082
	Other		3,522	2,582	3,604
			16,734	**102,932**	**77,559**
	TOTAL SHAREHOLDER'S EQUITY AND LIABILITIES		**626,751**	**774,022**	**794,960**
	Net asset value per share (x € 1)		**77.83**	**78.99**	**81.76**

Consolidated profit and loss account

on 31 December

X € 1,000		NOTE	2013	2014	2015
I.	**Rental income**	20			
	Rent		35,675	38,660	46,744
	Indemnification for early termination of lease		156	272	665
	Net rental income		**35,831**	**38,932**	**47,409**
V.	**Recovery of rental charges and taxes normally paid by the tenant on let properties**	21	1,467	4,799	8,376
VII.	**Rental charges and taxes normally paid by the tenant on let properties**	22	-1,466	-4,937	-8,716
			1	**-138**	**-340**
	PROPERTY RESULT		**35,832**	**38,794**	**47,069**
IX.	**Technical costs**				
	Recurrent technical costs				
	Repairs		-297	-364	-372
	Compensation for total guarantees		-121	-128	-92
	Insurance premiums		-47	-30	-40
			-465	**-522**	**-504**
X.	**Commercial costs**				
	Agency commissions		-362	-379	-369
	Publicity		-99	-184	-179
			-461	**-563**	**-548**
XI.	**Charges and taxes on non let properties**				
	Costs on non let properties		-515	-490	-727
	Real estate tax on non let properties		-12	-197	-188
			-527	**-687**	**-915**
XII.	**Property management costs**				
	(Internal) property management costs		-635	-835	-1,327
			-635	**-835**	**-1,327**
	Property charges	23	**-2,088**	**-2,607**	**-3,294**
	PROPERTY OPERATING RESULTS		**33,744**	**36,187**	**43,775**
XIV.	**General company costs**				
	Staff costs		-848	-1,169	-1,420
	Other		-976	-1,390	-1,655
XV.	**Other operating income and charges**		46	341	971
		24	**-1,778**	**-2,218**	**-2,104**
	OPERATING RESULTS BEFORE RESULT ON THE PORTFOLIO		**31,966**	**33,969**	**41,671**

X € 1,000		NOTE	2013	2014	2015
XVI.	**Result on disposals of investment properties**				
	Net property sales (selling price – transaction costs)		0	1,290	0
	Book value of the property sold		0	-1,263	0
			0	**27**	**0**
XVII.	**Result on disposals of other non financial assets**				
	Net sales of other non financial assets (sale price – transaction costs)		-1	1	1
			-1	**1**	**1**
XVIII.	**Variations in the fair value of investment properties**				
	Positive variations in the fair value of investment properties		5,642	2,562	23,558
	Negative variations in the fair value of investment properties		-2,348	-2,860	-14,815
			3,294	**-298**	**8,743**
XIX.	**Other result on portfolio**		0	-536	-215
			0	**-536**	**-215**
		25	**3,293**	**-807**	**8,529**
	OPERATING RESULT		**35,259**	**33,163**	**50,200**
XX.	**Financial income**				
	Interests and dividends received		1,198	1,298	559
	Net results on disposals of financial assets	8	0	6,228	1,823
XXI.	**Net interest charges**				
	Nominal interest charges on loans		-945	-1,541	-2,960
XXII.	**Other financial charges**				
	Bank charges and other commissions		-69	-84	-76
XXIII.	**Variations in the fair value of financial assets and liabilities**				
	Other		-490	490	0
	Financial result	26	**-306**	**6,391**	**-654**
	RESULT BEFORE TAX		**34,953**	**39,554**	**49,546**
XXV.	**Corporate tax**				
	Corporate tax		-60	-272	-102
	Deferred tax on market fluctuations of investment properties		-141	-427	-53
	Tax	27	**-201**	**-699**	**-155**
	NET RESULT		**34,752**	**38,855**	**49,391**
	NET RESULT SHAREHOLDERS OF THE GROUP		**34,752**	**38,855**	**49,391**
	Result per share (x € 1)	28	**5.51**	**6.16**	**7.12**
	Diluted result per share (x € 1)		**5.51**	**6.16**	**7.12**

Statement of comprehensive income

on 31 December

X € 1,000		2013	2014	2015
I.	**NET RESULT**	34,752	38,855	49,391
II.	**OTHER COMPREHENSIVE INCOME**			
	Items taken in the result			
B.	Changes in the effective part of the fair value of authorised cash flow hedge instruments as defined under IFRS	0	-494	-239
C.	Changes in the fair value of financial assets available for sale	3,025	-2,842	-565
	Items not taken in the result			
E.	Actuarial gains and losses of pledged pension schemes	-558	-429	-6
		2,467	-3,765	-810
	COMPREHENSIVE INCOME (I + II)	**37,219**	**35,090**	**48,581**
	Attributable to:			
	Minority interests	0	0	0
	Shareholders of the group	37,219	35,090	48,581

Consolidated cash flow statement

on 31 December

X € 1,000	2013	2014	2015
CASH FLOW FROM OPERATING ACTIVITIES			
Net result before tax	34,953	39,554	49,546
Income from interest and dividends	-1,198	-1,298	-559
Gain on sale real estate certificates	0	0	-1,822
Result exclusive of dividend received	**33,755**	**38,256**	**47,165**
Depreciation tangible assets	118	200	261
Rental discounts and investments	-257	243	830
Interest charges	-1,435	1,135	3,030
Variations in the fair value of investment property	-3,294	299	-8,743
Sale investment property	0	-27	0
Movements in provisions	-2,408	-1,373	-1,250
Movements in short term debts	1,614	-824	1,693
Corporate tax paid	-60	-272	-102
Corporate tax received	0	531	121
	-5,662	**-88**	**-4,160**
Net cash flow from operating activities	**28,093**	**38,168**	**43,005**
CASH FLOW FROM INVESTMENT ACTIVITIES			
Sale real estate certificates	0	-6,228	18,127
Payment for investment property	-31,780	-64,145	-102,040
Income sale investment property	0	27	0
Acquisition furniture and vehicles	-172	-220	-104
Interest received	1,198	1,298	559
Net cash flow from investment activities	**-30,754**	**-69,268**	**-83,458**
CASH FLOW FROM FINANCIAL ACTIVITIES			
Capital increase	0	0	49,418
Appeal credit institutions/Other	30,000	62,500	123,000
Repayment credit institutions/Other	0	0	-97,500
Dividends paid	-26,820	-27,757	-29,023
Interest paid	0	-2,124	-3,265
Net cash flow from financing activities	**3,180**	**32,619**	**42,631**
NET CASH FLOW	**519**	**1,519**	**2,178**
CASH & BANK BALANCES			
At 1 January	**2,015**	**2,534**	**4,053**
Increase/decrease cash and bank balances	**519**	**1,519**	**2,178**
AT 31 DECEMBER	**2,534**	**4,053**	**6,231**

Consolidated statement of movements in equity

X € 1,000	NOTES	SHARE CAPITAL	ISSUE PREMIUMS	LEGAL RESERVE	RESERVE FOR THE BALANCE OF CHANGES IN FAIR VALUE OF REAL ESTATE PROPERTIES
BALANCE ON 1 JANUARI 2013		266,160	27,759	30	93,594
Variations in the fair value of financial assets available for sale	a				
Transfer from reserves					
Provisions for pensions					
Net result					
Transfer of the result on the portfolio to reserve for the balance of changes in fair value of real estate properties					7,155
Dividend 2012	b				
BALANCE ON 31 DECEMBER 2013		**266,160**	**27,759**	**30**	**100,749**
BALANCE ON 1 JANUARI 2014		266,160	27,759	30	100,749
Variations in the fair value of hedging instruments					
Variations in the fair value of financial assets available for sale	c				
Transfer from reserves					
Provisions for pensions					
Other				6	
Net result					
Transfer of the result on the portfolio to reserve for the balance of changes in fair value of real estate properties					3,294
Dividend over 2013	d				
BALANCE ON 31 DECEMBER 2014		**266,160**	**27,759**	**36**	**104,043**

RESERVE FOR THE BALANCE OF CHANGES IN FAIR VALUE OF AUTHORISED HEDGING INSTRUMENTS SUBJECT TO HEDGE ACCOUNTING	RESERVE FOR THE BALANCE OF CHANGES IN FAIR VALUE OF FINANCIAL ASSETS AVAILABLE FOR SALE	RESERVE FOR ACTUARIAL GAINS AND LOSSES OF DEFINED PENSION SCHEMES	OTHER RESERVES	ACCUMULATED RESULT	NET RESULT OF THE YEAR	TOTAL
0	382	0	1,199	91,596		480,720
	3,025					3,025
			-146			-146
		-558				-558
					34,752	34,752
				-7,155		
				-26,814		-26,814
0	**3,407**	**-558**	**1,053**	**57,627**	**34,752**	**490,979**
0	3,407	-558	1,053	92,379		490,979
-494						-494
	-2,842					-2,842
			-31			-31
		-429				-429
			-3			3
					38,855	38,855
				-3,294		
				-27,757		-27,757
-494	**565**	**-987**	**1,019**	**61,328**	**38,855**	**498,284**

X € 1,000	NOTES	SHARE CAPITAL	ISSUE PREMIUMS	LEGAL RESERVE	RESERVE FOR THE BALANCE OF CHANGES IN FAIR VALUE OF REAL ESTATE PROPERTIES
BALANCE ON 1 JANUARI 2015		266,160	27,759	36	104,043
Capital increase		26,614			
Issue premiums			22,804		
Variations in the fair value of hedging instruments					
Variations in the fair value of financial assets available for sale	e				
Transfer from reserves					
Provisions for pensions					
Other					
Net result					
Transfer of the result on the portfolio to reserve for the balance of changes in fair value of real estate properties					-298
Dividend over 2014	f				
BALANCE ON 31 DECEMBER 2015		**292,774**	**50,563**	**36**	**103,745**

Notes
- a Variations in the fair value of financial assets available for sale
  Revaluation real estate certificates: 3,025
- b Dividend paid 2012
  € 4.25 (net € 3.1875) per share: -26,814
- c Variations in the fair value of financial assets available for sale
  Revaluation real estate certificates: -2,842
- d Dividend paid 2013
  € 4.40 (net € 3.30) per share: -27,757
- e Variations in the fair value of financial assets available for sale
  Revaluation real estate certificates: -565
- f Dividend paid 2014
  € 4.60 (net € 3.45) per share: -29,018

RESERVE FOR THE BALANCE OF CHANGES IN FAIR VALUE OF AUTHORISED HEDGING INSTRUMENTS SUBJECT TO HEDGE ACCOUNTING	RESERVE FOR THE BALANCE OF CHANGES IN FAIR VALUE OF FINANCIAL ASSETS AVAILABLE FOR SALE	RESERVE FOR ACTUARIAL GAINS AND LOSSES OF DEFINED PENSION SCHEMES	OTHER RESERVES	ACCUMULATED RESULT	NET RESULT OF THE YEAR	TOTAL
-494	565	-987	1,019	100,183		498,284
						26,614
						22,804
-239						-239
	-565					-565
			-31			-31
		-6		78		72
			-2			-2
					49,391	49,391
				298		
				-29,018		-29,018
-733	**0**	**-993**	**986**	**71,541**	**49,391**	**567,310**

Notes

1 General information

Wereldhave Belgium (the Company) has the status of a Regulated Real Estate Company (RREC). The Company invests preferably in shopping centers and/or extensions of shopping centers and, possibly (additionally), in offices, residential property and other real estate.

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 Euronext continuous stock exchange in Brussels.

The consolidated annual accounts from 1 January to 31 December 2015, 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 10 March 2016. The General Meeting of Shareholders will be held on 13 April 2016 at the registered offices of the company. The General Meeting of Shareholders is authorised to change the approbation of the result within legal limits.

2 Fiscal status

Since 27 October 2014, Wereldhave Belgium benefits from the tax status of RREC and is therefore (provided that certain conditions are met) not submitted to corporate income tax, except on possible exceptional profits and on disallowed expenditures.

3 Accounting policies

3.1 BASIS OF PREPARATION ANNUAL ACCOUNTS 2015

The Group's functional currency is the Euro. The financial statements of the Company 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 and statutory financial statements of the Company are determined on basis of the fair value unless otherwise stated.

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 RREC's, in accordance with the Royal Decree of 13 July 2014.

In 2015 the below mentioned new IFRS standards or interpretations thereon became applicable. These new or adjusted standards and their interpretation had a minimal impact on Wereldhave Belgium's reporting for the year 2015. It concerns the following standards:

- IFRIC 21 'Levies'
- IFRS 3 'Accounting of the contingent consideration'
- IFRS 1 'First-time adoption of IFRS'
- IFRS 13 'Fair value measurement'

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 6.

Interpretations, whether new or adapted, had only a minimal influence on the reporting of the Company.

The following amendments to standards have been issued and have been endorsed by the EU, but are not mandatory for the first time for the financial year beginning 1 January 2015.

- IAS 7 'Interest paid that is capitalised'
- IAS 24 'Key management personnel'
- IAS 34 'Interim financial reporting'
- IAS 19 'Employee benefits'
- IFRS 8 'Aggregation of operating segments'
- IAS 16/38 'Revaluation method-proportionate restatement of accumulated depreciation'
- IFRS 5 'Non-current assets held for sale and discontinued operations'
- IFRS 7 'Financial instruments: disclosures'
- IFRS 11 'Joint arrangements'
- IAS 1 'Presentation of financial statements'
- IAS 16 'Property, plant and equipment'
- IAS 41 'Agriculture'
- IAS 38 'Intangible assets'

The following new standards and amendments to standards have been issued, but are not mandatory for the first time for the financial year beginning 1 January 2015 and have not been endorsed by the European Union:

- IFRS 9 'Financial instruments'
- IFRS 15 'Revenue from contracts with customers'
- IAS 27 'Separate financial statements'
- IFRS 10 'Consolidated financial statements'
- IAS 28 'Investments in associates and joint ventures'
- IFRS 14 'Regulatory deferral accounts'
- IFRS 12 'Disclosure of interests in other entities'

Presently, the group determines the impact of the introduction of the above mentioned changes.

3.2 CONSOLIDATION

Subsidiaries

A subsidiary is an entity that is (exclusively or jointly) controlled by another entity. Control is having power over the entity, having the rights on variable return due to its participation in the entity, and having the possibility to use power over the entity to influence the amount of income. The annual accounts of a subsidiary are included in the consolidated annual accounts according to the method of full consolidation from the start until the end of the control. If necessary, the general principles of the financial reporting of the subsidiary are changed in order to achieve consistent principles within the Group. The reporting period of the subsidiary is in accordance with that of the parent company.

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 considered 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. Further Wereldhave Belgium manages its capital to ensure that it meets the requirements from laws and regulations (Royal Decree of 13 July 2014). The share capital is described in note 3.12.

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.

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.

Rent-free periods and rent reductions

The rent-free periods or the lease incentives granted to tenants are amortised on a straight-line basis over the term of the related lease, but only until the first break right of the tenant.

Capitalised rent-free periods or other rent reductions are amortised over the term of the related lease and deducted from the rent income. In the determination of the fair value of the investment properties portfolio, rent-free periods and other rent reductions are deducted from the valuation result in order to avoid double booking.

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 reliably 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 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.

Financial instruments

Hedging instruments are initially valued according to cost price and according to fair value at the following reporting date. Changes in the Fair Value of financial instruments are applied in the profit and loss account, unless the derivative complies with hedge accounting.

The fair value of a financial instrument is the amount that the Company expects to receive if it is disposed on the balance sheet date, taking into account the applicable interest rate and the credit risk of the other party.

If a financial instrument can be documented as an effective hedge for the possible change that is due to a certain risk connected to an asset or liability or a very likely future transaction, the part of the result arising from the change in value of the instrument that has been determined to be an effective hedge is immediately justified in the other elements of the global result (equity capital) under 'Changes in the effective part of the Fair Value of authorised hedging instruments subject to hedge accounting as defined in IFRS'. The ineffective part of the instrument is included in the income statement.

3.9 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. In addition, 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.

3.10 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.

3.11 CASH AND CASH EQUIVALENTS

Cash and cash equivalents comprise cash balances and cash deposits. Cash equivalents are short-term, highly liquid investments (< 3 months) that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

3.12 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.

3.13 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.

3.14 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.

3.15 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, please consult IAS 19. Adjustments regarding the pledged pension schemes and the fund investments 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.

3.16 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.

3.17 LEASES

Properties leased out under operating leases are included in investment properties 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.

3.18 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.

3.19 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
- 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 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.

3.20 INTERESTS

Interests comprise the total of interests attributable to the accounting period on loans, other debts, accounts receivable and cash and bank balances and is split between interests received and paid. Due to the amortised cost valuation of interests 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.

3.21 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.

3.22 SEGMENT REPORTING

A segment consists of assets and activities with specific risks and results, with differences per sector. As Wereldhave Belgium's investment properties portfolio 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.

3.23 DIVIDENDS

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

3.24 IMPORTANT ASSESSMENTS

Investment properties

The assets of the company mainly consist of the real estate 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. IFRS 13 defines 'fair value' as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the valuation date. The definition assumes a (hypothetical) transaction. So even if the company intends to use an asset rather than sell, it determines the fair value based on the (hypothetical) retail price.

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 6.

4 Consolidated statement of direct and indirect result to 31 December

X € 1,000		2013		2014		2015	
		DIRECT	INDIRECT	DIRECT	INDIRECT	DIRECT	INDIRECT
	Net rental income	35,831		38,932		47,409	
	Rental charges and taxes normally paid by the tenant on let properties	1		-138		-340	
	Property charges						
IX.	Technical costs	-465		-522		-504	
X.	Commercial costs	-461		-563		-548	
XI.	Charges and taxes on non let properties	-527		-687		-915	
XII.	Property management costs	-635		-835		-1,327	
XIV.	General company costs	-1,824		-2,559		-3,075	
XV.	Other operating income and charges	46		341		971	
	Operating results before result on the portfolio	**31,966**		**33,969**		**41,671**	
XVI.	Result on disposals of investment properties		0		27		0
XVII.	Result on disposals of other non financial assets	-1		1		1	
XVIII.	Change in fair value of the investment properties						
	- positive		5,642		2,562		23,558
	- negative		-2,348		-2,860		-14,815
XIX.	Other result on portfolio		0		-536		-215
	Operating result	**31,965**	**3,294**	**33,970**	**-807**	**41,672**	**8,528**
	Financial result	**184**	**-490**	**-327**	**6,718**	**-2,477**	**1,823**
	Result before taks	**32,149**	**2,804**	**33,643**	**5,911**	**39,195**	**10,351**
	Corporate tax	-60	-141	-272	-427	-102	-53
	NET RESULT	**32,089**	**2,663**	**33,371**	**5,484**	**39,093**	**10,298**
	Profit per share (x €1)	5.09	0.42	5.29	0.87	5.63	1.49

Wereldhave Belgium distinguishes the direct and indirect results. This provides a clearer view of the Company's result. The direct result includes the rental income result, the property expenses, the general costs and the financial result. The indirect result includes the valuation result, the result on disposal of investment properties and other results (i.a. financial result) that are not allocated to the direct result. Such presentation is not required by IFRS Standards.

5 Segment information

The segmentation (offices and retail) reflects the approach of the Statutory Management Company on the assessment of the financial benefit and the allocation of resources and group activities. As Statuary Management Company, it operates as a 'chief operating decision maker'.

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

2015

X € 1,000		OFFICES	RETAIL	TOTAL
	Rent	9,676	37,068	46,744
	Indemnification for early termination of lease	148	517	665
	NET RENTAL INCOME	**9,823**	**37,586**	**47,409**
	Rental charges and taxes normally paid by the tenant on let properties	-152	-188	-340
IX.	Technical costs			-504
	Repairs	-220	-152	
	Compensation for total guarantees	-45	-47	
	Insurance premiums	-12	-28	
X.	Commercial costs			-548
	Agency commissions	-207	-162	
	Publicity	-31	-148	
XI.	Charges and taxes on non-let properties			-915
	Costs on non-let properties	-398	-329	
	Real estate tax on non-let properties	-134	-54	
XII.	(Internal) property management costs	-227	-1,100	-1,327
	PROPERTY OPERATING RESULTS	**8,397**	**35,378**	**43,775**
XIV/XV.	General company costs and other operating income and charges			-2,104
	Operating result before result on the portfolio			**41,671**
XVI.	Result on disposal of investment properties			0
XVII.	Result on disposals of other non financial assets			1
XVIII.	Variations in the fair value of investment properties			8,743
	Positive variations in the fair value of investment properties	2,654	20,904	
	Negative variations in the fair value of investment properties	-3,760	-11,055	
XIX.	Other result on portfolio	0	-215	-215
	Operating result			**50,200**
	Financial result			**-654**
	RESULT BEFORE TAXES			**49,546**

X € 1,000	OFFICES	RETAIL	TOTAL
Corporate tax			-102
Deferred taxes on market fluctuations of investment properties			-53
Tax			**-155**
NET RESULT			**49,391**
INVESTMENT PROPERTIES			
Investment properties excl. development projects			
Balance at 1 January	125,559	597,048	722,607
Investments	441	-701	-260
Acquisitions	0	0	0
Transfer from development to investment	0	0	0
Revaluation	-1,106	10,679	9,573
Balance on 31 December	**124,894**	**607,026**	**731,920**
Capitalised rent incentives	958	604	1,562
VALUE INVESTMENT PROPERTIES EXCL. DEVELOPMENT PROJECTS	**125,852**	**607,630**	**733,482**
Development projects			
Balance on 1 January		25,802	25,802
Investments		15,340	15,340
Disposals		0	0
Transfer from development to investment		0	0
Revaluation		-830	-830
Capitalised interest		235	235
BALANCE ON 31 DECEMBER		**40,547**	**40,547**

2014

	X € 1,000	OFFICES	RETAIL	TOTAL
	Rent	9,592	29,068	38,660
	Indemnification for early termination of lease	100	172	272
	NET RENTAL INCOME	**9,692**	**29,240**	**38,932**
	Rental charges and taxes normally paid by the tenant on let properties	-95	-43	-138
IX.	Technical costs			-522
	Repairs	-142	-222	
	Compensation for total guarantees	-67	-61	
	Insurance premiums	-11	-19	
X.	Commercial costs			-563
	Agency commissions	-228	-151	
	Publicity	-35	-149	
XI.	Charges and taxes on non let properties			-687
	Costs on non let properties	-425	-65	
	Real estate tax on non let properties	-159	-38	
XII.	(Internal) property management costs	-159	-676	-835
	PROPERTY OPERATING RESULTS	**8,371**	**27,816**	**36,187**
XIV/XV.	General company costs and other operating income and charges			-2,218
	Operating result before result on the portfolio			**33,969**
XVI.	Result on disposal of investment properties		27	27
XVII.	Result on disposals of other non financial assets			1
XVIII.	Variations in the fair value of investment properties			-298
	Positive variations in the fair value of investment properties	871	1,691	
	Negative variations in the fair value of investment properties	-213	-2,647	
XIX.	Other result on portfolio			-536
	Operating result			**33,163**
	Financial result			**6,391**
	RESULT BEFORE TAXES			**39,554**
	Corporate tax			-272
	Deferred taxes on market fluctuations of investment properties			-427
	Tax			**-699**
	NET RESULT			**38,855**

X € 1,000	OFFICES	RETAIL	TOTAL
INVESTMENT PROPERTIES			
Investment properties excl. development projects			
Balance on 1 January	124,440	380,882	505,322
Investments	462	955	1,416
Acquisitions	0	112,754	112,754
Transfer from development to investment	0	103,413	103,413
Revaluation	657	-956	-298
Balance on 31 December	**125,559**	**597,048**	**722,607**
Capitalised rent incentives	1,377	312	1,689
VALUE INVESTMENT PROPERTIES EXCL. DEVELOPMENT PROJECTS	**126,936**	**597,360**	**724,296**
Development projects			
Balance on 1 January		90,159	90,159
Investments		39,334	39,334
Disposals		-1,263	-1,263
Transfer from development to investment		-103,413	-103,413
Revaluation		0	0
Capitalised interest		985	985
BALANCE ON 31 DECEMBER		**25,802**	**25,802**

2013

X € 1,000		OFFICES	RETAIL	TOTAL
	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**
	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/XV.	General company costs and other operating income and charges			-1,778
	Operating result before result on the portfolio			**31,966**
XVII.	Result on disposals of other non financial assets			-1
XVIII.	Variations in the fair value of investment properties			3,294
	Positive variations in the fair value of investment properties	1,828	3,814	
	Negative variations in the fair value of investment properties	-1,441	-907	
	Operating result			**35,259**
	Financial result			**-306**
	RESULT BEFORE TAXES			**34,953**
	Corporate tax			-201
	Deferred taxes on market fluctuations of investment properties			
	Tax			**-201**
	NET RESULT			**34,752**

X € 1,000	OFFICES	RETAIL	TOTAL
INVESTMENT PROPERTIES			
Investment properties excl. development projects			
Balance on 1 January	122,298	377,503	499,801
Investments	1,755	455	2,210
Revaluation	387	2,924	3,311
BALANCE ON 31 DECEMBER	**124,440**	**380,882**	**505,322**
Development projects			
Balance on 1 January		55,244	55,244
Investments		34,305	34,305
Revaluation		-17	-17
Capitalised interest		626	626
BALANCE ON 31 DECEMBER		**90,159**	**90,159**

6 Investment properties

X € 1,000	2014	2015
INVESTMENT PROPERTIES EXCL. DEVELOPMENT PROJECTS		
Balance on 1 January	505,322	722,607
Transfer of development projects to investment properties	103,413	0
Acquisitions	112,754	0
Investments	1,416	-260
Revaluations	-298	9,573
Balance on 31 December	**722,607**	**731,920**
Book value of capitalised rent incentives	1,689	1,562
VALUE INVESTMENT PROPERTIES EXCL. DEVELOPMENT PROJECTS	**724,296**	**733,482**
DEVELOPMENT PROJECTS		
Balance on 1 January	90,159	25,802
Disposals	-1,263	0
Transfer of development projects to investment properties	-103,413	0
Investments	39,334	15,340
Revaluations	0	-830
Capitalised interest	985	235
BALANCE ON 31 DECEMBER	**25,802**	**40,547**
TOTAL INVESTMENT PROPERTIES	**750,098**	**774,029**

INVESTMENT PROPERTIES EXCLUDING DEVELOPMENT PROJECTS

Investments
The investments concern investments in the existing portfolio (2015: € -0.3 million; 2014: € 1.4 million).

Revaluations
The valuation result (2015: € 9.6 million; 2014: € -0.3 million) is the result of the positive and negative valuation result of the investment properties portfolio excluding development projects. The positive variation in the valuation of the investment property can be explained through a decrease of the initial yields of the commercial real estate in the investment market.

The investment properties portfolio was valued on 31 December 2015 by Cushman & Wakefield and CVBA Troostwijk-Roux, independent real estate experts

Rent-free periods and lease incentives
Rent-free periods or 'lease incentives' allowed to tenants, are amortized over the term of the lease, but not later than the first possibility of termination on the side of the tenant.

Capitalised rent-free periods or other lease incentives are amortized over the term of the lease contract and deducted from the rental income.

In order to avoid double counting, the rent-free periods and other lease incentives are deducted from the valuation result when determining the fair value of the investment properties' portfolio.

Valuation
Investment properties are valued at fair value. IFRS 13 defines the 'fair value' as the price that would be received if an asset was sold or as the price that would have to be paid to transfer a liability in an orderly transaction between market participants at the valuation date. Thus, the definition assumes a (hypothetical) transaction. So even if the company has the intention to use an asset rather than sell it, it determines the fair value based on the (hypothetical) selling price.

The fair value is based on the market rent minus the normative operation costs. In order to determine the fair value, the net capitalization factor and the net present value of the differences between the market rent and the contractual rent, of vacancy and of the necessary future investments, are determined for each object. The normative transaction costs (registration duties 10% – 12.5%) are deducted from this value.

DEVELOPMENT PROJECTS

Investments
The investments (€ 15.3 million) mainly concern the constructions that are related to the development of the retail park next to the shopping centre 'Les Bastions' in Tournai. The completion of the construction took place in the first quarter of 2016.

The project costs achieved related to the other development projects concern the preparation costs.

Revaluations
The property investments/property developments portfolio is valued according to cost price initially and subsequently according to fair value. If the fair value cannot be reliably determined, the development project is valued based on the historical cost price minus permanent depreciations (see point *3. Accounting policies*).

The negative revaluation (€ -0.8 million) can be ascribed to the retail park at Tournai and is due to the valuation method in which the transfer costs are deducted in full from the fair value (12.5%).

Capitalised interest
Interest (€ 0.2 million) that is directly attributable to a property development for which a substantial period is needed before it is ready for use is activated as part of the costs of the asset in question. The capitalised interest is calculated as the weighted average of the financing costs of the group or the financing costs of specific project financing.

The weighted average interest rate for 2015 was 1.19% (2014: 1.37%).

SENSITIVITY ANALYSIS

IN € MLN	TOTAL	VALUATION PARAMETERS 'FAIR VALUE' PUBLIC QUOTATION LEVEL 1	QUANTIFIABLE PARAMETERS LEVEL 2	UNQUANTIFIABLE PARAMETERS LEVEL 3
Assets measured at fair value				
Investment properties	733.5			733.5
Development projects	40.5			40.5
Available for sale				
Liabilities whose fair value is described				
Interest-bearing liabilities	209		209	

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

	RANGE	WEIGHTED AVERAGE
Hypothesis capitalisation of the market rent method		
Capitalisation factor	5 – 8%	5.80%
Market rent		
Retail	€ 200 – € 1,000	€ 235
Offices	€ 100 – € 200	€ 135
Hypothesis DCF		
Discount rate	5.75% – 7.2%	6.40%
Inflation %	2%	2%
Duration	10 year	10 year

The sensitivity of the fair value can be estimated as follows:

- The effect of an increase (decrease) of 1% of rental income leads to an increase (decrease) of the fair value of the portfolio of about € 8 mln;
- The effect of an increase (decrease) of the average initial yield of 25 basis points leads to a decrease (increase) of the portfolio of about € 18 mln.

7 Other tangible assets

X € 1,000	OFFICE EQUIPMENT	CARS	TOTAL
Balance on 1 January 2015	382	429	811
Purchases (+/-)	5	142	147
Disposals (+/-)		-59	-59
Depreciation (+/-)	-122	-123	-245
BALANCE ON 31 DECEMBER 2015	**265**	**389**	**654**
Balance on 1 January 2014	233	299	532
Purchases (+/-)	1,018	298	1,316
Disposals (+/-)	0	0	0
Depreciation (+/-)	-869	-168	-1,037
BALANCE ON 31 DECEMBER 2014	**382**	**429**	**811**

X € 1,000	2014	2015
Total purchase cost	2,314	2,101
Total depreciation	-1,503	-1,447
NET BOOK VALUE	**811**	**654**

Other tangible assets include plant, machinery and equipment as well as vehicles.

8 Financial assets

X € 1,000	2014	2015
Financial assets available for sale: real estate certificates		
Balance on 1 January	18,506	9,116
Requalification real estate certificates 'Basilix'	-9,872	-9,116
Revaluation (via shareholder's equity)	482	0
BALANCE ON 31 DECEMBER	**9,116**	**0**

X € 1,000	2014	2015
Realization real estate certificates		10,380
Value on 31 December		-9,116
Variation		559
REALIZED CAPITAL GAIN ON LIQUIDATION REAL ESTATE CERTIFICATES		**1,823**

The participation (17.8%) held in the listed real estate certificate 'Basilix' is in the liquidation phase. At 31 July 2015, the property was transferred to a third party investor. The disposal has been realized for € 64.8 mln, less transaction costs, and will be paid in full to the certificate holders. On 30 September 2015, N.V. Immo Basilix has paid an initial liquidation coupon of € 407.11 gross (withholding tax included) to the certificate holders.

The portfolio real estate certificates is valued at fair value on basis of the quoted market prices (IFRS 13)

Real estate certificates are securities representing claims with a proportional share in the incomes of a specific real estate property. The payable coupons include a part income and a part repayment of the capital.

9 Trade receivables and other non-current assets

X € 1,000	2014	2015
Loans	11	0
TOTAL	**11**	**0**

10 Current receivables

X € 1,000	2014	2015
Trade receivables – tenants	5,606	8,139
Tax receivables and other current assets	4,327	5,907
TOTAL	**9,933**	**14,046**

X € 1,000	2014	2015
Tax receivables and other current assets	**4,327**	**5,907**
Taxes		
Withholding tax to recover: Ring Shopping Kortrijk Noord	3,221	3,221
Withholding tax to recover: Basilix	222	2,295
Property tax to recover	105	236
VAT to recover	779	155

As it concerns very short term financing and the guarantees provided by the tenants (€ 12.9 mln), the fair value of the receivables (€ 8.1 mln) corresponds with the book value.

11 Cash and cash equivalents

X € 1,000	2014	2015
Bank	4,053	6,231
TOTAL	**4,053**	**6,231**

The heading 'Bank' gives an overview of the financial accounts at different financial institutions.

12 Share capital

X € 1,000	AMOUNTS	NUMBER OF SHARES
Issued capital		
On 31 December 2014	266,160	6,308,198
On 31 December 2015	292,774	6,939,017
Bearer shares and dematerialised shares without nominal value		
Registered		4,553,106
Dematerialised		2,385,911
TOTAL ON 31 DECEMBER 2015		**6,939,017**
Issue premiums		
On 31 December 2014	27,759	
Addition following the capital increase on 16 February 2015	22,804	
ON 31 DECEMBER 2015	**50,563**	

Shareholders

Of the 6,939,017 shares in circulation at 31 December 2015, 36.38% were held by Wereldhave N.V. 33.20% by N.V. Wereldhave International and 30.42% 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 € 292,773,778.51. This authorisation has been renewed on 16 February 2015 and is valid for five years.

The issue of new shares with preferential subscription rights (€ 50 mln) was successfully completed on 16 February 2015. The costs (€ 0.6 ml) related to the capital increase were fully allocated to the issue premiums. The new shares (630,819) are entitled to dividends as from 1 January 2015.

HISTORY OF THE CAPITAL

DATE	OPERATION	CAPITAL MOVEMENT (€ X 1,000)	TOTAL CAPITAL AFTER OPERATION (€ X 1,000)	NUMBER OF CREATED SHARES	TOTAL NUMBER OF SHARES
15 January 1998	Incorporation	172,750	172,500	5,234,636	5,234,636
14 May 1999	Merger by absorption of Groter Berchem plc	52,469	224,969	97,311	5,331,947
11 April 2012	Merger by absorption of Redevco Retail Belgium plc	41,191	266,160	976,251	6,308,198
16 February 2015	Capital increase in cash	26,614	292,774	630,819	6,939,017
Issue premiums					
11 April 2012	Merger by absorption of Redevco Retail Belgium plc	27,759			
16 February 2015	Capital increase in cash	22,804			
ON 31 DECEMBER 2015		**50,563**			

13 Variations in the fair value of financial assets and liabilities

X € 1,000	2014	2015
Financial assets available for sale		
Situation on 1 January	3,407	565
Revaluation	3,386	-6
Processing of the revaluation in the result due to realization	-6,228	-559
SITUATION ON 31 DECEMBER	**565**	**0**

At 31 Decembre 2015, the real estate certificate is in liquidation phase (see note 8).

14 Pension obligations

X € 1,000	2014	2015
Net liability on 1 Januari	787	1,372
Movements in liabilities	585	-140
NET LIABILITY ON 31 DECEMBER	**1,372**	**1,232**

Within the framework of a 'Defined benefit plan' for the benefit of the staff 50.4 FTE (2014: 44.62 FTE) a provision was created of € 1.2 million (2014: € 1.4 million). All defined benefit plans are financed externally via a collective insurance contract. All plans comply with the regulatory frameworks and minimum financing requirements, these were reviewed on 31 December 2015.

The provision has been recalculated by an external actuary. The actuarial assumptions are in line with the market, and the main assumptions include the discount rate (1.15%), expected future salary increases (2.0%) and expected inflation (2.0%.) No specific assets were used for these liabilities.

15 Long-term financial debts

Wereldhave Belgium has five committed credit lines (revolving credits) amounting to € 274.5 million, € 146 million of which was used at the end of 2015. The average interest rate for 2015 was 1.19% (2014: 1.37%).

The fair value does not differ from the nominal value since it concerns short-term prepayments with variable interest rate.

It concerns credit facilities for which no guarantees have been provided.

The renewed withdrawal of external credit facilities that had not been used for 2015 (to replace intra-group financing) was given in by the result of an analysis regarding cash flow needs and the absence of specific short-term investment files.

IN € MLN	COMMITTED AMOUNT	CALLED UP BY 31 DECEMBER 2014**	CALLED UP BY 31 DECEMBER 2015**	MATURITY
Borrower				
Wereldhave NV*	150	119	22	31/07/2019
Wereldhave NV*	14.5	0	14	18/08/2019
BNP Paribas Fortis	30	0	30	11/04/2017
ING	30	0	30	17/04/2018
ING	50	50	50	1/04/2019
TOTAL	**274.5**	**169**	**146**	

(*) Wereldhave NV holds on 31 December 2015, directly and indirectly 69.58% of the outstanding shares of the Company.
(**) These amounts are not cumulative.

Sensitivity analysis

A change (+/-) of the financial market interest rate by 1% has an effect of € 1.5 million on the direct result and the equity capital (€ 0.2 per share).

16 Rent guarantees received

X € 1,000	2014	2015
Guarantee tenants	247	396
NET BOOK VALUE	**247**	**396**

17 Authorised hedging instruments

The Company currently has performed one Interest Rate Swap regarding the ING loan amounting to € 50 million (final expiry date 1 April 2019).

X € 1,000	NOMINAL AMOUNT	INTEREST RATE	BALANCE AT 31/12/2015
Maturity			
Start date: 22/10/2014	€ 50 mln	1.51%	€ -0.7 mln
End date: 01/04/2019			

By performing this Interest Rate Swap, the variable interest rate (Euribor – 3 months + margin) is converted to a fixed interest rate until the final expiry date of the credit facility. Thus, this financial instrument is considered a 'cash flow hedge' as stipulated in IAS 39 § 86 (b). This concerns a full effective hedge, processed completely in the statement of comprehensive income.

18 Deferred taxes

X € 1,000	2014	2015
Deferred taxes	1,693	1,730

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

19 Current liabilities

X € 1,000	2014	2015
Credit institutions	0	63,000
Other loans	14,500	0
Other current financial liabilities	1,473	1,417
Trade payables	82,641	6,222
Taxes, remunerations and social security contributions	870	1,234
Rental income received in advance	866	2,082
Other accrued charges and deferred income	2,582	3,604
TOTAL	**102,932**	**77,559**

Credit institutions: Wereldhave Belgium has a committed credit line (revolving credit) of € 60 million with a duration until 2016, which was withdrawn entirely by the end of 2015. The withdrawals take place according to a variable interest rate. For 2015, the weighted average interest rate was 1.19% (2014: 1.37%). The fair value does not differ from the nominal value since it concerns short-term prepayments with variable interest rate.

It concerns a credit facility for which no guarantees have been provided.

The Company also has a non-committed credit line amounting to € 26 million without expiry date with BNP Paribas Fortis, € 3 million of which was withdrawn by the end of 2015.

IN € MLN	COMMITTED AMOUNT	CALLED UP BY 31 DECEMBER 2014	CALLED UP BY 31 DECEMBER 2015	MATURITY
Borrower				
BNP Paribas Fortis	60	0	60	30/04/2016
Wereldhave NV*	14.5	14.5	0	18/08/2019
TOTAL	**74.5**	**14.5**	**60**	

IN € MLN	UNCOMMITTED AMOUNT	CALLED UP BY 31 DECEMBER 2014	CALLED UP BY 31 DECEMBER 2015	MATURITY
Borrower				
BNP Paribas Fortis	26	0	3	N/A
TOTAL	**26**	**0**	**3**	

(*) Wereldhave NV holds on 31 December 2015, directly and indirectly 69.58% of the outstanding shares of the Company.

Other current financial debts (€ 1.4 million)

The dividends of previous financial years that have not been collected yet (€ 64k), deferred charges (€ 1.3 million; RREC € 0.5 million, Wereldhave Belgium Services € 0.8 million), inter-company interest payable (€ 18k).

Suppliers

The trade payables (€ 6.2 million) concern the short-term liabilities related to investments, development projects and current supplier obligations. Per object, the obligations are assigned as follows:

Remaining investment commitment Tournai Retail Park	3,876
Remaining investment commitment shopping centre Genk 'Shopping 1'	797
Remaining investment commitment shopping centre Kortrijk	134
Remaining investment commitment office building Antwerpen	115
Various suppliers	1,300
	6,222

Taxes, remunerations and social charges (€ 1.2 million)

Taxes (€ 0.3 million), remunerations and social charges (€ 0.9 million).

Property yields received in advance (€ 2.0 million)

Rental incomes received with regard to the following calendar year.

Other accruals (€ 3.6 million)

This concerns the accruals related to general company expenses and real estate charges.

20 Rental income

X € 1,000	2014	2015
Rental income	39,965	48,260
Rent reductions	-1,305	-1,516
RENT	**38,660**	**46,744**
Indemnification for early termination of lease	272	665
NET RENTAL INCOME	**38,932**	**47,409**

The rental income is spread among about 500 (trade) leases, held with national and international retailers and leading companies.

Office and retail space are the object of (trade) lease contracts with various expiry dates. Rents are adjusted based on the health index annually. The lease agreements determine the rent, the rights and obligations of the tenant and lessor, termination and renewal conditions and any common charges. Passing on of charges is not included in the rental income.

Lease incentives are spread over the period from the start of the lease contract until the first possibility of termination by the contracters.

Rent loss as a result of vacancy, expressed as a percentage of theoretical rent amounted to 5.9%.

The five main tenants represent 18.1% of the total rental income.

The future aggregate contractual rent from lease agreements on 31 December 2015 is as follows

X € 1,000	2014	2015
Year 1	37,043	45,410
Year 2 – year 4	85,510	108,557
Year 5	20,676	31,420
NET BOOK VALUE	**143,229**	**185,387**

21 Recovery of rental charges and taxes normally paid by the tenant on let properties

X € 1,000	2014	2015
Recovery of rental charges paid by the owner	4,799	8,376
NET BOOK VALUE	**4,799**	**8,376**

This amount includes the recharging of the common charges (€ 6,9 mln) and of promotional costs (€ 1,4 mln) as contractually stipulated in the lease agreement.

22 Rental charges and taxes normally paid by the tenant on let properties

X € 1,000	2014	2015
Rental charges paid by the owner	-4,937	-8,716
NET BOOK VALUE	**-4,937**	**-8,716**

This amount includes the common charges (€ 7.2 mln) and promotional costs (€ 1.5 mln).

23 Property charges

X € 1,000	2014	2015
Technical costs	1,012	1,231
Commercial costs	563	548
Property tax due to vacancy	197	188
Management costs	835	1,327
NET BOOK VALUE	**2,607**	**3,294**

Technical costs comprise the recurring maintenance (€ 464k), the insurance premiums (€ 40k) and the costs of vacancy (€ 727k).

Commercial costs comprise the agent fees (€ 369k) and the publicity costs (€ 179k).

24 General costs

X € 1,000	2014	2015
STAFF COSTS		
Salaries	1,707	1,912
Social security	583	962
Allocation salary cost to development projects	-1,871	-2,345
Profit sharing	433	628
Pension and insurance costs	492	423
Other staff costs	154	241
Subtotal staff costs	**1,498**	**1,821**
Allocated to management/property charges (22%)	-329	-401
TOTAL STAFF COSTS	**1,169**	**1,420**
OTHER COSTS		
Audit fees	177	199
Advisory fees	567	809
Other costs	1,038	1,114
Subtotal other costs	**1,782**	**2,122**
Allocated to management/property charges (22%)	-392	-467
TOTAL OTHER COSTS	**1,390**	**1,655**
OTHER OPERATING INCOME AND CHARGES		
Other income	-746	-1,451
RREC costs	62	232
Investment fund tax	457	383
Subtotal other operating income and charges	**-227**	**-836**
Allocated to management/property charges (22%)	-114	-135
TOTAL OTHER OPERATING INCOME AND CHARGES	**-341**	**-971**
TOTAL GENERAL COSTS	**2,218**	**2,104**

The apportionment key for assigning general expenses to property charges

For 2015, 22% (2014: 22%) of the general expenses (2015: € 1.0 million, 2014: € 0.8 million) has been assigned to management/ property charges. This apportionment key has been computed normatively and applied to the respective tasks of the employees and the other general expenses.

Pension costs

The pension costs contain the premium for the pension schemes of employees.

Staff

As per 31 December, an average of 50.4 FTE was employed. The profit sharing, paid out to employees, is based on the following indicators: occupancy, property charges, management fees, sustainability and like-for-like rental growth. For each indicator, an objective has been set. The score compared to the objectives determines the result.

Management Company

The remuneration of the Management Company is fixed at € 120,000.

Wereldhave Belgium NV does not own any shares or options in the Company and/or Wereldhave Belgium NV. Except for Mr. Luc Plasman (200 shares), the other members of the Board of Directors of the Management Company do not own any shares. The Company has not provided any loans, advances or guarantees to Wereldhave Belgium NV, nor to the members of the Board of Directors.

25 Result disposals of investment properties and valuations differences

X € 1,000	2014	2015
Result on disposals of other non financial assets	0	1
Result on disposals of investment property	27	0
Positive revaluation	2,562	23,558
Negative revaluation	-2,860	-14,815
Other result on portfolio	-536	-215
NET BOOK VALUE	**-807**	**8,529**

26 Financial result

X € 1,000	2014	2015
Financial income		
Interests received (coupon real estate certificate Basilix)	1,298	559
Net results on disposals of financial assets	6,228	1,823
	7,526	2,382
Interest costs	-1,541	-2,960
Other	-84	-76
Variations in the fair value of financial assets and liabilities	490	0
TOTAL	**6,391**	**-654**

The net capital gain realised on the sale of financial tangible assets concerns the capital gain realised from the sale of real estate certificate Basilix (€ 1.8 million). The interest charges (€ 3.0 million) include the interest paid on cash management of the company.

27 Taxes on result

Corporate income tax is calculated based on any exceptional and favourable advantages and rejected expenses.

The subsidiaries are subject to the common tax regime and may therefore need to pay corporate tax under the normal regime.

X € 1,000	2014	2015
Corporate tax	-272	-102
Deferred tax on market fluctuations of investment property	-427	-53
TOTAL	**-699**	**-155**

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.

28 Result per share

The result per share is calculated based on the total profit after tax and the average number of shares held in the year (2015: € 7.12; 2014:€ 7.12 million; 2014: € 6.16). No financial instruments have been issued that are convertible into shares.

The weighted average of the number of shares held as per 31 December 2015 was 6,939,017.

29 Dividend

After the balance sheet date, the Board of Directors of the Management Company has proposed to pay out an amount of € 34.0 million (2014: € 29.0 million), i.e. a gross dividend of € 4.90; net € 3.577 (2014: € 4.60 – € 3.45) per share. No provision has been made in the consolidated annual accounts for the dividend.

Calculation of the dividend is done in accordance with the relevant legislation (Royal Decree of 13 July 2014).

DETERMINATION OF THE AMOUNT OF MANDATORY DIVIDEND DISTRIBUTION

X € 1,000	2014	2015
Net result	**38,285**	**48,832**
Depreciation	119	141
Other non-monetary elements	46	215
Result on disposal of real estate properties	-6,228	-1,823
Variation in the fair value of real estate properties	799	-8,513
Corrected result for mandatory distribution	**33,021**	**38,852**
Minimum result to be distributed (80%)	26,417	31,082
Operating result allocated to dividend distribution	29,018	34,001
Operating result allocated to dividend distribution/per share	4.60	4.90

The corrected result does not need to be further modified for any possible non-exempt gain on disposals of property investments or debt reductions. As a result, the corrected result equals the amount that is eligible for the mandatory payment of 80% according to article 45, 2º of the RREC Law.

30 Article 617 of the Companies Code

The amount, as referred to in article 617 of the Belgian Companies Code, of paid-up capital or, if this amount is higher, the called-up capital, plus all reserves which, pursuant to the law or the articles of association, may not be distributed, is determined in Chapter 4 of annex C of the Royal Decree of 13 July 2014.

DETERMINATION OF THE AMOUNT IN ACCORDANCE WITH ARTICLE 617 OF THE COMPANY CODE

X € 1,000	2014	2015
Non-distributable elements of shareholders' equity for profit distribution		
Capital	266,160	292,774
Issue premiums	27,759	50,563
Legal reserve	0	0
Reserve for the balance of changes in fair value of real estate properties	108,741	107,943
Reserve for the balance of changes in fair value of authorised hedging instruments subject to hedge accounting	-494	-733
Reserve for the balance of changes in fair value of financial assets available for sale	565	0
Reserve for actuarial gains and losses of defined pension schemes	0	0
Result of the financial year which, pursuant to chapter 4 of annex C of the Royal Decree of 13 juli 2014, is to be allocated to non-distributable reserve		
Transfer of the result on portfolio to the reserve for the balance of changes in fair value of real estate properties	-799	8,513
TOTAL NON-DISTRIBUTABLE SHAREHOLDERS' EQUITY	**401,932**	**459,060**
Shareholders' equity	**500,291**	**568,782**
Proposed dividend distribution	**29,018**	**34,001**
Number of shares	**6,308,198**	**6,939,017**
Remaining reserves after distribution	**69,341**	**75,721**

31 Determining the debt ratio

X € 1,000	STATUTORY BALANCE SHEET	CONSOLIDATED BALANCE SHEET
Total items 'Liabilities' in the balance sheet	**223,177**	**227,650**
I. Non-current liabilities	148,261	150,091
A. Provisions	-1,132	-1,232
C. Other non-current financial liabilities – Authorised hedging intruments	-733	-733
F. Deferred taxes – liabilities	-	-1,730
II. Current liabilities	74,916	77,559
A. Provisions		
C. Other current financial liabilities – Authorised hedging intruments		
F. Accrued charges and deferred income	-4,218	-5,686
Total 'Liabilities' considered for the calculation of the debt ratio (numerator):	**217,094**	**218,269**
Total 'Assets' in the balance sheet	**791,959**	**794,960**
Authorized hedging instruments recorded under assets		
Total 'Assets' taken into account for the calculation of the debt ratio (denominator):	**791,959**	**794,960**
DEBT RATIO	**27.4%**	**27.5%**

32 Transactions with group companies

The remuneration of the Management Company, Wereldhave Belgium NV, is determined by the General Meeting of Shareholders and has been set at € 120,000 (excl. VAT).

Credit facilities (revolving credits) provided by the FBI according to Dutch law Wereldhave N.V. to the Comm. VA Wereldhave Belgium.

- On 31 July 2014, Wereldhave NV has a credit facility amounting to € 150 million granted for a period of 5 years. As per 31 December 2015, € 22 million has been withdrawn by the Company.
- On 18 August 2014, Wereldhave NV has an additional credit facility amounting to € 14.5 million granted for a period of 5 years. As per 31 December 2015, € 14 million has been withdrawn by the Company.

Both credits were granted according to conditions that are in line with the market (Euribor + 120 Bps and Euribor + 80 Bps respectively).

Except from the decreed dividends and the above-mentioned transactions, there have been no other transactions with other group companies in 2015.

33 Events having occurred after the end of the financial year

In close consultation with the Board of Directors of the Management Company, Mr. Luc Plasman decided to end his activities as a director and Managing Director of the Management Company as at 30 June 2016. He will be succeeded as Managing Director by Mr. Kasper Deforche, subject to FSMA approval, starting from 1 July.

Mr. Plasman remains available as an adviser to the Company until 31 October 2016.

Except for the above-mentioned, no significant events occurred after 31 December 2015 that could be of influence to the present financial report or that should be mentioned in it.

34 List of consolidated companies (x € 1,000)

The companies below were incorporated into the consolidation according to the full consolidation method:

COMPANY	ADDRESS	COMPANY NUMBER	INVESTMENTS IN AFFILIATED ENTERPRISES (X € 1,000)	HELD PART OF CAPITAL (IN %)
Joseph II plc	Medialaan 30 B 6, 1800 Vilvoorde	BE 0472,903,308	62	99.84%
Immo Guwy plc	Medialaan 30 B 6, 1800 Vilvoorde	BE 0404,024,004	8,463	100%
Waterloo Shopping Ltd.	Medialaan 30 B 6, 1800 Vilvoorde	BE 0452,882,013	208	100%
Vastgoed Halle plc	Medialaan 30 B 6, 1800 Vilvoorde	BE 0833,597,511	31	50%
W.B.P.M. plc	Medialaan 30 B 6, 1800 Vilvoorde	BE 0833,792,402	62	99%
Wereldhave Belgium Services plc	Medialaan 30 B 6, 1800 Vilvoorde	BE 0422,120,838	1,503	99.52%
			10,329	

Except for Wereldhave Belgium Services NV, the administration of these companies is done by the Company in its role as parent company

J-II NV

J-II NV, with its registered offices at Medialaan 30, box 6, 1800 Vilvoorde, and with company number 0472.903.308, was established on 29 September 2000 within the framework of the sale to Fortis Bank NV of the amount of ground rent paid under the agreement dated 11 May 2000 in which Wereldhave Belgium Comm. VA provided a long-term lease of 27 years to the European Union for a property located at 1000 Brussels, Joseph II-laan 26-30. At the moment of establishment, bare ownership of this property was included in the capital of J-II NV and its shares were pledged in favour of Fortis Bank NV. This company has no activities, other than being the holder of the residual ownership rights of the above-mentioned property.

The value of the residual property rights of this property located at Joseph-II laan 26-30, 1000 Brussels equals € 1 for J-II NV, since J-II NV has granted the long leaseholder (the European Union) a purchase option for acquisition of the residual ownership rights, plus the non-expired annual amount of ground rent due from the date of exercising the option until 10 May 2027, whereby the long leaseholder (the European Union) can exercise the purchase option in the second quarter of the year 2026 upon payment of € 1, to be increased by the not yet expired annual ground rent due as from the date of exercising the purchase option until 10 May 2027, as a result of which the long leaseholder will become the full owner of the property starting from 30 September 2027. The de facto expectation is that the long leaseholder (the European Union) will exercise the purchase option in the second half of the year 2026 of the long lease right (i.e. 2027), with the result that it is thus correct from an accounting point of view that the current book value of the residuary ownership rights of this property located at Joseph-II laan 26-30, 1000 Brussels for J-II NV equals € 1 (i.e. the purchase price due from the long lease giver (the European Union) upon exercising the purchase option during the period from 1 July 2026 – 31 December 2026). In addition, it can be stated that J-II NV has no other obligations towards the long leaseholder (i.e. the European Union) within the framework of this transaction or towards BNP Paribas Fortis as the purchaser of the ground rent amount of the long leasehold agreement.

Waterloo Shopping BVBA and Immo Guwy NV

Waterloo Shopping BVBA, with its registered offices at Medialaan 30, 1800 Vilvoorde and with company number 0452.882.013, and Immo Guwy NV, with its registered office at Medialaan 30, 1800 Vilvoorde, and with company number 0404.024.004 are two project companies that are active within the framework of modernisation and expansion to 10,000 m^2 of a open space shopping centre in Waterloo with underground parking garage and 52 apartments in the centre of Waterloo. Immo Guwy NV will develop the retail and parking part that forms part of a residential, retail and parking project at the previous 'Delhaize site' in Waterloo, which is part of the block between Chaussée de Bruxelles, Avenue Reine Astrid, Avenue de l'Ange and Rue Maurice Verbeeck; Waterloo Shopping BVBA will develop the residential part. Currently, the necessary action is being taken so that the necessary permits (planning, environmental and socio-economic permits) can be obtained. Possible start of works will take place immediately after the permits are obtained, which is expected to be mid-2017. The completion of the constructional project of the multi-functional urban project is expected to be at the end of 2019. The investment amount of this development is estimated at about € 55 million.

Vastgoed Halle NV

Vastgoed Halle NV, with its registered office at Medialaan 30, 1800 Vilvoorde and with company number 0833.597.511, was established on 8 February 2011 in the context of the possible realisation of a inner city shopping development and underground car park in Halle (the possible development is located in Halle, next to Arkenvest, Basiliekstraat and Molenborre). Wereldhave Belgium Comm. VA has stopped the procedures for obtaining the permits. Within this context, the land positions were sold on 30 January 2014. The Company currently no longer has any liabilities with regard to Vastgoed Halle NV. The company currently no longer owns any assets and will be liquidated or given a different purpose in the near future.

WBPM NV

WBPM NV, with registered office at Medialaan 30, 1800 Vilvoorde and with company number 0833.792.402 is an ad hoc company that was established on 8 February 2011. The limited operational activity is coming to an end and consists solely of the administrative, legal and technical services of a limited number of property projects of ING REDH Belgium NV that have not been taken over by Wereldhave Belgium Comm. VA.

Wereldhave Belgium Services NV

Since July 2014, the Company owns 99.52% of the shares of Wereldhave Belgium Services NV, which acts as a property and asset manager of the Company's investment properties portfolio.

35 Investment obligations

IN € MLN	TOTAL INVESTMENT	CAPEX TO 31/12	RECEPTION
Committed			
Tournai Retail Park	17.8	14.6	1st quarter 2016
TOTAL	**17.8**	**14.6**	
Uncommitted			
Tournai extension	55	5.7	2017/2018
Waterloo	53	25	2019
Belle Ile	50	1.2	2017
TOTAL	**158**	**31.9**	

The investment cost that concerns:

1. the expansion and structural renovation of the shopping centre 'Les Bastions' in Tournai;
2. the redevelopment of the inner city shopping centre in Waterloo;
3. the expansion of the shopping centre 'Belle-Ile' in Liège

is estimated at € 158 million (incl. VAT).

The company will only be legally bound when the contractors are contracted.

36 Remuneration of the auditor

The remuneration concerning the auditing activities for 2015 amounted to € 79,850 excl. VAT and for non-audit activities € 86,250 excl. VAT. No other remuneration was paid. In accordance with article 133, §6, 1º of the Companies Code, the Audit commission decided on 23 January 2015 to derogate from the one-for-one rule by applying the two-for-one rule.

37 Branches

The company has no branches.

38 Research and development

Due to the nature and specific activities of the company, there are no activities that relate to research or development.

39 Lawsuits and arbitration

The Company, as a defendant or a plaintiff, is involved in a small number of lawsuits which the Company generally feels are not likely to have a major impact on the financial position or the profitability of the Company, either because the sums which are at issue are relatively insignificant or because the risk of a judgement against the Company is minor.

40 Dematerialization of the shares

Referring to the law of 14 December 2005 concerning abolition of bearer securities, a total of 2,061 bearer shares of which the holders have not made themselves known on 3 September 2015 have been sold by the Company on the regulated market of Euronext Brussels.

The average selling price was € 96.47. The financial services of BNP Paribas Fortis NV were used for the sale. The auditor has reported on the fulfilment of the obligations in this context.

The net income from the sale of these bearer securities has been transferred to the Deposit and Consignation Office in Brussels.

Auditor's Report

Statutory auditor's report to the general shareholders' meeting on the consolidated accounts for the year ended 31 December 2015

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 2015, the consolidated profit and loss account and 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 consolidated statement of financial position amounts to '000' € 794,960 and the consolidated profit and loss account shows a positive net result for the year of '000' € 49,391.

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 2015 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, 11 March 2016

The Statutory Auditor
PwC Bedrijfsrevisoren BCVBA
Represented by

Damien Walgrave
Bedrijfsrevisor

Statutory statement

Statutory statement of financial position

ASSETS

on 31 December

X € 1,000		2014	2015
I.	**NON-CURRENT ASSETS**		
C.	Investment properties	730,513	753,626
		730,513	**753,626**
D.	Other tangible assets	534	460
E.	Financial non-current assets		
	Assets available for sale		
	Real estate certificates	9,116	0
	Investments in affiliated enterprises	10,329	10,329
	Amounts receivable from affiliated enterprises	11,371	11,442
G.	Trade receivables and other non-current assets	11	0
		31,361	**22,231**
II.	**CURRENT ASSETS**		
D.	Trade receivables	4,249	6,235
E.	Tax receivables and other current assets	3,984	5,751
F.	Cash and cash equivalents	2,120	4,116
		10,353	**16,102**
	TOTAL ASSETS	**772,227**	**791,959**

SHAREHOLDER'S EQUITY

on 31 December

X € 1,000		2014	2015
A.	Capital	266,160	292,774
B.	Issue premiums	27,759	50,563
C.	Reserves		
b.	Reserve for the balance of changes in fair value of real estate properties	108,741	107,943
d.	Reserve for the balance of changes in fair value of authorised hedging instruments subject to hedge accounting	-494	-733
i.	Reserve for the balance of changes in fair value of financial assets available for sale	565	0
j.	Reserve for actuarial gains and losses of defined pension schemes	-948	-885
n.	Accumulated result	60,223	70,288
D.	Net result of the year	38,285	48,832
		500,291	**568,782**

LIABILITIES

on 31 December

X € 1,000		2014	2015
I.	**NON-CURRENT LIABILITIES**		
A.	**Provisions**		
	Pensions	1,234	1,132
B.	**Non-current financial liabilities**		
a.	Credit institutions	50,000	110,000
c.	Other		
	Other loans	119,000	36,000
	Rent guarantees received	247	396
C.	**Other non-current financial liabilities**		
	Authorised hedging intruments	494	733
		170,975	**148,261**
II.	**CURRENT LIABILITIES**		
B.	**Current financial liabilities**		
a.	Credit institutions	0	63,000
c.	Other		
	Other loans	14,500	0
	Other	546	602
D.	**Trade payables and other current liabilities**		
b.	Other		
	Suppliers	82,618	6,024
	Taxes, remunerations and social security contributions	550	1,072
F.	**Accrued charges and deferred income**		
	Real estate income received in advance	841	1,970
	Other	1,906	2,248
		100,961	**74,916**
	TOTAL SHAREHOLDER'S EQUITY AND LIABILITIES	**772,227**	**791,959**
	Net asset value per share (x € 1)	**79.31**	**81.97**

Statutory profit and loss account

on 31 December

X € 1,000		2014	2015
I.	**Rental income**		
	Rent	37,810	45,882
	Indemnification for early termination of lease	270	665
	Net rental income	**38,080**	**46,547**
V.	**Recovery of rental charges and taxes normally paid by the tenant on let properties**	1,330	1,439
VII.	**Rental charges and taxes normally paid by the tenant on let properties**	-1,467	-1,779
		-138	**-339**
	PROPERTY RESULT	**37,942**	**46,208**
IX.	**Technical costs**		
	Recurrent technical costs		
	Repairs	-355	-351
	Compensation for total guarantees	-128	-92
	Insurance premiums	-30	-40
		-513	**-483**
X.	**Commercial costs**		
	Agency commissions	-379	-370
	Publicity	-184	-173
		-563	**-543**
XI.	**Charges and taxes on non-let properties**		
	Costs on non let properties	-490	-727
	Real estate tax on non let properties	-194	-184
		-684	**-910**
XII.	**Property management costs**		
	(Internal) property management costs	-685	-1,007
		-685	**-1,007**
	Property charges	**-2,445**	**-2,943**
	PROPERTY OPERATING RESULTS	**35,497**	**43,265**
XIV.	**General company costs**		
	Staff costs	-808	-623
	Other	-1,219	-1,316
XV.	**Other operating income and charges**	-264	-265
		-2,291	**-2,204**
	OPERATING RESULTS BEFORE RESULT ON THE PORTFOLIO	**33,206**	**41,060**

X € 1,000		2014	2015
XVI.	**Result on disposals of investment properties**		
	Net property sales (selling price – transaction costs)	751	0
	Book value of the property sold	-751	0
		0	**0**
XVII.	**Result on disposals of other non financial assets**		
	Net sales of other non-financial assets (sale price – transaction costs)	-6	-4
		-6	**-4**
XVIII.	**Variations in the fair value of investment properties**		
	Positive variations in the fair value of investment properties	2,062	23,328
	Negative variations in the fair value of investment properties	-2,860	-14,815
		-799	**8,513**
XIX.	**Other result on portfolio**	-536	-215
		-536	**-215**
		-1,340	**8,294**
	OPERATING RESULT	**31,866**	**49,354**
XX.	**Financial income**		
	Interests and dividends received	1,293	552
	Net results on disposals of financial assets	6,228	1,823
XXI.	**Net interest charges**		
	Nominal interest charges on loans	-1,336	-2,734
XXII.	**Other financial charges**		
	Bank charges and other commissions	-83	-74
XXIII.	**Variations in the fair value of financial assets and liabilities**		
	Other	490	0
	Financial result	**6,593**	**-432**
	RESULT BEFORE TAX	**38,459**	**48,922**
XXIV.	**Corporate tax**		
	Corporate tax	-174	-90
	Tax	**-174**	**-90**
	NET RESULT	**38,285**	**48,832**
	Result per share (x € 1)	**6.07**	**7.04**
	Diluted result per share (x € 1)	**6.07**	**7.04**

Statement of comprehensive income

on 31 December

X € 1,000		2014	2015
I.	**NET RESULT**	38,285	48,832
II.	**OTHER COMPREHENSIVE INCOME**		
	Items taken in the result		
B.	Changes in the effective part of the fair value of authorised cash flow hedge instruments as defined under IFRS	-494	-239
C.	Changes in the fair value of financial assets available for sale	-2,843	-565
	Items not taken in the result		
E.	Actuarial gains and losses of pledged pension schemes	-390	63
		-3,727	-741
	COMPREHENSIVE INCOME (I + II)	**34,558**	**48,091**

Statutory statement of movements in equity

X € 1,000	NOTES	SHARE CAPITAL	ISSUE PREMIUMS	LEGAL RESERVE	RESERVE FOR THE BALANCE OF CHANGES IN FAIR VALUE OF REAL ESTATE PROPERTIES
BALANCE ON 1 JANUARI 2014		266,160	27,759	0	105,561
Variations in the fair value of hedging instruments					
Variations in the fair value of financial assets available for sale	a				
Transfer from reserves					
Provisions for pensions					
Other					
Net result					
Transfer of the result on the portfolio to reserve for the balance of changes in fair value of real estate properties					3,180
Dividend over 2013	b				
BALANCE ON 31 DECEMBER 2014		**266,160**	**27,759**	**0**	**108,741**
BALANCE ON 1 JANUARI 2015		266,160	27,759	0	108,741
Capital increase		26,614			
Issue premiums			22,804		
Variations in the fair value of hedging instruments					
Variations in the fair value of financial assets available for sale	c				
Transfer from reserves					
Provisions for pensions					
Other					
Net result					
Transfer of the result on the portfolio to reserve for the balance of changes in fair value of real estate properties					-798
Dividend over 2014	d				
BALANCE ON 31 DECEMBER 2015		**292,774**	**50,563**	**0**	**107,943**

Notes
a Variations in the fair value of financial assets available for sale
Revaluation real estate certificates: -2,843
b Dividend paid 2013
€ 4.40 (net € 3.30) per share: -27,757
c Variations in the fair value of financial assets available for sale
Revaluation real estate certificates: -565
d Dividend paid 2014
€ 4.60 (net € 3.45) per share: -29,018

RESERVE FOR THE BALANCE OF CHANGES IN FAIR VALUE OF AUTHORISED HEDGING INSTRUMENTS SUBJECT TO HEDGE ACCOUNTING	RESERVE FOR THE BALANCE OF CHANGES IN FAIR VALUE OF FINANCIAL ASSETS AVAILABLE FOR SALE	RESERVE FOR ACTUARIAL GAINS AND LOSSES OF DEFINED PENSION SCHEMES	OTHER RESERVES	ACCUMULATED RESULT	NET RESULT OF THE YEAR	TOTAL
0	3,408	-558	0	91,160		493,490
-494						-494
	-2,843					-2,843
						0
		-390				-390
						0
					38,285	**38,285**
				-3,180		
				-27,757		-27,757
-494	**565**	**-948**	**0**	**60,223**	**38,285**	**500,291**
-494	565	-948	0	98,508		500,291
						26,614
						22,804
-239						-239
	-565					-565
						0
		63				63
						0
					48,832	**48,832**
				798		
				-29,018		-29,018
-733	**0**	**-885**	**0**	**70,288**	**48,832**	**568,782**

PROFIT APPROPRIATION (IN ACCORDANCE WITH THE SCHEDULE SET OUT IN SECTION 4 OF PART 1 CHAPTER 1 OF APPENDIX C FROM THE ROYAL DECREE OF 13 JULY 2014)

X € 1,000		2014	2015
A.	**Net result**	**38,285**	**48,832**
B.	**Transfer to/from reserves**	**799**	**-8,513**
	Transfer to/from reserve for the balance of changes in fair value of real estate properties		
	Financial year	799	-8,513
C.	**Return on capital**	**29,018**	**34,001**
	(In accordance with article 13, §1, paragraph 1 from the Royal Decree of 13 July 2014)		
D.	**Return on capital, – other than C**	0	0

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

The auditor delivered an unqualified audit opinion.

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 14 November 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;

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

5. after taking into account every reasonable measure for such purpose, that the information contained in the Annual report reflects, to his knowledge, actual fact and no information has been omitted which, if disclosed, would alter the meaning of the Annual report.

The Management Company

Wereldhave Belgium NV
D. Goeminne, Chairman
J. de Smet
P. Naert
K. Deforche
D. Anbeek
L. Plasman
Vilvoorde, 10 March 2016

9. GENERAL INFORMATION

Identification and statutory provisions

Name

The Company is a public Regulated Real Estate Company (RREC) according to Belgian law.

On 8 April 2015 the name of the Company was changed from 'C.V.A. Wereldhave Belgium S.C.A.' to 'Wereldhave Belgium'.

Registered office

Medialaan 30, box 6 – 1800 Vilvoorde.

Company registration number (RPR Brussels)

The Company is registered with the Crossroads Bank for Enterprises under number 0412.597.022.

Legal form, incorporation, publication

The Company was incorporated, in the form of a public limited company and under the name 'RANK CITY WALL (BELGIUM)', by deed executed by Mr Pierre Spaey, notary in Sint-Jans-Molenbeek, on 8 August 1972, published in the annexes to the Belgian Official Gazette on 18 August 1972, under number 2520-9.

The Company was converted into a partnership limited by shares by the extraordinary general meeting of shareholders held on 15 January 1998, the minutes of which were drawn up by Mr Eric Spruyt, notary of Brussels, and published in the annexes to the Belgian Official Gazette on 7 February 1998, under number 980207-208.

As from 15 January 1998 the Company has also been known as a 'property investment fund with fixed capital under Belgian law', or SICAFI under Belgian law, and registered with the FSMA. As a SICAFI, the Company was subject to (i) the provisions of the Royal Decree of 10 April 1995 relating to SICAFI's and subsequently to the provisions of the Royal Decree of 7 December 2010 relating to SICAFI's (which repealed the aforementioned Royal Decree of 10 April 1995), and (ii) to the provisions of the Law of 20 July 2004 relating to certain forms of collective management of investment portfolios and subsequently to the provisions of the Law of 3 August 2012 relating to certain forms of collective management of investment portfolios (which repealed the aforementioned Law of 20 July 2004).

Taking into account the entry into force of the Law of 19 April 2014 relating to alternative investment funds and their managers (hereafter the AIFMD Law), the Company opted to apply for the status of public regulated real estate company, as introduced by the Law of 12 May 2014 relating to regulated real estate companies (hereafter the RREC Law), in place of the status of public SICAFI. In this context, on 8 August 2014 the Company submitted its licence application as a public regulated real estate company to the FSMA. The Company was subsequently licensed as a public regulated real estate company by the FSMA on 22 September 2014 in accordance with Articles 9, §3 and 77 of the RREC Law, under the condition precedent of the amendment of the Articles of Association of the Company and in compliance with the provisions of Article 77, §2 et seq. of the RREC Law. On 27 October 2014, the extraordinary general meeting of shareholders of the Company eventually and unanimously approved the change of the Company object with a view to changing status from SICAFI to public regulated real estate company in accordance with the RREC Law. As no right of withdrawal was exercised at the aforementioned extraordinary general meeting of shareholders, and all conditions precedent to which the amendment of the Articles of Association was subject by the extraordinary general meeting of shareholders and the licence granted by the FSMA had been met, since 27 October 2014 the Company benefits from the status of public regulated real estate company. The Company is of the understanding that the new status of public regulated real estate company corresponds better to economic reality and provides an appropriate legal framework for the Company in its capacity as operational and commercial real estate company. This status enables the Company to continue its current activities in the interests of the Company, its shareholders and other stakeholders, and to position itself consistently as REIT ('Real Estate Investment Trust').

As a public regulated real estate company, the Company is no longer subject to the provisions of the Royal Decree of 7 December 2010 relating to SICAFI's and the Law of 3 August 2012 relating to certain forms of collective management of investment portfolios, but since 27 October 2014 the applicable regulations consist of the RREC Law and the RREC Royal Decree.

The Company is registered with the FSMA.

The Company is a public company that initiates a public offering as defined in Article 438 of the Companies Code.

The Articles of Association of the Company (the Articles of Association) have been amended on several occasions, inter alia as a result of:

- Deed executed by Mr Frank Depuyt, notary in Sint-Jans-Molenbeek, standing in for his fellow notary Mr Hans Berquin of Brussels, on 5 November 1987, published in the annexes to the Belgian Official Gazette on 2 December 1987 under number 871202-114.
- Deed executed by Mr Hans Berquin, notary in Brussels, on 13 December 1995, published in the annexes to the Belgian Official Gazette on 18 January 1996, under number 960118-488.
- Deed executed by Mr Eric Spruyt, notary in Brussels, on 14 January 1998, published in the annexes to the Belgian Official Gazette on 21 February 1998, under number 980211-344.
- Deed (the name was changed to the present one and the public limited company was converted into a partnership limited by shares) executed by Mr Eric Spruyt, notary in Brussels, on 15 January 1998, published in the annexes to the Belgian Official Gazette on 7 February 1998, under number 980207-208.
- Deed executed by Mr Eric Spruyt, notary in Brussels, on 16 January 1998, published in the annexes to the Belgian Official Gazette on 7 February 1998, under number 980207-209.
- Deed executed by Mr Denis Deckers, notary in Brussels, on 14 May 1999 (merger of the public limited company 'Groter Berchem' and the limited share partnership 'Wereldhave Belgium'), published in the annexes to the Belgian Official Gazette on 8 June 1999, under number 990608-160.
- Minutes drawn up by Mr Denis Deckers, notary in Brussels, on 10 May 2002, published in the annexes to the Belgian Official Gazette on 5 July 2002, under number 20020705-537.
- Minutes drawn up by Mr Denis Deckers, notary in Brussels, on 13 April 2006, published in the annexes to the Belgian Official Gazette on 12 May 2006, under number 5068041.
- Minutes drawn up by Mr Denis Deckers, notary in Brussels, on 11 April 2007, followed by a deed establishing the fulfilment of the condition precedent drawn up by

Mr Denis Deckers, notary of Brussels, on 12 November 2007, published in the annexes to the Belgian Official Gazette on 26 November 2007, under number 7168947.

- Minutes drawn up by Mr Denis Deckers, notary in Brussels, on 16 December 2011 (among others, adoption of a new text of the Articles of Association), published in the annexes to the Belgian Official Gazette on 27 January 2012, under number 025102.

- Minutes drawn up by Mr Denis Deckers, notary in Brussels, holder of the original instrument, with the assistance of Mr Jan Muller, associate notary of Waasmunster, on 11 April 2012, published in the annexes to the Belgian Official Gazette on 9 May 2012, under number 086309.

- Minutes drawn up by Mr Denis Deckers, notary in Brussels, on 10 April 2013, published in the annexes to the Belgian Official Gazette on 6 May 2013, under number 69095.

- Minutes drawn up by Ms Daisy Dekegel, associate notary in Brussels, on 9 April 2014, published in the annexes to the Belgian Official Gazette on 24 April 2014, under number 20140424-87218.

- Minutes drawn up by Ms Daisy Dekegel, associate notary in Brussels, on 27 October 2014, published in the annexes to the Belgian Official Gazette on 17 November 2014, under number 20141117-0207907, followed by an amending deed executed by Ms Daisy Dekegel, associate notary of Brussels, on 13 January 2015, published in the annexes to the Belgian Official Gazette on 3 February 2015, under number 20150203-017996.

- Minutes drawn up by Ms Nathalie Meert, associate notary in Antwerp, standing in for her colleague Ms Daisy Dekegel, associate notary of Brussels, who was restricted at territorial level, on 23 January 2015, published in the annexes to the Belgian Official Gazette on 17 February 2015, under number 20150217-025683, and this under the conditions precedent, the fulfilment of which was established by deed executed by the aforesaid Ms Daisy Dekegel on 16 February 2015, published in the annexes to the Belgian Official Gazette on 10 March 2015, under number 2015-03-10/0036809.

The Articles of Association were lately amended by minutes drawn up by Ms Daisy Dekegel, associate notary in Brussels, on 8 April 2015 (inter alia change of the company name from 'C.V.A. WERELDHAVE BELGIUM S.C.A.' to 'WERELDHAVE BELGIUM'), published in the annexes to the Belgian Official Gazette on 24 April 2015, under number 2015-04-24/0059754.

Term

The Company was incorporated for an unlimited term.

Financial year

The financial year begins on 1 January and ends on 31 December of each year.

Consultation of publicly accessible documents

- The Articles of Association may be consulted at the Clerk's Office of the Commercial Court of Brussels and at the registered office and on the website of the Company;
- The annual accounts are deposited with the Central Balance Sheet Office of the National Bank of Belgium;
- Each year, the annual accounts and relative reports are sent to the registered shareholders as well as to any other person requesting a copy, and are may be consulted on the website of the Company;
- Resolutions appointing and dismissing the members of the Board of Directors and the Manager are published in the annexes to the Belgian Official Gazette;
- Financial statements and invitations to general meetings are published in the financial press.
- Relevant public company documents are available on the website of the Company (www.wereldhavebelgium.com).

Other publicly accessible documents are may be consulted at the registered office of the Company.

Company purpose

Article 4 of the Articles of Association:
4.1 The exclusive purpose of the Company is:

(a) to make real estate available to users, directly or through a company in which it holds a participating interest, in accordance with the provisions of the RREC Law and the decisions and regulations enacted in implementation thereof; and,

(b) within the limits of Article 7, b) of the RREC Law, to hold real estate assets listed in Article 2, 5º, vi to x of the RREC Law. Property within the meaning of Article 2, 5º of the RREC Law is understood to mean:

i. real estate as defined in Articles 517 et seq. of the Civil Code and the rights in rem over real estate, excluding real estate of a silvicultural, agricultural or mining nature;

ii. shares with voting rights issued by real estate companies under the exclusive or joint control of the Company;

iii. option rights on real estate;

iv. shares in public or institutional regulated real estate companies, provided that, in the latter case, joint or exclusive control is exercised thereover by the Company;

v. rights arising from contracts whereby one or more properties are financially leased to the Company, or other similar rights of use are granted;

vi. shares in public SICAFI's;

vii. shares in foreign collective property investment funds included on the list referred to in Article 260 of the Law of 19 April 2014 relating to alternative collective investment funds and their managers;

viii. shares in collective property investment funds established in another Member State of the European Economic Area and not included on the list referred to in Article 260 of the Law of 19 April 2014 relating to alternative collective investment funds and their managers, to the extent that they are subject to the equivalent supervision that is applicable to SICAFI's;

ix. shares issued by companies (i) with legal personality; (ii) under the laws of another member State of the European Economic Area; (iii) the shares of which are admitted to trading on a regulated market and/or are subject to prudential supervision; (iv) the main activity of which consists in the acquisition or building of real estate with a view to make it available to users, or the direct or indirect holding of participation in companies with a similar corporate purpose; (v) that are exempt from income tax on profits in respect of the activity referred to in the provision under (iv) above, subject to compliance with certain legal requirements, and which are at least required to distribute part of their income to their shareholders (hereafter 'Real Estate Investment Trusts' (abbreviated to 'REITs');

x. real estate certificates as referred to in Article 5, §4 of the Law of 16 June 2006 on the public offering of investment vehicles and the admission of investment vehicles to trading on a regulated market.

Within the context of making real estate available, the Company can exercise all activities associated with the construction, rebuilding, renovation, development, acquisition, disposal, management and operation of real estate. The Company develops a strategy enabling it to position itself in all stages of the value chain of the property sector. To that end the Company acquires and disposes of real estate and rights in rem pertaining to real estate with the aim of making these available to its users. The Company can also manage the development (renovation, extension, construction, etc.) and ensure the day-to-day management of the real estate in its possession. It can be a trustee of a property held in co-ownership or property manager of a building complex where it is one of the owners. In this context it can also exercise all other activities that add value for its real estate or for its users (facility management, organisation of events, concierge services, conversion work adapted to the specific needs of the tenant, etc.). The Company can also offer tailored property solutions, whereby the properties are adapted to the specific needs of their users.

To that end:

(a) the Company exercises its activities itself, without in any way delegating such exercise to a third party other than an affiliated Company, in accordance with Articles 19 and 34 of the RREC Law, as a result of which asset management cannot therefore be delegated;

(b) it maintains direct relations with its customers and suppliers;

(c) with a view to exercising its activities in the manner described in this article, it has operational teams at its disposal that constitute a significant part of its workforce.

4.2 The Company may invest additionally or temporarily in securities that are not real estate in the sense of the applicable legislation on regulated real estate companies. These investments shall be made in accordance with the risk management policy adopted by the Company and shall be diversified, thus ensuring a suitable diversification of risk. The Company may also hold unallocated liquid assets in all currencies in the form of deposits on current accounts and deposits on term accounts or in the form of any other easily negotiable monetary instrument. The Company may furthermore enter into hedging transactions, provided these seek only to cover the interest rate and exchange rate risk in connection with the financing and management of the Company's property and to the exclusion of any operation of a speculative nature.

4.3 The Company may lease or lease out one or more properties (as referred to in the IFRS standards). The activity of leasing out real estate with an option to purchase (as referred to in the IFRS standards) may only be exercised as an ancillary activity, unless this real estate is intended for an objective of general interest, including social housing and education (in this case the activity may be exercised as a principal activity).

4.4 The Company may also, in accordance with the applicable regulations on regulated real estate companies:

- provide mortgages or other collateral or guarantees in connection with the financing of the real estate activities of the Company or its group, within the limits defined by Article 43 of the RREC Law and the applicable regulations on regulated real estate companies;

- grant loans to a subsidiary (the amounts owed to the Company as a result of the disposal of real estate are not taken into account here, provided they are paid within the usual deadlines) in accordance with Article 42 of the RREC Law.

4.5 The Company may acquire, rent or let, transfer or exchange all movable or immovable property, materials and requisites, and in general, for itself or for third parties, and in accordance with the applicable regulations on regulated real estate companies, perform all commercial or financial transactions that are directly or indirectly related to its purpose, and may become involved with the operation of all intellectual property rights and commercial properties pertaining thereto. With due regard for the applicable regulations on regulated real estate companies, the Company may, by way of contributions in cash or in kind, by merger, split or other corporate restructuring, subscription, participation, financial support or otherwise, take a share in all companies, either existing or yet to be established, in Belgium or abroad, the corporate purpose of which is similar to its, or is likely to pursue or facilitate the achievement of its purpose.

The prior consent of the FSMA is required for any amendment to the Articles of Association of the Company.

Capital – Shares

Article 7 of the Articles of Association – Authorised capital
The Management Company is expressly authorised to increase the fully paid-up social capital on the dates and under the terms and conditions determined by it, on one or more occasions, up to a maximum amount of two hundred and ninety-two million, seven hundred and seventy-three thousand, seven hundred and seventy-eight euros fifty-one cents (292,773,778.51) euros.

Such capital increase(s) may be achieved by subscriptions in cash or by contributions in kind or by the incorporation of reserves or issue premiums as well as all private assets under the separate IFRS annual accounts of the Company (drawn up pursuant to the applicable regulations on regulated real estate companies) that are convertable into capital, whether or not attached to another security, which may give rise to the creation of shares with or without voting right, in accordance with the rules prescribed by the Companies Code, the applicable regulations on regulated real estate companies and these Articles of Association. This authorisation is granted for a period of five years from the date of publication in the annexes to the Belgian Official Gazette of the minutes of the relevant authorising decision of the general meeting.

This authorisation is renewable.

For each capital increase the Management Company establishes the price, any issue premium and the terms and conditions of issue of the new shares, unless the general meeting takes such decisions itself. The Management Company may also issue new shares with the same or different rights (including in relation to voting rights, dividend rights – including possible transferability of any preference dividend – and/or rights relating to the liquidation balance and any preference in relation to the repayment of capital) as the existing shares and in that connection amend the Articles of Association to express any such different rights.

Article 8 of the Articles of Association – Type of Shares
The shares of the Company (**the Shares**) are registered or dematerialised. Each shareholder of the Company may request the Management Company, at his/her expense, the conversion of these Shares into dematerialised Shares.

Upon written request of a shareholder of the Company the Management Company shall convert the dematerialised Shares into registered Shares.

The conversion of the dematerialised Shares to registered Shares shall take place through an entry into the register of registered Shares, dated and signed by the shareholder or his/her representative and by the Management Company of the Company or special proxy.

The dematerialised share is represented by an entry into the account, in the holder's name at a recognised account holder or the settlement institution.

The Share entered on account is transferred by transfer from account to account.

For each category of Share, the number of dematerialised Shares in circulation at any time is entered into the register of registered Shares in the name of the settlement institution.

Conversion to dematerialised Shares may be requested as soon as the Company has appointed a settlement institution.

Article 10 of the Articles of Association – Repurchase of own Shares
The Company does not hold any of its own Shares. Nor do the Company's subsidiaries hold any Shares.

Under Article 10 of the Articles of Association, the Company may acquire and hold in pledge its own Shares that have been fully paid up in cash pursuant to the decision of the general meeting deliberating in accordance with the quorum for attendance and majority provided for in Article 559 of the Companies Code and in accordance with the rules set down in Article 620 et seq. and 630 of the Companies Code. The same general meeting may define the terms and conditions for the disposal of these shares.

Article 13 of the Articles of Association – Disclosure of major holdings
In accordance with the terms and conditions, time limits and modalities specified in Articles 6 to 13 of the Law of 2 May 2007 on the disclosure of major holdings in issuers whose shares are admitted to trading on a regulated market, and the Royal Decree of 14 February 2008 on the disclosure of major holdings, as amended from time to time (**the Transparency Legislation**), any natural or legal person must disclose to the Company and to the FSMA the number and percentage of existing voting rights held by him/her directly or indirectly, when the number of voting rights reaches, exceeds or falls short of 5%, 10%, 15%, 20%, etc., in consecutive instalments of 5%, of the total of existing voting rights, under the terms and conditions specified by the Transparency Legislation.

Management and Representation

Article 14 of the Articles of Association – Appointment – Dismissal – Vacancy

The Company is managed by one or more management companies, which must have the capacity of limited (managing) partner.

Is appointed magaging company for an indefinate period: the public limited company 'N.V. WERELDHAVE BELGIUM S.A.' (incorporated deed executed by Mr Eric Spuyt, notary, on 6 January 1998 and which acquired legal personality as a result of registration on 7 January 1998), with registered office currently located at Medialaan 30, box 6, 1800 Vilvoorde.

To perform its duties, the Management Company is represented by the persons who, pursuant to the Articles of Association and the law, may bind it for acts of management, in this case the Board of Directors. In accordance with the provisions of Article 13 of the RREC Law, the Board of Directors of the Management Company is composed such that the Company can be managed in accordance with Article 4 of the RREC Law. In addition, at least three independent directors as defined by Article 526ter of the Companies Code must be appointed in the Board of Directors of the Management Company.

The Management Company is organised in such a way that, depending on the chosen policy structure, the Management Company or the Company itself satisfies the provisions of Article 17 of the RREC Law. The members of the Management Company's Board of Directors, the Executive Managers, and those responsible for the independent audit functions, must be natural persons. However, Article 39 of the Articles of Association provides that pursuant to Article 109 of the RREC Law, legal persons that perform a function as a member of the Board of Directors of the Management Company of a public regulated real estate company on the date the RREC Law enters into force are authorized to exercise their current mandate until its expiry. Until the aforementioned expiry, Article 14, §1, paragraph 2 of the RREC Law applies to the permanent representative.

The persons referred to in the previous sentence must at all time maintain the required professional integrity and adequate expertise and experience required to carry out their duties, as stipulated by Article 14, §1 of the RREC Law. They may not be subject to the prohibitions referred to in Article 20 of the Law of 25 April 2014 on the status and control of credit institutions.

The Executive Management of the Company must be entrusted to at least two natural persons.

Article 16.2 of the Articles of Association – Advisory Committees

In accordance with Articles 522, 526bis and 526*quater* of the Companies Code, the management companies, if there is more than one, or the Board of Directors of the Management Company, may establish one or more advisory committees in their (its) midst and under their (its) responsibility, such as, for example, a strategic committee, an Audit Committee, an appointments committee and a remuneration committee. In any event the Board of Directors of the Management Company must establish an Audit Committee and a remuneration committee in its midst and under its responsibility as soon as the Company no longer satisfies the criteria imposed in Article 526bis, §3 of the Companies Code or Article 526*quater*, §4 of the Companies Code. The Management Company determines the composition and duties of these committees, with due consideration for the applicable regulations.

Article 20 of the Articles of Association – Audit

The auditing of the Company is entrusted to one or more statutory auditors. The mandate of statutory auditor may only be entrusted to one or more qualified auditors or one or more audit companies accredited by the FSMA. The prior consent of the FSMA is required to appoint statutory auditors to the Company. This consent is also required for the renewal of a mandate.

General Meeting

Article 21 of the Articles of Association – Ordinary, special and extraordinary general meetings
The ordinary General Meeting of shareholders, known as the annual meeting, shall take place every year at 11 a.m. on the second Wednesday of April. If this day is a public holiday, the meeting is held at the same time on the next working day.

A special General Meeting may be convened at any time to deliberate and decide on any matter that falls within its competence.

An extraordinary General Meeting may also be convened at any time to deliberate and decide on any amendment to the Articles of Association, in the presence of a Notary.

General Meetings are held at the registered office of the Company or at another location in Belgium specified in the notice.

Article 24 of the Articles of Association – Admission – Depositing of securities
A Shareholder may only participate in the General Meeting and exercise a voting right if the requirements following are satisfied:

(1) A Shareholder may only participate in the General Meeting and exercise a voting right by virtue of the recording in the accounts of the registered shares of the Shareholder, on the record date, either through entry in the register of registered Shares of the Company or through their entry in the accounts of a authorized account holder or a settlement institution, irrespective of the number of Shares held by the Shareholder at the General Meeting. The fourteenth day prior to the General Meeting, at midnight (Belgian time), counts as the record date.

(2) Owners of dematerialised Shares who wish to participate in the General Meeting must produce a certificate issued by their settlement institution or authorized account holder and showing how many dematerialised Shares are entered in their accounts in the name of the Shareholder on the record date, and for which the Shareholder has indicated a desire to participate in the General Meeting. This submission must be made no later than on the sixth day prior to the date of the General Meeting at the registered office or with the institutions specified in the notice. Owners of registered Shares who wish to participate in the General Meeting must inform the Company of their intention to participate in the General Meeting by ordinary letter, fax or email no later than on the sixth day prior to the date of the General Meeting.

(3) The Management Company shall keep a register for each shareholder having notified his/her desire to participate in the General Meeting, in which his/her name and address or registered office are recorded, the number of Shares held on the record date, and with which he/she has indicated a desire to participate in the General Meeting, together with a description of the documents that show that he/she was in possession of the Shares on that record date.

Article 28 of the Articles of Association – Voting rights
Each Share entitles its holder to one vote.

If one or more Shares are jointly owned by several people or by a legal person with a joint body of representation, the attached rights may only be exercised vis-à-vis the Company by a single person appointed in writing to do so. Until such an appointment has been made, all rights attached to the Shares remain suspended.

If a Share is encumbered by a usufruct, the voting right attached to that Share is exercised by the usufructuary, subject to a prior objection in writing by the bare owner.

Company records – distribution

Article 31 of the Articles of Association – distribution
By way of remuneration of the capital, the Company allocates profits in accordance with and pursuant to Article 45 of the RREC Law.

Responsible persons

The Management Company with registered office at Medialaan 30, box 6, 1800 Vilvoorde declares, after having taken all reasonable measures to this end, that, to the best of its knowledge, the information in the Annual Report corresponds to reality and that there is no mission likely to affect the import of information in this Annual Report.

Statutory Auditor

On 10 April 2013, Price Waterhouse Coopers (PwC) Bedrijfsrevisoren BCVBA, with IBR membership B00009, represented by Damien Walgrave with IBR membership A02037, with offices at Woluwedal 18, Woluwe Garden, Sint-Stevens-Woluwe, was reappointed as statutory auditor. The mandate of statutory auditor shall end immediately after the ordinary general meeting of shareholders in 2016. (1) (2)

The fees relating to audit activities amount to € 79,850 (excluding VAT, including costs) from the financial year from 1 January 2015 to 31 December 2015. The fees relating to non-audit activities amount to € 86,250. No other fees were paid. In accordance with Article 133, §6, 1º of the Companies Code, on 23 January 2015 the Audit Committee decided to depart from the one-on-one rule by applying the two-on-one rule.

(1) The statutory Management Company of the Company also declares that the statutory auditor and real estate experts have agreed to the contents of both their report and their conclusions being included in the Annual Report and that they have agreed to the content and form of and the context within which the section concerned is included in the Annual Report.

(2) The Company declares that the information provided by the experts and the statutory auditor was accurately carried over. Insofar as the Company knows and has been able to establish from the information published by the experts and the statutory auditor, no fact was omitted that might render the reproduction of the information provided by the experts and the statutory auditor incorrect or misleading.

Real Estate Experts

As of 31 December 2015, the real estate experts of the Company are:

- Cushman & Wakefield, with registered office at Kunstlaan 56, 1000 Brussels, represented by Jérôme Lits/Ardalan Azari. (1) (2)
  Segment shopping centres.
  Annual fee: € 81,131 (excluding VAT)

- Troostwijk Roux Expertises, with registered office at Generaal Lemanstraat 58, box 2, 2600 Antwerp, represented by Karl Speybrouck MRE. (1) (2)
  Segment offices.
  Annual fee: € 35,100 (excluding VAT)

In accordance with the RREC legislation, the independent external real estate experts value the investment properties portfolio on a quarterly basis. The fees are fixed on a lump-sum basis and are calculated based on a fixed amount per building.

Property Managers

Wereldhave Belgium Services NV, with registered offices at Medialaan 30, box 6, 1800 Vilvoorde, with company registration number 0422.120.838, acts as real estate manager for the investment properties portfolio.

99.52% of the shares of Wereldhave Belgium Services are held by the Company. The fees in favour of Wereldhave Belgium Services are charged directly to the tenants in accordance with the contractual terms and conditions described in the rental agreements.

Wereldhave Belgium Services has an administrative, accounting, financial and technical organisation that is appropriate for managing the real estate portfolio of the Company.

The directors of Wereldhave Belgium Services possess the required professional integrity, accreditation (BIV) and appropriate expertise as described and in accordance with Article 19 of the RREC Law.

Internal auditor

In 2014 JP Advisory Services BVBA, with registered office at Prinsenstraat 41, 1850 Grimbergen, represented by John Puttemans, was appointed for internal audit matters.

The service agreement covers:

- Preparing the audit charter
- Preparing an audit plan
- Implementing the audit plan

The annual fee is set a fixed sum of € 10,000 (excluding VAT).

Financial Service provider: BNP Paribas Fortis

BNP Paribas Fortis is charged with providing the Company with financial services.

This includes, among other things, the financial service of the Company, the financial services relating to the payment of dividends, and the settlement of securities issued by the Company.

The annual fee is set a fixed sum of € 3,000 (excluding VAT).

External legal advisers

Inter alia, the Company utilises external legal advisers for:

- Complex dossiers (purchase, sale, merger)
- Due diligence matters
- New implementation of legislation

The fee is set on the basis of market rates

Glossary

Annual Financial Report
The consolidated annual report of the Board of Directors.

Audit Committee
The Audit Committee of the Company as appointed by the Board of Directors in accordance with Article 526bis of the Companies Code.

Bo-Bi Framework (Business Objects – Business Intelligence Framework)
This application gives the Company the opportunity to construct reports with a fixed layout from data from various sources, together with a qualitative test of these data.

Board of Directors
The Board of Directors of the Management Company.

BREEAM (Building Research Establishment Environmental Assessment Method)
Method of assessing the environmental performance of buildings (www.breeam.org).

CG Statement
The 'corporate governance' chapter of the Annual Financial Report.

Chairman
The Chairman of the Board of Directors.

Closed Period
Means one of the following periods:

(i) the period 2 months prior to the publication of the annual results of the Company, or a Listed Shareholding, or, if the annual results are published within a period of less than 2 months after the end of the financial year, the period from the end of the financial year up to and including the date of publication;

(ii) the period one month prior to the announcement of the six-monthly or quarterly results of the Company, or a Listed Shareholding, or, if the results are announced within a period of less than one month after the end of the relevant period, the period from the end of the period up to and including the date of announcement.

Company
The partnership limited by shares Wereldhave Belgium, with company registration number 0412.597.022.

Compliance Officer
Refers to the Person appointed by the Company in order to focus as an independent function within the organisation on the investigation into, and the promotion of, compliance by the company with laws, regulations and codes of conduct applicable to the Company and in particular the rules relating to the integrity of the activities of the Company (including the management of the policy relating to avoiding transactions with prior knowledge and the application of the provisions of this policy as well as checking the associated procedure). The Company has appointed Mr Laurent Trenson (employee of the Company and active as a senior accountant) as Compliance Officer.

Contractual rent
The rental prices as contractually specified in the rental agreements on the date of conclusion, prior to deduction of rental discounts or other benefits granted to the tenants.

Corporate Governance Code
Is the Belgian Corporate Governance Code of 12 March 2009, available at www.corporategovernancecommittee.be, which contains a series of rules and practices relating to corporate governance to be complied with by companies under Belgian law, the shares of which are traded on a regulated market, which determine how companies are managed and audited in order to promote a corporate strategy that is based on a contribution to long-term value.

Debt ratio
The debt ratio is calculated as the ratio of all obligations (excluding provisions, adjustment accounts, deferred taxes and negative variations in the fair value of hedging instruments) in relation to the total assets.

Derived products – Derivatives
Derived products – derivatives give the Company the opportunity to cover itself against any short-term increase in interest rates. This interest rate risk can be covered to a limited extent by using derived products (the purchase of CAP, possibly with the sale of FLOOR; IRS contracts).

Developer
The persons who exclusively or jointly control an RREC in the sense of Article 2, 13º of the RREC Law, the promotor Wereldhave NV.

Director
Each director of the Management Company.

Due Diligence
Procedure aimed at a complete and certified inventory of a company, a building or a real estate portfolio (accounting, economic, legal, tax aspects, etc.) prior to a financing or acquisition.

Employee
Each Director or member of staff of the Company appointed by the supervisor who is deemed capable of bearing price-sensitive information.

Executive Managers
Persons charged with the executive management of the Company who together form the executive management and who are also the executive managers in the sense of the RREC Law as well as Executive Managers. Under the RREC Law, the executive management of the Company must be entrusted to at least two natural persons.

EPRA (European Public Real Estate Association)
An association of European listed real estate companies with the aim of promoting the sector and making it more attractive for direct property investments thanks to greater liquidity, accessibility and transparency of the companies (www.epra.com).

EPRA Europe
European stock market index (excluding the UK) of the FTSE EPRA/NAREIT Global Real Estate. The index consists of property values that are representative of the listed real estate sector in Europe. It was created by EPRA.

EPRA Occupancy
The EPRA occupancy is calculated as the ratio between the contractual rental income (contractual rental income as of report date and signed contracts that start within the year after the report date) and this same rental income increased by the estimated rental value of the unoccupied rental locations.

ERV
Abbreviation of Estimated Rental Value.

Fair Value
Retail value of property investments according to the IAS/IFRS 13 accounting standards, i.e. after deducting transaction costs, as determined by the real estate experts

FBI (Fiscaal beleggingsinstelling – Tax investment institution)
Tax system in the Netherlands, comparable with the RREC system.

Financial Instrument
Means any value or any right belonging to one of the following categories:

(i) capital-representing shares and other values equivalent to shares;

(ii) bonds and other debt instruments tradable on the capital market;

(iii) all other normally traded values with which the values referred to in (i) or (ii) can be acquired or which are settled in cash, excluding means of payment;

(iv) rights of participation in collective investment funds;

(v) instruments that are normally traded on the financial market;

(vi) financial futures, including equivalent instruments settled in cash;

(vii) forward rate agreements;

(viii) interest rate and currency swaps and swaps relating to cash flows linked to shares or to share indexes (equity swaps);

(ix) currency and interest rate options and other options to acquire or dispose of any financial instrument referred to in (i) to (viii), including equivalent instruments settled in cash.

Free Float
Percentage of the shares owned by the public. On Euronext the free float is calculated as the total amount of share capital less the shares held by companies that are part of the same group, state-owned enterprises, and founders.

FSMA
The Financial Services and Markets Authority – the former Banking, Finance and Insurance Commission (BFIC).
The autonomous regulatory authority for financial markets and services in Belgium.

General Meeting of Shareholders
Is the general meeting of shareholders as provided for by the Articles of Association of the Company.

GLA
Gross lettable area.

IAS 39
IAS 39 is an IAS/IFRS standard on the way a company must arrange and value its financial instruments in its balance sheet. This standard requires all derived instruments to be processed in the balance sheet at their fair value..

IAS/IFRS (IAS, International Accounting Standards/IFRS, International Financial Reporting Standards)
The international accounting standards for preparing the annual accounts, produced by the International Accounting Standards Board (IASB).

IFRS standards
International Financial Reporting Standards. Set of accounting principles and valuation rules produced by the International Accounting Standards Board. The aim is to make international comparison easier between European listed companies.

Independent internal audit function
An independent assessment function aimed at examining and assessing the proper functioning, effectiveness and efficiency of the processes, procedures and activities of the Company. The Company has entrusted the internal audit function to an external legal person through the appointment of an independent consultant, namely JP Advisory Services BVBA, represented by its permanent representative, John Puttemans.

Insider
Person who has access to price-sensitive information.

KPI
Key Performance Indicators are variables for evaluating performances.

Leasehold
Temporary right that grants full enjoyment of a building that belongs to someone else, and for which an annual fee must be paid (canon) to the owner in recognition of his/her right of ownership. In Belgium, the right of leasehold must be entered into for at least 27 and not more than 99 years.

Listed Shareholding
Is a Subsidiary or a listed shareholding.

Management Company
The statutory management company of the Company, currently Wereldhave Belgium NV (managing partner of the Company), with registered office at Medialaan 30, box 6, 1800 Vilvoorde, with company registration number 0462.347.431.

Managing Directors
The Managers charged with the daily management of the Company who together form the executive management and who are also the Executive Managers in the sense of the RREC Law charged with the executive management of the Company.

Market rent
The expected rent that can be contracted when letting.

Net dividend
The net dividend is equal to the gross dividend less the withholding tax. Decreed dividends made payable after 1 January 2016 are (subject to certain exemptions) liable to a withholding tax of 27% instead of 25% (Law of 26 December 2015 laying down measures to strengthen job creation and purchasing power).

Net result
Net current result + result on the portfolio.

Occupancy
The occupancy is calculated by dividing the (indexed) contractual rental prices of the current rental contracts by the sum of the contractual rental prices and the estimated rental values (market rents) of the vacancies. The latter is established based on the level of current rental prices on the market.

Insider Knowledge
Each undisclosed piece of information that is accurate and relates directly or indirectly to the Company and/or one or more of its Listed Participation (specifically a company affiliated with the Company or a Listed Participation) or to one or more Financial Instruments of the Company, and which, if disclosed, could significantly affect the price of these Financial Instruments or that of related financial instruments, as is further explained in *Annex 6* to the Corporate Governance Charter.

Real Estate certificate
Real Estate certificates are tangible values representing debt claims that give entitlement to a proportional part of the income from a specific property. The payable coupons include an income part and a capital amortisation part.

REIT (Real Estate Investment Trust)
Listed real estate investment fund in the United States

Risk Officer
The person charged with the risk management function who is responsible for, among other things, drawing up, developing and monitoring, updating and implementing the risk management policy and the risk management procedure. The Company has appointed Mr Laurent Trenson (employee of the Company and active as a senior accountant) as Risk Officer.

RREC Royal Decree
The Royal Decree of 13 July 2014 relating to regulated real estate companies.

RREC Law
The Law of 12 May 2014 relating to regulated real estate companies.

Shareholders
All the shareholders of the Company.

Statutory Auditor
Is/(Are) the statutory auditor(s) of the Company, as provided for by Article 130 et seq. of the Companies Code, to which the external auditing of the Company is entrusted.

Interest Rate Swap
Inter-bank rate.

Take-up
Use of the areas intended for letting.

Wereldhave Group
The company under Dutch law Wereldhave N.V., with registered office at WTC Schiphol Tower A, 3rd floor, Schiphol Boulevard 233, 1118 BH Schiphol, Netherlands (and companies affiliated to it).

Withholding Tax
Tax withheld by a bank or financial intermediary on payment of a dividend.

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