

APPENDIX 2

TERMS OF REFERENCE OF THE CEO

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Schedule

Specific management powers of the CEO and powers reserved to the Board.

INTRODUCTION

- These terms of reference are part of the CG Charter of the Company. They detail the responsibilities, duties, powers, and operational role of the CEO.
- The terms used in these terms of reference are defined herein or in clause 1 of the CG Charter.

1. APPOINTMENT OF THE CEO

1.1 The CEO is appointed by the Board.

1.2 The Board should have a succession plan in place for the CEO. The Nomination and Remuneration Committee advises and assists the Board on the nomination and succession planning of for the CEO. The Board reviews this succession plan periodically.

2. THE ROLE AND THE DUTIES OF THE CEO AND THE EXECUTIVE COMMITTEE

2.1 The role and duties of the CEO

- (a) The CEO is responsible for the day-to-day management of the Company.
- (b) The CEO also exercises the specific management powers delegated by the Board to the CEO. These powers cannot relate to the general policy of the Company or any other actions that are reserved to the Board on the basis of legal provisions or the articles of association or the CG Charter of the Company.
- (c) The CEO formulates proposals to the Board in relation to the Company’s strategy and its implementation. Taking into account the Company's values, its risk appetite and key policies, the CEO is given latitude to propose and implement corporate strategy.
- (d) The CEO shall, among other things:
 - (i) be entrusted with the running of the Company, including:
 - proposing, developing, implementing and monitoring the Company strategy, taking into account the values of the Company, its risk profile and key policies;
 - supervising compliance with the legislation and regulations that apply to the Company; and
 - organizing, managing and monitoring supporting functions, including those relating to human resources, legal, compliance and fiscal affairs, internal and external reporting and communication with investors, etc.

- (ii) put internal controls in place (i.e. systems to identify, assess, manage and monitor financial and other risks) without prejudice to the Board's monitoring role, based on the framework approved by the Board;
 - (iii) present to the Board a complete, timely, reliable and accurate preparation of the Company's Financial Statements, in accordance with the applicable accounting standards and policies of the Company;
 - (iv) prepare the Company's required disclosure of the Financial Statements and other material financial and non-financial information;
 - (v) present the Board with a balanced and understandable assessment of the Company's financial situation;
 - (vi) provide the Board in due time with all information necessary for the Board to carry out its duties;
 - (vii) be responsible and accountable to the Board for the discharge of his of her responsibilities.
- (e) Schedule 1 contains a list of the specific management powers delegated to the CEO by the Board and a non-exhaustive example list of powers reserved to the Board.

2.2 Executive Committee Support to the CEO

- (a) The CEO is supported by the Executive Committee, which is made up of the CEO and his/her direct reports for the day-to-day management of the Company.
- (b) The members of the Executive Committee provide support and assistance to the CEO (members of the Executive Committee including the CEO are referred to as Executives). The Executives meet regularly.
- (c) Executives have no statutory delegated powers to represent the Company or to propose or implement corporate strategy and are not considered to be persons discharging managerial responsibilities. Executives' remuneration is included in the annual Remuneration Report.
- (d) For the sake of effective management, authority is partially delegated from the CEO to the various members of the Executive Committee and departments within the Company. The delegation of authorities is not linked to a person, but rather to the position. The CEO is responsible at a Group level and is finally responsible for activities that have been delegated. All individuals concerned are informed of the extent of their authority (approval requirements and limitations of authority).

3. OPERATION

3.1 Reporting to and interaction with the Board

- The CEO or another Executive designated by the CEO shall inform the Board on a regular basis of material events impacting the Company's operations.
- Each member of the Board has unlimited access to the CEO.
- The Board shall assess its interaction with the CEO at least every three years.
- Interaction between the Board and the CEO shall take place in a transparent way, and the Chairperson is always informed.

3.2 Conflicts of Interests and transactions with the Company

- The CEO shall place the Company's interests above his/her own. The CEO has the duty to look after the interests of all shareholders on an equivalent basis.
- The CEO shall act according to the principles of reasonableness and fairness.
- The CEO acts in such a manner that a conflict of interests, or the appearance of such a conflict, is avoided.
- When the CEO takes a decision, the CEO shall disregard his/her personal interests. The CEO shall not use business opportunities intended for the Company for his/her own benefit.
- The CEO should arrange his/her personal and business affairs so as to avoid direct and indirect conflicts of interest with the Company. Transactions between the Company and the CEO should take place at arms' length.
- Regarding transactions or other contractual relationships between the members of the Group and the CEO, the CEO shall follow the policies established by the Board and included in (i) clause 4 of this CG Charter (with reference to **APPENDIX 1** and **APPENDIX 2**) and (ii) the Dealing Code. Any comments on the application of these policies will be disclosed in the CG Statement.
- The Board and the CEO should agree on whether the CEO may accept memberships of other corporate boards. Time constraints and potential conflicts of interests should be considered and balanced against the opportunity for the executive's professional development.

3.3 Dealing Code

The Dealing Code, as attached as **APPENDIX 3** to the CG Charter, applies to the Executives.

3.4 Ethics Code

- The CEO shall demonstrate independence of mind and shall always act in the best interests of the Company.
- The CEO shall engage actively in his/her duties and be able to make his/her own sound, objective and independent judgements when discharging his/her responsibilities. Acting with independence of mind includes developing a personal conviction and having the courage to act accordingly by assessing and challenging the views of the members of the Board and the Executive Committee when appropriate in the light of the issues and risks involved, and by being able to resist group pressure.
- The CEO shall make sure he/she receives detailed and accurate information and should spend sufficient time studying it carefully so as to acquire and maintain a clear understanding of the key issues relevant to the Company's business. The CEO shall seek clarification whenever he/she deems it necessary.
- The CEO shall handle the confidential information received in his capacity as CEO with utmost care.

4. REMUNERATION

The Board determines the remuneration of the Executives based on the recommendation of the Nomination and Remuneration Committee. The Company's remuneration policy is described in **APPENDIX 5**.

SCHEDULE 1

SPECIFIC MANAGEMENT POWERS OF THE CEO AND POWERS RESERVED TO THE BOARD

SPECIFIC MANAGEMENT POWERS OF THE CEO

The Board has delegated the day-to-day management of the Company to the CEO.

POWERS RESERVED TO THE BOARD

The Board remains responsible for the general policy of the Company. The general policy of the Company relates to the decisions on the overall strategy and on the strategy in the main functional areas (marketing, production, sales, logistics, finances and HR).

What follows is a non-exhaustive list of actions and transactions that fall outside the scope of the day-to-day management and are reserved to the Board:

- the issuing of bonds;
- the convening and possibly postponement of the general shareholders' meeting and the general bondholders' meeting;
- the provisional filling of a vacancy in the Board (cooptation);
- the payment of interim dividends;
- the decision to purchase or alienate of company shares in the hands of the Company;
- a capital increase within the limits of the authorized capital and the period within which the pre-emption right can be exercised as well as the issue of convertible bonds and subscription rights;
- the establishment of the Financial Statements and the Annual Report;
- the approval of the annual budget, any substantial change of and any action inconsistent with the annual budget;
- the approval of the different business plans;
- the adjustment of valuation methods, accounting principles or the internal control procedure;
- the establishment or termination of material joint ventures;
- the take-over or transfer of a material part of the assets of the Company or of a department;
- the acquisition of assets by the Company for an amount exceeding EUR 250,000, other than acquisitions that were anticipated in the approved annual budget;
- the appointment of the members of the Committees, their removal, the determination of their remuneration, the term of their mandate and the operation of the Committees;
- the giving of assignments to auditors and related consultants and the termination of such assignments;
- reorganizations and collective dismissals;
- the conclusion of external financing contracts for amounts exceeding EUR 100,000;
- any actions which may lead to a conflict of interest event or related parties transaction according to articles 7:96 and 7:97 of the Belgian Companies and Associations Code;

- any actions and issues that concern the contractual relationship between the Company and its shareholders or the companies connected with these shareholders;
- approval of transactions between the Company and its Board members or the CEO;
- the drawing up and amendment of the CG Charter;
- and the preparation and execution of all deeds and documents for the performance of any of the above powers.