Wereldhave

LifeCentral progress: From promise to proof

Integrated Annual Report 2023

better everyday life, better business

Wereldhave Full Service Centers contribute to a better everyday life for visitors and better business for tenants.

A one-stop location for groceries, shopping, leisure, relaxation, sports, health, work and other daily needs – all supported by smart concepts and digital services. By investing sustainably to meet the needs of customers and local areas, we enrich communities, while caring for the environment, and have a positive effect on the way people live, work and shop. Wereldhave Full Service Centers play a vital role in people's everyday lives in leading regional cities in the Netherlands, Belgium and France.

better everyday life, better business

About this Report

Welcome to Wereldhave's 2023 Integrated Annual Report. This Report provides an overview of the Company's business, strategy, performance and governance during the year. It also looks at how Wereldhave endeavors to create long-term value for the Company's main stakeholder groups: its tenants, investors, business partners and employees, as well as the millions of people who visit Wereldhave centers in the Netherlands, Belgium and France every year.

How this Report is structured

Our Integrated Annual Report comprises two main sections:

- The first describes our business and operating environment, our strategy, performance, outlook and governance (pages 2 - 113).
- The second contains our formal disclosures, including our financial statements (pages 114 - 185).

Our Supervisory Board Report is included in the Governance section (from page 60). Detailed sustainability disclosures may be found at the end of this Report (from page 177). For more information about our approach to reporting, please see the Basis of Preparation (page 98).

If you have any questions regarding this report or its contents, please contact our Investor Relations department at investor.relations@wereldhave.com

Reporting standards used

This Integrated Annual Report has been prepared in accordance with the Integrated Reporting <IR> Framework, as well as the latest standards issued by the Global Reporting Initiative (GRI). All financial statements comply with the International Financial Reporting Standards, as adopted by the European Union (EU-IFRS) and the Dutch Civil Code. For further information, see page 98.

DGBC Dutch Green Building Council Partner

EPRA EUROPEAN PUBLIC REAL ESTATE ASSOCIATION

GRESB 2023

Electronic reporting format

In addition to this version, there is also a European single electronic reporting format (ESEF) version of this Report available on our website www.wereldhave.com/investor-relations/reports-publications/annual-reports/. It should be noted that, in case of any discrepancies, the ESEF version prevails.

Statement from our Board of Management

As Wereldhave's Board of Management, we take responsibility for the content and accuracy of this Integrated Annual Report. We believe this Report provides a fair and balanced picture of Wereldhave's business, strategy and performance, and its ability to continue creating value for both stakeholders and wider society. This Report is intended for all our stakeholders, particularly providers of financial capital.

About Wereldhave

Established in 1930, Wereldhave is headquartered in Amsterdam. Our shares are listed on Euronext Amsterdam and included in the AScX index. We are registered in the Netherlands as an investment institution, which means our corporation tax rate is 0% (excluding development activities). In Belgium, our investments consist of a 66.16% stake in Wereldhave Belgium, which is registered as a tax-exempt investment company, listed on Euronext Brussels. Our remaining investments in France are subject to that country's SIIC regime (société d'investissement immobilier cotée). Wereldhave is a member of several leading industry organizations, including the European Public Real Estate Association (EPRA), the Global Real Estate Sustainability Benchmark (GRESB) and the Dutch Green Building Council.

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Message from our CEO

Matthijs Storm

It’s been a busy and successful year for Wereldhave. Despite a challenging economic environment, we saw an indexation-driven 8% like-for-like growth in rental income, with solid operating results enabling us to report a direct result per share (DRPS) for the year of € 1.73, representing 6% growth versus 2022.

“Our Full Service Centers and their diverse tenant mix provided a high level of resilience for Wereldhave in what was an economically challenging year.”

After fixing our balance sheet and transforming our portfolio following the launch of our ‘LifeCentral' strategy in 2020, we achieved another landmark at Wereldhave in 2023: the purchase of Polderplein shopping center in Hoofddorp, our first significant acquisition since 2018.

It's a milestone for several reasons. Its direct connection to our new Full Service Center Vier Meren gives us opportunities to create additional value for our visitors and tenants. On top of this, we largely funded the investment with € 52 million in new equity – our first share issuance since 2015.

What is more, it really stands out because it marks the start of the next phase of our LifeCentral strategy: growth.

Phase two of LifeCentral

In the coming years, we will look to grow the portfolio, whilst exploring new geographies. We are able to do so due to our improved credit profile, which we achieved through cost savings and the execution of our divestment strategy in recent years. The strength of our credit profile was underlined by successfully arranging US private placements (USPP) to the value of USD 100 million and € 85 million of new bank loans, in addition to an agreement with a new, renowned bank, who has added € 25m in additional funding capacity to our corporate Revolving Credit Facility.

We are also taking this step because we need to. Having invested close to 70% of our designated LifeCentral capex in Full Service Center transformations, we must now scale to secure future growth and improve our cost of capital. We are also looking outside our existing markets for two reasons: first, because of the lack of sufficient viable assets in our core markets; second, because the upcoming abolition of the Dutch REIT regime, combined with increased commercial property transfer taxes, could prevent us from reaching our increased 8% unlevered internal rate of return (IRR) threshold in our existing markets.

We will review the different options to rotate capital – for instance through joint ventures – and may consider acquiring assets outside our core markets. These assets will then be transformed into Full Service Centers as part of our LifeCentral strategy; applying our disciplined IRR framework to every acquisition whilst protecting the strong balance sheet rebuilt carefully over the past years.

We are confident in our growth strategy because of the success we've had so far in our Full Service Center transformations. In 2023, we delivered four more Full Service Centers – on average 94% let and completed on time and within budget – taking us to nine overall. Our property values also increased for the first time since we launched the new strategy, driven mainly by the improved cash flow from our Full Service Centers. In 2024, we will continue to work on our next four Full Service Centers, and expect to start promising transformation projects in Bruges, Liège and Nivelles.

Strong performance in tough circumstances

Our Full Service Centers and their diverse tenant mix also provided a high level of resilience for Wereldhave (underpinned by >98% rent collection) in what was an economically challenging year. Daily life stores now account for 66% of our portfolio – a significant increase from 51% when we launched our strategy. This means we are now less reliant on economically vulnerable sectors like fashion, and get a boost when consumers begin to prioritize daily essentials, like groceries, during tighter times. Altogether, our Full Service Centers delivered an annualized return (unlevered) of 8%, with retail sales climbing 13% post-conversion to Full Service Centers, significantly outperforming our remaining centers.

As part of our strategy, we are taking opportunities like this to increase the number of mixed-use tenants, moving them into vacant spaces in a way that does not disrupt our high-performing daily life retailers. By doing so, we increased the share of mixed-use tenants at our centers to 14.1% in 2023.

A more effective organization

To support our growth ambitions, we have integrated our management teams for Wereldhave Holding and Wereldhave Netherlands, cutting costs and making us more effective and efficient. We also successfully implemented a new Enterprise Resource Planning (ERP) system, a significant investment that provides the backbone for our digital transformation strategy. Finally, we welcomed William Bontes to our Supervisory Board – a seasoned finance professional who joins under the chair of Françoise Dechesne.

A Better Tomorrow

While progressing with LifeCentral, we have pushed on with our sustainability strategy A Better Tomorrow. Since 2018, we have cut our scope 1 & 2 CO_2 emissions by 35% – significantly better than our target – thanks to investments in solar panels, insulation, waste management, and electric vehicle charging stations. We were rewarded for our work with a five-star GRESB rating for the tenth consecutive year. With over two-thirds of our ESG capex yielding a return, we expect to invest approximately € 5 million on ESG-related capex for 2024 and 2025 combined.

2024 Outlook

Looking ahead, inflation looks set to reduce further in 2024, and property valuations could benefit if this leads to a lowering of interest rates. During the year, we will be cautious in assessing our acquisition options and exploring possible new joint ventures. In addition, we will monitor the French investment markets closely with a view to divesting our lower-yielding French assets when the markets pick up again.

Finally, we expect a DRPS of € 1.75 in 2024 despite the dilutive impact of the newly issued shares in December 2023 and an increasing cost of debt.

Amsterdam, 13 March 2024

Matthijs Storm,
CEO

Scan this QR-code to watch our Wereldhave - Full-year results 2023 highlights video.

Wereldhave in 2023

Our business

Wereldhave owns and operates commercial centers across the Netherlands, Belgium and France. We are currently transforming these into Full Service Centers – where everyday convenience shopping meets leisure, relaxation, sports, health, work and other daily needs. At the end of 2023, nine of our commercial centers qualify as Full Service Centers.

Our portfolio

We own 21 centers in total, with more than 630,000 m^2 devoted to shopping and other services – plus over 60,000 m^2 in office space. In 2023, we welcomed more than 97 million visitors to our centers.

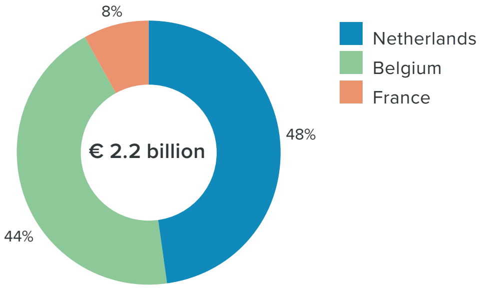
When choosing locations for investment, we aim for prime sites in large regional cities – including Tilburg, Arnhem, Hoofddorp, Nieuwegein and Dordrecht in the Netherlands and Liège, Courtrai and Tournai in Belgium. Our two centers in France are in Bordeaux and Argenteuil (Paris).

We also opt to invest in centers that have strong links to the local community and local government, are well connected and serviced by public transport, and where we can offer free parking for visitors. At the end of 2023, our investments in our centers were worth approximately € 2.1 billion.

Daily life stores account for 66% of our floor space – this includes food and groceries, homeware & household, health & beauty, sports, leisure and fitness. Our centers are usually anchored around supermarkets or hypermarkets. Among our tenants are some of the best-known names in European retail, including Ahold Delhaize, C&A, Carrefour, HEMA, Blokker and H&M.

Portfolio by location

(including offices, end 2023)



Tenant mix core portfolio

(by share of annual rental income, 2023)

		% of rent
1.	Ahold Delhaize	5.7%
2.	Jumbo Group	4.6%
3.	A. S. Watson Group	3.1%
4.	C&A	3.1%
5.	Carrefour	2.2%
6.	Bestseller	2%
7.	Mirage Retail Group (Blokker)	2%
8.	The Sting	1.6%
9.	H&M	1.5%
10.	A.F. Mulliez (Decathlon, Kiabi)	1.4%
Top 10 Tenants		**27.1%**

Our approach to business

We take a long-term approach to business to ensure we create value for our stakeholders: for our tenants, business partners, employees and communities, as well as the people who visit our centers. We also look to consistently maintain, improve and modernize our centers to attract visitors – and, in turn, provide attractive returns for our shareholders. Typically, our centers are comprised of between 20,000 and 50,000 m^2 in lettable space – our largest centers are Cityplaza in Nieuwegein, the combined Vier Meren and Polderplein in Hoofddorp, Kronenburg in Arnhem and Les Bastions in Tournai. See page 102 for a full list of our locations[1].

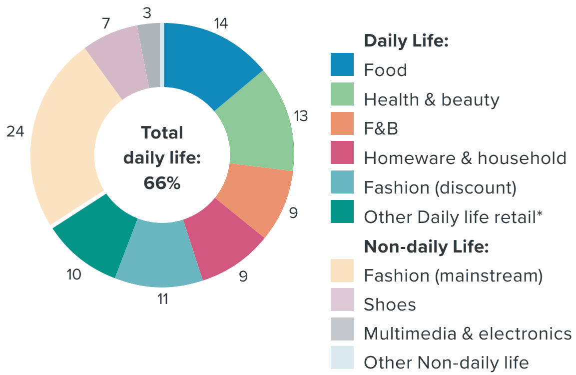
Our purpose

Our purpose as a company is to contribute to a better everyday life for visitors and better business for tenants. That means fulfilling the daily needs of the people who come to us – whether it's to buy new clothes, shop for groceries, meet friends for dinner or catch a movie – by creating centers that go beyond retail. We are thankful to have been welcomed into so many communities, which is why we also put importance on protecting the environment and supporting social initiatives.

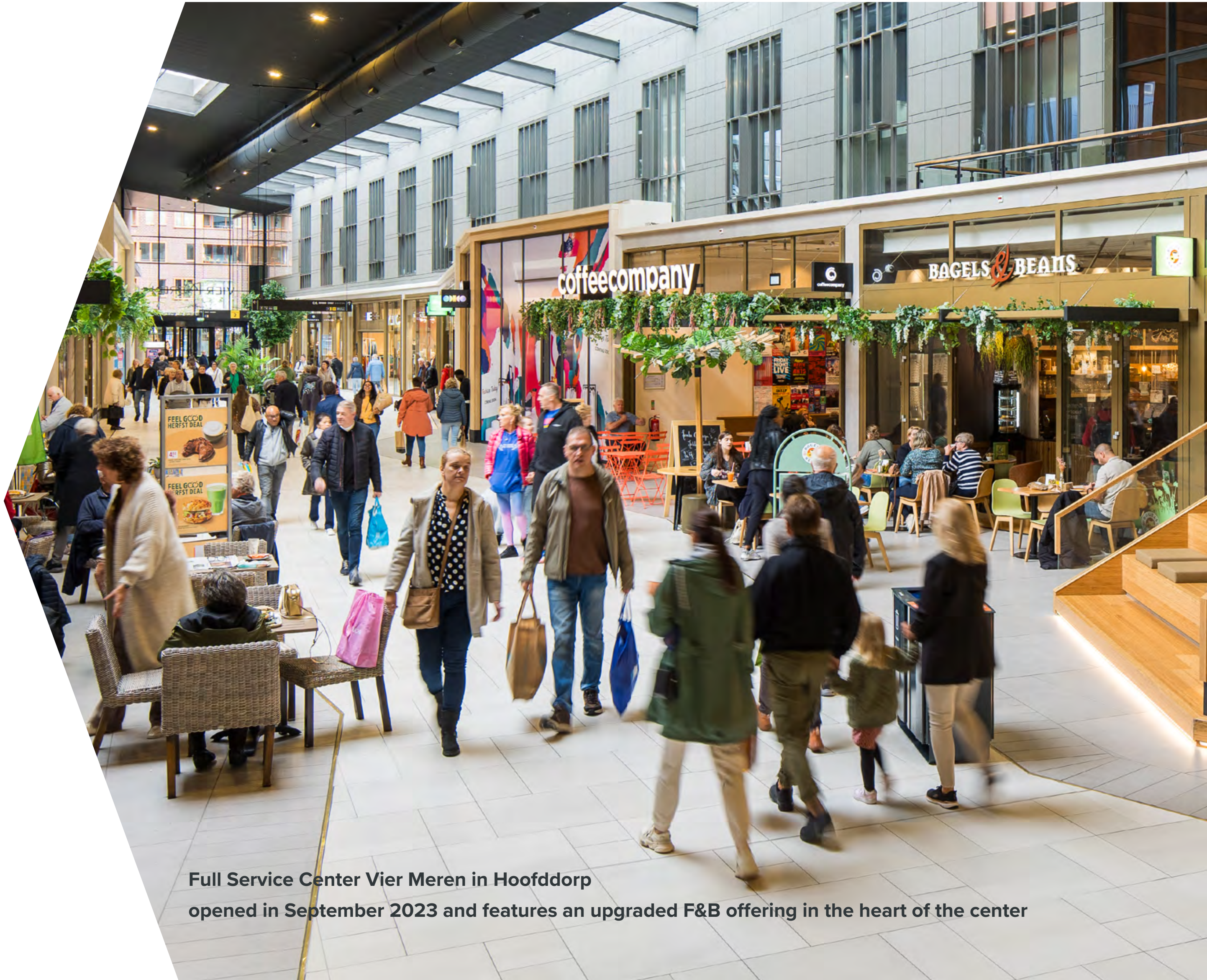
1 At the end of 2023, the average size of our centers was 30,000 m^2.

Tenant mix core portfolio by sector

(% of annual rental income, end 2023)



*This includes amongst others Sport, Fitness, Personal care, Services, Healthcare, Leisure, Serving the community.



Full Service Center Vier Meren in Hoofddorp

opened in September 2023 and features an upgraded F&B offering in the heart of the center

How our business works

4. We expect our centers to generate a minimum rate of return – and will divest centers that fail to meet this rate. From our profits, we work to provide attractive dividends to our shareholders.

1. We invest in commercial centers and office space, mainly in the Netherlands and Belgium.

3. Tenants pay us rent either as a fixed amount, a share of their revenues or a combination of both. We also offer add-on services to our tenants and invest to improve and upgrade our locations.

2. We make sure we have the right locations to attract tenants and the right mix of shops and services to bring visitors into our centers.

11 Netherlands

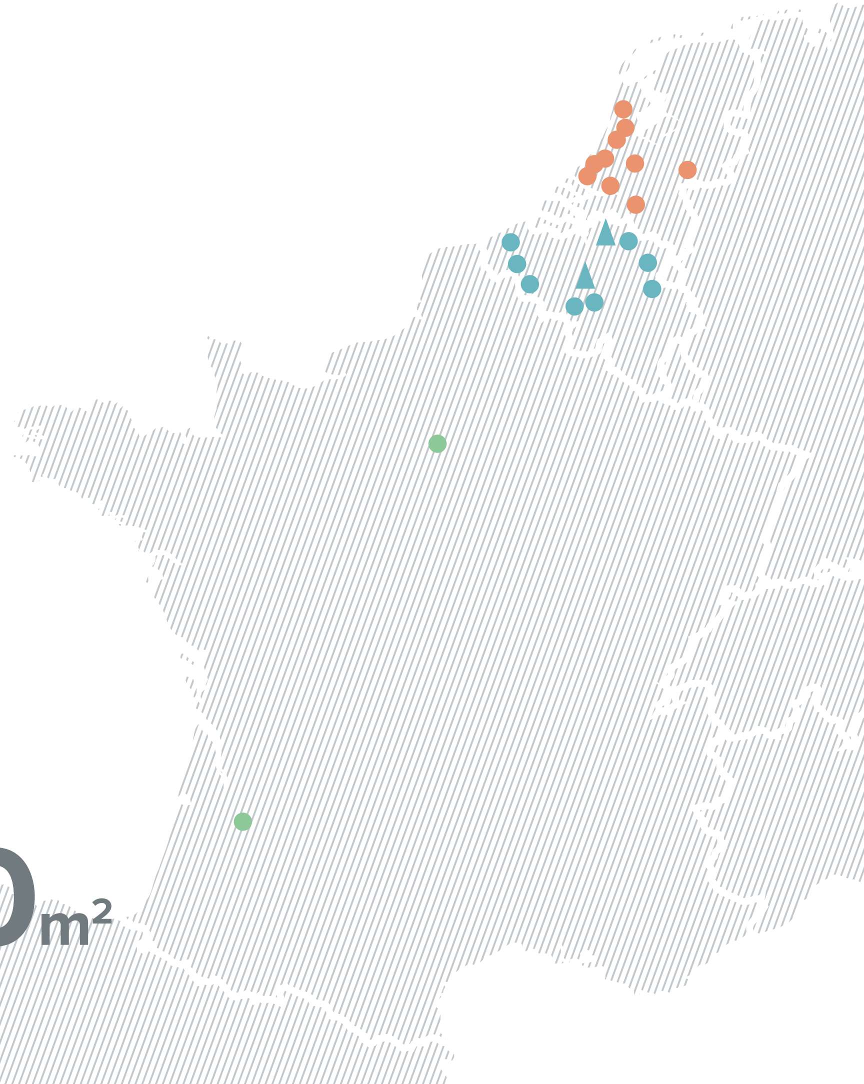
- Arnhem (Kronenburg, Presikhaaf)
- Capelle aan den IJssel (De Koperwiek)
- Dordrecht (Sterrenburg)
- Purmerend (Eggert)
- Roosendaal (Roselaar)
- Tilburg (City Center Tilburg)
- Heerhugowaard (Middenwaard)
- Hoofddorp (Vier Meren/ Polderplein)
- Leiderdorp (Winkelhof)
- Nieuwegein (Cityplaza)

8 Belgium

- Tournai (Les Bastions Retailpark, Les Bastions Shopping)
- Genk (Shopping 1, Stadsplein)
- Bruges Retailpark (Bruges)
- Courtrai (Ring Kortrijk)
- Liège (Belle-Île)
- Nivelles (Nivelles Shopping)
- Waterloo (Waterloo)
- Turnhout
- ▲ Antwerp (The Sage)
- ▲ Vilvoorde (The Sage)

2 France

- Argenteuil (Côté Seine)
- Bordeaux (Mériadeck)



Commercial centers

21

▲ Office locations

2

Commercial center surface owned

630,000 m^2

2023 in Review

First quarter

- Wereldhave's fifth Full Service Center, Sterrenburg in Dordrecht (the Netherlands), is officially opened almost fully let.
- Our new Enterprise Resource Planning system is implemented to support our commercial, operational and financial processes.
- Launched a new Executive Team and Management Team, consisting of integrated management teams for Wereldhave Holding and Wereldhave Netherlands, to manage the progression of Wereldhave's LifeCentral strategy.
- 16 new leases are signed in the Netherlands – including New Yorker and Action – while in Belgium, Basic-Fit, Rituals and Sports Direct all sign new leases.
- Our sustainable Closet Sale concept, where individuals can a rent space for a day to sell clothes, accessories and decorations, is rolled out to six more centers following its introduction at Cityplaza Nieuwegein in 2022.

Second quarter

- Full Service Center Tilburg is awarded the 2023 Kern annual development award acknowledging the success of one of the largest recent inner-city redevelopment projects in the Netherlands.
- A five-year extension for the lease for Albert Heijn XL at our Kronenburg center in Arnhem is agreed, including locations for Gall & Gall and Etos.
- A package rental agreement with Calzedonia/Intimissimi for Nivelles Shopping and Shopping 1 in Genk is agreed.
- The eat&meet square in our Mériadeck center in Bordeaux reopens after a recent upgrade.
- Wereldhave signs a partnership with the Dutch Employee Insurance Agency (UWV) to organize more job fairs to support our tenants in recruiting, particularly among communities.
- Shareholders reappoint Matthijs Storm as CEO for a further term of four years. William Bontes is appointed to the Supervisory Board, and Françoise Dechesne is reappointed to continue her role as Supervisory Board chair.

Third quarter

- Basic-Fit opens new flagship gym at Full Service Center Les Bastions in Tournai (Belgium).
- Wereldhave moves its head office from Schiphol to a sustainable and monumental office building in Amsterdam, realizing cost-savings along the way.
- Vier Meren in Hoofddorp (the Netherlands), our sixth Full Service Center, opens 91% let, with a significantly improved tenant mix to create a strong combination of retail, F&B, leisure and public services for visitors and residents.
- The redevelopment of our Stadsplein center in Genk (Belgium) to improve the visibility of the shopfronts gets underway; the work is due for completion by 2024.
- Customer demand for office space underlined as our commercial office space in Berchem, Antwerp is fully let.
- The newly developed eat&meet F&B cluster in Eggert Center (the Netherlands) opens with four new or renewed tenants.
- Wereldhave receives a five-star GRESB rating for the 10th consecutive year, ranking number one in its peer group.
- In July, Wereldhave secures new long-term funding worth USD 50 million from a US Private Placement - the Company's first USPP transaction since 2017.

Fourth quarter

- Full Service Center transformations at De Koperwiek in Capelle aan den IJssel, Eggert Center in Purmerend (the Netherlands) and Shopping 1 in Ghent (Belgium) are completed and open to the public.
- In November, Wereldhave secures more long-term funding, worth USD 50 million from a US Private Placement, with a term of seven years.
- Refinancing and new credit facilities with Belgian banks are agreed, worth € 85 million, with an average term of 4.5 years.
- In December, Wereldhave purchases the Polderplein shopping center in Hoofddorp (the Netherlands), marking the first significant acquisition since 2018.
- Wereldhave raises € 52 million in new equity - the first share issuance since 2015.
- Wereldhave hosts analysts and institutional investors on a Capital Markets Day in the new head office in Amsterdam and in Full Service Centers
- Wereldhave announces the sale of its “The Box” retail center in Genk (Belgium).

Key performance indicators

Operations shopping centers	2022	2023
Like-for-like NRI growth (in %)	9.1	7.9
Occupancy (in %)	96.8	96.6
Visitors (in millions)	84.1	97.8
Leasing activities (# leases)	265	285
Proportion of mixed-use Benelux (in m²)	13.2%	14.1%
Customer satisfaction Benelux (NPS)	24	24

Results & finance	2022	2023
Net rental income (in €m)	115.2	126.4
Direct result (in €m)	79.8	84.2
Indirect result (in €m)	-3.8	5.1
Total result (in €m)	76.0	89.3
Direct result per share (in €)	1.63	1.73
EPRA Net Tangible Assets (NTA) per share (in €)	21.73	21.90
Dividend paid per share (in €)	1.10	1.16
Investment property (in €m)	2,000	2,162
Shareholders’ equity (in €m)	886	964
Net debt (in €m)	842	916
Net Loan-To-Value (LTV) (in %)	42.4	42.7

Outlook 2024
Direct result per share estimate of € 1.75

Sustainability	2022	2023
Building energy intensity (kWh/m²/year, retail)	47.9	42.1
Solar energy produced onsite (MWh, like for like)	4,495	3,869
Green spaces (m²)	37,115	41,071
Employee engagement	7.6	7.0
% Green lease	62%	67%
Society investments (in €m)	2	2

Our business environment

During 2023, economies were hit with increased interest rates and inflation levels that, though decreasing from the previous year, remained high – holding back growth across Benelux and France and putting pressure on tenants and consumers. Even so, occupancy rates were strong and footfall at our Full Service Centers increased to above pre-pandemic levels, thanks in part to consumer prioritization of 'essential' goods bought at daily life retailers – such as food, homeware and cleaning products.

Economic conditions

Inflation in 2023 remained above the European Central Bank's (ECB) 2% target in each of the Netherlands, France and Belgium, having only slowly decreased from highs brought on by major recent events like war in Ukraine, geopolitical tension between the US and China, and the Covid-19 pandemic.

In September, in a bid to curb higher inflation, the ECB raised interest rates to a record high of 4.0% – a tenth straight increase, far above the -0.5% rate only 15 months ago – resulting in only modest GDP growth, increased financing costs for companies and slowing consumer demand.

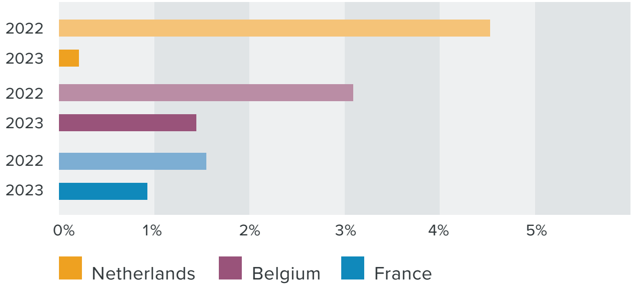
Despite tighter credit conditions, Wereldhave has still been able to access financing because of our successful strategy and careful financial management – agreeing US Private Placements (USPP) for the first time since 2017, before successfully raising new equity for the first time since 2015.

Along with this, with our rents indexed against inflation, we saw a further increase in our Net Rental Income[1]. However, inflation also increased our construction costs.

1 In France, indexation was capped at a maximum of 3.5%.
2 Source: Centraal Bureau voor de Statistiek (January 2024).

Most costs associated with our current projects were fixed until the end of 2023, meaning our LifeCentral strategy was unaffected by higher costs, and we could complete four Full Service Center transformations on time and within budget. In 2024, we continue to work on transformations. Despite higher costs, the transformations can continue, in separate phases to spread capital expenditure, with full completion of the program planned for 2026.

GDP growth in the Netherlands, Belgium, and France (2023 vs. 2022)



Source: Organization for Economic Cooperation & Development (OECD), Economic Outlook 2023 (November 2023).

Tenant impact

Economic conditions had a varied impact on the leasing market, with some strong brands expanding and new entrants joining the market. However, with companies confronted by higher costs and rising wages, bankruptcies increased by more than 50% in the Netherlands in 2023 compared with 2022[2].

Wereldhave carries out regular data-driven assessments of tenants and their sales and payment behavior to pre-empt bankruptcies, with tenants that do not pay their full rents replaced, keeping occupancy rates above 95%. Valuations increased for the first time in eight years, driven by the performance of completed Full Service Centers.

Cost of living

High prices also continued to put a squeeze on consumer spending. Retail sales volume shrank for the first time in ten years in the Netherlands[3], with the sharpest decline in non-food sales, as consumers prioritized food and essential clothing instead.

At the same time, unemployment remained low thanks in part to a skills shortage across most European economies, while wages increased year-on-year in the Netherlands, France and Belgium – with governments in each announcing an increase to the minimum wage to help support those on smaller incomes.

For Wereldhave, the number of daily life tenants continues to grow, now accounting for 66% of rental income – a 4 percentage point increase year-on-year. These tenants are less exposed to economic fluctuations, with consumers prioritizing their goods over other "non-essentials" – which brings a degree of resilience to our centers.

Operational conditions

Online shopping remains popular, with 78% of adults and teenagers in the Netherlands buying online in H1 2023[4] – higher than the lockdown year of 2021. That said, footfall remained high – not least at our Full Service Centers. Retailers continue to move to a hybrid selling model that combines online and in-store, while shopping centers increasingly look to combine shopping, healthcare and leisure in one space, similar to our Full Service Centers.

For retail real estate investors, the markets have become challenging with, in the Netherlands, the financial landscape changing due to the increase of the Dutch transfer tax to 10.4% and the upcoming abolition of the Dutch REIT regime (FBI) status[5] – which Wereldhave has – in 2025. Combined with a lack of attractive and available assets in the region, investors are looking at other options, including markets outside the Netherlands and Belgium, as well as other asset classes.

Sustainability

Despite increased cost of living, consumers are continuing to spend money on eating out and on "experiences", as well as opting to work, socialize and shop more locally. This underlines the connecting role centers have in their local communities, to bring people together as well as meeting their needs.

While they do this, there is continued scrutiny on companies' social and environmental performance from governments and regulators, with companies expected to be transparent about the effects of their activities on society – and how they mitigate those effects. Moreover, social attitudes among the wider public are changing, with many wanting more from the brands they buy from and the services they use. Our centers must stand up to this scrutiny and reflect these changing attitudes – by supporting the transition to sustainable energy and working with tenants that align with transformed social attitudes toward climate, diversity, and human rights.

3 Source: Centraal Bureau voor de Statistiek (December 2023).
4 Over the past year, we have developed a scorecard to assess whether our locations qualify as Full Service Centers. See page 19 for further detail.
5 Those with FBI status in the Netherlands are exempt from paying corporation tax on their Dutch income.

Note on material topics

We use an assessment of our business environment to identify the areas where we create most value for stakeholders and society – i.e. our material issues. We use these issues to structure what we report, how we assess performance, and how we engage with stakeholders.

In November 2023 we updated our material issues by conducting a double materiality assessment[1], in line with the upcoming EU Corporate Sustainability Reporting Directive (CSRD). This assessment revealed six new material issues:

Material topics (from 2024 and onwards)	Definition
1. Climate change mitigation	Reducing greenhouse gas emissions of own operations and Wereldhave assets by improving energy efficiency and using renewable energy sources.
2. Material use	Reducing adverse environmental impacts of materials used during construction activities in own operations and Wereldhave assets, focus on using sustainable materials and integrating circular principles.
3. Waste management	Reducing the amount of waste from own operations and at Wereldhave assets by promoting waste separation.
4. Local community engagement	Making a social impact in the area by actively engaging with local stakeholders and promoting initiatives at the assets.
5. Attractive assets	Designing and maintaining safe, accessible and inclusive Wereldhave assets for tenants and visitors.
6. Relationship with tenants	Establishing and maintaining a good relationship with tenants of Wereldhave assets, with a focus on promoting sustainability.

These new issues will inform the work we do in reporting and with stakeholders going forward. In 2024, we will finalize definitions, metrics and targets, as well as impacts, risks and opportunities for each.

For more details of our assessment methodology please see our Note on Materiality Assessment on page 101.

Inflation in the Netherlands and Belgium (annual rate of consumer price inflation)

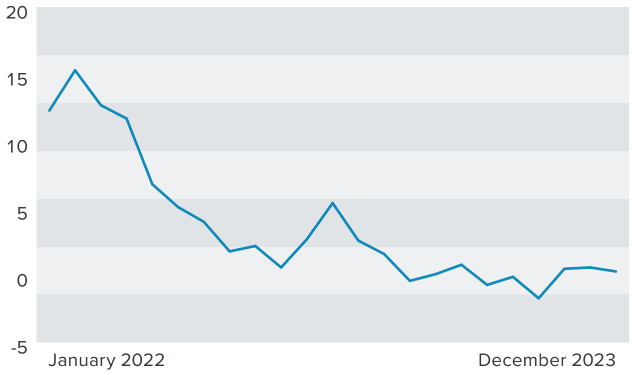
(in %)

Source: Centraal Bureau voor de Statistiek, Statbel.

1 Our previous assessment, conducted in 2021, used a single materiality approach, as defined under Global Reporting Initiative (GRI) standards. We continued to use these material issues in 2023 between January and October.

Growth in household spending slows in the Netherlands

(% year-on-year change)



Source: Centraal Bureau voor de Statistiek.

Belgian consumer confidence picking up in 2023

(% year-on-year change)

Russian invasion of Ukraine.
Source: National Bank of Belgium.

Our strategy

Our LifeCentral strategy

We are now over halfway through our Full Service Center transformations, after launching our LifeCentral strategy in 2020. Results from our completed Full Service Centers in the Netherlands and Belgium show continued success, with transformed centers outperforming the rest of our portfolio – underlining the strength of our strategy.

Full Service Center transformations

In 2023, we delivered four new Full Service Centers, taking us to nine in total and making it our most productive year for transformations yet. In the Netherlands, we completed transformations at Vier Meren in Hoofddorp, De Koperwiek in Capelle aan den IJssel and Eggert Center in Purmerend. In Belgium, we completed Full Service Center Shopping 1 in Genk.

These new centers continue the roll-out of our new concept for retail real estate, where *daily life* retailers are combined with "mixed-use" tenants, including fresh food and restaurants, healthcare, gyms, leisure and cinemas – all in one space. We see the mix of shopping and leisure as the bedrock of our future and aim to occupy at least 19% of our centers with mixed-use tenants.

Thanks to the rate at which we have carried out LifeCentral so far, we are able to take our time with transformations in 2024, to spread capital expenditure and avoid high construction costs and interest rates. That said, in 2024, we continue work on phase 1 of our transformation of Kronenburg in Arnhem, as well as the Cityplaza transformation in Nieuwegein and starting transformations on Middenwaard in Heerhugowaard and Nivelles Shopping in Nivelles. This progress will keep us on track to transform 13 of our 17 traditional shopping centers from our core portfolio into Full Service Centers by 2026.

Full Service Centers projects (status, end 2023)

Location	Lettable area	2023	2024	2025	2026
Cityplaza, Nieuwegein (The Netherlands)	50,691 m²				
Middenwaard, Heerhugowaard (The Netherlands)	35,781 m²				
Nivelles Shopping, Nivelles (Belgium)	28,143 m²				
Kronenburg, Arnhem (The Netherlands)	40,302 m²	(phase 1 only)			

Please note: this table contains committed projects only. Work may take place in several phases. For simplicity, these phases may be shown together. The table does not show phases yet to be confirmed.

Our Full Service Center scorecard

All our Full Service Centers are analyzed against a Wereldhave scorecard, rolled out in 2022, which helps us assess how centers perform against five different elements:

- How much lettable space is devoted to mixed-use tenants
- Which commercial clusters are created in the center: every.deli, eat&meet or health and well-being
- What facilities the center offers to visitors, such as the point, Play & Relax, home delivery or fast charging for electric vehicles
- What services are provided to tenants, including UpNext, our Flow By Wereldhave digital platform and our Tenant Support Program, a marketing program to drive store footfall and sales around new openings or in made-to-measure situations.
- Whether the center offers the right "basics" – restrooms, parking and public seating, as well as good environmental management[1] and support for local environmental and social initiatives

To qualify as a Full Service Center, locations must achieve a minimum score, but we allow flexibility in how that score is made up, so that individual centers can fit with the needs of local consumers.

1 Wereldhave's Full Service Centers should have a minimum "Very Good" rating from BREEAM and a Paris-proof roadmap to limit impact on climate change. BREEAM refers to the Building Research Establishment Environmental Assessment Method, widely used in the real estate industry to measure environmental performance. See page 52 for further details.

Welcome Polderplein

As we grow, so do our ambitions for LifeCentral. We entered the growth stage of LifeCentral with the acquisition of Hoofddorp's approximately 17,000 m^2 Polderplein shopping center, along with its underground 417-space parking garage, in December. The acquisition was worth € 74m[1], financed largely by the issuance of more than 3.5 million Wereldhave shares[2]. The center, which we purchased fully let, is directly connected to Vier Meren and, combined, will create a Full Service Center with 49,100 m^2 lettable area and more than 100 shops. The purchase is perfectly in line with Wereldhave's strategy and acquisition criteria. By owning the entire space, infrastructure investments have better value, and we can create efficiencies by running two spaces as one. What is more, it allows us to implement a bigger, more convenient shopping experience with a greater variety of amenities for customers.

1 Including transaction costs, the purchase totaled € 83 million.
2 To finance the acquisition, Wereldhave issued 3,605,208 new shares, with 70% of the acquisition financed by equity, and the remaining 30% by cash.

Phase two of LifeCentral: growth

As shown by our Polderplein purchase, we have improved our credit profile enough to be ready to acquire new centers. As part of our growth plans, we will look for assets both inside and outside our core markets.

This is a necessary step for Wereldhave. We have invested almost 70% of our LifeCentral capex in Full Service Center transformations, meaning we must now scale to ensure future growth and improve our cost of capital.

We will review the different options to rotate capital out of the Netherlands – for example, through joint ventures – and may acquire assets in a third country outside the Netherlands or Belgium. We are open to this because of the lack of sufficient viable assets in our core markets and the upcoming abolition of the Dutch REIT regime. Losing the REIT regime, when combined with increased commercial property transfer taxes, could prevent us from reaching our increased 8% unlevered internal rate of return (IRR) threshold in our existing markets. We will transform any asset we acquire into a Full Service Center as part of our LifeCentral strategy – applying our disciplined IRR framework to every acquisition to protect the strong balance sheet rebuilt carefully over the past years.

Meeting consumer needs

At our Full Service Centers, consumers should find all their daily needs under one roof. These needs, we believe, fall into four main categories:

1. Fixing the basics – shopping for groceries and other everyday essentials
2. Self-expression – looking good and making the right impression, through fashion, home decoration and health & beauty
3. Enjoying life – being able to spend leisure time with friends and family in bars, restaurants and cinemas etc.
4. Well-being – looking after your health and well-being through healthcare, fitness, and personal development

As part of LifeCentral, we continuously look to roll out our new services to our centers to meet these needs, including our healthcare and F&B clusters – including every.deli and eat&meet – as well as our service hub *the point*.

We combine these new services with more traditional retail and daily life stores, which continue to perform better than expected post-Covid and since the launch of LifeCentral. It's a winning combination that enables us to further meet consumer needs, while a diverse tenant mix makes our centers more resilient if the economy worsens and consumers move away from purchases deemed to be non-essential, such as clothing, during harder times.

Financing and capital expenditure

Maintaining our strong balance sheet remains an important strategic objective within LifeCentral. Since launch, we have spent € 197 million of the just over € 290 million we planned to invest in our strategy, leaving € 94 million to complete our transformation program. To date, we have been able to complete all our Full Service Centers within budget, despite rising construction costs. Work usually takes place in controlled phases, so we can reassess progress and make adjustments to financing or building plans, where necessary. Furthermore, in 2023, all but one of our centers either met or was close to meeting our 7% (unlevered) minimum rate of return. In 2023 we increased our threshold for the (unlevered) internal rate of return (IRR) from 7% to 8%, driven by higher inflation and interest rates.

During the year, we looked to further strengthen our financial position. We agreed two US private placement transactions (USPP) worth USD 100 million – one with a tenure of five years, the other seven years. Along with this, we agreed with two Belgian banks to refinance € 65 million of credit facilities maturing in 2024 and a separate new credit facility of € 20 million. All these funding transactions are on an unsecured basis.[1] Due to our strong financial position, we are under no pressure to sell our two remaining centers in France – in Bordeaux and Argenteuil (Paris). However, in December 2023, we sold our retail center The Box in Ghent, Belgium because, with just four tenants and a lettable area of approximately 4,000 m^2, it did not meet our Full Service Center criteria.

Reducing costs

In 2023, we decided to further streamline our organization to help execute LifeCentral more effectively, integrating the management for Wereldhave Holding and Wereldhave Netherlands, creating new Executive and Management teams. As a result, we dissolved the separate Management Team for the Dutch market, aligning overheads with the size of our portfolio.

Residential property

Despite the economic environment, we still see an opportunity to develop new residential properties at our locations as part of our LifeCentral strategy, with the housing shortages in both the Netherlands and Belgium continuing throughout 2023. We are working on adding residential apartments at eight of our locations, though this process has been delayed by high construction costs and increasing financing costs – which has also prompted us to reduce the total number of residential units in development to between 1,200 and 1,600. In 2023, we signed an agreement with Amvest to build 156 new residential units at our Kronenburg center in the Netherlands.

Our F&B cluster eat&meet opened in Full Service Center Eggert Center in the summer of 2023

1 With these transactions, Wereldhave is extending its debt maturity profile significantly. On a pro forma basis, the weighted average duration of the Company's debt portfolio will increase from 3.3 years to almost four years. See page 70 for more information.

A Better Tomorrow

As the company grows, so does our responsibility to operate sustainably, which is why sustainability is an integral part of our LifeCentral strategy. We believe we can continue to grow while limiting our environmental impact and protecting our centers and the communities they're part of. We offer sustainability as part of our value proposition to tenants, for example helping them to adopt more sustainable working practices, cutting emissions, reducing waste going to landfill and phasing out single-use plastics. We do this through our A Better Tomorrow program, which is based on three pillars:

- Better footprint – reducing our impact on the environment and bringing our business in line with the 2015 Paris Climate Agreement
- Better nature – making sure we adapt our centers to the effects of climate change, particularly heavy rainfall and extreme heat
- Better living – supporting our local communities, and maintaining high standards of health and safety in our centers

Opportunities and risks

We understand that our LifeCentral strategy – and the clear choices we have made – involve both opportunities and risks. We take action to manage these and ensure we continue to create long-term value for stakeholders:

Opportunities

Create attractive centers with the right mix of shops and services	During 2023, we created four new Full Service Centers – three in the Netherlands, one in Belgium. We also acquired Polderplein in Hoofddorp, which we combined with Vier Meren for one larger Full Service Center. Results from our completed Full Service Centers outperformed other centers on major metrics including footfall and retail sales. See page 32.
Increase profits and improve returns for shareholders	Despite a challenging economic environment, we saw an indexation-driven 8% like-for-like growth in rental income, with solid operating results enabling us to report a direct result per share (DRPS) for the year of € 1.73, representing 6% growth versus 2022. We expect a DRPS of € 1.75 in 2024. See page 58.
Reduce reliance on more volatile sectors like fashion and shoes	In recent years, we have managed to increase mixed-use within our centers. In 2023, mixed-use accounted for 14.1%, putting us on course to reach our Blueprint target of 19%. We have also managed to increase daily life tenants, which accounted for 66%, while reducing fashion (mainstream) and shoe retailers by 3 percentage points. See page 40.
Improve market valuations for leading locations	Since the start of our strategy, we have seen lower yields for locations either under development or already converted to Full Service Centers, reflecting investors' increased confidence in our assets.[1] See page 27.
Strengthen ties with local communities and reduce impact on climate and the environment	We finalized climate roadmaps for all our centers in Belgium – adding to our set for the Netherlands completed in 2022 – and donated € 2.1m to charities and good causes, equal to 1.7% of our Net Rental Income. See page 48.

Risks:

Failure to attract the right tenants to our centers	Leasing activity proved strong again in 2023, despite economic concerns. Thanks to strong demand, we have been able to attract new tenants to our centers from mixed-use sectors, such as F&B, fitness and healthcare, as well as daily life retailers. See page 40.
Economic slowdown, putting squeeze on consumer spending	Figures show consumer spending is being squeezed by increased cost of living. So far, this has had little or no impact on leasing activity, though it may begin to affect the retail sector if it persists long term. See page 14.
Rising interest rates leading to higher financing costs	Higher interest rates will mean an increase in financing costs, though we were able to secure new financing with competitive margins because of our strong credit profile. Increased costs will also be offset, to some degree, by higher rental income from indexation. See page 58.
Increased construction costs from price inflation, leading to possible delays or overruns	All construction projects were delivered in 2023 within budget and most on time, meaning Wereldhave can slow down ongoing projects to partly avoid increased construction costs. See page 14.

1 Since the start of our LifeCentral strategy, we have seen 'yield compression' across many centers: Vier Meren, Hoofddorp (117 points), De Koperwiek, Capelle aan den IJssel (48 points), Cityplaza, Nieuwegein (47 points), Sterrenburg, Dordrecht (34 points), Kronenburg, Arnhem (28 points), Middenwaard, Heerhugowaard (4 points), Belle-Île, Liège (15 points), and Ring Kortrijk, Courtrai (3 points).

Value creation

Our approach to value creation

We create value for our stakeholders and society at large through our business activities. This value is often financial – for example, in shareholder dividends, employee salaries or payment to suppliers. We can also create social or environmental value too, in the way our centers provide access to shopping, services and social space for local communities.

However, we make trade-offs in carrying out our business activities which may deplete value. For example, our centers and our tenants consume energy and resources, and are part of wider value chains that may cause social and environmental harm through the sale of goods. We take this seriously and have shaped our LifeCentral strategy in a way that can help minimize adverse impacts – by reducing our energy use, managing waste, and upholding strict standards for suppliers and other business partners.

Our stakeholders

We define our stakeholders as: individuals or organizations who may affect our business, strategy and performance or who, in turn, may be affected by the decisions we take as a company. Our aim is to maximize the value we create for these groups. We realize that, ultimately, our social license to operate depends on creating long-term value for our main stakeholder groups:

- Tenants and visitors
- Investors (including both shareholders and creditors)
- Business partners, suppliers and employees
- Society and community

Our value creation model

From *left* to *right*, our value creation model[1] shows the resources we need to operate our business, our business model and outcomes for our stakeholders – i.e., the value created or lost for each stakeholder group during the past year.

1 This model is based on the Integrated Reporting Framework.

Our value creation model

Resources

Gross Rental Income: € 158m
Net debt: € 916m
Shareholders' equity: € 964m

Financial resources
Including equity and debt financing, rents and other forms of income.

Total lettable area: 693,600m²
Value of portfolio: € 2,162m
Total capital expenditure: € 68m

Our centers
Including all locations in the Netherlands, Belgium and France.

New leases processed during the year: 298
Number of centers using *Flow by Wereldhave*: 21
General expenses: € 19m

Internal processes and systems
Including IT and data management systems, procurement, leasing and facilities management.

Total spent on training and development: € 0.2m
Total number of employees (FTE): 117

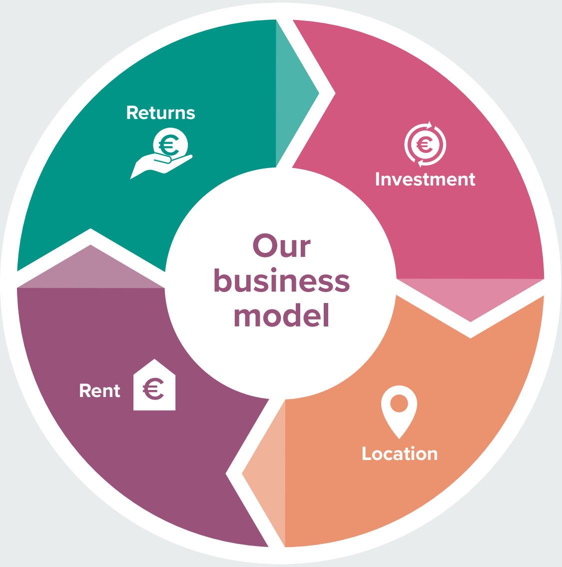
Human capital
Including time, skills and personal engagement of employees, temporary staff and outside suppliers and contractors.

Total number of current leases: 1,740
Total number of visitors to centers: 98m
Number of suppliers and contractors: 1,800

Business relationships
Including relationships with tenants, visitors, business partners, governments and local communities.

Energy consumption: 36,424 MWh
Water use: 156,922m³

Use of natural resources
Including energy, water and building materials needed to cool, heat and maintain our centers.



Value created for stakeholders

Tenants & visitors
Customer experience numbers remained more or less unchanged compared with the previous. During 2023, we were able to deliver four more Full Service Centers and further expanded lettable area devoted to mixed-use.

Customer experience (NPS): +24 vs. +24) [1]
Lettable area devoted to mixed-use: 14.1% (vs. 13.2%)
Number of Full Service Centers in operation: 9 (vs. 5)

Investors
In 2023, our financial performance again improved. We proposed an increase in dividends for shareholders and reported a better-than-expected direct result per share.

Total dividend payments to shareholders: € 59m (vs. € 54m)
Direct result: € 84m (vs. € 80m)
Indirect result: € 5m (vs. -€ 4m)

Business partners, suppliers and employees
Payments to suppliers and sub-contractors increased during 2023 - a reflection of Investments made In our assets. Salaries and benefits increased following the severance payments following the organizational changes. We took a cautious approach to new capital expenditure, proceeding step-by-step to minimize price risks.

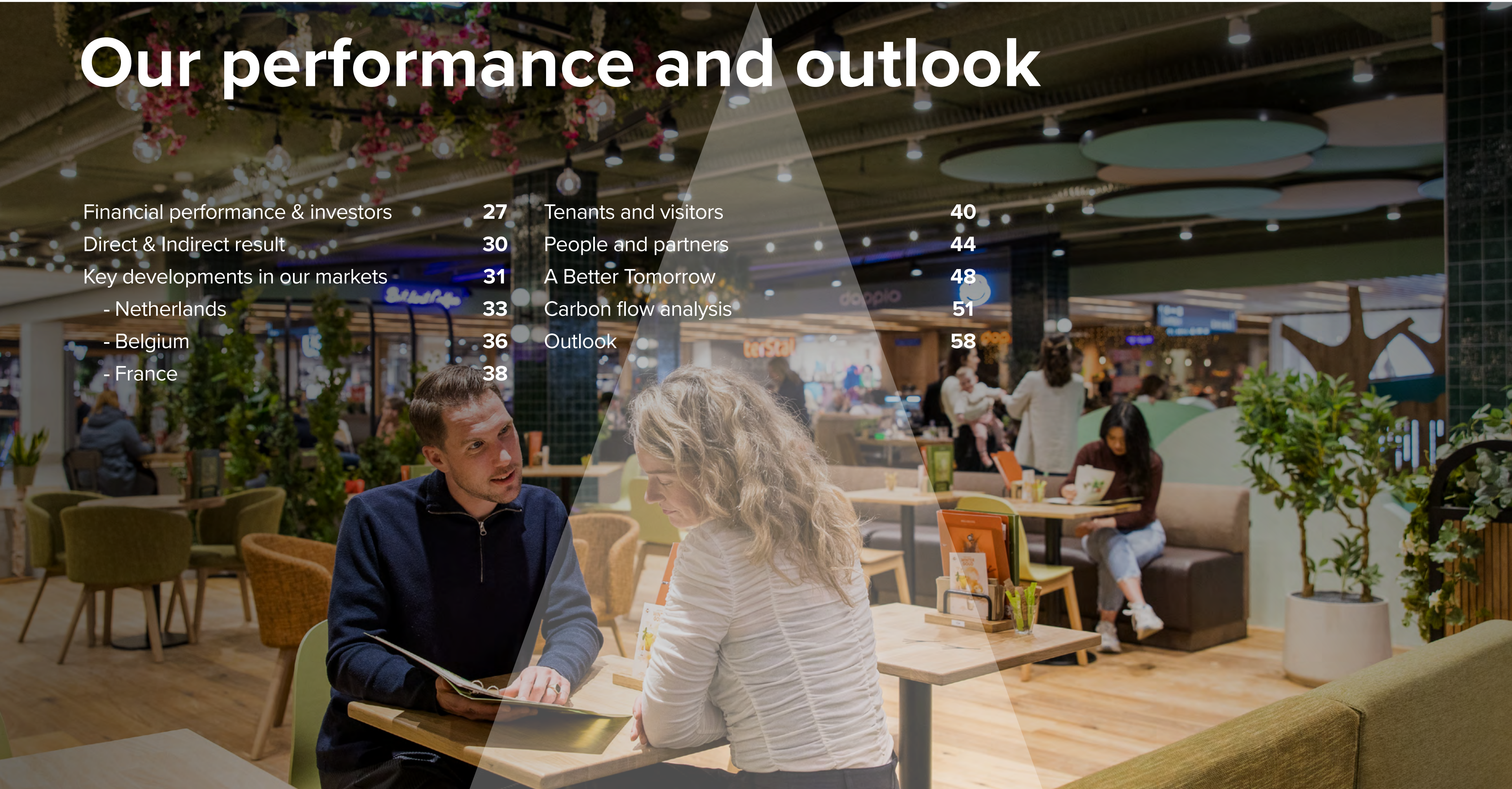
Payments made to suppliers and other sub-contractors: € 143m (vs. € 126m)
Salaries, pensions and other benefits paid to employees: € 17m (vs. € 15m)

Society and community
During 2023, we further reduced emissions. We continued to design Paris-Proofing in blueprints for our Full Service Centers, and support social initiatives.

Carbon emissions: 2,857 tons (vs. 3,441 tons) [2]
Waste going to landfill: 68 metric tons (vs. 53 metric tons)
Contributions to social initiatives: € 2m (vs. € 2m)

1 NPS - Net Promoter Score. Please note NPS covers centers in the Netherlands and Belgium only. See page 41 for further details.
2 Scopes 1 and 2 only
Note: All figures above relate to 2023. Where relevant, comparable figures are provided in parentheses (to show value created or lost during the year). Tons refers to metric tons.
Resources on the left are based on the Integrated Reporting Framework's six capitals (financial, manufactured, intellectual, human, social & relationship and natural). The right side of the model shows value created by stakeholder group.

Our performance and outlook



Financial performance & investors

Our financial performance

Total result

Wereldhave's total result for 2023 amounts to € 89.3 million (2022: € 76.0 million). The increase compared to the previous year was driven by the solid operating results, reflected in our direct result, and significant positive revaluations in our real estate portfolio, included in the indirect result.

Direct result

(in €m)	2022	2023
Net rental income	115.2	126.4
General costs	-11.7	-10.9
Net interest	-23.5	-31.0
Taxes on result	-0.2	-0.3
Total direct result	**79.8**	**84.2**

Our direct result for 2023 totaled € 84.2m, representing a direct result per share (DRPS) of € 1.73. Gross rental income amounted to € 158.0m, up from € 140.9m in 2022, driven by higher indexation. It is clear that service costs paid and property expenses were affected by inflation. In addition, doubtful debt expenditure increased, as a result of several bankruptcies and defaulting tenants, primarily in Belgium, combined with relative low expenditure in 2022 following better than expected Covid-19 settlements.

Direct general costs amounted to € 10.9m, down from € 11.7m in 2022. We have realized cost savings following the alignment of staff with the smaller asset base and our move to a more economical head office location.

Net interest expense increased to € 31.0m in 2023 from € 23.5m in 2022. This was due to increased benchmark interest rates, which affected the cost of the variable rate portion of our debt, the refinancing of maturing debt at the actual market rates and higher net debt related to capital expenditure and the debt financed portion of the acquisition of the Polderplein center in Hoofddorp.

Indirect result

(in €m)	2022	2023
Valuation result	-4.1	17.5
Result on disposal	-4.5	-0.1
General costs	-5.6	-7.7
Other income and expense	10.4	-4.6
Taxes	-	-
Total indirect result	**-3.8**	**5.1**

Our indirect result for 2023 amounted to € 5.1m, due primarily to the significant upward revaluation of € 17.5m in our property portfolio, which was partly offset by negative fair value adjustments of derivatives of € 3.9m, reorganization costs of € 2.5m and various project related and other indirect costs of € 6.0m, including among others the one-off implementation costs related to the newly deployed ERP system.

The positive commercial revaluation of 0.8% of the portfolio's book value, was driven primarily by an increase in the passing rent component of valuations, which was partly offset by the impact of higher yields. By the end of 2023, our portfolio's average EPRA Net Initial Yield (NIY) stood at 6.3%.

Capital & financing

Wereldhave's disciplined capital allocation framework is focused on maintaining a strong balance sheet, delivering outperforming long-term value growth for shareholders through its investments, and returning appropriate dividends to shareholders. The company keeps targeting an LTV ratio of 35-40%.

To maintain acceptable leverage and long-term growth, our management's policy is to allocate our Company's recurring income partly to finance investments needed under the LifeCentral strategy, and partly in dividends to shareholders.

Current debt position

As at 31 December 2023, interest-bearing debt totaled € 941.4m, which together with a cash balance of € 25.5m resulted in a net debt position of € 915.9m. Undrawn borrowing capacity amounted to € 127m. Our net loan-to-value (LTV) ratio stood at 42.7% (compared with 42.4% at year-end 2022). The increase was due to funding for our transformation capex program and the acquisition of Polderplein, and was only partly offset by the impact of the disposal of the non-core asset The Box in Gent, Belgium.

At year-end 2023, Wereldhave's gross LTV stood at 43.9%, well below our bank covenant limit of 60%. The entire debt portfolio is unencumbered.

Debt position as at 31 December

(in €m unless otherwise stated)	2022	2023
Interest-bearing debt	856.8	941.4
Cash position	14.4	25.5
Net debt	**842.4**	**915.9**
Undrawn borrowing capacity	266.0	127.0
Net Loan-to-Value in %	42.4%	42.7%

Financing & credit facilities

After agreeing € 355m in refinancings with banks in 2022, we successfully continued our funding activities in 2023, significantly improving our debt maturity profile. In July 2023, we signed new US Private Placement debt (USPP) totaling USD 50m for a term of five years. In November 2023, we signed similar transactions with two investors, totaling USD 50m for a term of seven years. The proceeds have been swapped into competitive fixed euro interest rates. From the proceeds, USD 75m was settled in January 2024. Wereldhave has been very active on the USPP market since 2011, with our previous placement made in 2017.

In January 2024, a new, renowned bank agreed to an initial participation of € 25m in our corporate syndicated Revolving Credit Facility.

In December 2023, Wereldhave Belgium expanded its credit facility with a local bank by € 20m for a term of five years. In addition, Wereldhave Belgium agreed with another bank to extend a total € 65m in credit facilities – which were originally set to expire in the second quarter of 2024 – until 2028 (€ 30m) and 2029 (€ 35m).

Our disciplined capital allocation framework is focused on maintaining a strong balance sheet, delivering outperforming long-term value growth for shareholders through its investments and returning appropriate dividends to shareholders. The planned disposal of the two remaining French assets will help us achieve the targeted LTV ratio of 35-40%.

Equity & net asset value

As at 31 December 2023, shareholders' equity – including non-controlling interests – amounted to € 1,199.2m (compared with € 1,123.2m as at 31 December 2022).

The number of issued shares increased by 3,605,208 shares to 43,876,129 ordinary shares, from 40,270,921 at year-end 2022. The new shares were issued in connection with the contribution in kind of the Polderplein shopping center in Hoofddorp, the Netherlands, to Wereldhave by DELA Vastgoed B.V. on 5 December 2023. This was our first share issuance since 2015.

On 31 December 2023, a total of 214,172 treasury shares were held by the Company.

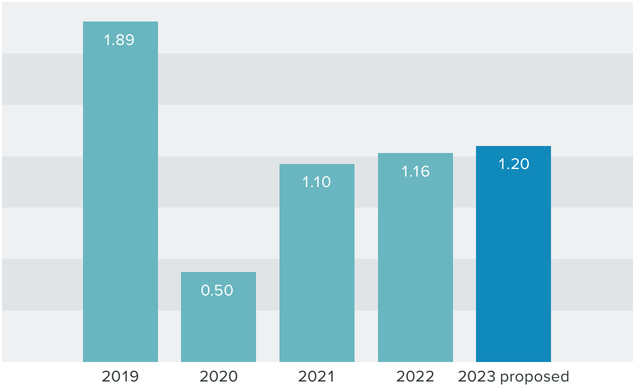
As at 31 December 2023, our EPRA net tangible assets (NTA) stood at € 21.90 per share, an increase of 0.8% compared with 2022. Our NTA benefited from our positive direct and indirect result, offset by dividend payment to shareholders of € 1.16 per share in May 2023. Our total return based on EPRA NTA for 2023 was € 1.33 per share.

Dividend payment to investors

Wereldhave will propose to the Company's Annual General Meeting a dividend for 2023 of € 1.20 per share, an increase of 3.4% compared to previous year.

Payment of annual dividends

(€ /share)



Charts shows dividends for each financial year. Please note that, in 2020, because of the outbreak of the Covid-19 pandemic, Wereldhave decided to cancel its final dividend for 2019 (payable in 2020) and suspend interim payments for 2020. Dividend payments were resumed in May 2021.

Share price performance

During 2023, our share price increased by 15.9%. Total shareholder return for the year – including the € 1.16 per share dividend – came to 25.2%. By comparison, our benchmark – the FTSE EPRA Nareit Developed Europe Index – increased 12.6% during 2023.

Communications with investors

The trust of our investors is imperative to us, which is why we have a transparent process of capital allocation. During the year, we were able to meet with equity and US Private Placement investors face-to-face more than 50 times, in a mixture of one-to-one and group meetings, face-to-face and online.

We hosted webcasts following the publication of our full-year and half-year results and also spoke at industry conferences to present our financial results and strategy.

Presentations and results webcast replays are available on our website www.wereldhave.com.

Our Belle-Île Center in Liège (Belgium)

Direct & Indirect result

(in € 1,000)	2023 direct result	2023 indirect result	2022 direct result	2022 indirect result
Gross rental income	157,960	-	140,921	-
Service costs charged	26,198	-	21,745	-
Total revenues	**184,158**	**-**	**162,666**	**-**
Service costs paid	-34,475	-	-29,000	-
Property expenses	-23,265	-	-18,498	-
Total expenses	**-57,740**	**-**	**-47,498**	**-**
Net rental income	**126,418**	**-**	**115,168**	**-**
Valuation results	-	17,459	-	-4,067
Results on disposals	-	-137	-	-4,517
General costs	-10,918	-7,723	-11,740	-5,630
Other income and expense	-	-641	19	-3,389
Operational result	**115,500**	**8,958**	**103,447**	**-17,603**
Interest charges	-31,021	-	-23,555	-
Interest income	-0	-	45	-
Net interest	**-31,021**	**-**	**-23,510**	**-**
Other financial income and expense	-	-3,848	-	13,807
Result before tax	**84,479**	**5,110**	**79,937**	**-3,796**
Income tax	-280	-	-179	45
Result	**84,199**	**5,110**	**79,757**	**-3,750**
Profit attributable to:				
Shareholders	69,726	9,694	65,186	-7,922
Non-controlling interest	14,473	-4,584	14,571	4,171
Result	**84,199**	**5,110**	**79,757**	**-3,750**
Basic earnings per share (€)	1.73	0.24	1.63	-0.20

Key developments in our markets

Despite strong economic headwinds, our centers performed well in 2023 – with visitor numbers up, occupancy rates stable, and a large number of new leases signed. Our Full Service Transformation program continued at pace, with four new centers completed on time and within budget, while our move toward more mixed-use tenants remains on target.

Market overview

Visitor numbers in 2023 were higher than the previous year with footfall at Full Service Centers substantially higher than pre-pandemic levels – in what was our first full year without Covid-19 restrictions since 2019.

Tenant demand remained strong, with fewer underperforming 'red flag' tenants than in 2020 – impressive given the availability of government Covid-19 support back then, and the squeeze on consumer spending and challenging economic circumstances we have experienced since.

Tenants unable to keep up with rent at Full Service Centers were replaced by mixed-use tenants – enabling us to increase our mixed use tenants to 14.1% (+0.9 percentage points), while keeping valuable *daily life* tenants in place. Shopping center occupancy rates remained stable at around 97%.

In our most active year for Full Service Transformations yet, we completed and opened four Full Service Centers and acquired the Polderplein center. We signed a rental agreement with growing retailer New Yorker, established name Intertoys and leisure concept The Game Box, while our like-for like Net Rental Income for our core portfolio grew by 8% – driven by rental contracts indexed to inflation.

We also completed the transition to a new resource planning (ERP) system, which will be the new backbone of our digital strategy, on time and on budget.

Full Service Center construction work continued throughout 2023 in the Netherlands and Belgium. All projects to date have been delivered as planned, with works continuing into 2024 on schedule too – despite rising prices for materials.

Occupancy rates

	Q4 2022	Q1 2023	Q2 2023	Q3 2023	Q4 2023
Belgium	97.7%	96.9%	96.4%	97.0%	98.2%
France	97.1%	96.6%	94.6%	94.5%	96.6%
Netherlands	96.1%	95.7%	95.6%	95.4%	95.5%
Shopping centers	**96.8%**	**96.2%**	**95.8%**	**95.9%**	**96.6%**
Offices (Belgium)	81.5%	86.1%	86.2%	85.2%	84.7%
Total portfolio	**95.8%**	**95.6%**	**95.2%**	**95.2%**	**95.8%**

Operational performance (2023, shopping centers only)

Country	# of contracts	Leasing volume	ERV uplift	MGR uplift	Occupancy rate	LFL NRI growth
Shopping Centers						
Belgium	62	10.5%	14.6%	3.9%	98.2%	5.0%
France	12	7.1%	-13.7%	-12.0%	96.6%	14.1%
Netherlands	211	22.3%	9.4%	-3.2%	95.5%	10.0%
Total Shopping Centers	**285**	**16.7%**	**9.6%**	**-1.6%**	**96.6%**	**7.9%**

Footfall growth (year-on-year change on like-for-like basis, shopping centers only)

Shopping centers	Q4 2022	Q1 2023	Q2 2023	Q3 2023	Q4 2023
Belgium	7.7%	11.4%	5.4%	7.3%	3.6%
France	1.0%	-0.2%	0.4%	4.7%	5.5%
Netherlands	11.9%	15.5%	6.6%	3.6%	6.6%
Overall	**9.4%**	**12.4%**	**5.5%**	**4.5%**	**5.8%**

Full Service Center Performance

In line with our LifeCentral strategy, we have continued to transform our centers into Full Service Centers. Nine of our locations now qualify as Full Service Centers, with four more currently undergoing transformation work. We track the performance of our centers based on their transformation status: "Full Service Center" is used to refer to those already transformed; "In Transformation" for those undergoing transformation work; and "Shopping Center" for remaining locations. The results for 2023 show significant positive performance for our Full Service Centers, especially on the leasing side, with new leases signed in line with previous rents, on top of indexation (MGR Uplift), and above the properties' estimated rental value (ERV). Total property return from these nine assets was 8.1% in 2023, up from 6.4% the previous year and ahead of our raised minimum target of 8% in 2023. It should be noted here that four of the nine Full Service Centers were only completed in the second half of 2023.

Full Service Center Performance

KPI	Full Service Center	In Transformation	Shopping Center
# Assets	9	4	4
Mixed Use Percentage	16.8%	14.1%	7.7%
Direct Result	6.1%	6.8%	6.4%
Valuation Result	2.0%	3.1%	0.1%
Total Property Return[1]	8.1%	9.9%	6.5%
Operating Performance			
MGR Uplift	0.0%	-2.2%	-1.3%
MGR vs. ERV	15.1%	7.0%	9.2%
Tenant Sales vs. 2022	8.4%	5.5%	6.4%
Footfall vs. 2022	12.7%	1.3%	1.7%

1 According to MSCI definition.

Key developments Netherlands

Full Service Centers

11
Number of centers

367,500
Lettable space (m²)

66.6m
Footfall (total visitors)

Top 10 tenants

1. Ahold Delhaize
2. Jumbo Group
3. A.S. Watson Group
4. Mirage Retail Group
5. C&A
6. The Sting
7. Deichmann
8. Ceconomy
9. Bestseller
10. Nelson

Key economic data (The Netherlands)

	2022	2023E[1]	2024E[1]	2025E[1]
GDP growth, yoy	4.4%	0.2%	0.5%	1.1%
Harmonized index of consumer prices, yoy	11.6%	4.4%	3.7%	2.4%
Unemployment	3.5%	3.6%	4.0%	4.4%
Private consumption, yoy	6.5%	0.2%	0.2%	0.8%

1 E = estimated.

Source: Organization for Economic Cooperation & Development (OECD), Economic Outlook November 2023.

Progress with LifeCentral strategy

In 2023 we completed three new Full Service Centers in the Netherlands: Vier Meren in Hoofddorp, De Koperwiek in Capelle aan den IJssel, and Eggert Center in Purmerend. Vier Meren officially opened in September 2023 with an occupancy rate of 91% (up from a pre-let rate of 82% in June 2023).

FSC Vier Meren in Hoofddorp was delivered on time and well within budget. This Full Service Center features the ideal retail balance and boasts an extensive mixed-use offering, focused on Food & Beverage (F&B) and Leisure. To date, Nelson, Skechers, Simon Lévelt, Fat Phill's Diner, Søstrene Grene, The Game Box and others have all signed as new tenants.

The center is directly connected to the newly acquired Polderplein and creates one unified Full Service Center.

The transformation of De Koperwiek in Capelle aan den IJssel into a Full Service Center was completed in the fourth quarter of 2023. FSC De Koperwiek now has a broad convenience offering, including an every.deli fresh cluster, combined with an extensive eat&meet F&B offering and a Basic-Fit gym. In Purmerend, our Eggert Center was transformed into an FSC. It is well located in the heart of the city with a good retail mix, combined with a fresh cluster, an attractive F&B offering according to our eat&meet concept, play&relax for kids, and a Basic-Fit gym. New stores opened in 2023 included Bagels & Beans, C&A and Only.

We will continue to work on further transformations in 2024 – phase 1 of Middenwaard and Kronenburg, and phase 2 of Cityplaza, both of which are scheduled for completion in 2025.

Key data shopping center operations

	2022	2023
Net rental income (in €m)	55.5	63.0
Occupancy	96.1%	95.5%
Investment properties in operations (in €m)[1]	853.7	1,033.5
Investment properties under construction (in €m)	21.9	0.3
Acquisitions (in €m)	-	85.2
Disposals (in €m)	0.8	2.4
EPRA NIY	6.9%	6.3%

1 Including lease incentives.

Major market and operational developments

- In our first full year operating without restrictions since the pandemic, footfall was up 9% year-on-year. Footfall at our Dutch Full Service Centers was higher than pre-pandemic 2019 numbers, though numbers at shopping centers and Full Service Centers undergoing transformation were down – the latter impacted by construction works.
- Occupancy rates in the Netherlands were high and relatively stable at 95.5% in 2023, with the leasing market once again proving to be highly active, despite challenging economic conditions.
- During the year, we signed 211 new leasing contracts in the Netherlands at an average of 9.4% above market rent (ERV).
- Tenants enjoyed a year of strong sales figures, especially at Full Service Centers, as consumers prioritize essentials from our daily life stores. Tenants reported 9% higher sales in 2023 when compared with 2022.
- Wereldhave extended its partnership agreement with fashion brand MS Mode/America Today, which opened three new stores in Kronenburg, Presikhaaf and Middenwaard, while extending long-term lease agreements at existing stores at De Koperwiek, Cityplaza, Roselaar and Middenwaard.
- Other new openings include a New Yorker at Tilburg City Center and a brand new 1,050m^2 Action at De Koperwiek and Tilburg City Center, while Albert Heijn XL extended its lease for another five years at Kronenburg.
- The December 2023 acquisition of the Polderplein shopping center in Hoofddorp opens opportunities for value creation and synergies with the Full Service Center Vier Meren. Together, Vier Meren and Polderplein will create a single Full Service Center in the best location in the city, with 49,100 m^2 of lettable space and more than 100 shops, with Wereldhave as the sole owner.
- In recognition of the joint effort between Wereldhave and the Municipality of Tilburg to create a vibrant, accessible and competitive city center, our Full Service Center in Tilburg, which is one of the largest recent inner-city redevelopment projects in the Netherlands, was awarded the Kern 2023 annual development award.

Sterrenburg success

We officially opened Sterrenburg in Dordrecht, our fifth Full Service Center, in March. It opened almost fully let, with a mixed-use percentage of around 20% and new tenants including Basic-Fit, Jumbo Foodmarkt, RegioBank and an every.deli fresh food cluster. The center has surpassed performance expectations since opening. Footfall levels have increased by 16% compared with 2019 (before work had begun), while its NPS score has more than doubled.

It's been a sustainability success, too. As part of its redevelopment, we added roof insulation, complete with 414 solar panels, as well as green sedum roofing. The center, which we also decoupled from the gas network and connected to the local heat network – now has a roof that helps the center maintain an optimum temperature, ensuring energy efficiency, while the sedum improves its biodiversity. In 2023, we saw the first results of these changes – a 45% reduction in energy use on the previous year.

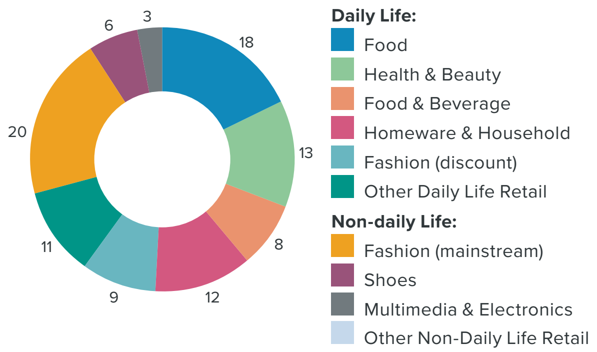
Results & valuations

Primarily driven by indexation, Net rental income in the Netherlands went up to € 63.0m (2022: € 55.5m). The upward revaluation of properties of € 31.7m was driven by increased market rents, which were only partly offset by higher yields. This resulted in a revaluation of +3.2%, despite the impact of the 2.4 percentage point increase in real estate transfer taxes.

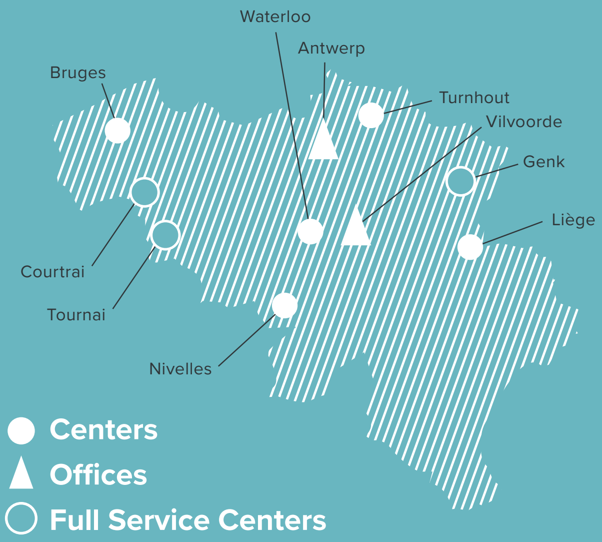
At the end of 2023, the average EPRA Net Initial Yield on the Dutch portfolio stood at 6.3% (2022: 6.9%). The total portfolio was valued at € 1,034m on 31 December 2023 (2022: € 876m). The value of the development portfolio stood at € 0.3m at year-end 2023 (2022: € 22m).

Tenant mix in the Netherlands

(% of annual rental income, end 2023)



Key developments
Belgium



8
Number of centers

2
Number of office locations

281,100
Lettable space (m²)

19.7m
Footfall (total visitors)

Top 10 tenants

1. Carrefour
2. Ahold Delhaize
3. C&A
4. Bestseller
5. A.F. Mulliez
6. A.S. Watson Group
7. Lunch Garden
8. H&M
9. Brico
10. Claes Retail Group

Key economic parameters

	2022	2023E[1]	2024E[1]	2025[1]
GDP growth, yoy	3.0%	1.4%	1.1%	1.5%
Harmonized index of consumer prices, yoy	10.3%	2.4%	3.0%	2.4%
Unemployment	5.6%	5.6%	5.7%	5.6%
Private consumption, yoy	3.2%	1.4%	1.5%	2.1%

1 E = estimated.

Source: Organization for Economic Cooperation & Development (OECD), Economic Outlook November 2023.

Progress with LifeCentral strategy

In 2023, we finished transformation work at Shopping 1 in Genk – our third Full Service Center in Belgium. The opening of a new C&A store in September 2023 – the first in Belgium in C&A's new format – contributed to the FSC's strong retail mix, which is combined with an extensive eat&meet F&B offering and a Jims gym.

In 2023, we began work on transforming our center in Nivelles, which we will continue in 2024 and expect to be complete in time for a 2025 opening.

Key data shopping center operations

	2022	2023
Net rental income (in €m)	48.4	50.9
Occupancy	97.7%	98.2%
Investment properties in operations (in €m)[1]	834.5	836.1
Investment properties under construction (in €m)	14.3	14.3
Acquisitions (in €m)	-	0.5
Disposals (in €m)	-	7.5
EPRA NIY	6.2%	6.4%

1 Including lease incentives.

Major market and operational developments

- Much like the Netherlands, footfall was higher than the previous year in Belgium – with an increase of 7%. Footfall at Full Service Centers was higher than in 2019, though Full Service Centers in transition were negatively impacted by construction works.
- Shopping center occupancy rates in Belgium increased to 98.2% in 2023. We fully let our Berchem offices in Antwerp following refurbishment, which supported a rise in overall occupancy rate for offices to 84.7% in 2023 – up from a peak of 82.4% in Q3 2022.
- In total, despite economic challenges, we signed 75 contracts with new tenants – 62 for shopping centers and 13 for offices – with rents well above both market value (ERV) and previous rent (MGR uplift).
- We signed a number of new leases at FSC Ring Kortrijk, including an extension and relocation with Rituals, a deal with fresh produce retailer Bon'Ap, which will open in Q1 2024, as well as a package deal with retail group Bestseller to open Vero Moda and Only & Sons stores. As part of the deal, an Only&Sons store will open at Les Bastions. At Les Bastions, our mixed-use was also boosted by the opening of a new Basic-Fit.
- Elsewhere, we signed leases with, among others, Basic-Fit, Rituals, Sports Direct, Loxam and Press Shop, as well as a package deal with Calzedonia/Intimissimi for Nivelles Shopping and Shopping 1 in Genk. In addition, we agreed three lease renewals and one new lease with HEMA.
- Tenant sales were strong too, especially at Full Service Centers – driven by current customer demand for daily life stores. Tenants reported 6% higher sales in 2023 when compared with 2022 across all Belgian centers.
- We began the redevelopment of Stadsplein in Genk, which involves updates to the facade, internal layout and shop sizes – which will improve the center's visibility and create space for bigger and smaller businesses alike – improving diversity of stores for customers.

Results & valuation

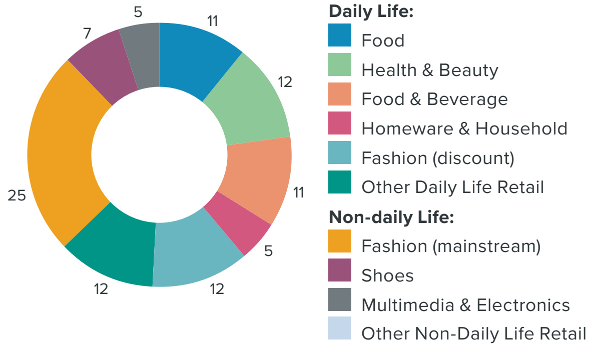
Net rental income in Belgium was supported by indexation and amounted to € 55.3m (2022: € 53.0m) of which € 50.9m is derived from shopping centers.

For our commercial property valuations, higher market rents were offset by higher yields. This resulted in a revaluation of our Belgian retail portfolio of € -4.1m (-0.5%) and € -1.8m (-1.7%) for the offices portfolio.

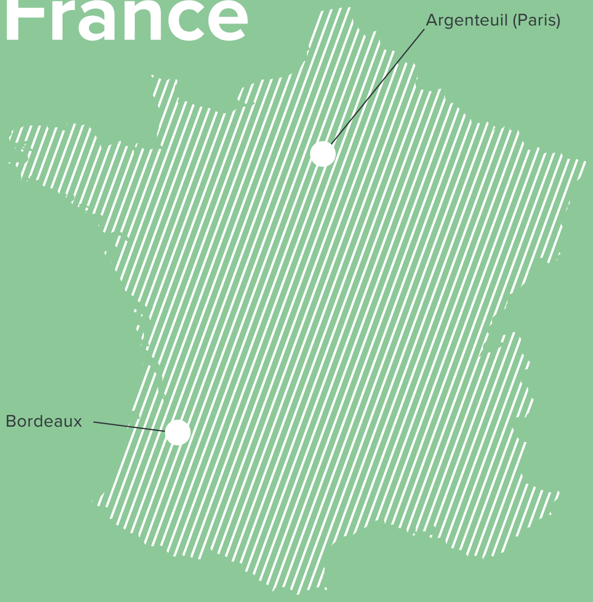
At the end of 2023, the average EPRA Net Initial Yield on the Belgian shopping center portfolio stood at 6.4% and on the office portfolio at 7.5%. The total portfolio was valued at € 952m on 31 December 2023 (2022: € 949m). The value of the development portfolio stood at € 14m at year-end 2023 (2022: € 14m).

Tenant mix in Belgium

(% of annual rental income, end 2023)



Key developments France



2
Number of centers

44,900
Lettable space (m²)

11.5m
Footfall (total visitors)

Top 10 tenants

1. A.F. Mulliez
2. Sephora
3. Grandvision
4. Jumbo Group
5. Yves Rocher
6. Foot Locker
7. Normal
8. SFR
9. Basic-Fit
10. Nature et Decouvertes

Key economic data (France)

	2022	2023E[1]	2024E[1]	2025E[1]
GDP growth, yoy	2.5%	0.9%	0.8%	1.2%
Harmonized index of consumer prices, yoy	5.9%	5.7%	2.7%	2.2%
Unemployment	7.3%	7.2%	7.4%	7.5%
Private consumption, yoy	2.3%	0.8%	1.4%	1.7%

1 E = estimated.

Source: Organization for Economic Cooperation & Development (OECD), Economic Outlook November 2023.

Major market and operational developments

- The summer of 2023 marked the opening of the F&B cluster at Mériadeck in Bordeaux, which attracted many new F&B tenants. The updated F&B cluster has bought a new dynamism to the center, enabling us to sign new rental agreements with Adopt, Normal and Biotech, among others. Since the opening of the new F&B area, visitor numbers at Mériadeck have increased by 10%.
- In Côté Seine, Argenteuil (in Paris), we signed an agreement with shoe retailer Chaussea to extend its lease by 450 m². In addition, a Basic-Fit gym opened at the end of 2023, after which we immediately experienced an increase in visitors to the center in January 2024. Despite the closure of the Casino hypermarket for one month, visitor numbers and tenant sales at Côté Seine increased by approximately 2.5% – a demonstration of the robustness of the center's offering.
- The combined occupancy rate of both French centers improved significantly in the fourth quarter of 2023, amounting to a solid 96.6% by the end of 2023.
- Visitor numbers in France were 5.5% higher in the fourth quarter of 2023 compared with the same period in 2022. Tenant sales were 3% higher in 2023 than in 2022.

- Commercial real estate valuations in France were influenced by higher yields and, to a lesser extent, by lower market rents. This resulted in a revaluation of our French portfolio of -4.5%.

Key data shopping center operations

	2022	2023
Net rental income (in €m)	6.7	8.1
Occupancy	97.1%	96.6%
Investment properties in operations (in €m) [1]	175.3	176.2
Investment properties under construction (in €m)	-	-
Acquisitions (in €m)	-	-
Disposals (in €m)	-	-
EPRA NIY	4.7%	4.8%

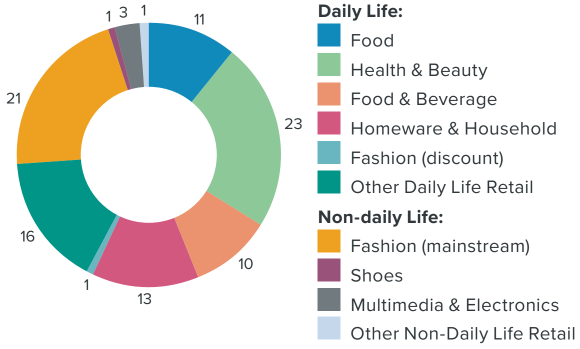
1 Including lease incentives.

Results & valuation

Net rental income in France amounted to € 8.1m (2022: € 6.7m). Revaluations on the portfolio amounted to € -8.3m. At the end of 2023, the average EPRA Net Initial Yield on the French portfolio stood at 4.8%. The total portfolio was valued at € 176m on 31 December 2022 (2021: € 175m).

Tenant mix in France

(% of annual rental income, end 2023)



The new eat&meet cluster in Mériadeck, Bordeaux, opened in June 2023

Tenants and visitors

The success of LifeCentral depends on having the right mix of tenants in place, and working with them to ensure visitors have a positive experience. While economic conditions slowed the growth of mixed-use tenants at our centers, we were able to consistently meet customer needs – again recording an NPS score of +24.

We believe consumers today want more than just the chance to shop when they visit a retail center. They want experiences – the option to eat and drink, socialize or be entertained – to go along with retail, all under one roof. We are bringing this experience to our visitors via Full Service Center transformations. This includes increasing the percentage of mixed-use space and continuing to roll out our commercial clusters and concepts, with the aim of increasing footfall, keeping customers and tenants happy, and, ultimately, securing the future of Wereldhave.

Mixed-use and daily life growth

In 2023, physical *daily life* retailers in the Netherlands and Belgium performed better than expected, partly because e-commerce penetration was lower than predicted and partly because of high costs for consumers have forced them to prioritize purchasing everyday items.

With our centers catering to customers everyday needs – *daily life* stores now make up two-thirds of our rent-roll – this has impacted our Full Service Center approach, which involves replacing vacated retail units with non-retail companies. As retailers performed well and more than predicted retained their floorspace at our centers, there were fewer opportunities for Wereldhave to move mixed-use tenants in. In 2023, our mixed-use share increased by 0.5 percentage points year-on-year to 14.1% – slower than predicted.

Mixed-use tenants continue to perform well in our centers too. For example, tenant sales in the Netherlands and Belgium were up on 2022 by 7% – driven by F&B, our top-performing mixed-use category. F&B sales increased by 21% and 17% year-on-year in Belgium and the Netherlands respectively.

Tenant Support Program

As part of our active center management, we support businesses with store openings or in challenging economic circumstances – especially small business owners. In 2023, we created a tenant support program to drive store footfall and sales for those launching new stores or businesses in our centers, helping over 70 of our tenants with store opening activities and commercial marketing communications.

For tenants, we measure satisfaction through our Customer Satisfaction Index (CSAT). The last survey was performed early 2022. An updated tenant satisfaction survey is scheduled for mid 2024.

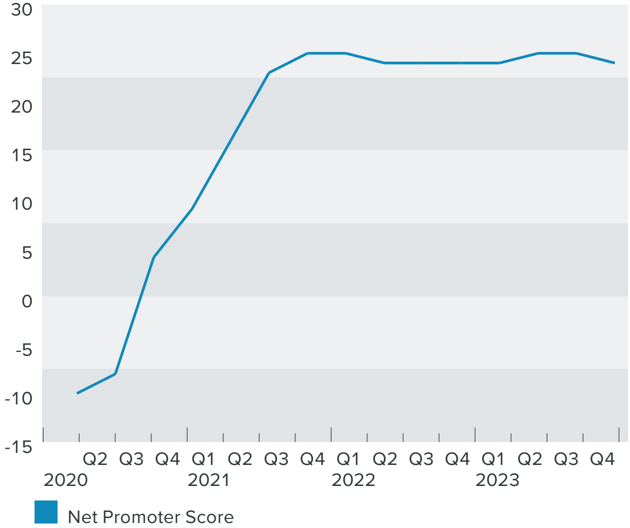
Improving customer experience

We also track the performance of our centers and the impact our improvements have by measuring the experience of visitors every quarter. We do this using the Net Promoter Score (NPS), which is built into our LifeCentral strategy, and the results of which influence tenant planning, center look and feel, ambience, and new concepts and services.

Our NPS remained stable in 2023 at +24, above our +20 target for 2025, and vastly improved on our score at the start of our LifeCentral strategy – highlighting the success of our Full Service Center transformations.

As part of being a customer-centric company, all Wereldhave employees also conducted 'Customer Talks' surveys on specific elements of our centers. In 2023, for example, our teams conducted surveys evaluating the customer experience of *Play & Relax, eat&meet, every.deli* and *the point.* We also developed our own fragrance concept to improve the ambiance of our centers, which we rolled out in five of our centers. We measured the impact of our new fragrance dispensers, which scored 7.3 among visitors on a scale of 0-10, with feedback noting it made centers feel 'clean' and 'safe'. The concept will be rolled out to other centers in 2024.

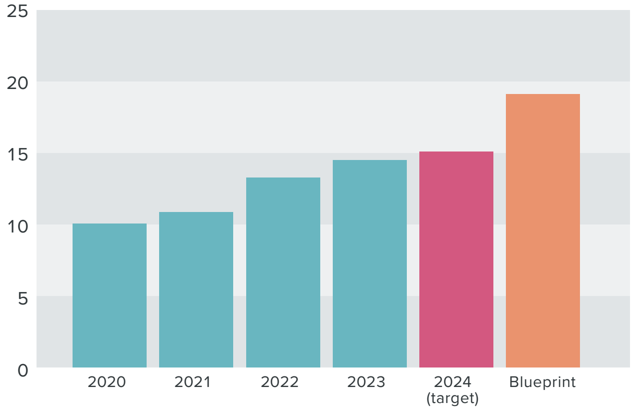
Net Promoter Score since launch of our LifeCentral strategy



The chart shows combined NPS for our centers in the Netherlands and Belgium. NPS measures the likelihood that visitors would recommend Wereldhave centers to others. Visitors rate their response on a scale of 0 to 10 (with 10 being extremely likely). NPS is calculated by subtracting the percentage of detractors (those scoring 6 or below) from promoters (those scoring 9 or above).

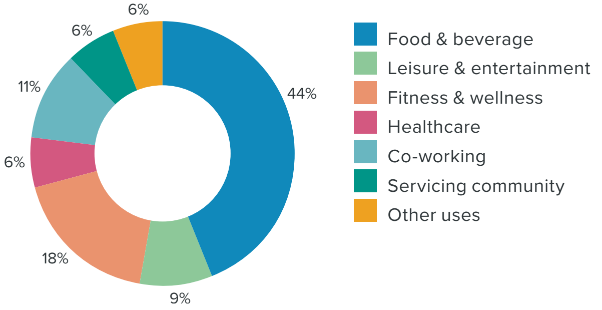
% Mixed use Benelux

(in m² at Wereldhave centers in Netherlands and Belgium)



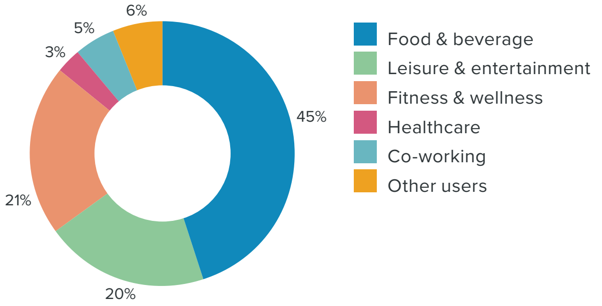
Planned composition of mixed-use space by 2025 Netherlands

Total area: 63,000m²



Planned composition of mixed-use space by 2025 Belgium

Total area: 35,000m²



Our customer experience principles

Every decision we make when it comes to Full Service Centers is guided by our four basic principles regarding what we believe tenants and visitors should experience at our centers.

Convenience	We make your everyday life as easy as possible.
Hospitality	We make sure you enjoy spending time with us.
Better together	We are better together every day.
Local impact	We have a positive impact on our communities.

Commercial clusters and concepts

Over the past year, we have invested more in improving and expanding our clusters. These clusters bring together food, healthcare and other services and act as a space for visitors to come together, socialize and enjoy themselves. In 2023, we carried out the following major updates:

- **every.deli (fresh food):** We opened Sterrenburg and Vier Meren with every.deli clusters, featuring artisanal fresh food shops, as well as upgrading De Koperwiek's every.deli fresh cluster.
- **eat&meet (F&B):** In France, we finished construction work and opened our new F&B area at Mériadeck in Bordeaux. In the Netherlands, we opened new eat&meet clusters at the Eggert Center and De Koperwiek – the latter of which has a combined indoor and outdoor terrace. We also made improvements to our F&B clusters at Vier Meren and Sterrenburg. In Belgium, Shopping 1 opened with seven F&B tenants in its new eat&meet cluster.
- **Health & well-being (healthcare):** We enhanced our health and wellbeing offering at Les Bastions in Belgium with a new Basic-Fit gym. In addition, Basic-Fit opened a gym at Côté Seine at the end of 2023, after which we immediately experienced an increase in visitors to the center in January 2024. We also opened a Sanquin blood bank at our Presikhaaf health cluster in Q4 2023.
- **the point (service hub):** We renewed the point at Shopping 1 in Genk, adding new services including package delivery, gift card sales and even cryptocurrency payments, keeping us at nine service points in total across our centers.
- **Facilities & services:** As part of work on our Eggert Center and Shopping 1, we added new Play & Relax areas for children and carers, as well public seating.
- **The Sage (office):** Our office concept, The Sage, continued to prove successful, with our office space in Antwerp reaching full capacity.

The Closet Sale

We see our centers as community hubs and as such, we want to involve local people as much as possible. Through The Closet Sale, we invite local individual sellers to rent space in our centers for a day – for a symbolic rent, which is donated to local charities – to sell second-hand clothes, accessories and home decorations. Successfully launched at Cityplaza in Nieuwegein in 2022, we expanded the concept to seven other centers last year. The Closet Sale enables anyone to open a fully equipped store – complete with fitting room, clothes racks, mirrors and a counter – so they can sell used items in a way that puts money back into the community, stimulates the circular economy, and brings unique items to other consumers.

The Closet Sale proves a successful and circular marketing format that fills temporary vacancy and directly links to our CSR strategy 'A Better Tomorrow'

People and partners

At Wereldhave we employ a small but agile workforce. To ensure maximum effectiveness of our approach and progression of LifeCentral, it's crucial our employees are engaged with us – especially during a labor shortage in our three markets. In 2023, while employees told us they were proud to work for Wereldhave, overall engagement was weaker. We are working hard in response to this by, for example, presenting more learning and development opportunities and implementing a new diversity, equity and inclusion policy.

Our workforce

Wereldhave employed 124 people at the end of 2023. Of these, 24.2% were part-time. Of all our employees, 89.5% had a permanent contract, compared to 85.5% last year. We also welcomed four interns in the Netherlands and Belgium.

We predominately create value for our employees – and aim to attract talent – through salaries, benefits and development. In 2023, we paid € 17m in salaries, pension payments, training and other benefits. We value a diverse workforce, which is why we have a target of 33% for women in the Management Team. Currently, we are well above our target at 40%. Overall, 55% of our workforce are women.

All employees are bound by our Code of Conduct and business integrity policies, including temporary hires. Compliance and effectiveness of the Code of Conduct is a periodic topic with Supervisory Board. There is also an employee handbook, covering pay, development, culture and health & safety in the workplace, which we update when necessary.

We offer employees the opportunity to work remotely, with flexible hours. We have offices in Vilvoorde in Belgium, as well as new offices in Amsterdam, which opened in 2023. Our new offices home the recently integrated Wereldhave Holding and Wereldhave Netherlands teams, which we combined this year. This streamlining ensures efficient decision-making to support our LifeCentral strategy. As a result, related costs are aligned with the size of our portfolio.

Collective bargaining and works council

We have no collective bargaining agreement, given our small number of employees. In the Netherlands Wereldhave does have a Works Council representing all employees in the Dutch part of the organization. In 2023, the Works Council organized elections which led to two new members joining the Council. During the year, the Works Council discussed various topics with the company's Board of Management, including how Wereldhave can be a modern and attractive employer by implementing workplace flexibility and improving employer communication.

Employee engagement and working environment

To encourage greater employee engagement, we conduct a regular employee engagement survey, the results of which are discussed by management and are used to help shape working conditions, improve employee and employer relationship and address any weaknesses.

We conducted our last survey in Q3 2023, with 78% of employees in the Netherlands and Belgium taking part. Job satisfaction scored highly, as did pride in working for Wereldhave – two indicators that show employees are engaged with the company. However, our overall engagement score slightly decreased to 7.0, down from 7.5 in 2022 and 0.5 below our long-term target of at least 7.5.

Learning and development

The opportunity to develop within the company and grow as a person is crucial for employee engagement too, which is why we try to maintain a culture of learning and encourage mentorship across the business. Employees can take part in training programs and professional development opportunities – such as language courses, IT training and management and leadership training – which are explained to them during onboarding. Employees also receive clear performance guidance during at least one annual management feedback sessions, to guide them in setting direction for professional development. We also encourage employees to pursue degrees or certifications that relate to their roles or potential future roles within Wereldhave by offering scholarships, grants, and other financial assistance. In 2023, on average our employees embarked on 25 hours extra learning alongside their work with Wereldhave.

Health and well-being

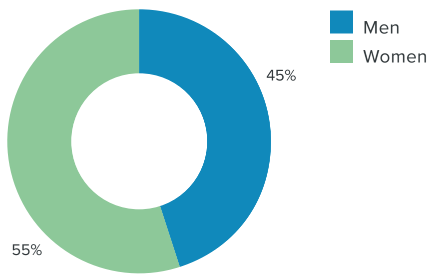
We have a responsibility to provide a safe, healthy environment for employees. We work to provide this, placing particular emphasis on wellbeing. All employees – temporary and permanent – can take part in our vitality program, which provides a healthy lunch at work, fruit, the option to lease a bicycle for travel, and subsidized sports subscriptions. We also try to look after staff by organizing sport activities and offering voluntary health checkups.

Diversity, equity and inclusion

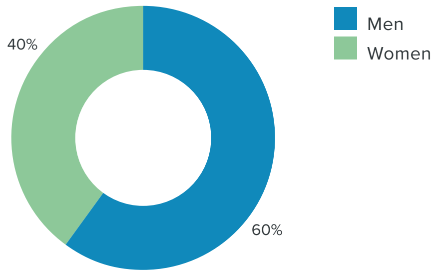
We know that strong diversity, equity and inclusion (DEI) practices make us a better company – DEI supports recruitment, retention and development, improves decisions within the business and, ultimately, brings us closer to the communities we serve. Gender diversity remains a priority, and currently women represent more than half of our workforce.

In 2023, we began work on an updated DEI policy, which can be found on the Company's website. In 2023, we also included in our engagement survey the question “can you be yourself within Wereldhave?”, which received positive feedback: 78% of our employees fully agreed they could, 16% responded neutrally and 6% said they did not agree. We also asked employees for their opinion on the topic of equal opportunities and saw no significant evidence of unequal treatment in the responses. We will continue to monitor both topics in 2024.

Gender diversity at company level



Gender diversity at management team (MT) level



Our suppliers and sub-contractors

Our work requires external support, usually in maintenance, cleaning and security. In 2023, we worked with many suppliers and sub-contractors, and spent € 143 million – an increase of 13% from the previous year –mainly as a result of an intense year of Full Service Center transformations. All our suppliers are governed by our Sustainable Supplier Code[1]. For contracts worth € 10,000 or more, we require specific sign-off from suppliers. Standards in the Code cover the following:

- Compliance with relevant laws and regulations
- Human and labor rights (child labor, forced labor, discrimination, freedom of association & collective bargaining)
- Health & safety
- Corruption
- Environment (environmentally friendly alternatives, transportation, materials & waste)
- Maintenance and product requirements

The Code – part of our Better Tomorrow program (see page 48) – is based on the UN Global Compact, BREEAM in-use requirements and the conventions of the International Labor Organization (ILO). The Code's standards apply across our entire value chain, including second tier suppliers and sub-contractors, as well as employees and agency workers.

Supplier Sustainability Monitor

In December 2023, we carried out our Supplier Sustainability Monitor in the Netherlands and Belgium. We selected our 45 largest suppliers and invited them to participate in our supplier sustainability monitoring tool. We received responses from two-thirds of our suppliers, an increase on the one-third we received in 2022. The participating suppliers cover a large share of our total spend, totaling € 27.9 million. In 2024, Wereldhave will further analyze the survey results and invite suppliers for topic-specific interviews with the aim of minimizing ESG risks in our supply chain. The risk monitor will be updated on an annual basis.

Supplier Sustainability Monitor 2023 results

- 90% of our suppliers have their own ESG policy or strategy.
- 61% of our suppliers have full insight into their carbon footprint.
- 100% of our suppliers are taking measures to reduce the environmental impact caused by energy use, 94% have waste measures in place and 58% have water-related measures.
- 97% of our suppliers educate their employees on sustainability.
- 87% of our suppliers procure green energy for their production or services.

1 A copy of our Sustainable Supplier Code is available online at: (https://www.wereldhave.com/siteassets/documents/reports/sustainability-reports/wereldhave-sustainable-supplier-code.pdf).


BAM!
KIDS

A Better Tomorrow

Linked to our LifeCentral sustainability program, which made good progress in 2023 – we completed Paris-proof roadmaps for all our centers, secured a 10th consecutive five-star GRESB rating and put live our new smart energy system.

Our sustainability program is split by three pillars, and we have set specific goal(s) for each:

Better footprint		Better nature	Better living
To reduce our scope 1 and 2 carbon emissions by 30% by 2030 and make our business Paris proof by 2045	To maintain our five-star Global Real Estate Sustainability Benchmark (GRESB) rating, the most widely used sustainability benchmark in the industry	To improve the climate resilience of our centers	To increase our positive impact on local communities by contributing at least 1% of our Net Rental Income at each center to charities and other good causes

Better footprint

To help us achieve the carbon emission targets under Better footprint, in 2023, we recalculated our baseline year of 2018. We did this because, due to several divestments up until 2021, our emissions needed to be leveled on a like-for-like basis, excluding divested assets and linked emissions. This provides a more accurate picture of our emissions reduction path from 2018 and the years up until 2023.

In light of this recalculation, in 2023, scope 1 and 2 carbon emissions from our building-related operations totaled 2,857 metric tons – a reduction of 17% on the previous year. Compared to our baseline year of 2018, our emissions are 35% lower[1] – meaning we have already successfully reached our 2030 emissions reduction target of 30%.

As we have already reached our 2030 emissions reduction target, we will assess the need for an updated ambition that will tackle real estate decarbonization challenges and maximize opportunities in our markets. The work we do going forward will be guided by our finalized climate roadmaps, which we completed for all our centers in Belgium in 2023 – adding to our set for the Netherlands completed in 2022. These roadmaps set out clear priorities to reduce our carbon footprint, in alignment with our 2030 Science Based Targets initiative-compliant targets (SBTi) and our Paris-proof commitment. The measures laid out in the Paris-proof roadmaps will be included in annual business plans and future investment proposals for all assets.

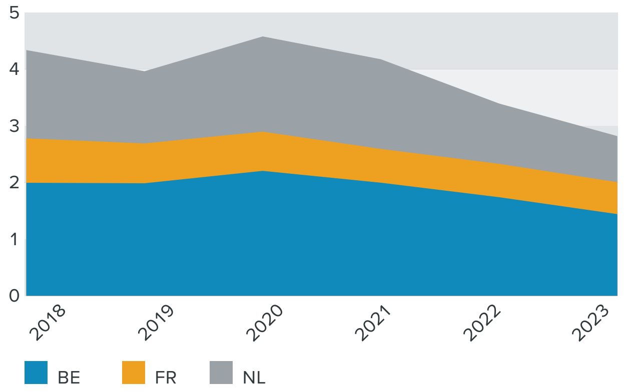
One focus of our roadmaps is the reduction of emissions by improving energy efficiency and switching to renewable energy at our centers, where possible. To support this, in 2023, our newly developed smart energy system went live across all our centers in the Netherlands. We also installed the system at Ring Kortrijk in Belgium as part of renovations to improve energy efficiency, as part of which we also renovated and insulated a large part of the roof and added an air/water heat pump. We are aiming to implement the smart energy system at other Belgian centers in the near future. The system will mitigate energy wastage by alerting managers to abnormal peaks in energy or water use that could suggest a leak.

Communal areas at our centers are already powered by renewables. We are speeding up our energy transition by adding more solar panels to our sites. We now have 16,482 panels, providing for just over 13% of our total energy needs. Where possible, these panels are added as part of ongoing Full Service Center transformation work. In 2024, we plan to add more panels to four of our centers. We have also switched to an energy supplier that provides renewable energy produced regionally.

1 For location-based emissions data, please see the ESG tables on page 178.

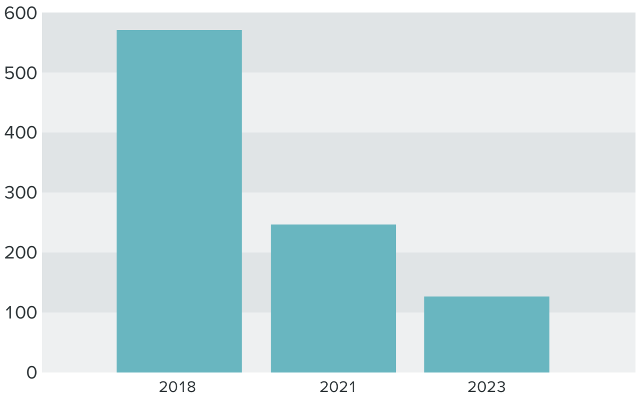
Building-related scope 1 & 2 CO_2 emissions 2018-2023

(x 1,000 t CO_2e, market-based)



Mobile combustion CO_2 emissions 2018 - 2023

(in t CO_2e)



Mobile combustion – leased cars

In 2018, our leased cars contributed 517 tons of CO_2 emissions. By 2021, this number halved to 246 tons, and in 2023, our reduction efforts resulted in a decrease to just 126 tons. This significant downward trend not only reflects the temporary decline in travel during the pandemic, but also underscores our deliberate shift toward more sustainable transportation options. Our focus on promoting hybrid and electric vehicles has played a crucial role in achieving these results. We have encouraged employees to choose environmentally friendly options when selecting a company lease vehicle. This strategic step aligns with our corporate sustainability goals and demonstrates our commitment to reducing the environmental impact of our non-construction related emissions.

Scope 3 emissions

The majority of our emissions fall under scope 3 – generated as a consequence of – and as such we are working with tenants, visitors and suppliers to reduce emissions throughout our value chain.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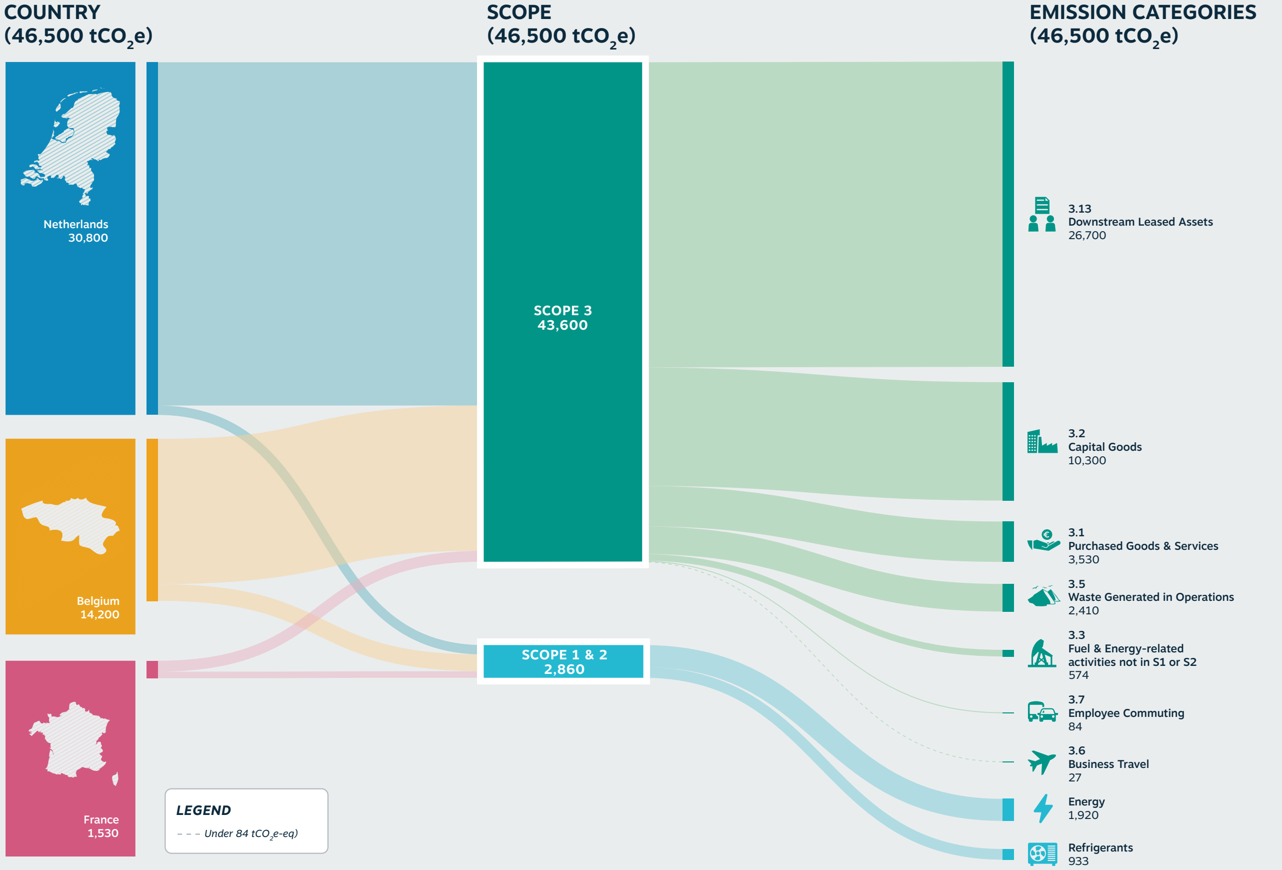
Carbon flow analysis, scope 1, 2 and 3 emissions per country



Our carbon flow analysis shows most emissions (just over 94%) come from our broader value chain (scope 3) – generated as a consequence of our business relations with suppliers, contractors and tenants. Only around 6% come from our own operations. According to our analysis, the Netherlands accounts for more than 65% of total emissions, Belgium 30% and France just under 3%.

1 Scope 1 refers to direct emissions from the company's own energy sources, scope 2 to indirect emissions resulting from purchased energy and scope 3 to all other indirect emissions occurring in the value chain, upstream and downstream, as a result of the company's activities. In 2023, we have recalculated our carbon inventory for 2018, 2021 and 2023, making sure to align with the latest developments in carbon accounting. See the Qualifying notes ESG reporting section on page 99 for details of changes to our methodology.

Building-related scope 3 emissions

Our total building-related scope 3 emissions (on a like-for-like basis) have decreased since 2018. The reduction is divided over several scope 3 categories, but in total represents a 9% reduction. Our most significant building-related scope 3 emissions categories are:

Purchased goods and services: including emissions associated with the production and transportation of goods and services purchased by Wereldhave, such as construction materials, furniture and maintenance services.

Downstream leased assets: emissions generated by the tenants of our assets, in particular energy consumption and waste generation.

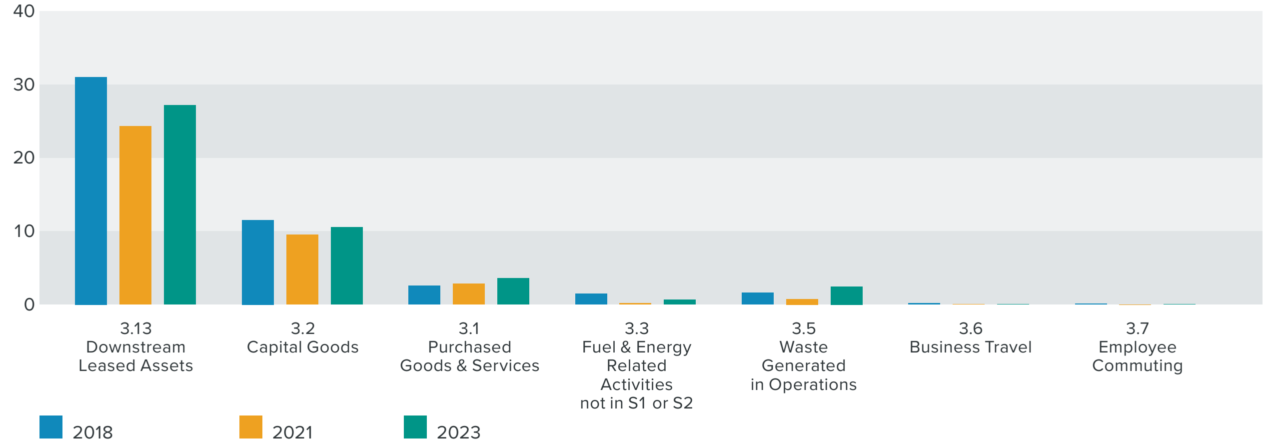
Capital goods: emissions generated during the construction phase and the extraction and manufacturing of building materials.

We are also in the process of assessing our procurement footprint per material category together with environmental consultancy Metabolic, aiming to make lower carbon and more circular choices. In the coming years we will increasingly engage with our suppliers on these topics, mainly through our updated procurement manual. This manual will support our procurement managers in making environmentally friendly decisions over materials and installations.

We are also working on gaining a better understanding of emissions from our tenants. Our priority in 2024 is to fill data gaps for our Belgian centers. By improving tenant data, we can work closer with them to build smarter and lower electricity and gas usage – helping them cut costs and emissions at the same time.

Building-related scope 3 emissions

(x 1,000 t CO_2e)



Better nature

The central aim of our Better nature pillar is to improve the resilience of our centers in the Netherlands, Belgium and France against our principal climate risks, which are flash floods, heavy rainfall and heat stress. To mitigate these risks, we have climate resilience plans built-in as part of our Paris-proof roadmaps.

To ensure our plans are sufficient, we incorporate physical climate risk into our regular assessments, which we conduct using two methods: BREEAM in-use and the Carbon Risk Real Estate Monitor (CRREM). In 2023, we carried out nine physical climate risk assessments across our centers in the Netherlands and Belgium, with two of our Dutch center reviews – Cityplaza and Kronenburg – finding low material climate risk related to floods. However, these flood risks are not single issue and related to one location, these are regional risks covering a large area under the central flood protection system of the Netherlands.

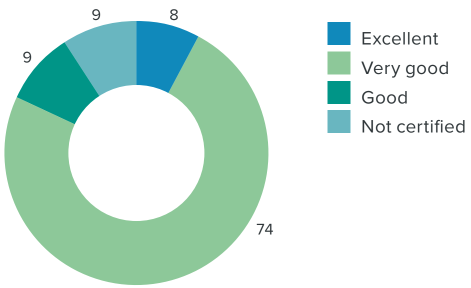
Reducing CO2 emissions in our value chain

We are constantly aiming to reduce our indirect scope 3 emissions resulting from our value chain. In 2023, we added more electric vehicle charging stations to our centers, with coverage at 11 of our 23 assets, to support customers in their own energy transitions.

We also started conversations with our tenants on the procurement of readily available solar energy produced at our assets. We will further target reducing emissions in capital goods and purchased goods and services as these are one of our largest greenhouse gas emissions sources.

As an extension of Better nature, we are also working on improving protection of local biodiversity around our centers. In 2023, we conducted assessments on the ecological value of seven of our Dutch centers – Kronenburg, Presikhaaf, Winkelhof, Cityplaza, Eggert, Middenwaard, Roselaar – and added bird, bat, and insect units to each to promote local biodiversity. We are also assessing how to further increase the amount of green space around our assets and on roofs. At the end of 2023, we had 41.071m^2 in green space at our locations in the Netherlands and Belgium.

BREEAM[1] certifications
(as % of gross lettable area)



1 All our Full Service Centers should have a "very good" rating. Currently one center does not meet that requirement. Measures are taken internally to improve this score in the next recertification. Some assets are not certified as they do not apply to the BREEAM certification scope.

Better living

Our centers connect communities. They provide access to services, and – by offering a welcoming environment and hosting events – help combat loneliness and social exclusion. We look to boost local community engagement through our Better living goals.

In 2023 we assessed the social impact[1] of more than half of our centers in the Netherlands. The assessments reviewed topics such as safety, accessibility, inclusivity, community integration, economic conditions of the community and sustainability projects. The results of these assessments provide insights for asset managers on how to create more impact in the communities in which they are active. In 2024, we expect to use these insights to formulate more social impact initiatives.

Our Better living goal requires centers to allocate at least 1% of their annual Net Rental Income to support good causes. In 2023, we donated € 2.1m, equal to 1.7% of our Net Rental Income. This includes making space available for use by charities and social enterprises – such as our Eco Days in Belgium, where we encourage sustainable behaviors in our customers, and Talent at the Table in the Netherlands, where we connect young people with learning experience with local entrepreneurs.

Other good causes we supported in 2023 included:

Partnership with Employee Insurance agency (UWV): In 2023 we signed a partnership with the Dutch Employee Insurance Agency (UWV) to organize more job markets at our centers in the Netherlands, which provide a platform for the UWV to spread its network and expertise. In return, our tenants get access to qualified personnel – vital during an ongoing labor shortage, while job seekers and those facing barriers to employment get access to suitable opportunities.

Too Good to Go: We continued to promote the Too Good to Go app at our centers, which offers users discounts at grocery stores and restaurants to prevent excess food from going to waste. Visitors can access offers at almost 100 outlets across our Dutch and Belgian centers. The app provides our communities with access to affordable and healthy food, while helping us reduce scope 3 emissions in the waste category. In Belgium alone, Too Good to Go has saved 26,527 'meals' going to waste since 2021, saving 66 tons of CO_2 emissions at our centers.

1 We define social impact as the tangible changes that the center or a specific project brings about in society, particularly in the vicinity of the asset. It relates to sustainable changes we make in addressing societal challenges related to neighborhood safety, inclusion, and young people. It can involve impact on residents and visitors in general, as well as on specific target groups, such as individuals with significant barriers to employment.

Attractive environments

We aim to create safe and healthy environments at our centers as part of Better living. More than 83% of our locations now have regular health and safety assessments, which involve surveys with visitors and other users of our assets, an assessment of the conditions within our centers, such as air quality, temperature and hygiene. Along with this, in 2023, we added health and safety to our social impact assessment, conducted at seven centers in the past year.

External benchmarks and certifications

We secured our 10th consecutive five-star rating from GRESB in 2023 – retaining our top score of 92/100 – meeting one of our A Better Tomorrow targets and underlining Wereldhave's position as a leader in sustainability. We also received our eighth consecutive Gold Award in the annual Sustainability Best Practices Recommendations from the European Public Real Estate Association (EPRA), and a B rating from CDP. The table below shows performance against our main external ratings and benchmarks:

External benchmarks and certifications

	2022	2023
GRESB	5 stars (92 points)	5 stars (92 points)
BREEAM (centers rating 'very good' or excellent)[1]	80%	82%
CDP	A rating	B rating
EPRA	Gold award	Gold award
Institutional Shareholder Services (ISS) ESG corporate rating	C+ Prime	Prime
MSCI ESG	BBB	BB
Sustainalytics		13.1 Low Risk
Energy Performance Certificates (EPC) (number of centers with A-grade EPCs)[2]	37%	18%

1 BREEAM (Building Research Establishment Environmental Assessment Method) rating is for either the asset or for the management of that asset.
2 Belgium has no EPC label framework available yet, more data is expected in 2024.

Please note that "A Better Tomorrow" – our CSR program – is tied directly to a number of underlying SDG targets: 7.2, 7.3, 8.8, 11.5, 11.6, 11.7, 11.B, 12.2, 12.5, 13.1, and 17.16. For more information, see: https://sdgs.un.org/goals
SDGs 7, 11, and 13 link directly to the EU's new taxonomy for sustainable activities (to the taxonomy's Climate Change Mitigation objective and to three designated economic activities: construction of new buildings, 26.2; renovation of existing buildings, 26.3; and acquisition and ownership of buildings, 26.5). For more information on the EU's taxonomy, see: https://finance.ec.europa.eu/sustainable-finance/tools-and-standards/eu-taxonomy-sustainable-activities_en.

UN SDGs

As part of A Better Tomorrow, we've linked our ambitions directly to the UN Sustainable Development Goals (SDGs). We've chosen six SDGs as strategic ambitions – where we believe Wereldhave can contribute the most. Through our Full Service Center transformations, SDGs are also tied directly to our LifeCentral strategy. In addition, use of proceeds under our Green Finance Framework are mapped to three of our strategic SDGs (SDGs 7, 11 and 13).

Affordable and clean energy

We use renewable energy where possible; we also produce solar energy from panels at our centers.

Decent work and economic growth

We have high standards of health and safety at our centers – and work with tenants and sub-contractors to maintain them.

Sustainable cities and communities

We are improving climate resilience at our centers – and providing public access to green spaces. We also support local community initiatives.

Responsible consumption and production

We are working to cut back waste generation, increase recycling and use circular solutions in our development projects.

Climate action

We are reducing our carbon footprint – and aiming for Paris-Proof by 2045.

Partnerships for the Goals

We are working closely with tenants and visitors to reduce emissions and waste across our value chain.

Better footprint

Relevant SDGs	*Priorities*	*Ambitions*	*Performance in 2023*
7 AFFORDABLE AND CLEAN ENERGY	**Energy & carbon**	• Reduce carbon emissions by 30% by 2030	• Carbon emissions (CO_2 equivalent, scopes 1 and 2, market-based): 2,857 metric tons (-35% vs. 2018) • Onsite solar energy production: 3,781 MWh (-19% vs 2022) • Renewable energy use (as % of total consumption: 13% (vs. 11% in 2022)
12 RESPONSIBLE CONSUMPTION AND PRODUCTION	**Materials**	• Zero waste going to landfill and increased use of circular solutions	• Percentage of waste going to landfill: 2.3% (vs. 1.6% in 2022) • Percentage of waste recycled: 33% (vs. 31% in 2022) • Water consumption: 156,922 m^3 (+5.7% vs. 2022)
17 PARTNERSHIPS FOR THE GOALS	**Value chain Impact**	• Partner with tenants and visitors to reduce emissions	• Carbon emissions (CO_2 equivalent, scope 3): 43,364 metric tons CO_2 (-8% compared to 2018)

Better nature

Relevant SDGs	*Priorities*	*Ambitions*	*Performance in 2023*
11 SUSTAINABLE CITIES AND COMMUNITIES	**Resilience**	• 100% of our centers have action plans to mitigate physical effects of climate change	• Percentage of centers with climate resilience plans: 83% (vs. 76% at end 2022)
13 CLIMATE ACTION	**Habitats**	• Double surface of vegetation on roofs and green spaces by 2030 (compared with 2018)	• Percentage of centers with at least one initiative in place to encourage local biodiversity: 71% (vs. 69% at end 2022) • Total green spaces at Wereldhave centers: 41,071m^2 (vs. 31,115m^2 end 2022)

Better living

Relevant SDGs	*Priorities*	*Ambitions*	*Performance in 2023*
8 DECENT WORK AND ECONOMIC GROWTH	**Well-being**	• Aim for zero safety incidents at Wereldhave centers	• Percentage of centers covered by health and safety assessments: 83% (vs. 76% in 2022) • Number of safety incidents at Wereldhave centers: 0 (vs. 0 in 2022)
11 SUSTAINABLE CITIES AND COMMUNITIES	**Employees**	• Employee engagement score of at least 7.5 for each of our operating countries	• Employee engagement score: 7.0 (vs. 7.5 in 2022)
17 PARTNERSHIPS FOR THE GOALS	**Communities**	• Contribute at least 1% of Net Rental Income to socio-economic and social inclusion initiatives	• Support for social activities, charities and other good causes: € 2.17m (vs. € 2.12m in 2022) • Social investment as percentage of Net Rental Income: 1.72% (vs. 1.8% in 2022)

Global Compact

In 2023, Wereldhave became a member of the UN's Global Compact, which promotes ethical conduct and moral values in business. We strive to adopt and apply the ten principles of the Global Compact concerning human rights, labor, environment and anti-corruption. Our organization will also aim to make use of the vast experience of the Global Compact network, educating our employees and learning from peers.

WE SUPPORT
UN GLOBAL COMPACT

Upcoming EU regulatory frameworks

Wereldhave welcomes the upcoming changes sustainability reporting and disclosure regulations and, since 2022, has been proactively readying itself to comply with the EU Taxonomy and Corporate Sustainability Reporting Directive (CSRD).

Under the EU Taxonomy, Wereldhave is required to report on climate change mitigation and climate change adaptation environmental objectives for the 2025 fiscal year; the EU has not yet defined the disclosure requirements for the other four environmental objectives. In regard to CSRD, Wereldhave will establish an inter-departmental team in 2024 to take responsibility for CSRD preparations, building on the gap analysis conducted in 2022. A third party assessment is planned for the end of 2024, to assess the effectiveness and accuracy of our sustainability reporting practices. Under the CSRD, Wereldhave is required to report on the climate change mitigation and climate change adaptation environmental objectives for fiscal year 2025.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Outlook

The economy is expected to be challenging for businesses and consumers in 2024, with slow growth and, though inflation is predicted to fall marginally, prices will remain elevated. Despite the economic challenges we face, we expect the success of Full Service Center transformations to continue so much so that we will begin to advance our LifeCentral strategy and grow our business, potentially also by moving into a new market.

Economic conditions

We expect some variation in economic growth across our three markets in the coming years. France and Belgium are forecast to post marginally lower growth in 2024 compared with 2023, while the Dutch economy will exit the mild recession of 2023 with modest growth. Each economy will face geopolitical challenges, not least from ongoing wars in Ukraine and the Middle East. All three are predicted to grow in 2025, which will support our business.

Inflation is predicted to recede in France and the Netherlands, thanks to the effect of higher interest rates in 2023. However, prices will remain high, particularly for food and energy, which will stifle any growth in consumer spending – despite government support for those on the lowest incomes and low unemployment in 2023. Interest rates in Belgium are predicted to increase, as the impact of government measures to curb price rises begin to dissipate – keeping down any growth in consumer growth.[1]

The trend of a high number of bankruptcies could continue from 2023 into the new year as businesses face continued economic challenges and requirements to pay tax bills deferred during the pandemic. This could affect Wereldhave especially if a tenant goes bankrupt – though our LifeCentral strategy as well as our data-driven tenant reviews, should enable us to prevent significant losses.

In terms of indirect impact, higher bankruptcies could lead to higher unemployment and, therefore, lower consumer demand, as laid-off workers lose their incomes. That said, the labor market is predicted to be tight once again, with low unemployment expected and employers struggling to fill vacancies – emphasizing the need for Wereldhave to retain its employees.

Retail market

Economic conditions will remain a challenge for retailers, with high prices impinging consumer spending while increasing the cost of raw materials. Business investments in the Netherlands decreased in 2023 because of higher interest rates, a trend expected to continue into 2024 – becoming a major drag on economic growth[2].

There are some positive signs for retailers, especially those selling ‘essentials,’ as more people become cost-conscious because of high prices – and therefore prioritizing everyday goods. These retailers could also be boosted by the rise in minimum wages across all three markets in 2023, supporting spending power – though this could potentially increase their wage bill, too. E-commerce penetration is also expected to slow in already mature markets, such as the Netherlands.

Social & environmental

Despite the current economic climate, we expect pressure to grow on businesses – including Wereldhave and its tenants – to be more transparent about their social and environmental effects and take them into account when making decisions.

Sustainability will be key to finance once again, with the number of global green, social, sustainability, and sustainability-linked bonds expected to grow modestly in 2024[3]. Wereldhave currently has three sustainability-linked loans in place.

We have seen climate impacts materializing across some of our centers in 2023, with the threat from physical climate risk growing around the world – underlining the importance of the work we have already done in developing mitigation plans as part of our sustainability and LifeCentral strategies.

1 Source: Organization for Economic Cooperation & Development (OECD), Economic Outlook 2023 (November 2023).
2 Source: European Commission, Economic forecast for the Netherlands (November 2023).
3 Source: S&P Global, Key 2024 sustainability trends driving the year ahead (January 2024).

Financial & strategic performance

In 2024, despite high construction costs and interest rates, we will continue to complete new Full Service Centers – albeit at a slower rate in the Netherlands and Belgium than previous years.

We continue with our Cityplaza transformation in Nieuwegein and will start transformations at Middenwaard in Heerhugowaard and Kronenburg in Arnhem. We will continue to monitor spending commitments closely, given current economic conditions, and will assess the potential for the sale of our two remaining centers in France.

We will start to look at investments beyond our established markets too. The Netherlands has become a challenging market because of the planned abolition of the REIT regime and increased transfer taxes. Having invested close to 70% of our designated LifeCentral capex in Full Service Center transformations, we must now start to scale to secure future growth and improve our cost of capital. We will review the different options to rotate capital – for instance through joint ventures – and may consider acquiring assets outside our core markets.

In 2024, we anticipate a DRPS of € 1.75, a 2% growth from 2023, despite the dilutive impact of the newly issued shares in December 2023 and increasing financing costs, but slightly below our forecast for average annual earnings growth after 2022 of 4-6% because of this.

Governance

Governance

Wereldhave is committed to a high standard of Corporate Governance. We adhere to strict principles of business ethics and the adequate provision of forward-looking information. Transparency is a key cultural value to us. The Company's business ethics are embedded in the Business Integrity Policy and the Code of Ethics for employees, which is published on our website www.wereldhave.com.

Legal structure

Wereldhave N.V. is a real estate investment company, listed on Euronext Amsterdam and included in the AScX Index. The Company was founded in 1930 and has been listed since 1947. Wereldhave has the fiscal status of an investment institution, so it is subject to a 0% corporation tax rate in the Netherlands (other than for development activities in the Netherlands). Its Belgian investments consist of a 66.16% interest in Wereldhave Belgium N.V., a tax-exempt investment company with variable capital listed on the Euronext Brussels Stock Exchange. The investments in France are subject to the SIIC (Société d'Investissements Immobiliers Cotée) regime.

Wereldhave has a two-tier board structure. Additional regulations for the Boards are set out in the Governance Charter of Wereldhave which can be downloaded from our website.

Board of Management

The members of the Board of Management are jointly responsible for the management and running of Wereldhave N.V. and its subsidiaries, with due respect for their roles and tasks. The CEO takes the lead in this and is the main point of liaison for the Supervisory Board.

The Board of Management is accountable to the Supervisory Board and to the General Meeting of Shareholders.

The Board of Management consists of Mr. Matthijs Storm (CEO) and Mr. Dennis de Vreede (CFO). The Board is supported by an Executive Team, consisting of a Chief Commercial Officer and a Chief Operations Officer, supported by the Company Secretary. The Executive team is supported by a Management team. The members of the Board of Management are the statutory directors of the Group's real estate companies and as such, solely responsible for the decision making. The Board of Management is appointed and dismissed by the General Meeting of Shareholders, from a nomination to be drawn up by the Supervisory Board. The members of the Board of Management have been appointed for a period of four years. The agreements contain a break option with a four months' notice and a maximum severance payment of one year's salary.

There were no changes in the composition of the Board of Management during the year. Mr. Matthijs Storm was reappointed in 2023 for a period of four years, expiring in April 2027 and Mr. Dennis de Vreede was reappointed in 2022 for a period of four years, expiring in April 2026.

Supervisory Board

The role of the Supervisory Board is to supervise the strategy and the business of the Company and its subsidiaries, as well as to support the Board of Management by providing advice. The Supervisory Board shall be guided by the interests of the Company, taking the interests of the Company's stakeholders into account. The Supervisory Board has two standing Committees, an Audit Committee and a Remuneration and Nomination Committee.

On 21 April 2023, Mr. William Bontes was appointed by the AGM as member of the Supervisory Board of Wereldhave N.V. Since then, the Supervisory Board consists of three members, with Mrs. Françoise Dechesne as Chair of the Board and Mr. Hein Brand and Mr. William Bontes as member.

The independence requirements referred to in best practice provisions 2.1.7 to 2.1.9 inclusive of the Dutch Corporate Governance Code have been fulfilled and all members meet the independence criteria.

The members of the Supervisory Board and its Committees currently are Mrs. Françoise Dechesne (Chair Supervisory Board, member Remuneration and Nomination Committee), Mr. Hein Brand (Vice President Supervisory Board and Chair Audit Committee) and Mr. William Bontes (Chair Remuneration and Nomination Committee). The profile for members of the Board as well as brief resumes can be found on the Company's website.

The Supervisory Board maintains regular contact with the external auditor and focuses on the effectiveness of the Company's internal risk management and control systems and the integrity and quality of the financial reporting. The Supervisory Board has joint responsibility and acts without a mandate and independently of any particular interests associated with the company.

Committees of the Supervisory Board

The Audit Committee's main role is to oversee financial accounting and reporting, internal control and risk management. In this context, the Audit Committee examines and reports to the Supervisory Board on matters such as (interim) financial reporting and accounts, asset valuations, risk management, accounting methods, finance and tax planning and the relationship with the internal and external auditors.

The remuneration committee and the selection and appointment committee have been combined in one committee, the Remuneration and Nomination Committee. The committee's main role is to prepare the Board meetings with respect to selections and nominations, evaluations and remuneration levels and succession planning.

General Meeting of Shareholders

At least once a year, a General Meeting of Shareholders will be held. The agenda of the Annual General Meeting of Shareholders shall in each case contain the report of the Board of Management, the dividend policy, the adoption of the financial statements, the report of the Supervisory Board, the remuneration report and the proposal to distribute dividends or other distributions. Resolutions to release the members of the Board of Management and Supervisory Boards from liability for their respective duties shall be voted on separately.

Requests of investors who solely or jointly represent 1% of the issued capital to place items on the agenda of the General Meeting of Shareholders shall be honored if such requests are submitted to the Board of Management or the Supervisory Board at least 60 days before the scheduled date of the Meeting, unless, in the opinion of the Supervisory Board and the Board of Management, there are vital interests of the Company opposing the inclusion of such item or items in the agenda. The resulting discussion in the General Meeting should not affect the orderly course of the Meeting.

The secretary of the Company will take minutes of the proceedings at the meeting. The minutes will be signed by the Chair of the Meeting and the Company Secretary. In principle, the minutes will be published on the Wereldhave website within one month after the Meeting and copies of such minutes are available free of charge on request.

Wereldhave pursues increased shareholder participation at its general meetings, by making proxy forms and voting instructions available online, by enabling voting via internet prior to the meeting and by contacting the known larger shareholders to question them to attend or vote. The attendance rate at the AGM on 21 April 2023 stood at 45,3% of the issued share capital.

The meeting approved the proposal to reappoint Mrs. Françoise Dechesne and to appoint Mr. William Bontes as members of the Supervisory Board for a period of four years. The meeting furthermore approved the proposal to reappoint Mr. Matthijs Storm as CEO for a period of four years. Mr. Storm was appointed in 2019 for a term of four years as director, which term thus expired in 2023.

The meeting adopted the proposal to repurchase shares and the proposal to grant the authority to the Board of Management to issue shares.

All voting results and the minutes of the AGM can be found on the Company's website.

The policy on communications between the Company and its shareholders can be found on the website as well.

Protective devices

The protective devices consist of the possibility to issue preference shares up to 50% of the issued share capital (less one share), calculated after issue.

A contract between the Company and the *Stichting tot het houden van preferente aandelen Wereldhave* (the Foundation) in relation to the preference shares entails the granting to the Foundation of the right to, on a continuous basis, take, if necessary in tranches, preference shares up to a maximum of, after exercise, 50% of the issued capital (less one share). Both parties have the interim right to cancel the agreement. Following the issue and subsequent repurchase or withdrawal of the preference shares, the Company intends to discuss the protective devices with the General Meeting of Shareholders.

The objective of the Foundation, in accordance with article 2 paragraph 1 of its articles of association, is to promote the interests of Wereldhave, of the companies affiliated to Wereldhave and all stakeholders, whereby the foundation also takes into account maintaining the independence, continuity and identity of the Company.

The Board of the Foundation consists of Mr. R. ter Haar, who was appointed as Chairman, Mr. S. Perrick, and Mrs. K. Bergstein, who succeeded Mr. P. Bouw in 2023. The Foundation is independent from the Company within the meaning of section 5:71 paragraph 1 under c of the Financial Supervision Act. The foundation does not hold any shares in Wereldhave at present.

The Foundation intends to take preference shares if, amongst others, a threatening situation occurs where a significant interest might come in the possession of legal entities or persons who possibly aim to acquire control over the Company without the involvement of the Board, without guarantees with respect to the independency and continuity of Wereldhave and its affiliates and without the possibility to safeguard the interests of employees, other shareholders and other parties related to Wereldhave or, affiliated companies, or without the real value of the Wereldhave shares being reflected in a take-over bid, or if power is, or may be exercised with the intention to amend the strategic policy which is determined by the Board and Supervisory Board.

Wereldhave and the Foundation have agreed that the Foundation can request the Company to withdraw or buy back the shares six months after issuance of the preference shares. In addition, Wereldhave is obliged to convene a general meeting of shareholders within eighteen months after the issuance date of the preference shares, where the withdrawal or buyback of the preference shares will be put on the agenda. These contractual clauses imply that the issue of any preference shares is intended as a temporary protective device.

ESG engagement

Wereldhave has dedicated governance in place for Environmental, Social & Governance (ESG); this helps us to achieve our sustainability goals. At board level, our CFO is responsible for Wereldhave's sustainability policy; the Group ESG manager reports directly to the CFO. ESG reporting is integrated into management reporting, with quarterly updates from country units on sustainability performance and progress against our KPIs. All data collected through quarterly reports is verified to ensure the quality of the information.

Implementation of our sustainability policy is overseen by the Group ESG Manager in cooperation with individual initiators in each country. Individual managers are responsible for implementing sustainability in their own departments. Projects contributing to achievement of our targets are integrated into Wereldhave's budgets and business plans.

With this governance structure, Wereldhave is able to embed sustainability more effectively into its daily operations.

Diversity

We promote diversity and inclusion throughout our workforce. With a Board of Management of only two persons, both being male, there is ample perspective on improvement on gender diversity as from 2026. The female gender representation in the Netherlands and Belgium at the operational and financial management level just below the Board of Management is 40%. If we combine the Board of Management and this sub-top, the diversity is below the overall target of 33% target with only 28% female representation. However, with a nearly equal gender representation in the Company, there are sufficient future opportunities on improvement.

The female gender representation within the Supervisory Board is currently 33%, which is in line with the targets as set in Wereldhave's Governance Charter.

Dutch Corporate Governance Code

Wereldhave is compliant with the Dutch Corporate Governance Code applicable to the year 2023. In the scope of the Dutch Corporate Governance Code, as amended in 2022, the Company maintains a reconciliation table in which is set out how the principles of the Dutch Corporate Governance Code are complied with. This reconciliation table is published on our website.

Risk management and internal controls

Risk profile

As a retail property investor in the Netherlands, Belgium and France, Wereldhave is particularly sensitive to factors that impact demand for space from retailers. This is primarily driven by customer behavior. A decline in customer footfall and spending may lead to a lower demand for space, with negative impact upon:

- The value of our assets
- Occupancy rates, rental levels and subsequently rental income
- Property market liquidity for acquisitions and disposals

In addition, (local) governmental decisions such as the introduction of paid parking can severely impact footfall and retail sales, thus putting a pressure on rent. Ease of access of our centers is an essential element in the customers' choice where to go for shopping.

Risk Management

Wereldhave is focusing on the preservation of its reputation, assets, competitive advantage and profits, applying enterprise-wide risk management (ERM). ERM is the process of systematically identifying, analyzing, evaluating and mitigating risks that may impact the achievement of our corporate objectives. We consider risk management to be an essential ingredient of good corporate governance. Better understanding of risks and taking mitigating measures enables Wereldhave to prevent risks to actually occur, minimize losses of incidents and to optimally benefit from opportunities. Risk management and internal control is embedded in the organization using these five interrelated components:

1. **Governance and Culture:** Governance sets the organizational tone, establishing oversight responsibilities for risk. Culture pertains to our Code of Ethics and the understanding of the risks we are exposed to.

2. **Strategy and Objective-Setting:** A risk appetite is established and aligned with our strategy; business objectives put strategy into practice while serving as a basis for identifying, assessing, and responding to risk.

3. **Performance:** Risks that may impact the achievement of strategy and business objectives need to be identified and assessed. Risks are prioritized by severity in the context of our risk appetite. We select appropriate risk responses and review the risk we run at a portfolio level. We aim to be transparent about this exposure toward our key risk stakeholders.

4. **Review and Revision:** By reviewing entity performance, we evaluate the performance of our enterprise risk management components over time and review what changes are needed.

5. **Information, Communication, and Reporting:** We regard enterprise risk management as a continuous process of obtaining and sharing necessary information, from both internal and external sources, which flows up, down, and across the organization.

Wereldhave adopts the so-called ''three lines of defense" when it comes to managing risks. The overall responsibility for establishing, operating and monitoring risk management and internal controls is with the Board of Management, from which the CFO is contact point for risk management and internal control activities. The primary responsibility for managing risks is with the business, meaning country managers and their direct reports. On the group level Wereldhave has several staff departments which support in managing specific risk areas. The Finance and Control team facilitates and monitors the overall risk management process. The third line of defense is the internal audit. Risk management is a full Supervisory Board topic to ensure sound risk management and internal control systems are maintained. Reports are always discussed in full in the Supervisory Board, the Audit Committee prepares but does not filter or select. The internal auditor assesses the design and operating effectiveness of internal controls and risk mitigating measures and reports to the Board of Management. The internal auditor has a direct escalation reporting line to the Audit Committee. Wereldhave has outsourced the internal audit function to BDO, who liaises with the Group Controller. The internal audit plan is discussed with and approved by the Board of Management, followed by the review and approval of the Supervisory Board. The internal audit plan priorities are directly derived from Wereldhave's latest annual risk assessment and focused in 2023 on a pre go-live and post go-live assessment of the newly implemented ERP system as well as our valuation and treasury processes.

Fraud risks form an integral part of our risk assessment. A variety of controls is in place ranging, ranging from a strict code of conduct outlining our business integrity principles to integrity awareness training and enforcing segregation of duties for key operational and financial transactions. Wereldhave is continuously working on automating its business processes to ensure transactions are processed in a more effective and efficient way. As part of these projects, we always consider embedding internal controls in the IT systems that we purchase or develop. The Board of Management considers the controls in place as sufficient and adequate to control the fraud risk.

Strategic objectives of our strategy

We aim to position our centers as Full Service Centers in close proximity of dense urban areas, to fulfil daily needs of life. Our centers should offer a broad range of partnerships and services to support tenants in doing better business and empower people to live a more well-balanced everyday life close to home. Together with all partners within the local eco-systems we will build Full Service Centers to deliver better everyday life and better business.

Our strategic long-term objectives are to:

1. Grow rental income and drive property returns of our assets to create value
2. Become a customer oriented Company
3. Attract and retain tenants
4. Be responsible, ambitious and innovative
5. Maintain strong and flexible financing

We conducted workshops in the fourth quarter of 2023 with our Executive Committee as well as the Audit Committee to update our risk profile and assessment of these risks. The objectives were to identify, assess and evaluate risks and their exposure to our strategy and continuity. This includes understanding the potential impact of identified risks as well as mitigation measures in place to reduce these risks and have been reflected in our internal risk register. The identified risks with high impact are discussed further in this section. The high impact risks of the Group are periodically reviewed by the Board of Management and Supervisory Board. The high impact risks in relation to our strategy are presented on the following pages. Our risk assessment update in 2023 did not identify new high impact risks In comparison to 2022. The arrow depicts how the high impact risk assessment changed during the year in comparison to the previous year. Controls have been designed, both preventive and detective, to mitigate risks as far as possible. These controls are embedded in our business processes and defined in our Internal Control Framework.

Climate-related risks, both physical as the transition to a lower-carbon economy, are part of our risks assessments. The main focus of our risk assessments is the direct effect of transitional risks, such as the need to meet regulatory standards or future tenant needs. Paris-Proof carbon roadmaps address this risk and are integrated in the redevelopment or maintenance planning of our assets to achieve the 2030 emission reduction target of 30%. Direct effects of physical risks are included in our BREEAM-in-use assessments. Considering our asset base largely consists of investment properties carried at fair value, we have concluded that the effect of climate-related risks does not have a material impact on accounts and disclosures, including judgments and estimates in the financial statements.

The high impact risks of the Group in relation to our strategy are:

Our strategic long-term objectives are to:

- Grow rental income and drive property returns of our assets to create value
- Become a customer oriented Company
- Attract and retain tenants
- Be responsible, ambitious and innovative
- Maintain strong and flexible financing

Preventable risks

Risk	Controls	Relating to strategic objectives	KPI's
A Access to equity markets	• Investor relations stakeholder engagement • Conference calls and roadshows on results • Investor relation reports to Supervisory Board • Frequent consultations of large shareholders	Change of risk during 2023 compared to 2022	• Share price • Discount to NAV • Total shareholder return
B Availability and costs of finance	• Treasury Policy including hedging strategy • Continuous dialogue with financiers • Green financing framework	Change of risk during 2023 compared to 2022	• Average interest rate • Duration • Spread of funding • Loan-to-Value
C Attract and retain tenants	• Periodic operational reports on leasing activity and funnel, occupancy, visitor and sales developments • Category leasing management • Data sharing to assess performance • Sustainability committee per center • Key tenant management • Network and leads	Change of risk during 2023 compared to 2022	• Total return • Total property return • Total shareholder return • NPS • Footfall • Tenant feedback • Retail balance
D Development risks	• Monitoring to prevent cost and time overruns • Pre-letting conditions • Recurring external appraisals • Investment proposals • Post-completion analyses	Change of risk during 2023 compared to 2022	• Total return • Total property return • Total shareholder return

	Risk	Controls	Relating to strategic objectives	KPI's
	Preventable risks			
E	**Change of culture**	• Number of new concepts launched • Multiple income streams • Digitalization of processes • Monitoring organizational costs • Attract and retain top talents • Customer centricity	Change of risk during 2023 compared to 2022	• NPS • Footfall • Tenant feedback • Employee satisfaction • Staff turnover ratio
F	**Regulatory compliance**	• Safety and emergency plans including regular safety checks • Monitor changes in zoning regulations • Monitor changes in legal and tax landscape	Change of risk during 2023 compared to 2022	• Total return • Total property return • Total shareholder return
	Strategic risks			
G	**Failure to find the right response to changing market conditions or failure to execute the new strategy correctly**	• Annual budget cycle: bottom-up from asset level business plans to consolidated budget • Disciplined IRR driven asset selection and capital allocation • Attractive employer to retain key staff	Change of risk during 2023 compared to 2022	• Total return • Total property return • Total shareholder return
H	**Maintain tax status of tax-exempt investment institution in NL, BE and FR**	• Monitor regulatory requirements • Monitor trends and developments in political landscape • Consult and discuss with tax authorities	Change of risk during 2023 compared to 2022	• Total shareholder return
I	**Achievement of sustainability targets**	• Quarterly KPI reporting • Benchmarking (GRESB, CDP) • BREEAM certification	Change of risk during 2023 compared to 2022	• Total return • Total property return • Total shareholder return • Sustainable development goals

External risks

Risk		*Key controls*	*Relates to strategic objective:*	*KPI's*
J	**Decreasing property values**	• Regular external appraisals • Disciplined purchase, hold and sell analyses	Change of risk during 2023 compared to 2022	• Total return • Total property return • Loan-to-Value
K	**Events and emergencies**	• Monitor terrorism threat levels • Cyber-attack sensitivity assessments • Insurance for physical damage and business interruption • Response procedures for (pandemic) events	Change of risk during 2023 compared to 2022	• Total return • Total property return • Total shareholder return

Supervisory Board report

Dear Stakeholders,

The year 2023 saw inflation rates in the EU decreasing, having reached its peak in October 2022. However, in the first half of 2023 interest rates rose and this has subdued investments in the retail real estate sector. Wereldhave has decreased its capex spending in view of the tempered macro-economic environment, steep rises in interest and building costs, not only materials, but also from increases in wages during the year. We have been able to pass on the indexation in full in our 2023 rental income, but are also happy to see that inflation decreases and rents remain affordable for our tenants.

Over the past few years, the number of leases with a turnover component (minimum guaranteed rent + turnover component) in the portfolio has increased significantly. This provides Wereldhave with valuable management insight as to occupancy cost ratios and the affordability of rents per segment. Again good progress has been made with the transformation of our assets to Full Service Centers and our occupancy levels as well as occupancy cost ratios are solid.

In 2023, the Supervisory Board oversaw three key matters: the restructuring of the organizations in Belgium and the Netherlands, the upcoming changes in the Dutch FBI regime and the entering of Phase 2 of the LifeCentral strategy.

Wereldhave Belgium implemented changes to the Management to better align it with the LifeCentral strategy and reduce costs. The Board of Wereldhave Belgium will be reduced to seven members, of which three independent. The Chair of the one-tier board is held by an independent board member and Mr. M. Storm holds the position of CEO. In the Netherlands we further aligned the organization to the reduced asset base and moved the head office, therefore reducing costs.

The abolition of the Dutch REIT tax regime for real estate companies (‘FBI’) was discussed at length in the November meeting of the Supervisory Board. With effect from 1 January 2025, FBI’s will no longer be exempt to pay regular income taxes of investments in Dutch real estate. This triggered the discussion with the Board to explore new business models, more tax efficient legal structures and tax mitigating measures.

On 5 December 2023, we announced the acquisition of Polderplein in Hoofddorp, the Netherlands. This first major acquisition since 2018 was partially paid in newly issued ordinary shares and is the first step in the growth phase of our LifeCentral strategy.

Composition and meetings of the Supervisory Board

On 15 December 2022, Mr. Adriaan Nühn stepped down from the Supervisory Board for personal reasons. Mrs. Françoise Dechesne was appointed Chair of the Board, with Mr. Hein Brand as other member. At the AGM on 21 April 2023, Mr. William Bontes was appointed third member of the Supervisory Board.

During the first four months of the year, Mr. Brand chaired the Remuneration and Nomination Committee as well as the Audit Committee. Following the appointment of Mr. Bontes, Mr. Brand remained Chair of the Audit Committee, with Mr. Bontes being the other member of the committee. Mr. Bontes took the Chair of the Remuneration and Nomination Committee, with Mrs. Dechesne as the other member. Diversity within the Supervisory Board is at 33%, which is in line with the targets as set in Wereldhave’s Governance Charter.

With a Board of Management of only two persons, both being male, there is ample perspective on improvement on gender diversity as from 2026. The female gender representation in the Netherlands and Belgium at the operational and financial management level just below the Board of Management is 40%. If we combine the Board of Management and this sub-top, the diversity is below the overall target of 33% with only 28% female representation. However, with a nearly equal gender representation in the Company, there are sufficient future opportunities on improvement.

A total of sixteen Supervisory Board and Committee meetings was held in 2023, with an overall attendance rate of 100%. Special meetings were held to approve the acquisition of Polderplein in Hoofddorp, refinancing arrangements and the upcoming changes in the FBI regime.

In May, the Supervisory Board visited the Mériadeck shopping center in Bordeaux with its then nearly completed F&B Court and viewed the largest competing retail assets. The French team gave a presentation on management topics with a tour through the asset.

On 2 November 2023, two Supervisory Board members attended the Capital Markets Day, where management presentations to analysts and investors were followed by a visit to the Full Service Centers in Capelle aan den IJssel and Dordrecht. The presentations made clear that Wereldhave's transformation projects are reaping fruit, showcasing the clear improvements after the completion of the projects.

The Supervisory Board decided to maintain both the Audit as well as the Remuneration and Nomination Committee of the Board, despite the small size of the Board. Given the limited size of the Board, the meetings of the Audit Committee were combined with the meetings of the Supervisory Board. Following the appointment of Mr. Bontes, it was decided to resume the regular scheme, with separate Committee meetings and Full Board meetings.

An extensive introductory program was offered to Mr. Bontes in July 2023. The event was also attended by the other members of the Supervisory Board. Heads of staff gave introductions on their roles and responsibilities and the main topics within their field of expertise were discussed.

The Supervisory Board is pleased with the progress that has been made during the year, with a first large acquisition against the issue of new shares at the end of the year. The Board wishes to acknowledge its gratitude toward the Board of Management and all employees of the Company for their hard work.

Financial statements

The Board of Management submitted the 2023 financial statements and the Board's Management Report to the Supervisory Board. The Supervisory Board recommends the adoption of these financial statements. The financial statements have been audited by KPMG, who issued an unqualified auditor's opinion. The Supervisory Board discussed the audit report and the auditor's opinion with the auditor. The members of the Supervisory Board approved the accounts and signed the 2023 financial statements. The Board of Management assessed that the 2023 results and the current liquidity position allow us to distribute a dividend of € 1.20 in cash per share to the shareholders, in compliance with the fiscal dividend distribution requirement for the year. This represents 3.4% dividend growth compared to last year and is slightly below the Company's dividend distribution policy, which is 75-85% of the direct result per share. The Supervisory Board supports this proposal.

Strategy

The transformation of Vier Meren in Hoofddorp was completed in September 2023. It marked the sixth completed Full Service Center by Wereldhave, after successfully delivering three FSCs in the Netherlands and two in Belgium. The project was delivered on time and well within budget. In Q4 2023, Wereldhave delivered another three Full Service Centers: Eggert Center in Purmerend, De Koperwiek in Capelle aan den IJssel (the Netherlands) and Shopping 1 in Genk (Belgium). In the Koperwiek in Capelle aan den IJssel, an eat&meet food court was already completed in the second quarter of 2023. In Q1, 2024 we will officially celebrate the opening of these FSC's. These transformation projects were also completed on time and within budget, in spite of a spike in building and construction costs, for which we compliment the Board of Management.

On 5 December 2023, Wereldhave announced the acquisition of shopping center Polderplein with a parking garage in Hoofddorp. The total purchase price amounts to € 74m (€ 82m including transaction costs), reflecting a net initial yield of 7.6%. As the transaction was 70% equity financed, the loan-to-value improved by 30 basis points. The transaction was partially settled in 3,605,208 newly issued ordinary shares of Wereldhave N.V. following a contribution in kind by the seller to Wereldhave. The remainder was paid in cash. Following the transaction, the number of issued ordinary shares of Wereldhave N.V. amounts to 43,876,129 shares. This was the first equity raise of the Company since 2015.

Financing

The Supervisory Board actively monitors the financing of the Company, including the balance sheet and the available headroom against the loan covenants. The debt profile and the financing strategy are discussed regularly with the Board of Management. Other recurring financial items that were discussed are dividend levels, the budget, the outlook and guidance, the achievement of the financial objectives from the 2023 budget, the management agenda and the portfolio valuations.

Wereldhave successfully tapped the market for US Private Placement Notes (USPP) twice in 2023. On 26 July 2023 an amount of USD 50 million was drawn with a tenor of five years. On 1 November an additional USD 50 mln was raised with USPP with a tenor of seven years. The proceeds of the USPP transactions are fully swapped into euros with a fixed interest rate. In addition, Wereldhave agreed with two Belgian banks to refinance € 65 million of credit facilities maturing in 2024 and a new credit facility of € 20 million, respectively. The weighted average term of these transactions is 4.5 years. On a pro forma basis, the weighted average duration of the debt portfolio increased from 3.3 years to almost four years. These funding transactions were on an unsecured basis, maintaining Wereldhave's property portfolio entirely unencumbered.

Operations

Operational performance is a recurring topic on every meeting of the Supervisory Board. The development projects and the associated required capex investments are also a standard topic. The country budgets form the basis for the Groups consolidated budget, which is also discussed in the December meeting of the Board. ESG investments as well as the Customer Experience expenditures are part of the business plans per asset, which ultimately lead to a bottom-up consolidated budget. The budget for 2024 was discussed and approved in the Board's meeting in December 2023.

Sustainability

Wereldhave ranked again as number 1 in its peer group of listed Western European shopping center companies in the 2023 Global Real Estate Sustainability Benchmark ('GRESB'). Wereldhave retained its top score of 92/100 and received a 5-star rating from GRESB for the tenth consecutive year. A more than solid achievement in the light of ever-increasing benchmark requirements and peer performance.

Wereldhave also received its eighth consecutive Gold Award in the annual Sustainability Best Practices Recommendations from the European Public Real Estate Association (EPRA sBPR).

Our ESG program "A Better Tomorrow" was developed to provide a roadmap from 2020 until the year 2030. The program is based on three focus areas:

- Better Footprint - reduce carbon emissions with 30% in 2030 and become Paris Proof in 2045
- Better Nature - 100% of assets have action plans to mitigate physical effects of climate change and double the surface of vegetation roofs and green spaces
- Better Living - Contribute at least 1% of net rental income to socio-economic and social inclusion initiatives and aim for zero safety incidents at Wereldhave centers

Progress against these targets was discussed with the Supervisory Board in December 2023.

Risk Management

In 2023 the company performed a detailed review of the risk management framework with the internal auditor and in the December meeting of the Audit Committee, the top 5 risks from the 2019 risk registry were presented and discussed to ensure that the identified causes, control measures and effects are aligned with the Audit Committee of the Supervisory Board. Subsequently, it was determined that management will keep focusing on mitigating the identified risks within the acceptable thresholds of Wereldhave's risk appetite.

The Internal Audit function is performed by BDO. In 2022 it was decided that the key focus for the 2023 internal Audit plan would be on the implementation of the new ERP system, which is SAP based. The internal audits were done before the go live decision and evaluated 6 months post launch.

The "post implementation" review was held by BDO to assess the design of IT activities and controls in relation to the implementation and IT maintenance activities going forward. The audit was performed by evaluating documents, interviews, and by validations with the (ex) project team members. BDO Digital's assess & advise-frameworks on Project and Quality Assurance and IT management were used for the audit and recommendations. The report provided recommendations, a risk evaluation and some more detailed observations of review activities. These were discussed with the Supervisory Board in November with follow-up on actions in 2024. No risks were labeled as high risk.

The regular internal Audit for 2023 was focused on the Treasury function. The Audit did not identify any medium or high risks for Wereldhave relating to this process. The report was discussed with the Audit Committee in its October meeting.

Culture

In September 2023, Wereldhave moved its head office to a former theater in the center of Amsterdam, an open office with a more creative and inspiring environment, against lower general costs in a mixed-use environment aligned with the LifeCentral strategy. The staff departments of Wereldhave Netherlands were merged with the Holding and the new office environment underlines this unified structure, acting as a “clubhouse”.

The Supervisory Board continued the practice that country managers and key employees regularly attend its meetings for a presentation and discussion of their key focus points. Several heads of staff attended the meetings, with presentations on HR, customer experience, tax and legal risks and ICT. In 2023, this was done with presentations on the introduction day for new members of the Board as well as on the December budget meeting.

Culture within the Group was discussed in the November meeting of the Supervisory Board. The Board of Management continued to use livestream sessions with Q&A’s to update the entire international staff. The new office space and the 360 degrees evaluation of Board members underpin our move toward an open, less hierarchical and creative environment.

Corporate Governance

The Governance Charter was updated in 2023, to reflect the changes in the Dutch Governance Code. Wereldhave is fully compliant with the Dutch corporate governance code. A breakdown of Wereldhave’s position per best practice recommendation of the Code can be found on the website.

The Governance Charter describes the division of roles and responsibilities of the Board members, the composition of the Management Team and the addition of a related party transaction policy.

Evaluation of performance

In 2023, an external evaluation of the functioning of the Supervisory Board and its members was held. This was combined with a 360 degrees evaluation of the members of the Board of Management. Of each member of the Board of Management, five direct reports were selected by the Supervisory Board. These direct reports were questioned by two external consultants.

The results gave valuable insights for the evaluation of both members of the Board of Management. The main item for improvement for the Board of Management is the internal communication and evaluation of changes to the organization and to business processes. This could attribute to a quicker acceptance within the organization. Recent changes to the organization have at some levels led to uncertainty about roles and responsibilities.

Item for improvement for the Supervisory Board is a clear adoption of the new roles and responsibilities following the recent changes within the Board and its Committees. These changes are gradually becoming clearer as the new roles are setting in.

Audit Committee

The Audit Committee consists of Mr. H. Brand (Chair) and Mr. W. Bontes. The Audit Committee’s main role is to oversee financial accounting and reporting, internal control, risk management and the external auditor including auditor independence. In this context, the Audit Committee examines and reports to the Supervisory Board on matters such as (interim) financial reporting and accounts, asset valuations, risk management, accounting methods, finance and tax planning and the relationship with the auditor.
The Audit Committee held five meetings in 2023 to discuss the 2022 FY results, the Annual Report for 2022, the quarterly results for 2023 and the budget for 2024. The meetings were attended by the Company’s CEO and/or CFO and the Company Secretary, as well as the external auditor. The attendance rate of Supervisory Board members to the meetings was 100%.

The Audit Committee regularly convened with the external auditor, without the Board of Management. The regular items on the agenda include the financial results and financial statements, the annual accounts, the property valuations, the internal and external audit plans, IT general controls, findings and opinion, the liquidity profile and financing of the Company, interest rate and currency risks, legal risks and tax risks and the in control statements.
In addition, the Audit Committee monitors operational performance against the budget and reviews investment and divestment proposals. The external valuations for the standing portfolio were discussed with the auditors twice a year. In 2023, Wereldhave changed the valuators for the portfolio. The proposal to appoint CBRE and KroesePaternotte was discussed with the Audit Committee and approved by the Supervisory Board.

The proposal to pay a dividend in respect of 2023 at € 1.20 per share was approved in February 2024. This is slightly below the pay-out ratio of 75-85% and the retained funds will be used to lower the LTV ratio and for the continued transformation of the portfolio.

The audit plan 2023 by KPMG was discussed and approved in the July meeting of the Audit Committee. Mr. W. Paulissen is the lead partner for the audit. In the AGM on April 21, 2023, KPMG was reappointed for the years 2023 up to and including 2024. This period runs parallel with the appointment of KPMG at Wereldhave Belgium.

The Audit Committee ascertained that the internal audit function performed well. The internal audit plan is updated annually, tailored to the most recent developments, with input of KPMG. The materiality threshold as applied by KPMG is set out in the Audit opinion. The Audit Committee ascertained that all audit findings in excess of the reporting threshold, adjusted and unadjusted, will be reported by the auditor.

Remuneration and Nomination Committee

The Remuneration and Nomination Committee consists of Mr. W. Bontes (Chair) and Mrs. F. Dechesne. Two meetings were held in 2023, in February and October. In December, Mrs. Dechesne attended a Works Council meeting, upon invitation by the Council.

In November 2023, the Board of Management discussed its view on the remuneration policy with the Supervisory Board. The Supervisory Board reviewed the current remuneration policy and does not seek changes in the policy within the current nomination durations. In the event of future changes in the composition of the Board, a full third party market review of the fixed remuneration package will be made. Some minor amendments to the policy will be proposed to shareholders on the AGM to be held on 24 April 2024.

The state of diversity was posted on the portal for diversity of the SER, the Dutch Social Economic Council. The committee also reviewed and discussed the diversity policy. The committee intends to monitor follow-up of the targets that are set in the Company's policy.

In Belgium it has been agreed that Board members of Wereldhave Belgium who are appointed upon the proposal of the majority shareholders receive a separate remuneration in Belgium, which is to be in line with Belgian market practice. Until now, the remuneration for these positions was included in the general remuneration at group level. The remuneration levels in Belgium were submitted to the Supervisory Board for approval, prior to their adoption in Belgium. The Supervisory Board has approved the separate appointments, also in view of the contractual right of members of the Board of Management to accept a limited number of third-party board positions.

In the AGM on 24 April 2024, the reappointment of Mr. H. Brand will be proposed, for a third term, bringing his total tenure to nine years. Mr. Brand was first appointed in 2017 for four years. In 2021 he was reappointed for a period of three years. The Supervisory Board proposes his renomination for a third consecutive term of two years, expiring in 2026. This enables the Supervisory Board to preserve valuable knowledge within the Board and to gradually seek a suitable successor.

Related party transactions

In the year under review there have been no business transactions with members of the Board of Management nor the Supervisory Board in which conflicts of interest may have played a role.

Any business transactions between the Company and members of the Board are published in the Annual Report.

Finally

The Supervisory Board acknowledges that the performance of the Group has been delivered by committed and dedicated staff and a Board of Management that seeks to continuously improve and pushes the Company forward in this strategy. The Supervisory Board would like to thank the Board of Management as well as the entire staff for their achievements.

On behalf of the Supervisory Board,

Françoise Dechesne,
Chair of the Supervisory Board

Remuneration report 2023 Wereldhave N.V.

This report consists of four chapters. The first and second contain an explanation of the current policy for the remuneration of the Board of Management and the Supervisory Board respectively. The third contains the execution of the policy in 2023 and the fourth chapter contains a proposal to amend the remuneration policy as of 2024. This proposal is submitted for approval at the Annual General Meeting of Shareholders of Wereldhave N.V. to be held on Wednesday 24 April 2024.

Chapter 1: Wereldhave N.V. remuneration policy 2020 onwards

The remuneration policy 2020 and onwards was adopted by the General Meeting of Shareholders on 24 April 2020. Our remuneration policy was designed by considering current market and best practices, the Dutch corporate governance code and the Dutch implementation of the European Shareholder Rights Directive ("SRD II"). It is aligned with our customer centric strategy. Successful commercial real estate goes beyond shopping and assets. It should offer a broad range of partnerships and services to support tenants in doing better business and empower people to live a more well-balanced everyday life close to home. Together with all partners within the local eco-systems we will build full-service platforms to make every day count. Wereldhave applies a total return approach. We use forward looking IRR for hold/sell analyses, invest in assets at densely populated areas and well-connected mixed-use locations, create sector and geographic scale to allow for an efficient service platform, invest in undermanaged assets that meet our strategic criteria and dispose of assets that do not meet the IRR threshold.

We therefore measure our success by the total property return of our assets, customer satisfaction, as expressed in the Net Promoter Score as well as the footfall of our assets. These KPI's have been selected as the drivers for variable short-term pay. The indicators are used throughout the organization for incentive schemes, to enhance the alignment of pay with performance of the strategic goals. The goals of the remuneration policy for members of the Board of Management are to align individual and company performance, strengthen long-term commitment to the company, and attract, motivate and retain the best executive management talent, whilst creating alignment with stakeholders.

The essential qualifications comprise not only knowledge and experience in the field of real estate, but also the prerequisite management competencies. The policy aims to safeguard the company's performance and value growth, whilst positioning Wereldhave as an attractive employer for highly qualified directors.

Remuneration philosophy

The following elements are taken into consideration as part of the remuneration philosophy:

- The remuneration policy aims to attract, motivate and retain the best executive management talent;
  - As such, pay levels are benchmarked against relevant reference markets, taking into account the relative positioning of Wereldhave in terms of size and complexity;
  - To support the pay for performance principle, 50% of the at target total direct compensation package is fixed compensation and 50% is conditional upon the achievement of performance targets; at maximum scores, 32% of total direct compensation package is fixed compensation and 68% is conditional upon the achievement of performance targets.
- The remuneration policy supports both short- and long-term business objectives (strategy), with an emphasis on long-term value creation. Wereldhave aims to continuously improve, in a balanced way, business results and the delivery on sustainability aspirations;
  - This is amongst others realized by alignment with market and best- practices in terms of remuneration, based on the relevant European sector and the local cross-industry, taking into account the company's identity, mission and values;

  - Taking into account the level of support in society, a balanced approach is chosen. When reviewing the remuneration policy, relevant stakeholders are consulted, including employee representatives. The measures in the incentive plans also reflect the balanced approach:
    - The short-term incentive performance indicators are based on and aligned with the financial aspects of the strategic review, complemented with assessment of individual (non-financial) performance;
    - For the long-term incentive, long-term value creation is measured by means of (relative) shareholder return, balanced by sustainability as measured by an independent and specialized institution (GRESB). To emphasize the importance of long-term value creation, the LTI comprises a relatively larger part of variable pay, compared to the STI.
- The principles underlying the remuneration policies for the Board of Management, executives and other employees of Wereldhave are aligned. In this respect Wereldhave strives for internal consistency in remuneration;
  - In establishing this policy, the Supervisory Board uses scenario analyses to estimate the possible outcomes and decides whether a correct risk incentive is set for the member of the Board of Management with respect to the overall level of pay;
  - Furthermore, the company's other remuneration programs have been taken into account, amongst others by ensuring consistency with the company
- The policy design takes into account statutory and other legal provisions, amongst others the Dutch implementation of the European Shareholder Rights Directive ("SRD II") and the Dutch corporate governance code.

The Remuneration and Nomination Committee regularly reviews the remuneration policy in order to ensure alignment with the philosophy as presented above. Based on the advice of the Remuneration and Nomination Committee, the Supervisory Board draws up (amendments to) the remuneration policy, consults major shareholders and puts the proposal forward for adoption at the general meeting of shareholders.

The total remuneration of the Board of Management of Wereldhave N.V. currently consists of:
- Fixed income;
- Variable income;
  - Short-term incentive ("STI");
  - Long-term incentive ("LTI");
- Pension and other secondary employment benefits.

Labor market and performance peer group

The remuneration levels for Board members are based on surveys and analyses by Korn Ferry. The Supervisory Board regards Wereldhave as an operational company, rather than a financial company, and compares market practice remuneration of European peer companies to individual benchmark remuneration.

The peer group consists of: Altarea-Cogedim (FR), Atrium European Real Estate (AU), Citycon (FI), Cofinimmo (BE), Deutsche Euroshop (DE), Eurocommercial Properties (NL), Gecina (FR), Hamborner (DE), Hufvudstaden (SE), IGD (IT), Klépierre (FR), Leasinvest (BE), Mercialys (FR), NSI (NL), PSP Swiss Property (CH), Retail Estates (BE), Carmila (FR), Unibail-Rodamco-Westfield (FR) and Vastned Retail (NL).

As the listing of Atrium European Real Estate (AU) was terminated in 2021, Capital & Regional Plc (GB) was designated as replacement. The listing of Deutsche Euroshop was terminated in 2022 and therefore replaced by Hammerson (GB).

This peer group serves both for assessing the remuneration levels as measuring relative Total Shareholder Return ("TSR") performance. Given the size of the significantly larger Unibail-Rodamco-Westfield and Klépierre, and to position Wereldhave around the median of the group in terms of size (based on revenue, market capitalization, total assets and employees), these companies are excluded for assessing remuneration levels. To accommodate potential changes in the labor market and performance peer group due to e.g. a delisting, merger or other extraordinary circumstances, the Supervisory Board may exercise discretion to substitute comparable companies. Given the company's headquarters in the Netherlands, and as a second reference market, the local cross-industry is taken into account by means of the index in which Wereldhave is included (currently the AScX index) corrected for size (based on revenue, market capitalization, total assets and employees).

Fixed income

The fixed income component is set for the appointment period, but are subject to indexation annually with the Dutch Consumer Price index (Eurostat) over the period between 31 October of the current year and the previous year.

Variable income

The variable income amounts to a target variable income of 100% of the fixed annual income, of which 40% comprises a short-term incentive in cash and 60% comprises a long-term incentive in shares.

Short-term incentive

The short-term incentive score is determined by a financial target, accounting for 50% of the STI, two qualitative and measurable targets that are directly connected to the strategy, each accounting for 20% of the STI, and one non-financial (individual) target, accounting for 10% of the STI.

The targets are taken from the Company strategy, which are fixed for the coming remuneration policy period (3-4 years). The annual target setting and weights for 2023 as determined by the Supervisory Board were as follows:

STI Targets	**Weight**	**Threshold**	**At Target**	**Maximum**
		0% score	100% score	150% score
Total return continued operating shopping centers (calculated as EBIT + valuation result) [1]	**50% of STI**	Return equal to MSCI retail property return Benelux	Return 0.5% above the MSCI retail property return Benelux	Return 1% above the MSCI retail property return Benelux
Net Promoter Score Visitors [2]	**20% of STI**	NPS = 21	NPS = 23	NPS = 25
Average footfall increase y-o-y of continued operating shopping centers [3]	**20% of STI**	0%	1%	3%
Individual target Board members	**10% of STI**	Set annually	Set annually	Set annually

1 Continued operating shopping centers exclude developments and refurbishments until the first transformation projects have been completed. As from this date, the performance will be calculated over continued operations including developments and refurbishments. The rationale is that developments and refurbishments for the transformation have a negative impact on performance, while under construction. This will on the somewhat longer term be mitigated by completed transformations, however not during the initial period.
2 The NPS sore is calculated as the 1-year moving average NPS score, measured over the entire portfolio of continued operating shopping centers (see 1).
3 The Supervisory Board is allowed to replace this indicator by an even more targeted indicator of average dwell time and basket size, when the required data collection for these measures becomes available.

Total property return is a measure of the ungeared return for the portfolio and is calculated as the change in capital value, less any capital expenditure incurred, plus net income, expressed as a percentage of capital employed over the period concerned, excluding land. The net promoter score (NPS) is a management tool to measure the customer experience. The NPS score is a good way to predict client loyalty and shows the willingness to promote the company to others. It provides a quantifiable outcome and it is the most common tool used worldwide. The NPS is calculated externally by a third party. Footfall is the measure of visitor numbers, counted by automated counters, leading to anonymized visitor information. It is an indicator of the competitiveness of a shopping center.

Based on performance against these targets, a minimum of zero and a maximum of 1.5 times (150%) the short-term incentive (of 40% of the fixed annual income) can become payable, with pro rata pay-out for performance between threshold (50% of target) and maximum (150% of target). Individual targets will be aligned with strategic business priorities in a certain year and will always be measurable. The individual 2023 STI targets for board members are disclosed in chapter 3 of the 2023 remuneration report.

Long-term incentive

The number of shares conditionally granted under the LTI is determined based on the closing price of the first trading day after the share has gone ex-dividend date, immediately after the Annual General Meeting of Shareholders of the year in respect of which the LTI is to be granted. The vesting period will start on the day the conditional shares are granted. If a dividend is paid on Wereldhave shares, the conditional share balance will be increased by a number of conditional shares equal to the amount of the dividend divided by the ex-dividend share price. These additional conditional shares are subject to the same terms as the conditional shares that were initially awarded. The performance shares are conditional. Vesting, three years after grant, is subject to continuous employment and is determined by financial and non-financial targets, accounting for 75% and 25% of the LTI, respectively.

The targets and weights are as follows:

- Relative Total Shareholder Return - 75% of the LTI;
- GRESB score - 25% of the LTI.

After vesting, a holding period of two years applies.

Relative Total Shareholder Return (75% of LTI)

Total shareholder return ("TSR") is defined as the share price increase, including reinvested dividends. TSR is measured over a three-year period based on a three-month average of the last three months of the year before the start and the end of the performance period. The performance period starts on 1 January of the year in respect of which the LTI is to be granted. Wereldhave uses the same peer group as for benchmarking individual remuneration. The ranking against the peer group determines the vesting level. At the end of the vesting period, a minimum of zero and a maximum of 3 times (300%) the number of shares conditionally granted, under the TSR performance condition, can become unconditional based on relative performance over the performance period.

Vesting per ranking position for the relative TSR performance incentive zone

Ranking	20-11	10	9	8	7	6	5	4	3	2	1
Vesting	0%	75%	150%	150%	200%	200%	250%	250%	300%	300%	300%

The vesting range is determined by threshold vesting at ranking position 10 (no vesting for performance below the median of the group) and maximum vesting at a Top 3 ranking position. An absolute TSR hurdle will be applied: if TSR development is negative, the LTI multiplier will be capped at 100% of the originally granted shares plus reinvested dividends.

We provide the example below for clarification:

LTI 2020

- 60% of fixed income 2020/closing price 28 April 2020
- (ex-dividend date)
- Grant LTI 2020: 29 April 2020
- Performance period 1 January 2020 up to 31 December 2022
- Vesting period 29 April 2020 up to 28 April 2023
- Holding period 29 April 2023 up to 28 April 2025

GRESB score (25% of LTI)

GRESB was launched in 2009 by a group of large pension funds who wanted to have access to comparable and reliable data on the ESG performance of their investments. GRESB have grown to become the leading Environmental, Social and Governance (ESG) benchmark for real estate and infrastructure investments across the world. The GRESB Score is an overall measure of ESG performance – represented as a percentage (100 percent maximum). The GRESB Score gives quantitative insight into ESG performance in absolute terms, over time and against peer companies. The GRESB Green Star is a rating on absolute performance. Entities with scores higher than 50 on both the "Management & Policy" and the "Implementation & Measurement" dimensions are rated a "Green Star". This is why the GRESB 5 star rating system is more challenging. It is based on the GRESB Score and its quintile position relative to the GRESB universe, with annual calibration of the model. It is calculated relative to the global performance of all reporting entities - property type and geography are not taken into account. In this way the GRESB Rating provides investors with insight into the differentiation of overall ESG performance against continuously improving peers within the global property sector. If certain regions systematically perform better, they will on average have higher-rated companies and funds. If the entity is placed in the top quintile, it will have a GRESB 5-star rating; if it is in the bottom quintile, it will have a GRESB 1-star rating, etc. If GRESB ceases to rate companies, the Supervisory Board will replace this indicator with an equivalent as published by an independent leading sector specialist, whereby the company must rank between the top 25% of sustainability performers in the sector to earn the target level. At vesting, a minimum of zero and a maximum of 1 time (100%) the number of shares conditionally granted can become unconditional, based on performance. This implies that a 5-star rating is rewarded with at target reward level to emphasize the standard ambition level. The below vesting range is applicable for the GRESB target (as a percentage of target, i.e. 25% of the LTI, with no overachievement possibility).

Vesting per ranking position for GRESB

GRESB star	1	2	3	4	5
Vesting	0%	0%	50%	75%	100%

Vesting

Vested shares are transferred to the director, if the terms are satisfied after a performance period of three years, following the year in respect of which these shares were awarded. After vesting of LTI shares, a two-year holding period is applicable. The holding period and the shareholding guideline do not apply for the portion of the shares that have vested, to pay the taxes that are due upon vesting.

Malus/claw-back/change of control

If a director is summarily dismissed without further notice in accordance with the law or is considered to be a bad leaver, the conditional share balance reverts to the company. If the director steps down or is not reappointed at the end of the agreed appointment period, the scheme remains intact with regard to the conditional share balance. The awards will be pro-rated for the time served. Once the conditions have been met, the vested shares will be transferred to the director. The scheme will remain intact for good leavers, with due observation of the original vesting period of three years, but no additional holding period. Upon vesting, the members of the Board of Management pay income tax and social charges on the long-term variable remuneration.

The Supervisory Board is authorized to downwards adjust the amount of a short or long-term incentive to an appropriate level if payment of the incentive, based on standards of reasonableness and fairness, would be unacceptable. Incentive for this purpose means the unpaid part of the variable remuneration of which the granting is entirely or partially dependent on the achievement of certain targets or the occurrence of certain circumstances. The Supervisory Board is also authorized to withdraw conditional long-term benefits in exchange for a cash payment at market value, if circumstances require. The Supervisory Board will motivate a decision to adjust an incentive or to withdraw in exchange for cash appropriately. The Supervisory Board is authorized to claw back a short or long-term incentive or annul a non-vested incentive entirely or partially to the extent that the award paid out was based on materially misstated information with respect to the achievement of targets or the occurrence of circumstances on which the incentive was based which was known or should reasonably have been known by the Board of Management. The Supervisory Board will motivate the decision to claw back the incentive appropriately. In case of a change in control, the awards normally vest prorated for time and subject to the performance conditions. Alternatively, the award may be exchanged for awards in the acquiring company.

Pension

No provision facilitating early retirement is in place. Members of the Board of Management are subject to the same pension scheme as all other Wereldhave employees in the Netherlands. Wereldhave has a defined contribution pension scheme based on a fiscal maximum ladder of 2.5% over the pensionable salary which is indexed annually. Due to previous benefits prior to their employment by Wereldhave, the CEO and CFO are receiving an additional gross pension contribution as disclosed in chapter 3. These amounts are subject to indexation annually with the Dutch Consumer Price index (Eurostat) over the period between 31 October of the current year and the previous year.

Other secondary conditions, fringe benefits

Wereldhave N.V. offers the members of its Board of Management a competitive package of secondary employment benefits in accordance with those offered to its other employees. This benefit package includes a company car or a car allowance equal to the applicable leasing price, accident insurance, disability insurance and director liability insurance. The company does not issue loans, advances or guarantees to the members of its Board of Management.

Conditions of assignment

Directors are appointed for a four-year period with a possibility of early termination. The severance payment is capped at one year's salary with a notification period of two months for the director and four months for the company. The contract of assignment does not contain a change-of control clause.

The contracts contain a clause that requires the company to compensate the directors for any loss or damage in relation to liability claims based on acts or omissions in the performance of their duties. Damage to reputation is explicitly excluded. The indemnification does not apply to claims related to personal gain, advantage or rewards to which the director was not entitled, or if the claimed loss or damage was caused by gross negligence, intent, deliberate recklessness or serious imputability. It does include the costs of defense, which are advanced by the company under the condition that these expenses must be repaid if it is determined in a final judgment that the director was not entitled to indemnification.

Chapter 2: Supervisory Board remuneration policy

On the basis of the revised Shareholder Rights Directive as implemented into Dutch law per November 2019, the remuneration policy for members of the Supervisory Board was submitted for shareholder adoption. Wereldhave did not propose any amendments to the remuneration policy of the Supervisory Board members. The remuneration levels were last reviewed and amended in 2019. The policy was approved on 24 April 2020.

The main objective of Wereldhave's Supervisory Board remuneration policy is to attract and retain members of the Supervisory Board, taking into account the nature of the Company's Business, the Supervisory Board's activities and the desired expertise, experience and independence of the Supervisory Board members, as set out in the Profile and skills matrix of the Supervisory Board.

The policy aims to reward Supervisory Board members to utilize their expertise and experience to the maximum extent possible, to execute the responsibilities assigned to them including but not limited to the responsibilities imposed by the Civil Code, Dutch Corporate Governance Code and the Articles of Association.

To the extent applicable, the same policy principles are applied for the Supervisory Board as for the Board of Management. This implies, among others, that the policy takes into account the Wereldhave strategy, long-term interests and sustainability, identity, mission and values of the company. More detail is provided in the Board of Management remuneration policy.

The Supervisory Board draws up the Supervisory Board remuneration policy based on advice from its Remuneration and Nomination Committee. The remuneration policy will be reviewed, as a minimum, once every four years to verify its market competitiveness, potentially leading to adjustments. In case of proposed adjustments, the proposed remuneration policy will be put forward for adoption at the General Meeting.

On this basis, the remuneration for Supervisory Board members consists of a fixed fee and a committee fee, which varies for the Chairman, Vice Chairman and members, to reflect the time spent and the responsibilities of the role. In preparing the remuneration policy and to determine the remuneration of the members of the Supervisory Board, the Remuneration and Nomination Committee uses surveys and analyses by internationally recognized firms specializing in executive compensation. For this purpose, the same remuneration level benchmark approach is applicable as for the Board of Management, comprising a peer group of European peer companies and the local cross-industry by means of the index in which Wereldhave is included corrected for size (based on revenue, market capitalization, total assets and employees), taking into account the two-tier board structure. The fixed and committee fees are subject to indexation annually with the Dutch Consumer Price index (Eurostat) over the period between 31 October of the current year and the previous year. In addition, the Company reimburses reasonable actual incurred costs, other than travel expenses within the Netherlands, which are deemed to be included in the annual pay.

The remuneration of the Supervisory Board members is not affected by the Company's results, nor by any change of control at the Company. The Company does not award any options or shares to members of the Supervisory Board. No loans are issued to members of the Supervisory Board. Wereldhave does not grant advance payments or guarantees to Supervisory Board members.

No additional remuneration is paid upon recruiting new Supervisory Board members ("sign-on bonus"). The agreements with Supervisory Board members do not contain any severance or claw-back provisions. None of the Supervisory Board members holds shares or rights to shares in Wereldhave.

Members of the Supervisory Board are appointed for a four-year term, unless stated otherwise. An individual may be a member of the Supervisory Board for consecutive periods up to eight years. The Supervisory Board member may then – in view of extraordinary circumstances – only be reappointed for a period of two years, but such reappointment proposal needs to state the reasons for the exception to the general 8-year rule.

The Supervisory Board remuneration policy has been prepared to be well aligned with the external environment in which the company operates as well as with all applicable rules, regulations and best practices. Wereldhave is aware of the public debate surrounding the topic of remuneration, including the debate on internal pay differentials, and strives for broad stakeholder support. In this light, it has conducted a series of discussions with shareholders/institutional investors and has invited the Works Council in the Netherlands to provide feedback.

Chapter 3:
Execution of the remuneration policy in 2023

This section describes how the remuneration policy was executed in 2023. The remuneration in 2023 is based on the remuneration policy that came into effect on 1 January 2020 and was adopted by the General Meeting of Shareholders on 24 April 2020.

Remuneration Board of Management for the financial year 2023

The following table provides an overview of the Board of Management's remuneration that became unconditional in, or at year-end 2023. Disclosures on accrual basis in line with IFRS reporting requirements are presented in note 38.

			Long-term incentive 2020						
	Fixed income in €	Short-term incentive in €	Number of shares vested	Value[1] of shares vested in €	Pension contribution and compensation	Company car and other fringe benefits	Extraordinary items	Total remuneration	Relative proportion fixed/variable
Matthijs Storm, CEO, 01-01/31-12	641,164	367,600	13,823	199,881	89,178	24,000	63,703	1,385,526	59/41
Dennis de Vreede, CFO, 01-01/31-12	462,810	265,344	9,977	144,267	75,090	19,800	53,401	1,020,712	60/40

1 The value is based on the share price as of 29 December 2023 of € 14.46.

Fixed income

Wereldhave applies fixed income levels that are set for the entire period of the appointment, subject to indexation annually for the change in consumer prices. The indexation for 2023 came out at 14.3%, but was voluntarily capped at 11%. Accordingly, as from 1 January 2023, fixed income per annum was set at € 641,164 for Mr. Storm and € 462.810 for Mr. de Vreede.

Short-term incentive

The short-term incentive ("STI") is based on the achieved targets during the year 2023 and becomes payable in 2024. The STI for 2023 was subject to four performance measures as detailed in the table below.

As in last year, the final MSCI retail real estate index for the Benelux is not yet available at the time of publication of this report. It will be published mid-April 2024 and the final calculation and payment of the STI for 2023 will be adjusted accordingly. The 2023 scores for the MSCI index performance below are estimates based on monthly performance during the year and/or historical performance figures over the past. Any changes to the STI 2023 calculation as provided in this report will be explained in the remuneration report for the year 2024.
There were no discrepancies between the estimated MSCI score for 2022 and the amounts published in the 2022 remuneration report.

With due observance of the above, the performance in 2023 as determined by the Supervisory Board against the STI targets as set out on page 76 was as follows:

STI Targets	Weight	Outcome	Score	STI pay-out
Total property return continued	Belgium 25% of STI	Belgium +6.1% vs MSCI index Belgium[3] -0.2%, delta +6.3%	150%	25% x 150% x 40% = 15%
operating shopping centers[1]	Netherlands 25% of STI	Netherlands +10.9% vs MSCI index Netherlands[3] -0.2%, delta +11.1%	150%	25% x 150% x 40% = 15%
Net Promoter Score Visitors[2]	20% of STI	NPS = 24	125%	20% x 125% x 40% = 10%
Average footfall increase y-o-y of continued operating shopping centers	20% of STI	8.2%	150%	20% x 150% x 40% = 12%
	3.33% of STI	Delivery of 4 Full Service Centers within budget and above 92% let	150%	3.33% x 150% x 40% = 2.0%
Individual target Board members	3.33% of STI	Refinancing of € 140m or more, fully unsecured	150%	3.33% x 150% x 40% = 2.0%
	3.33% of STI	General costs of € 10.9m	100%	3.33% x 100% x 40% = 1.3%
Total 2023 STI outcome				**57.3%**

1 Continued operating shopping centers exclude developments and refurbishments until the first transformation projects have been completed. As from this date, the performance will be calculated over continued operations including developments and refurbishments. The rationale is that developments and refurbishments for the transformation have a negative impact on performance, while under construction. This will on the somewhat longer term be mitigated by completed transformations, however not during the initial period.

2 The NPS sore is calculated as the 1-year moving average NPS score, measured over the entire portfolio of continued operating shopping centers (see 1).

3 MSCI Index Netherlands is an estimation based on annualized quarterly index. MSCI Index Belgium is estimated based on MSCI Index Netherlands. MSCI annual index for Netherlands and Belgium may differ.

The Supervisory Board considers this STI to be a fair remuneration, in view of the extraordinary performance in outperforming the MSCI index. For 2023, the footfall target was 1% (at target) and the NPS target was raised to +23 (at target).The individual targets for 2023 were delivery of four Full Service Centers within budget (at target), improving the liquidity by € 103m and 4 year maturity (at target) and a direct general costs of € 10.9m (at target). The first two targets have scores above target while direct general costs are in line with target.

Long-term incentive

In April 2023 the long-term incentive (“LTI”) granted in 2020 vested for the 25% relating to the GRESB part of the scheme as detailed in the policy. The 75% relating to TSR part did not vest as Wereldhave ended on the 11th place against its peers. For Mr. Storm vesting resulted in a total number of 13,823 shares vested and for Mr. de Vreede a total number of 9,977 shares. The vested shares are subject to a holding period of 2 years ending on 28 April 2025.

The performance period for the LTI 2021 plan ended on 31 December 2023. Wereldhave ranked 5th place against its peers on the Total Shareholder Return (“TSR”) for the performance years 2021 to 2023. In addition, Wereldhave retained the 5-star GRESB rating at the end of 2023. As a result the vesting for the LTI plan 2021 will be equal to 212.5% of the vesting at target level. On the basis of shares including reinvested dividends at 31 December 2023, this performance implies that 58,038 shares will vest (before tax) to the CEO and 41,894 shares will vest (before tax) to the CFO on 28 April 2024. The shares are subject to a holding period of 2 years ending on 28 April 2026.

The table below provides an overview of the outstanding LTI schemes which includes shares granted but not yet vested or shares vested but still blocked as at 31 December 2023. Dividends during the vesting period are reinvested and added to the scheme.

Position	Name	Plan	Date initial grant	Vesting date	Number of shares initially granted at target level	Number of shares from reinvested dividends during vesting period	Number of shares including reinvested dividends	Number of shares vesting on vesting date (before tax)	Number of shares vesting on vesting date (after tax)	End of blocking period	Value[1] of unvested or blocked shares as of 31 December 2023
CEO	Mr. Storm	LTI 2020	28 April 2020	28 April 2023	46,032	9,260	55,292	13,823	6,980	28 April 2025	100,931
		LTI 2021	28 April 2021	28 April 2024	23,537	3,775	27,312	58,038	29,309	28 April 2026	423,808
		LTI 2022	27 April 2022	27 April 2025	21,715	1,858	23,573	t.b.d.	t.b.d.	27 April 2027	172,137
		LTI 2023	27 April 2023	27 April 2026	28,390	-	28,390	t.b.d.	t.b.d.	27 April 2028	207,312
CFO	Mr. de Vreede	LTI 2020	28 April 2020	28 April 2023	33,227	6,683	39,910	9,977	5,038	28 April 2025	72,849
		LTI 2021	28 April 2021	28 April 2024	16,990	2,725	19,715	41,894	21,156	28 April 2026	305,916
		LTI 2022	27 April 2022	27 April 2025	15,674	1,341	17,015	t.b.d.	t.b.d.	27 April 2027	124,249
		LTI 2023	27 April 2023	27 April 2026	20,493	-	20,493	t.b.d.	t.b.d.	27 April 2028	149,646

1 The value is based on the share price as of 29 December 2023 of € 14.46.The value for the LTI plan 2020 and 2021 is based on the number of shares actual vesting after tax. For the LTI plan 2022 and 2023 the value is based on the number of shares conditionally granted at target level including reinvested dividends after applying currently prevailing income tax rate.

The long-term variable income amounts to 60% of fixed income for 2023, granted conditionally as a long-term incentive in shares. For Mr. Storm an amount of € 384,698 resulted in 28,390 shares that are held on a conditional and blocked account, with vesting in 2026. For Mr. de Vreede, an amount of € 277,686 resulted in 20,493 shares that are held on a conditional and blocked account, with vesting in 2026.

Pension contribution and compensation

Wereldhave has a defined contribution scheme based on a fiscal maximum ladder of 2.5% over the pensionable salary of up to € 128.810 as of 1 January 2023. In 2023, the CEO and CFO received an additional gross pension contribution of € 67,055 per annum and € 42,625 respectively.

Extraordinary items

This amount relates to the disposal of extra statutory leave that was not taken up by the members of the board. In line with general regulations for the group, these days were sold to the Company, with prior approval from the Supervisory Board.

Severance payment

During 2023, there were no directors who were entitled to a severance payment.

Other

The board members did not receive any additional compensation from subsidiaries for board positions they held within the group in 2023. In Belgium, it has been agreed that as from 1 January 2024, board members of Wereldhave Belgium who are appointed upon the proposal of the majority shareholders receive a separate remuneration in Belgium, which is to be in line with Belgian market practice. Until now, the remuneration for these positions was included in the general remuneration at group level. The remuneration levels in Belgium were submitted to the Supervisory Board for approval, prior to their adoption in Belgium. The Supervisory Board has approved the separate appointments, also in view of the contractual right of members of the Board of Management to accept a limited number of third-party board positions.

No transactions with a potential conflict of interest were reported by members of the Supervisory Board or the Board of Management in 2023. No loans were issued to members of the Board of Management.

Wereldhave pay ratio

Wereldhave's internal pay ratio is calculated as the total compensation of each of the members of the Board of Management, divided by the average employee compensation.

- Total compensation of the members of the Board of Management as disclosed in note 38 Related parties to the consolidated financial statements;
- Average employee compensation based on salaries and social security contributions and pension costs and average FTE as disclosed in note 28 General costs to the consolidated financial statements, adjusted for the compensation of the Board of Management.

Over the past five years, the internal pay ratio development was as shown in the table below. The remuneration levels in the years with changes in the board composition show the annualized compensation of the new jobholder.

	Total remuneration[1] (x € 1.000)		Average employee pay[2] (x € 1.000)	Pay ratio		Direct result (in €m)	Indirect result (in €m)
Year	**CEO**	**CFO**		**CEO**	**CFO**		
2019	778	567	98	7.9	5.8	128.6	-447.5
2020	1,186	864	101	11.7	8.6	92.9	-287.1
2021	1,321	965	100	13.2	9.7	88.5	-301.8
2022	1,402	1,027	120	11.7	8.6	79.8	-3.8
2023	1,775	1,326	119	14.9	11.1	84.2	5.1

1 Total compensation of the members of the Board of Management as disclosed in note 38 related parties to the consolidated financial statements.

2 Average employee compensation based on salaries and social security contributions, pension costs and other employee costs and average FTE (excluding Board of Management) as disclosed in note 28 general costs to the consolidated financial statements.

Remuneration of the Supervisory Board

In line with the 2020 remuneration policy, the remuneration of the Supervisory Board amounted in 2023 to € 71,572 for the Chairman, € 52,486 for the Vice Chairman and € 47,715 for members. The committee remuneration levels are a fixed remuneration of € 11,332 for the Audit Committee chair and € 8,350 for committee members; the Chair of the Remuneration and Nomination Committee received a fixed compensation of € 9,543 and committee members € 6,243 per annum.

Remuneration amounts are subject to indexation annually with the Dutch Consumer Price index (Eurostat) over the period between 31 October of the current year and the previous year. The Company has not awarded any options or shares to members of the Supervisory Board.

The remuneration of the Supervisory Board members is not affected by the Company's results, or by any change of control at the Company. No loans were issued to members of the Supervisory Board. The indexation for 2023 came out at 14.3%, but was voluntarily capped at 11%.

Over the past five years, the individual members of the Supervisory Board received the following remuneration:

(x € 1,000)	2023	2022	2021	2020	2019
F. Dechesne (from 1 July 2019)	82	60	57	52	27
H. Brand (from 22 April 2017)	69	57	56	53	48
W. Bontes (from 21 April 2023)	42	-	-	-	-
A. Nühn (from 22 April 2017 till 15 December 2022)	-	68	68	66	65
G. van de Weerdhof (from 22 April 2016 until 24 April 2020)	-	-	-	17	49
L. Geirnaerdt (from 22 April 2016 until 30 June 2019)	-	-	-	-	27
H.J. van Everdingen (until 31 January 2019)	-	-	-	-	3
Total	**193**	**185**	**181**	**188**	**219**

Chapter 4: Proposal to amend the remuneration policy as of 2024

Introduction

The remuneration policy 2020 and onwards was adopted by the Annual General Meeting of Shareholders in April 2020 with effect from 1 January 2020. In line with the Dutch implementation of the European Shareholder Rights Directive (“SRD II”), the Remuneration and Nomination Committee has reviewed the policy. Minor amendments are proposed, taking into account the view of the members of the Board of Management of their remuneration levels and having consulted the Works Council of Wereldhave NV. This amended policy is submitted for approval at the Annual General Meeting of Shareholders of Wereldhave N.V. to be held on Wednesday 24 April 2024. Approval is subject to a 75% majority of all votes cast.

The Remuneration and Nomination Committee notes that the current policy was drafted in 2020 tailored to the new customer centric policy. This policy is still in place and about to enter its second phase. Over the past four years, the policy has resulted in a balanced variable pay, gradually reflecting the improvements in performance resulting from the new strategy.

Wereldhave will continue to use this total (property) return approach. We use forward looking IRR for hold/sell analyses, invest in assets at densely populated areas and well-connected mixed-use locations, create sector and geographic scale to allow for an efficient service platform, invest in undermanaged assets that meet our strategic criteria and dispose of assets that do not meet the IRR threshold. We therefore measure our success by the total property return of our assets, customer satisfaction and footfall of our assets. These are the drivers for variable short term pay. The indicators are used throughout the organization for incentive schemes, to enhance the alignment of pay with performance of the strategic goals. This uniform approach for the incentive schemes for Board and employees stays the fundament for the internal support for our remuneration schemes.

The Works Council has noted that the remuneration policy that is proposed for the period starting 1 January 2024, only slightly deviates from the remuneration policy 2020. The Works Council agrees that the rationale behind the changes that have been incorporated in the remuneration policy 2020 – i.e. better alignment of the Board remuneration with Wereldhave’s redefined mission statement and strategy as well as realignment of Board of Management STI and LTI indicators with those that will apply for other personnel – is still valid for the upcoming remuneration period. The Works Council agrees that a continuation of the remuneration policy based on the same fundamentals makes sense. The Works Council acknowledges that the Wereldhave pay ratio remains modest. The Works Council believes that this relative position at the lower end of the range for public companies is a proper reflection of the composition of Wereldhave’s workforce in relation to the type of business it is engaged in. Finally, the Works Council supports the proposed replacement of the NPS quantitative measure in the STI plan by a specific ESG target. Based on the above considerations the Works Council has no objections against the proposed remuneration policy.

The remuneration policy was adopted in 2020 with a 98.83% majority and since 2020, there have been no negative comments or consulting votes to the annual remuneration report. The changes proposed by the Supervisory Board relate in particular to the short-term incentive, in order to strengthen the alignment of ESG performance. Total shareholder return remains the key element for the long-term incentive, to focus the Board of Management at narrowing the discount to net asset value at which Wereldhave shares trade.

The proposed amendments do not include an increase in pay. The Remuneration and Nomination Committee will review the fixed income levels when making new appointments, but does not aim for interim changes in running service contracts of current board members. The pay ratio is modest, the remuneration levels were set in 2020 for the current contracts, the STI and LTI indicators chosen are used throughout the organization. Given the broad investor support to the policy, the Supervisory Board is convinced that these proposals will also have sufficient support in society.

The remuneration policy, as proposed by the Remuneration and Nomination Committee, was adopted by the Supervisory Board and is set out below in three parts. The first part contains an explanation to the proposal to amend the Board of Management remuneration policy including an overview of the main changes. The second part contains the full text of the remuneration policy. The third part contains the remuneration policy of the Supervisory Board.

Part 1: Explanation to the proposal to amend the Board of Management remuneration policy

It is proposed that the revised Board of Management remuneration policy and the related individual Board of Management remuneration, shall take effect from 1 January 2024 and that all grants of shares in the Company as set out in the Board of Management remuneration policy will be approved, up to the maximum amounts that follow from the remuneration policy. The table below outlines the proposed changes to the policy compared to the current Wereldhave N.V. remuneration policy:

Topic	Current	Proposed	Explanatory note
Reference market	• Remuneration benchmarked against European peer companies. • Altarea-Cogedim (FR), Capital& Regional Plc (GB), Citycon (FI), Cofinimmo (BE), Eurocommercial Properties (NL), Gecina (FR), Hamborner (DE), Hammerson (GB), Hufvudstaden (SE), IGD (IT),Klépierre (FR), Leasinvest (BE), Mercialys (FR), NSI (NL), PSP Swiss Property (CH), Retail Estates (BE), Carmila (FR), Unibail-Rodamco-Westfield (FR) and Vastned Retail (NL). • This peer group serves both for assessing the remuneration levels as measuring relative Total Shareholder Return (“TSR”) performance.	• No changes proposed to the current peer group. As the listing of Atrium European Real Estate (AU) was terminated in 2021, Capital & Regional Plc (GB) has been designated as replacement. Deutsche Euroshop was replaced in 2022 by Hammerson (GB) following a take-over by a private equity group (shares are still listed though with a very small free float).	
Fixed income	• Fixed income set by the AGM at the appointment for the duration of the term, with annual indexation.	• No changes are proposed.	
Short-term incentive “STI” *Annual cash plan*	• Maximum amount equals ‘at budget’ 40% of fixed income, applying a sliding scale performance range with multiplier between 0 and 1.5 times target of 40% of fixed income, resulting in a maximum of 60% of fixed income. • Performance metrics 90% quantitative measures (50% financial, 40% operational) and 10% individual but measurable performance.	• Replacing the NPS quantitative measure by a specific ESG target. For the year 2024 the target is to achieve more than 69% of new leases signed to qualify as Green Lease. • The Supervisory Board has the power to set an alternative ESG target, to be published in the remuneration report for the year prior to applying the new target. The target must be a quantitative ESG measure.	• ESG performance is currently only an LTI target. The Board seeks to enhance the STI alignment with short term ESG targets.
Long-term incentive “LTI” 3-year performance share plan	• Conditional grant of 60% (target) with maximum multiplier for relative TSR at 3 times the financial performance metric. • Performance metrics 75% financial (relative TSR) and 25% non-financial (GRESB score). • TSR vesting range starts at position 10 out of 20 positions, i.e. no vesting for below median performance. Maximum vesting only at a Top 3 position.	• No changes proposed.	
Holding period and shareholding guidelines	• A shareholding guideline for members of the Board of Management of 2.5 times fixed income. • 3 year vesting and a 2 year holding period for performance shares (“3+2”). • Shareholding guideline: position to be built up with performance shares, within 5 years. • A shareholding guideline for members of the Board of Management of 2.5 times fixed income.	• No changes proposed.	

All other policy elements and arrangements (such as pensions and other contract terms) remain unchanged.

Remuneration levels

The total direct compensation ("TDC") for individual members of the Board of Management remained unchanged as of 1 January 2024 and is outlined in the table below, whereby it should be noted that the STI and LTI components of TDC are included at target level:

Position	Fixed income	STI	LTI	TDC
CEO	€ 641,164	40%	60%	€ 1,282,328
CFO	€ 462,810	40%	60%	€ 925,620

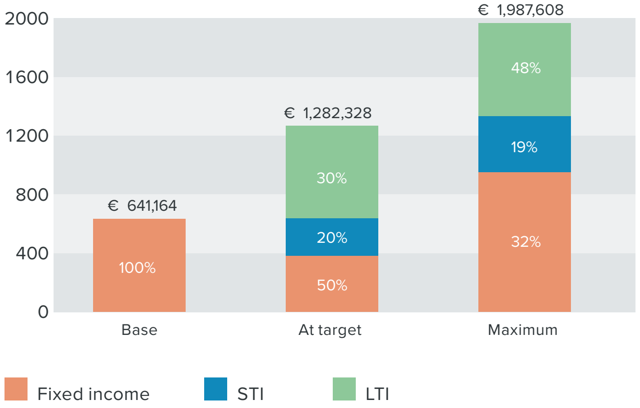
Remuneration outcome in different performance scenarios

The Supervisory Board's Remuneration and Nomination Committee considers the level of remuneration that may pay out in different performance scenarios as appropriate in the context of the performance to be delivered. The figures below show hypothetical values of the remuneration for individual members of the Board of Management under three assumed scenarios in the current and proposed remuneration policy:

- Minimum: no pay-out of the STI, no vesting of the LTI;
- At target: introduction of 'at target' for STI and LTI in the proposed package (assuming same share price);
- Maximum: maximum pay-out of the STI and maximum vesting of the LTI (assuming same share price).

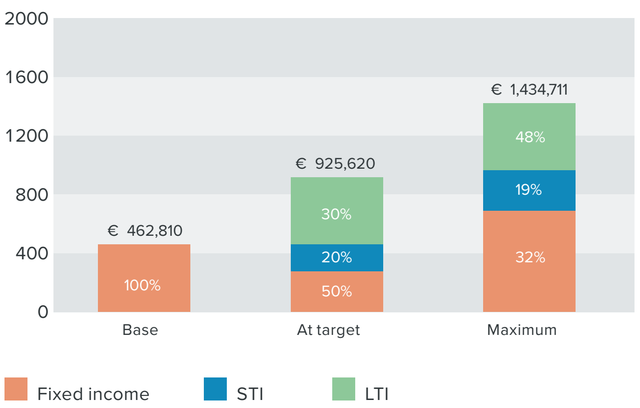
Current package - CEO

(in € x1,000)



Current package - CFO

(in € x1,000)



Relative TSR performance incentive zone

The figures below show the relative TSR performance multipliers for members of the Board of Management in the current and proposed remuneration policy.

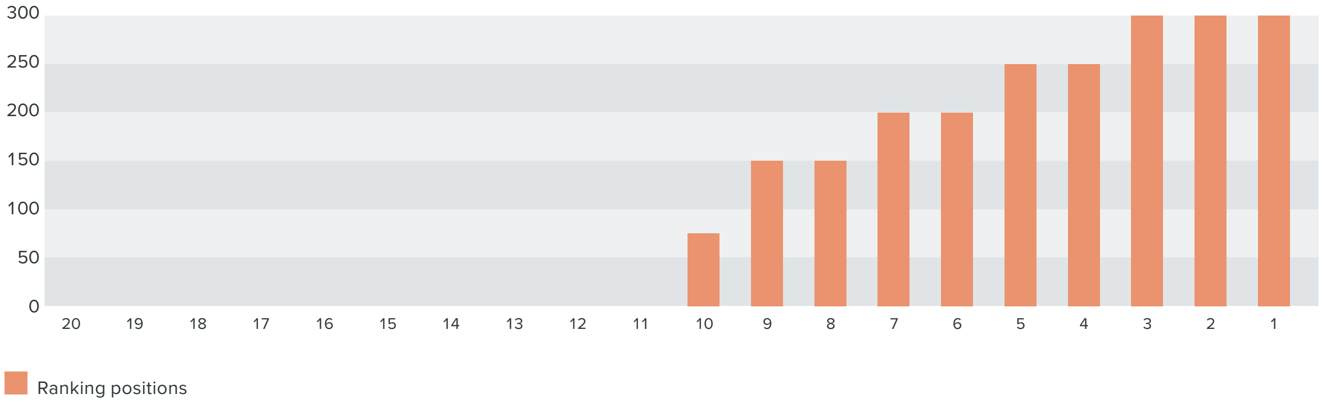
If the absolute TSR development is negative, the LTI multiplier will be capped at 100% of the initially granted shares plus reinvested dividends.

Vesting per ranking position for the relative TSR performance incentive zone

Ranking	20-11	10	9	8	7	6	5	4	3	2	1
Vesting	0%	75%	150%	150%	200%	200%	250%	250%	300%	300%	300%

Relative TSR

Ranking performance incentive zone (Vesting percentage)



Part 2: Proposal Wereldhave N.V. remuneration policy 2024 onwards

The goals of the remuneration policy for members of the Board of Management are to align individual and company performance, strengthen long-term commitment to the company, and attract, motivate and retain the best executive management talent, whilst creating alignment with stakeholders. The essential qualifications comprise not only knowledge and experience in the field of real estate, but also the prerequisite management competencies. The policy aims to safeguard the company's performance and value growth, whilst positioning Wereldhave as an attractive employer for highly qualified directors.

Remuneration philosophy

The following elements are taken into consideration as part of the remuneration philosophy:

- **The remuneration policy aims to attract, motivate and retain the best executive management talent;**
  - As such, pay levels are benchmarked against relevant reference markets, taking into account the relative positioning of Wereldhave in terms of size and complexity;
  - To support the pay for performance principle, 50% of the at target total direct compensation package is fixed compensation and 50% is conditional upon the achievement of performance targets; at maximum scores, 32% of total direct compensation package is fixed compensation and 68% is conditional upon the achievement of performance targets.

- **The remuneration policy supports both short- and long-term business objectives (strategy), with an emphasis on sustainable long-term value creation. Wereldhave aims to continuously improve, in a balanced way, business results and the delivery on sustainability aspirations;**
  - This is amongst others realized by alignment with market and best- practices in terms of remuneration, based on the relevant European sector and the local cross-industry, taking into account the company's identity, mission and values;
  - Taking into account the level of support in society, a balanced approach is chosen. The measures in the incentive plans also reflect the balanced approach:
    - The short-term incentive performance indicators are based on and aligned with the financial aspects of the strategic review, complemented with assessment of individual (non-financial) performance;
    - For the long-term incentive, sustainable long-term value creation is measured by means of (relative) shareholder return, balanced by sustainability as measured by an independent and specialized institution (GRESB). To emphasize the importance of sustainable long-term value creation, the LTI comprises a relatively larger part of variable pay, compared to the STI;
- **The principles underlying the remuneration policies for the Board of Management, executives and other employees of Wereldhave are aligned. In this respect Wereldhave strives for internal consistency in remuneration;**
  - In establishing this policy, the Supervisory Board uses scenario analyses to estimate the possible outcomes and decides whether a correct risk incentive is set for the member of the Board of Management with respect to the overall level of pay;
  - Furthermore, the company's other remuneration programs have been taken into account, amongst others by ensuring consistency with the company salary structure (internal pay ratio and other pay differential approaches), the design of incentive plans and guidelines for salary increases for all employees;
- **The policy design takes into account statutory and other legal provisions, amongst others the Dutch implementation of the European Shareholder Rights Directive ("SRD II") and the Dutch corporate governance code.**

The Remuneration and Nomination Committee regularly reviews the remuneration policy in order to ensure alignment with the philosophy as presented above. Based on the advice of the Remuneration and Nomination Committee, the Supervisory Board draws up (amendments to) the remuneration policy, consults major shareholders and puts the proposal forward for adoption at the general meeting of shareholders.

The total remuneration of the Board of Management of Wereldhave N.V. currently consists of:
- Fixed income;
- Variable income;
  - Short-term incentive ("STI");
  - Long-term incentive ("LTI");
- Pension and other secondary employment benefits.

Labor market and performance peer group

The remuneration levels for Board members are based on surveys and analyses by Korn Ferry. The Supervisory Board regards Wereldhave as an operational company, rather than a financial company, and compares market practice remuneration of European peer companies to individual benchmark remuneration. The peer group consists of: Altarea-Cogedim (FR), Capital& Regional Plc (GB), Citycon (FI), Cofinimmo (BE), Eurocommercial Properties (NL), Gecina (FR), Hamborner (DE), Hammerson (GB), Hufvudstaden (SE), IGD (IT),Klépierre (FR), Leasinvest (BE), Mercialys (FR), NSI (NL), PSP Swiss Property (CH), Retail Estates (BE), Carmila (FR), Unibail-Rodamco-Westfield (FR) and Vastned Retail (NL). This peer group serves both for assessing the remuneration levels as measuring relative Total Shareholder Return ("TSR") performance. Given the size of the relatively larger UnibailRodamco-Westfield and Klépierre, and to position Wereldhave around the median of the Group in terms of size (based on revenue, market capitalization, total assets and employees), these companies are excluded for assessing remuneration levels. To accommodate potential changes in the labor market and performance peer group due to e.g. a delisting, merger or other extraordinary circumstances, the Supervisory Board may exercise discretion to substitute comparable companies. Given the company's headquarters in the Netherlands, and as a second reference market, the local cross-industry is taken into account by means of the index in which Wereldhave is included (currently the AScX index) corrected for size (based on revenue, market capitalization, total assets and employees).

Fixed income

As from 1 January 2024, fixed income per annum remains unchanged at € 641,164 for the CEO and € 462,810 for the CFO. These amounts are fixed for the appointment period, but will be indexed annually with the Dutch Consumer Price index (Eurostat) over the period between 31 October of the current year and the previous year, which is also applied for the Dutch employees.

Variable income

The variable income amounts to a target variable income of 100% of the fixed annual income, of which 40% comprises a short-term incentive in cash and 60% comprises a long-term incentive in shares.

Short-term incentive

The short-term incentive score is determined by a financial target, accounting for 50% of the STI, two qualitative and measurable targets that are directly connected to the strategy, each accounting for 20% of the STI, and one nonfinancial (individual) target, accounting for 10% of the STI. The targets are taken from the revised new Company strategy, which are fixed for the coming remuneration policy period (3-4 years). The targets and weights are as follows:

STI Targets	**Weight**	**Threshold**	**At Target**	**Maximum**
		0% score	*100% score*	*150% score*
Total property return continued operating shopping centers[1]	**50% of STI**	Return equal to MSCI retail property return Benelux	Return 0.5% above the MSCI retail property return Benelux	Return 1% above the MSCI retail property return Benelux
Green leases in %[2]	**20% of STI**	66.5%	69.0%	70.4%
Average footfall increase y-o-y of continued operating shopping centers [3]	**20% of STI**	0%	1%	3%
Individual target Board members	**10% of STI**	Set annually	Set annually	Set annually

1 Continued operating shopping centers exclude developments and refurbishments. The rationale is that developments and refurbishments for the transformation have a negative impact on performance, while under construction.
2 This is the target for the year 2024. The ESG target for 2025 will be set by the Supervisory Board and will be published (ex-ante) in the remuneration report for the year 2024, and so on.
3 The Supervisory Board is allowed to replace this indicator by an even more targeted indicator of average dwell time and basket size, when the required data collection for these measures becomes available.

Total property return is a measure of the ungeared return for the portfolio and is calculated as the change in capital value, less any capital expenditure incurred, plus net income, expressed as a percentage of capital employed over the period concerned, excluding land.

Green leases assist tenants and landlords to gradually reduce the environmental footprint and operating costs of the property. The percentage of green leases is measured as the total share of green leases compared to the total number of leases.

Footfall is the measure of visitor numbers, counted by automated counters, leading to anonymized visitor information. It is an indicator of the competitiveness of a shopping center.

Individual targets will be aligned with strategic business priorities in a certain year and will always be measurable. Disclosure will be made afterwards in the remuneration report for the year.

Based on performance against these targets, a minimum of zero and a maximum of 1.5 times (150%) the short-term incentive (of 40% of the fixed annual income) can become payable, with pro rata pay-out for performance between threshold (50% of target) and maximum (150% of target).

Long-term incentive

The number of shares conditionally granted under the LTI is determined based on the closing price of the first trading day after the share has gone ex-dividend date, immediately after the Annual General Meeting of Shareholders of the year in respect of which the LTI is to be granted. The vesting period will start on the day the conditional shares are granted. If a dividend is paid on Wereldhave shares, the conditional share balance will be increased by a number of conditional shares equal to the amount of the gross dividend divided by the ex-dividend share price. These additional conditional shares are subject to the same terms as the conditional shares that were initially awarded.

The performance shares are conditional. Vesting, three years after grant, is subject to continuous employment and is determined by financial and non-financial targets, accounting for 75% and 25% of the LTI, respectively.
The targets and weights are as follows:

- Relative Total Shareholder Return - 75% of the LTI;
- GRESB score - 25% of the LTI.

After vesting, a holding period of two years applies.

Relative Total Shareholder Return (75% of LTI)
Total shareholder return ("TSR") is defined as the share price increase, including reinvested dividends. TSR is measured over a three-year period based on a three-month average of the last three months of the year before the start and the end of the performance period. The performance period starts on 1 January of the year in respect of which the LTI is to be granted. Wereldhave uses the same peer group as for benchmarking individual remuneration. The ranking against the peer group determines the vesting level. At the end of the vesting period, a minimum of zero and a maximum of 3 times (300%) the number of shares conditionally granted, under the TSR performance condition, can become unconditional based on relative performance over the performance period. The vesting range is determined by threshold vesting at ranking position 10 (no vesting for performance below the median of the Group) and maximum vesting at a Top 3 ranking position. An absolute TSR hurdle will be applied: if TSR development is negative, the LTI multiplier will be capped at 100% of the originally granted shares plus reinvested dividends.

We provide the example below for clarification:

LTI 2024:

- 60% of fixed income 2024/closing price 25 April 2024 (ex-dividend date)
- Grant LTI 2024: 25 April 2024
- Performance period 1 January 2024 up to 31 December 2026
- Vesting period 25 April 2024 up to 25 April 2027
- Holding period 25 April 2027 up to 25 April 2029

GRESB score (25% of LTI)
GRESB was launched in 2009 by a group of large pension funds who wanted to have access to comparable and reliable data on the ESG performance of their investments. GRESB have grown to become the leading Environmental, Social and Governance (ESG) benchmark for real estate and infrastructure investments across the world. The GRESB Score is an overall measure of ESG performance – represented as a percentage (100 percent maximum).
The GRESB Score gives quantitative insight into ESG performance in absolute terms, over time and against peer companies. The GRESB Green Star is a rating on absolute performance. Entities with scores higher than 50 on both the "Management & Policy" and the "Implementation & Measurement" dimensions are rated a "Green Star". This is why the GRESB 5 star rating system is more challenging. It is based on the GRESB Score and its quintile position relative to the GRESB universe, with annual calibration of the model. It is calculated relative to the global performance of all reporting entities - property type and geography are not taken into account. In this way the GRESB Rating provides investors with insight into the differentiation of overall ESG performance against continuously improving peers within the global property sector. If certain regions systematically perform better, they will on average have higher-rated companies and funds. If the entity is placed in the top quintile, it will have a GRESB 5-star rating; if it is in the bottom quintile, it will have a GRESB 1-star rating, etc. If GRESB ceases to rate companies, the Supervisory Board will replace this indicator with an equivalent as published by an independent leading sector specialist, whereby the company must rank between the top 25% of sustainability performers in the sector to earn the target level.

At vesting, a minimum of zero and a maximum of 1 time (100%) the number of shares conditionally granted can become unconditional, based on performance. This implies that a 5-star rating is rewarded with at target reward level to emphasize the standard ambition level. The below vesting range is applicable for the GRESB target (as a percentage of target, i.e. 25% of the LTI, with no overachievement possibility).

Vesting per ranking position for the relative TSR performance incentive zone

GRESB star	1	2	3	4	5
Vesting	0%	0%	50%	75%	100%

Vesting
Vested shares are transferred to the director, if the terms are satisfied after a performance period of three years, following the year in respect of which these shares were awarded. After vesting of LTI shares, a two-year holding period is applicable. The holding period and the shareholding guideline do not apply for the portion of the shares that have vested, to pay the taxes that are due upon vesting.

Malus/claw back/change of control

If a director is summarily dismissed without further notice in accordance with the law or is considered to be a bad leaver, the conditional share balance reverts to the company. If the director steps down or is not reappointed at the end of the agreed appointment period, the scheme remains intact with regard to the conditional share balance. The awards will be pro-rated for the time served. Once the conditions have been met, the vested shares will be transferred to the director. The scheme will remain intact for good leavers, with due observation of the original vesting period of three years, but no additional holding period. Upon vesting, the members of the Board of Management pay income tax and social charges on the long-term variable remuneration. The Supervisory Board is authorized to downwards adjust the amount of a short or long term incentive to an appropriate level if payment of the incentive, based on standards of reasonableness and fairness, would be unacceptable. Incentive for this purpose means the unpaid part of the variable remuneration of which the granting is entirely or partially dependent on the achievement of certain targets or the occurrence of certain circumstances. The Supervisory Board is also authorized to withdraw conditional long-term benefits in exchange for a cash payment at market value, if circumstances require.
The Supervisory Board will motivate a decision to adjust an incentive or to withdraw in exchange for cash appropriately. The Supervisory Board is authorized to claw back a short or long term incentive or annul a non-vested incentive entirely or partially to the extent that the award paid out was based on materially misstated information with respect to the achievement of targets or the occurrence of circumstances on which the incentive was based which was known or should reasonably have been known by the Board of Management. The Supervisory Board will motivate the decision to claw back the incentive appropriately. In case of a change in control, the awards normally vest pro-rated for time and subject to the performance conditions. Alternatively, the award may be exchanged for awards in the acquiring company.

Pension

No provision facilitating early retirement is in place. Members of the Board of Management are subject to the same pension scheme as all other Wereldhave employees in the Netherlands. Wereldhave has a defined contribution pension scheme based on a fiscal maximum ladder of 2.5% over the pensionable salary which is indexed annually. Due to previous benefits prior to their employment by Wereldhave, the CEO and CFO are receiving an additional gross pension contributions as disclosed in chapter 3. These amounts are subject to indexation annually with the Dutch Consumer Price index (Eurostat) over the period between 31 October of the current year and the previous year.

Other secondary conditions, fringe benefits

Wereldhave N.V. offers the members of its Board of Management a competitive package of secondary employment benefits in accordance with those offered to its other employees. This benefit package includes a company car or a car allowance equal to the applicable leasing price, accident insurance, disability insurance and director liability insurance. The company does not issue loans, advances or guarantees to the members of its Board of Management.

Conditions of assignment

Directors are appointed for a four-year period with a possibility of early termination. The severance payment is capped at one year's salary with a notification period of two months for the director and four months for the company. The contract of assignment does not contain a change of control clause. The contracts contain a clause that requires the company to compensate the directors for any loss or damage in relation to liability claims based on acts or omissions in the performance of their duties. Damage to reputation is explicitly excluded. The indemnification does not apply to claims related to personal gain, advantage or rewards to which the director was not entitled, or if the claimed loss or damage was caused by gross negligence, intent, deliberate recklessness or serious imputability. It does include the costs of defense, which are advanced by the company under the condition that these expenses must be repaid if it is determined in a final judgment that the director was not entitled to indemnification.

Part 3:
Proposal Supervisory Board remuneration policy

Wereldhave does not propose any amendments to the remuneration policy of the Supervisory Board members.

Wereldhave N.V. Supervisory Board remuneration policy

The main objective of Wereldhave's Supervisory Board remuneration policy is to attract and retain members of the Supervisory Board, taking into account the nature of the Company's Business, the Supervisory Board's activities and the desired expertise, experience and independence of the Supervisory Board members, as set out in the Profile and skills matrix of the Supervisory Board. The policy aims to reward Supervisory Board members to utilize their expertise and experience to the maximum extent possible, to execute the responsibilities assigned to them including but not limited to the responsibilities imposed by the Civil Code, Dutch Corporate Governance Code and the Articles of Association. To the extent applicable, the same policy principles are applied for the Supervisory Board as for the Board of Management. This implies, among others, that the policy takes into account the Wereldhave strategy, long-term interests and sustainability, identity, mission and values of the company. More detail is provided in the Board of Management remuneration policy. The Supervisory Board draws up the Supervisory Board remuneration policy based on advice from its Remuneration and Nomination Committee. The remuneration policy will be reviewed, as a minimum, once every four years to verify its market competitiveness, potentially leading to adjustments. In case of proposed adjustments, the proposed remuneration policy will be put forward for adoption at the General Meeting. On this basis, the remuneration for Supervisory Board members consists of a fixed fee and a committee fee, which varies for the Chairman, Vice Chairman and members, to reflect the time spent and the responsibilities of the role. In preparing the remuneration policy and to determine the remuneration of the members of the Supervisory Board, the Remuneration and Nomination Committee uses surveys and analyses by internationally recognized firms specializing in executive compensation. For this purpose, the same remuneration level benchmark approach is applicable as for the Board of Management, comprising a peer group of European peer companies and the local cross-industry by means of the index in which Wereldhave is included (currently the AScX index) corrected for size (based on revenue, market capitalization, total assets and employees), taking into account the two-tier board structure.

In addition, the Company reimburses reasonable actual incurred costs, other than travel expenses within the Netherlands, which are deemed to be included in the annual pay. These amounts will be indexed annually with the Dutch Consumer Price index (Eurostat) over the period between 31 October of the current year and the previous year. The proposal does not entail a change in pay against the policy that was adopted in April 2020. The remuneration of the Supervisory Board members is not affected by the Company's results, nor by any change of control at the Company. The Company does not award any options or shares to members of the Supervisory Board. No loans are issued to members of the Supervisory Board. Wereldhave does not grant advance payments or guarantees to Supervisory Board members. No additional remuneration is paid upon recruiting new Supervisory Board members ("sign-on bonus"). The agreements with Supervisory Board members do not contain any severance or claw-back provisions. None of the Supervisory Board members holds shares or rights to shares in Wereldhave.

Members of the Supervisory Board are appointed in principle for a four-year term. An individual may be a member of the Supervisory Board for consecutive periods up to eight years. The Supervisory Board member may then – in view of extraordinary circumstances - only be reappointed for a period of two years, but such reappointment proposal needs to state the reasons for the exception to the general 8-year rule. The Supervisory Board remuneration policy has been prepared to be well aligned with the external environment in which the company operates as well as with all applicable rules, regulations and best practices. Wereldhave is aware of the public debate surrounding the topic of remuneration, including the debate on internal pay differentials, and strives for broad stakeholder support. In this light, it has conducted a series of discussions with shareholders/ institutional investors and has invited the Works Council in the Netherlands to provide feedback.

2024 Remuneration

(in €)	
Fixed fee	
Chairman	71,573
Vice-Chairman	52,487
Members	47,715
Audit Committee fee	
Chair	11,332
Member	8,350
Remuneration and Nomination Committee fee	
Chair	9,543
Member	6,243

Statement by the Board of Management

The Company has identified the main risks it faces, including financial reporting risks. These risks can be found in the chapter Risk management and internal controls above. In line with the Dutch Corporate Governance Code and the Dutch Act on financial supervision (Wet op het financieel toezicht), the Company has not provided an exhaustive list of all possible risks. Furthermore, developments that are currently unknown to the Board of Management or considered to be unlikely may change the future risk profile of the Company.

The design of the Company's internal risk management and control systems has been described in the chapter Risk Management above. The objective of these systems is to manage, rather than eliminate, the risk of failure to achieve business objectives and the risk of material errors to the financial reporting. Accordingly, these systems can only provide reasonable, but not absolute, assurance against material losses or material errors.

The Board of Management reviewed and analyzed the main strategic, operational, financial & reporting, and compliance risks to which Wereldhave is exposed, and assessed the design and operating effectiveness of the Wereldhave risk management & control system. The outcome of this assessment was shared with the Audit Committee and the Supervisory Board, and was discussed with our internal and external auditor.

As required by provision I.4.3 of the Dutch Corporate Governance Code and section 5:25c(2)(c) of the Dutch Act on financial supervision (Wet op het financieel toezicht) and on the basis of the foregoing and the explanations contained in Risk Management, the Board of Management confirms that to its knowledge

- the report provides sufficient insights into any failings in the effectiveness of the internal risk management and control systems;
- the aforementioned systems provide reasonable assurance that the financial reporting does not contain any material inaccuracies;
- based on the current state of affairs, it is justified that the financial reporting is prepared on a going concern basis; and
- the report states those material risks and uncertainties that are relevant to the expectation of the company's continuity for the period of twelve months after the preparation of the report.
- the financial statements for 2023 provide, in accordance with IFRS as adopted by the EU and with Part 9 of Book 2 of the Dutch Civil Code, a true and fair view of the consolidated assets, liabilities and financial position as at 31 December 2023, and of the 2023 consolidated income statement and cash flows of Wereldhave N.V.;
- the Annual Report provides a true and fair view of the situation as at 31 December 2023, and the state of affairs during the financial year 2023, together with a description of the main risks faced by the Group.

Amsterdam, 13 March 2024

Matthijs Storm,
CEO

Dennis de Vreede,
CFO

Alternative performance measures

We judge and explain our performance using certain alternative performance measures. These alternative performance measures are not defined under IFRS, but they are consistent with how the real estate sector measures financial performance. Wereldhave considers the following metrics to constitute Alternative Performance Measures as defined in the European Securities and Markets Authority Guidelines on Alternative Performance Measures.

Direct result

The direct result consists of net rental income, general costs, other gains and losses (other than exchange rate differences and non-recurring project related costs) minus, financial income and expense (other than the interest addition to the real value of the conversion rights of convertible bonds, premiums paid on interest-bearing debt) and tax charges on the direct result. Reference is made to 'Direct & Indirect' result, page 27.

Direct result per share

Direct result per share is calculated by dividing Direct result attributable to owners of the Group (excluding minority interest), refer to 'Direct & Indirect' result (page 27) by the weighted average number of ordinary shares outstanding during the financial year, adjusted for bonus elements in ordinary shares issued during the year and excluding treasury shares (refer to page 154).

Direct result attributable to owners of € 69.7m divided by the average number of shares of 40.3m results in € 1.73 direct result per share.

EPRA earnings

EPRA earnings measures operational performance excluding all components not relevant to the underlying net income performance of the portfolio, such as the change in value of the underlying investments and any gains or losses from the sales of properties. Reference is made to the EPRA tables on page 104.

EPRA earnings per share

EPRA earnings per share is calculated by dividing EPRA earnings by the weighted average number of ordinary shares outstanding during the financial year, adjusted for bonus elements in ordinary shares issued during the year and excluding treasury shares. Reference is made to the EPRA tables on page 104.

EPRA cost ratio

The calculation of the cost ratio is based on total operating cost divided by gross rental income. Reference is made to the EPRA tables on page 104.

EPRA NIY

Annualized rental income based on cash rents passing at the balance sheet date, less non-recoverable property operating expenses, divided by the market value of the property, including estimated purchasers' cost (EPRA Net Initial Yield = (Annualized rent passing + other income + turnover rent -/- property expenses) / Gross Property Value). Reference is made the EPRA tables on page 104 and to note 5 in the financial statements.

EPRA NRV

IFRS NAV excluding the fair value of derivatives and deferred tax liabilities and includes real estate transfer tax. IFRS NAV € 964.5m plus EPRA NRV adjustments € 131.5m divided by the number of outstanding shares 43.7m = € 25.06 per share.

EPRA NTA

IFRS NAV excluding intangibles, the fair value of derivatives and 50% of the fair value of the deferred tax liabilities. IFRS NAV € 964.5m minus EPRA NTA adjustments € 6.6m divided by the number of outstanding shares 43.7m = € 21.90 per share.

EPRA NDV
IFRS NAV including the fair values of financial debt. IFRS NAV € 964.5 plus EPRA NDV adjustments € 20.5m divided by the number of outstanding shares 43.7m = € 22.52 per share.

Footfall
Number of visitors in our shopping centers.

Indirect result
The indirect result consists out of the fair value movements of investment properties, the impact of ineffectiveness on hedges, exchange rate differences that are accounted for under other financial income and expense, the interest addition to leasehold obligations, the movement in deferred tax liabilities, non-recurring project-related costs and actuarial gains and losses on employee benefit plans. Reference is made to page 27.

Interest coverage ratio
The interest coverage ratio is the ratio of the interest charge in the direct result and the net rental income. The calculation is as follows: Net Rental Income of € 126.4m divided by external interest expenses of € 27.6 gives an interest coverage ratio of 4.6x. The external interest is part of the net interest costs of € 31.0m as presented in note 30 in the financial statements.

Net debt
Net debt is the sum of the non-current and current interest bearing liabilities of € 941.4m less cash and cash equivalents of € 25.5m gives € 915.8m.

Net debt for LTV
Net debt for LTV is the sum of the non-current and current interest-bearing liabilities of € 941.4m less cash and cash equivalents of € 25.5m and the effect of the hedged foreign currency movements of the debt of € 2.5m which totals € 918.3m.

Net LTV
Net Loan-to-value (LTV) is the ratio of net debt for LTV to the aggregate value of investment property including assets held for sale as well as property leased out under finance lease less the present value of future ground rent payments. Net debt for LTV amounts to € 918.3m divided by € 2,150.5m = 42.7%. Reference is made to note 5, 8 and 17 in the financial statements.

EPRA LTV
The calculation of the EPRA loan-to-value (LTV) is based on net debt divided by net assets as defined by EPRA and based on a proportional consolidation of non-controlling interests. Reference is made to the EPRA tables on page 104.

Net promoter score (NPS)
The NPS sore is calculated as the 1-year moving average NPS score, measured over the entire portfolio of continued operating shopping centers. Continued operating shopping centers exclude developments and refurbishments.

(EPRA) occupancy
The (EPRA) Occupancy rate is the estimated rental value of let units as a percentage of the total estimated rental value of the portfolio, excluding development properties. It includes accommodation, under offer, subject to asset management (where they have been taken back for refurbishment and are not available to let as at the balance sheet date) or occupied by the Group. Reference is made to the table on page 31 and note 5 in the financial statements. EPRA Occupancy = 100% minus EPRA Vacancy rate (EPRA tables).

Solvency
Solvency Ratio means the ratio of: “Total equity” (less “Intangible Assets” (if any)) and “Provision for Deferred Tax Liabilities”; to “Balance Sheet Total” (less “Intangible Assets”). Reference is made to note 17 in the financial statements. Total equity of € 1,199.2m minus Intangible assets of € 0.2m divided by balance sheet total € 2.277.5m minus Intangible assets of € 0.2m gives a solvency of 52.7%.

Tenant satisfaction
The Tenant Satisfaction score is measure through tenant surveys.

Total property return
Total property return is a measure of the ungeared return for the portfolio and is calculated as the change in capital value, less any capital expenditure incurred, plus net income, expressed as a percentage of capital employed over the period concerned, excluding land.

Total shareholder return
Total shareholder return (“TSR”) is defined as the share price increase, including reinvested dividends. TSR is measured over a three-year period based on a three-month average of the last three months of the year before the start and the end of the performance period. The performance period starts on 1 January of the year in respect of which the LTI is to be granted.

Additional information

Basis of preparation

Wereldhave aims to provide a balanced overview of the Company's operations, strategy and performance, as well as its approach to long-term value creation. This is an integrated report, prepared in accordance with standards published by the Global Reporting Initiative (GRI) and the International Integrated Reporting Council (IIRC). The report focuses on the operational, financial and sustainability performance for the financial year 2023 of Wereldhave N.V. and its subsidiaries. The purpose of the Annual Report is to describe the group's ability to create value over time for stakeholders and society. Our new strategy focuses on how to create value in a retail landscape that is scattered with shop closures. This report highlights the themes that are central in our strategy.

The consolidated financial statements of Wereldhave N.V. have been prepared in accordance with the International Financial Reporting Standards (IFRS) as adopted by the European Union (EU-IFRS) and with Part 9 of Book 2 of the Dutch Civil Code. The accounting policies are set out in Note 3 to the Financial statements. The consolidated financial statements have been prepared on a going concern basis, applying a historical cost convention, except for the measurement of investment property and derivative financial instruments that have been measured at fair value.

The preparation of consolidated financial statements in conformity with EU-IFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's accounting policies. Changes in assumptions may have a significant impact on the consolidated financial statements in the period the assumptions changed. Management believes that the underlying assumptions are appropriate.

Wereldhave had its energy, carbon, water and waste data verified by Lucideon. Wereldhave did not seek external assurance for other non-financial information in this report.

Risks are assessed in accordance with Wereldhave's new overall risk management approach. The financial data in this report are based on the consolidated internal reporting from Wereldhave's entities in the Netherlands, Belgium and France. The non-financial data is collected centrally. The production of this report is overseen by a dedicated project team, with contributors from Finance, Corporate Development, Investor Relations, Customer Experience, Digital Transformation and Corporate Social Responsibility. The report is reviewed and approved by the Board of Management.

Qualifying notes ESG reporting

We use the operational control approach for our sustainability reporting. All energy, carbon, water and waste data reported are consolidated on a 12-month rolling period rather than on the financial year. This means the fourth quarter of 2022 and the first three quarters for 2023 are reported on. The same methodology is applicable for 2022 and 2021. Based on these reporting boundaries, we report against two portfolio definitions:

Absolute: The absolute portfolio includes all properties where Wereldhave has operational control, where we purchase energy, water or waste services. In 2022/23, 88% of the total portfolio GLA was within our reporting boundaries, and therefore included in the absolute portfolio disclosures. For 2023 the absolute data disclosed for all energy and greenhouse gas emissions performance indicators is for 29 out of 34 retail properties[1] as reported in this Annual Report. The data disclosed for water consumption refers to 28 out of 34 properties and waste figures refer to 28 out of 34 properties. For the Belgian offices, we disclose on all assets.

Like-for-like: The like-for-like includes all properties which have been in the portfolio for at least 12 months prior to the reporting period, but excluding those which were acquired, divested or under significant (re)development. In 2022/23, for the like-for-like figures, 31 out of 34 retail assets are included.

Energy and carbon emissions

We report on all energy procured by Wereldhave, including that submetered to tenants, and the emissions associated with this energy, which is reported separately. Only gas or electricity which is supplied directly to units/demises by utility suppliers is excluded. Energy data is reported as is and not normalized for degree day correction. District heating and gas consumption are adjusted for comparison on one metric: kWh electricity equivalent. All Dutch sites have smart meters in place to monitor energy consumption. Emission factors for the Netherlands are primarily based upon the CO_2emissiefactoren.nl, Belgium and France are based upon the environmental database of Ecoinvent for electricity and gas consumption. District heating is based on the Ecoinvent database for the Belgium and France sites and for the Dutch sites on Eneco's, HVC's and Vattenfall's "warmte-etiket". In order to report on comparable data, we have aligned all historic emissions data based on these updated emissions factors. The emission factors are selected for specific years of reporting, enabling us to report as accurate data as possible.

Belgium offices energy data

Due to additional data obtained related to electricity procured by Wereldhave for our office portfolio in Belgium, we were able to provide a more accurate level of reporting. This involves the split between shared services and tenant areas. This slightly impacts absolute and like-for-like figures and comparability with last year's annual report. In the 2023 report all numbers have been updated for future reporting purposes.

Carbon flow analysis diagram 2023

In line with the GHG Protocol, leased cars data was allocated to either scope 1: Mobile Combustion (in case of fuel-powered vehicles) or scope 2: Purchased electricity (in case of electric vehicles) in the 2018,2021 and 2023 assessment. This shifts some emissions previously categorized as scope 1 to scope 2. For the calculation of emissions in scope 3, category 1 (purchased goods and services) and 2 (capital goods), procurement data on goods, services and capital goods is matched to product categories from an environmental input-output database (Exiobase input output tables). Sector-specific emission factors from economic input-output tables can then be used to calculate GHG emissions for procurement activity data in euros. All three years (2018,2021 and 2023) have been re-calculated, in order to follow the same methodology.

Water and waste

Waste data is collected for properties where we directly contract waste management services. No estimates have been made for properties in Belgium, the Netherlands and France except from 2 assets in Tilburg. Waste and water data is not normalized.

1 On object level.

Intensity

Intensity figures are calculated using 'total landlord obtained data' as numerator and 'total asset size' as denominator. The reported floor area corresponds to the area served by the energy procured and its associated carbon emissions, and includes common areas, management offices and GLA, but excludes parking garages. Wereldhave acknowledges that the intensity indicator may be affected due to a mismatch between numerator and denominator, as recommended in the EPRA sustainability best practice recommendations.

Employee salary by gender

In the calculations of the diversity of pay, we have recalculated the ratio of base salary and remuneration of women to men by employee category for 2022. Therefore, these numbers differ slightly from numbers disclosed in the previous annual report.

Verification

Lucideon CICS independently verified Wereldhave's reported Scope 1, 2 and 3 emissions, and water and waste consumption data pursuant to ISO 14064-3 (the international standard for verification of greenhouse gas inventories). More information is available as part of our annual CDP submission.

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SUSTAINABILITY

Reporting guideline reference tables

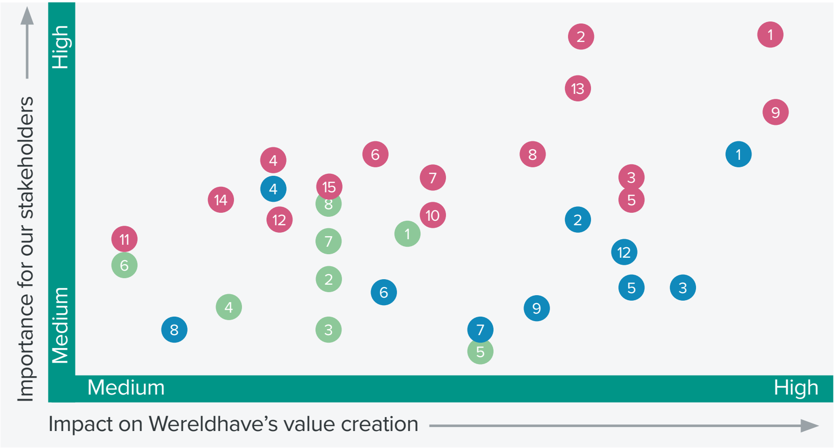
Wereldhave aims to report in line with multiple sustainability-related reporting guidelines, i.e. EPRA's Sustainability performance measures, the GRI Sustainability Reporting Standards and the Principles of the Integrated Reporting (IR) framework. The specific information requested by these guidelines is reported in this Integrated Annual Report. Wereldhave has published reference tables for each of the guidelines (EPRA, GRI and IR) on https://www.wereldhave.com/portfolio-strategy/sustainability/sustainability-reports/.

Materiality

Wereldhave has used the materiality assessment as a tool for mapping the most important topics for disclosure and reporting. We periodically update the materiality matrix - which displays the most relevant topics for our organization and portfolio - with an internal group composed of senior management, subject-matter experts and the Board of Directors. The matrix plots the relevance and importance of topics for both stakeholders and on the value creation for the company. The materiality matrix as displayed below is relevant for the reporting year 2023.

Prepared for double materiality

In 2023, Wereldhave conducted a double materiality assessment aiming to guide our reporting to the reporting year 2024 and onwards. This enables us to better understand our material topics as to whether they have an impact or environmental perspective, a financial perspective, or both, in line with upcoming EU legislation (i.e. CSRD). Because of significant changes in the methodology and outcomes, we have decided to now present the identified topics in this annual report, preparing our stakeholders for next year's reporting. The results of this assessment are shown on page 16.



Material topic	*Explanation*	*Most relevant to*
Economic & Governance		
1 **Financial performance**	Direct and indirect financial results of Wereldhave	investors, employees
2 **Strong balance sheet**	Ample liquidity and financial flexibility	investors, employees
3 **Occupancy**	Occupancy in portfolio	tenants, investors
4 **Cost efficiency**	Service costs, CAPEX and general costs	tenants, investors
5 **Risk management**	Concerning economic, social, environmental and governance risks	investors
6 **Corporate governance**	Being a responsible company that follows internal codes and standards	investors, employees
7 **Business ethics**	Proper business policies and practices regarding potentially controversial issues	investors, employees
8 **Tenant satisfaction**	Further optimize the satisfaction and experience of customers	tenants
9 **Tenant mix**	Convert Shopping Centers to Full Service Centers	visitors, tenants, investors
10 **Technology & digital**	Implement technology and digital best practices	visitors, tenants
11 **Protection of personal data**	Privacy, GDPR	visitors, tenants
12 **Transparent and fair taxation**	Paying fair share of taxes	municipalities, governments, investors
13 **Regulatory compliance**	Compliance with laws and regulations	governments, investors
14 **Remuneration policy**	Remuneration of the Board	investors
15 **Stakeholder engagement**	Dialogue with stakeholders	investors, tenants
Environmental Responsibility		
1 **Carbon emissions**	Minimize the environmental impact by reducing the carbon emissions of assets	investors, governments, NGO's
2 **Sustainable buildings**	Manage climate change risks by having sustainable buildings	investors, governments, NGO's
3 **Transportation**	Optimize the accessibility of the assets and provide sustainable transportation (by foot, electric cars, bikes and public transport)	visitors, communities
4 **Sustainable (re-)development**	Implement sustainable best practices and technologies during renovation projects	investors, governments, NGO's
5 **Energy efficiency**	Reduce energy consumption of assets	tenants
6 **Green spaces / biodiversity**	Increase green areas on and around our centers with ecological value and customer experience	communities
7 **Renewable energy**	Producing and procuring renewable energy	investors, governments, NGO's
8 **Certification and labelling**	BREEAM	investors, governments, NGO's
Social Responsibility		
1 **Health & well-being**	Provide a healthy and safe environment for customers, tenants and suppliers	visitors
2 **Local social impact**	Contribute positively to the local communities	visitors, communities
3 **Talent attraction**	Attract and develop talents amongst employees	employees
4 **Accessibility**	Increase the accessibility of the assets for all customers	visitors, tenants
5 **Employee satisfaction**	Retain committed and engaged employees	employees
6 **Challenging & open culture**	Give employees a culture where they can be the best version of themselves	employees
7 **Diversity & equal opportunity**	Provide equal opportunities and an inclusive environment for employees	employees
8 **Human rights**	Respect for human rights for suppliers and procurement	investors, governments, NGO's
9 **Compensation and benefits**	Employee compensation	employees

Property portfolio

The Netherlands

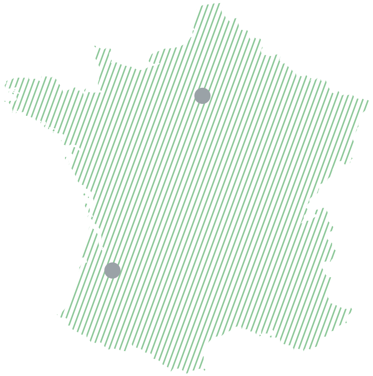
Shopping Centers	Lettable area (m^2)	Parking spaces Owned	Parking spaces Total	Year of acquisition	Year of construction/ renovation	Annual theoretical rent (x € 1m)	Visitors (m)
Presikhaaf, Arnhem	32,397	-	1,244	2015	2018-2020	5.3	4.6
Kronenburg, Arnhem	40,302	1,300	1,300	1988	2015	10.0	5.0
De Koperwiek, Capelle aan den IJssel	30,827	270	900	2010-2014	2017-2023	8.0	5.7
Sterrenburg, Dordrecht	17,531	526	611	2015	1993, 2023	4.3	4.1
Middenwaard, Heerhugowaard	35,781	1,345	1,850	2015	2011, 2018	8.9	6.3
Vier Meren, Hoofddorp	32,257	819	2,526	2014	2022-2023	7.8	5.3
Winkelhof, Leiderdorp	19,345	857	857	1993	1999, 2020	5.2	3.9
Cityplaza, Nieuwegein	50,691	783	1,994	2015	2012	13.0	6.1
Eggert, Purmerend	20,893	274	274	2010	2015-2017	5.0	4.1
Roselaar, Roosendaal	20,878	-	1,312	2010-2014	2015-2016	5.1	3.9
Emmapassage, Tilburg	27,309	-	300	2015	2020-2022	4.3	3.5
Pieter Vreedeplein, Tilburg	22,317	-	780	2015	2008	3.4	6.3
Polderplein, Hoofddorp	17,019	417	417-	2023	1992	5.8	7.7
Total	**367,547**	**6,591**	**14,365**			**86.1**	**66.6**

Belgium

Shopping Centers	Lettable area (m^2)	Parking spaces Owned	Parking spaces Total	Year of acquisition	Year of construction/ renovation	Annual theoretical rent (x € 1m)	Visitors (m)
Ring Kortrijk, Courtrai	32,803	2,000	2,000	2014	2005, 2022	8.8	3.6
Shopping 1, Genk	22,103	1,250	1,250	2010	2014	4.9	4.6
Stadsplein, Genk	15,549	44	44	2012	2008	2.8	n.a.
Belle-Île, Liège	30,463	1,641	1,641	1994	2020	12.6	3.8
Nivelles-Shopping, Nivelles	28,143	1,500	1,500	1984	2012	10.6	3.3
Les Bastions Retailpark, Tournai	10,348	360	360	2016	2016	1.3	n.a.
Les Bastions Shopping, Tournai	34,882	1,450	1,450	1988	2018	10.2	4.4
Waterloo, Waterloo	3,522	-	95	2010	1968	0.9	n.a.
Turnhout Retailpark, Turnhout	19,804	765	765	2018	1970	2.6	n.a.
Bruges Retailpark, Bruges	20,806	650	650	2018	1970	2.9	n.a.
Sub total	**218,423**	**9,660**	**9,755**			**57.7**	**19.7**
Offices							
The Sage, Antwerp	39,808	764	764	1999	2021	6.2	n.a.
The Sage, Vilvoorde	22,918	637	637	1998	1999, 2022	3.4	n.a.
Sub total	**62,726**					**9.6**	-
Total	**281,149**					**67.2**	**19.7**

France

Shopping Centers	Lettable area (m^2)	Parking spaces Owned	Parking spaces Total	Year of acquisition	Year of construction/ renovation	Annual theoretical rent (x € 1m)	Visitors (m)
Côté Seine, Argenteuil	20,207	-	1,350	2014	2010	6.1	5.2
Mériadeck, Bordeaux	24,721	-	1,300	2014	2008	6.8	6.4
Total	**44,928**					**12.9**	**11.5**
Overall	**693,624**					**166.3**	**97.8**



EPRA performance measures

The EPRA Best Practices Recommendations published on February 2022 by EPRA's Reporting and Accounting Committee contain recommendations for the determination of key performance indicators of the investment property portfolio. The EPRA Best Practices Recommendations enable standardization, transparency and comparability of listed real estate companies across Europe.

Summary of EPRA performance measures

	Page	2023	2022	2023 (€ /share)	2022 (€ /share)
1. EPRA Earnings (in €m)	104	62.0	56.3	1.54	1.41
2. EPRA NAV Metrics	105				
EPRA Net Reinstatement Value (in €m)		1,096.0	969.4	25.06	24.15
EPRA Net Tangible Assets (in €m)		957.8	870.1	21.90	21.68
EPRA Net Disposal Value (in €m)		985.0	926.2	22.52	23.07
3. EPRA Net Initial Yield	106				
EPRA Net Initial Yield		6.3%	6.4%		
EPRA 'Topped-up' Net Initial Yield		6.4%	6.6%		
4. EPRA Vacancy Rate	106	4.2%	4.2%		
5. EPRA Cost Ratio	107				
EPRA Cost Ratio including direct vacancy costs		29.4%	30.4%		
EPRA Cost Ratio excluding direct vacancy costs		26.9%	28.4%		
6. EPRA LTV	108	47.9%			
7. Investment Property Reporting	109				

1. EPRA earnings

(in €m unless otherwise stated)	2023	2022
Earnings per IFRS income statement	**89.3**	**76.0**
Adjustments to calculate EPRA earnings, exclude:		
(i) Changes in value of investment properties, development properties held for investment and other interests	-17.5	4.1
(ii) Profits or losses on disposal of investment properties, development properties held for investment and other interests	0.1	4.5
(iii) Profits or losses on sales of trading properties including impairment charges in respect of trading properties.	-	-
(iv) Tax on profits or losses on disposals	-	-
(v) Negative goodwill / goodwill impairment	-	-
(vi) Changes in fair value of financial instruments and associated close-out costs	3.8	-13.7
(vii) Acquisition costs on share deals and non-controlling joint venture interests	-	-
(viii) Deferred tax in respect of EPRA adjustments	-	0.0
(ix) Adjustments (i) to (viii) above in respect of joint ventures (unless already included under proportional consolidation)	-	-
(x) Non-controlling interests in respect of the above	-13.8	-14.6
EPRA Earnings	**62.0**	**56.3**
Weighted average number of shares outstanding during period	40,320,434	40,071,882
EPRA Earnings per share (in €)	**1.54**	**1.41**
Company specific adjustments:		
(a) Non-current operating expenses	8.2	8.9
(b) Non-controlling interests in respect of the above	-0.7	-
Direct Result	**69.6**	**65.2**
Direct Result per share (in €)	**1.73**	**1.63**

2. EPRA NAV measures

(in €m unless otherwise stated)	31 December 2023	31 December 2023	31 December 2023	31 December 2022	31 December 2022	31 December 2022
	EPRA NRV	EPRA NTA	EPRA NDV	EPRA NRV	EPRA NTA	EPRA NDV
IFRS Equity attributable to shareholders	**964.5**	**964.5**	**964.5**	**885.7**	**885.7**	**885.7**
Include/exclude	-	-	-	-	-	-
Hybrid instruments	-	-	-	-	-	-
Diluted NAV	**964.5**	**964.5**	**964.5**	**885.7**	**885.7**	**885.7**
Include:						
ii.a) Revaluation of IP (if IAS 40 cost option is used)	-	-	-	-	-	-
ii.b) Revaluation of IPUC (if IAS 40 cost option is used)	-	-	-	-	-	-
ii.c) Revaluation of other non-current investments	-	-	-	-	-	-
iii) Revaluation of tenant leases held as finance leases	-	-	-	-	-	-
iv) Revaluation of trading properties	-	-	-	-	-	-
Diluted NAV at Fair Value	**964.5**	**964.5**	**964.5**	**885.7**	**885.7**	**885.7**
Exclude:						
v) Deferred tax in relation to the fair value gains of IP	-	-	-	-	-	-
vi) Fair value of financial instruments	-6.5	-6.5	-	-15.2	-15.2	-
vii) Goodwill as a result of deferred tax	-	-	-	-	-	-
vii.a) Goodwill as per the IFRS balance sheet	-	-	-	-	-	-
vii.b) Intangibles per the IFRS balance sheet	-	-0.2	-	-	-0.4	-
Include:	-	-	-	-	-	-
viii) Fair value of fixed interest rate debt	-	-	20.5		-	40.5
ix) Revaluation of intangibles to fair value	-	-	-	-	-	-
x) Real estate transfer tax	138.0	-	-	98.9	-	
NAV	**1,096.0**	**957.8**	**985.0**	**969.4**	**870.1**	**926.2**
Fully diluted number of shares	43,730,450	43,730,450	43,730,450	40,143,014	40,143,014	40,143,014
NAV per share (in €)	**25.06**	**21.90**	**22.52**	**24.15**	**21.68**	**23.07**

3. EPRA Net Initial Yield and 'Topped-up' Initial Yield

(in €m)	31 December 2023	31 December 2022
Fair value investment properties determined by external appraisers	2,132.7	1,970.5
Less developments and parkings	-28.4	-29.4
Completed property portfolio	**2,104.3**	**1,941.1**
Allowance for estimated purchasers' costs	137.7	102.9
Gross up completed property portfolio valuation (A)	**2,242.1**	**2,044.0**
Annualized cash passing rental income	155.0	143.4
Property outgoings	-13.4	-12.1
Annualized net rents (B)	**141.5**	**131.3**
Add notional rent expiration of rent free periods or other lease incentives	2.2	2.7
Topped-up net annualized rent (C)	**143.7**	**134.0**
EPRA Net Initial Yield (B/A)	6.3%	6.4%
EPRA 'topped-up' Net Initial Yield (C/A)	6.4%	6.6%

4. EPRA Vacancy Rate

The EPRA vacancy rate kept constant at 4.2% over 2023.

2023

(in €m)	Gross rental income	Net rental income	Surface owned[1]	Annualized gross rent[1 2]	Annual theoretical rent[1 2]	Estimated rental value of vacant space[1 2]	Estimated rental value[1 2]	EPRA vacancy rate
Belgium	70.2	55.3	277.6	64.0	67.2	2.4	60.8	3.9%
France	10.9	8.1	44.9	11.5	12.9	0.4	12.5	3.4%
Netherlands	76.8	63.0	367.5	80.5	86.1	3.7	82.1	4.5%
Total portfolio	**158.0**	**126.4**	**690.1**	**156.0**	**166.3**	**6.5**	**155.4**	**4.2%**

1 Excluding developments.
2 Excluding parking income.

2022

(in €m)	Gross rental income	Net rental income	Surface owned[1]	Annualized gross rent[1 2]	Annual theoretical rent[1 2]	Estimated rental value of vacant space[1 2]	Estimated rental value[1 2]	EPRA vacancy rate
Belgium	62.0	53.0	284.7	61.5	64.8	2.9	59.9	4.8%
France	10.4	6.7	43.9	11.3	12.7	0.4	12.0	2.9%
Netherlands	68.6	55.5	345.8	72.9	77.2	2.7	69.7	3.9%
Total portfolio	**140.9**	**115.2**	**674.4**	**145.6**	**154.7**	**6.0**	**141.7**	**4.2%**

1 Excluding developments.
2 Excluding parking income.

5. EPRA cost ratio

(in €m)		2023	2022
Property expenses		23.3	18.5
General costs		18.6	17.4
Other income and expense		0.6	3.4
(i)	**Administrative/operating expense line per IFRS income statement**	**42.5**	**39.2**
(ii)	Net service charge costs / fees	8.3	7.3
(iii)	Management fees less actual/estimated profit element	-	-
(iv)	Other operating income/recharges intended to cover overhead expenses less any related profits	-6.7	-5.3
(v)	Share of Joint Venture expenses	-	-
Exclude (if part of the above):			
(vi)	Investment Property depreciation	-	-
(vii)	Ground rent costs	-0.2	-0.3
(viii)	Service charge costs recovered through rents but not separately invoiced	-	-
Costs (including direct vacancy costs) (A)		**43.9**	**40.9**
(ix)	Direct vacancy costs	-3.7	-2.6
Costs (excluding direct vacancy costs) (B)		**40.3**	**38.3**
(x.a)	Gross rental income less ground rent costs - per IFRS	157.8	140.6
(x.b)	Less: Other operating income/recharges intended to cover overhead expenses	-8.3	-5.9
(xi)	Less: service fee and service charge costs components of Gross Rental Income	-	-
(xii)	Add: share of joint ventures (Gross Rental Income less ground rents costs)	-	-
Gross Rental Income (C)		**149.5**	**134.8**
EPRA Cost Ratio (including direct vacancy costs) (A/C)		**29.4%**	**30.4%**
EPRA Cost Ratio (excluding direct vacancy costs) (B/C)		**26.9%**	**28.4%**

Operating and general expenses directly attributable to properties under development are capitalized during the period that the property is unavailable for letting. For 2023 an amount of € 6.3m was capitalized (2022: € 5.9m).

The costs for 2023 includes severance payments relating the organizational changes in the Netherlands and Belgium of € 2.2m as well as € 2.9m relating to the implementation of new IT systems.

6. EPRA LTV

(in €m unless otherwise stated)	31 December 2023 Group (as reported)[1]	31 December 2023 Non-controlling interests[2]	31 December 2023 Combined	31 December 2022 Group (as reported)	31 December 2022 Non-controlling interests	31 December 2022 Combined
Borrowings from Financial Institutions[3]	868.7	-69.0	799.7	767.4	-55.6	711.7
Commercial Paper[3]	42.8	-14.5	28.3	59.8	-20.2	39.5
Hybrids (including convertibles, preference shares, debt, options, perpetuals)		-	-	-	-	-
Bond loans[3]	32.0	-10.8	21.2	32.0	-10.8	21.2
Foreign currency derivatives (futures, swaps, options, and forwards)[4]	2.5	-	2.5	-1.4	-	-1.4
Net payables[5]	42.0	-1.3	40.7	43.4	-4.3	39.1
Owner-occupied property (debt)		-	-	-	-	-
Current accounts (equity characteristic)	-	-	-	-	-	-
Exclude: Cash and cash equivalents	-25.5	6.0	-19.6	-14.4	3.5	-10.8
Net debt (a)	**962.4**	**-89.6**	**872.8**	**886.7**	**-87.4**	**799.3**
Owner-occupied property		-	-	-	-	-
Investment properties at fair value[6]	2,132.5	-319.6	1,812.9	1,948.6	-314.2	1,634.4
Properties held for sale	-	-	-	0.7	-	0.7
Properties under development[6]	14.6	-4.9	9.7	36.2	-4.8	31.3
Intangibles	0.2	-	0.2	0.4	0.01	0.4
Net receivables	-	-	-	-	-	-
Financial assets[7]	0.6	-0.2	0.4	0.6	-0.2	0.4
Total Property Value (b)	**2,147.8**	**-324.7**	**1,823.1**	**1,986.4**	**-319.2**	**1,667.2**
EPRA Loan to Value (a/b)	**44.8%**		**47.9%**	**44.6%**		**47.9%**

1 In both 2023 and 2022, the Group did not have shares in Joint Ventures or Material Associates.
2 The Group's % of non-controlling interest was 33.84% at 31 December 2023 and 2022.
3 Refer to note 21 of the financial statements. Amortized costs (2023: € 2.1m and 2022: € 2.3m) were added back to arrive at nominal value.
4 Relates to the foreign currency portion of derivatives as included in the financial statements.
5 Net balance of current liabilities (excluding current interest-bearing liabilities and derivatives) plus pension plan obligations and tenant deposits as disclosed in note 18 of the financial statement less current assets (excluding cash and cash equivalents and derivatives) and less deposits paid and other financial assets as disclosed in note 8 of the financial statements.
6 Refer to note 5 of the financial statements. Excludes the fair value of ground rent of € 15.3m (2021: € 15.3m).
7 Refer to loans as disclosed in note 8 of the financial statements.

7. Investment Property Reporting

Investment property is carried at fair value in accordance with note 3.6 of the financial statements. Further information on our property portfolio is disclosed on page 102 to 103. Information in relation to ongoing transformations is provided on page 19.

Capital expenditure

(in €m)	2023	2022
Acquisitions	85.7	-
Developments	7.6	36.0
Investment properties	59.7	27.0
Capitalized interest	0.6	0.8
Total Capex	**153.6**	**63.8**
Conversion from accrual to cash basis	-50.1	-4.4
Total Capex on cash basis	**103.5**	**59.4**

Wereldhave has no interests in joint ventures.

Investment property – lease data

	Average lease length in years[1]		Annual rent (in €m) of leases expiring in		
	to break	to expiry	Year 1	Year 2	Year 3-5
Belgium	2.3	6.2	2.9	3.6	16.3
France	2.2	4.8	1.2	0.9	2.6
Netherlands	3.4	4.5	2.0	11.3	34.1
Total portfolio	**2.8**	**5.2**	**6.1**	**15.8**	**52.9**

1 Indefinite contracts are included for one year.

Investment property – like-for-like net rental income

(in €m)	Fair value 31 December 2023	Net rental income 2023	Net rental income 2022	Change (in €m)	Change (%)
Like-for-like					
Belgium	952.4	55.1	52.9	2.3	4.3%
France	176.2	7.0	6.2	0.9	14.1%
Netherlands	798.6	53.1	48.3	4.8	10.0%
Total	**1,927.2**	**115.3**	**107.3**	**8.0**	**7.4%**
Acquired	78.3	0.3	-	0.3	0.0%
Development	156.9	10.5	7.8	2.7	33.9%
Disposals	-	0.3	0.0	0.3	1803.4%
Total portfolio	**2,162.4**	**126.4**	**115.2**	**11.0**	**9.5%**

(in €m)	Fair value 31 December 2022	Net rental income 2022	Net rental income 2021	Change (in €m)	Change (%)
Like-for-like					
Belgium	949.2	52.9	46.7	6.2	13.2%
France	175.3	6.7	6.8	-0.0	-0.7%
Netherlands	726.8	45.7	43.3	2.4	5.6%
Total	**1,851.3**	**105.4**	**96.8**	**8.6**	**8.8%**
Acquired	-	-	-	-	0.0%
Development	148.8	9.5	9.1		
Disposals	-	0.3	18.7	-18.4	-98.3%
Total portfolio	**2,000.1**	**115.2**	**124.7**	**-9.5**	**-7.6%**

EPRA Like-for-like net rental income (NRI) growth for the total portfolio was 7.4% in 2023 (2022: 8.8%). EPRA Like-for-like NRI growth is determined by comparing NRI growth for the part of the portfolio that has been consistently in operation, and not under development, during the two full preceding periods that are described. This is determined on a unit-by-unit basis.

Summary investment properties

(in €m)	Shopping centers		Offices		Total	
	market value	annual theoretical rent [1]	market value	annual theoretical rent	market value	annual theoretical rent
Belgium	850.5	57.7	101.9	9.6	952.4	67.3
France	176.2	12.9	-	-	176.2	12.9
Netherlands	1,033.8	86.1	-	-	1,033.8	86.1
Total portfolio	**2,060.5**	**156.7**	**101.9**	**9.6**	**2,162.4**	**166.3**

1 excluding parking and residential

Summary of the valuation adjustments of the investment properties

(in €m)	market value	revaluation in 2023	Shopping centers	Offices	Total
Belgium	952.4	-5.9	-0.5%	-1.7%	-0.6%
France	176.2	-8.3	-4.5%	-	-4.5%
Netherlands	1,033.8	31.8	3.2%	-	3.2%
Total portfolio	**2,162.4**	**17.6**	**0.9%**	**-1.7%**	**0.8%**

Five-year performance tables

Result (in €m)

	2019	2020	2021	2022	2023
Net rental income[1]	171.5	133.0	124.7	115.2	126.4
Result	-318.9	-194.2	-213.3	76.0	89.3
Direct result	128.6	92.9	88.5	79.8	84.2
Indirect result	-447.5	-287.1	-301.8	-3.8	5.1

1 From continuing operations

Net rental income geographical distribution (in %)

	2019	2020	2021	2022	2023
Belgium	31%	33%	38%	46%	44%
France	22%	17%	18%	6%	6%
Netherlands	47%	50%	44%	48%	50%
Total	**100%**	**100%**	**100%**	**100%**	**100%**

Balance sheet (in €m)

	2019	2020	2021	2022	2023
Investment property in operation[1]	2,839.3	2,518.9	1,912.7	1,963.9	2,147.8
Investment property under construction	67.4	58.7	26.6	36.2	14.6
Shareholders' equity	1,319.6	1,124.3	866.8	885.7	964.5
Interest-bearing debt	1,335.7	1,252.8	814.9	856.8	941.4

1 Including lease incentives.

Investment portfolio sector distribution (in %)

	2019	2020	2021	2022	2023
Retail	97%	96%	95%	95%	95%
Offices	3%	4%	5%	5%	5%
Total	**100%**	**100%**	**100%**	**100%**	**100%**

Investment portfolio geographical distribution (in %)

	2019	2020	2021	2022	2023
Belgium	33%	36%	48%	47%	43%
France	28%	27%	9%	9%	8%
Netherlands	39%	37%	43%	44%	49%
Total	**100%**	**100%**	**100%**	**100%**	**100%**

Acquisition of investment properties (in €m)

	2019	2020	2021	2022	2023
Belgium[1]	3	-	-2	-	1
France	-	-	1	-	-
Netherlands	15	0	0	-	85
Total	**18**	**0**	**-1**	**-**	**86**

1 2021 includes settlement which has been adjusted on acquisition price.

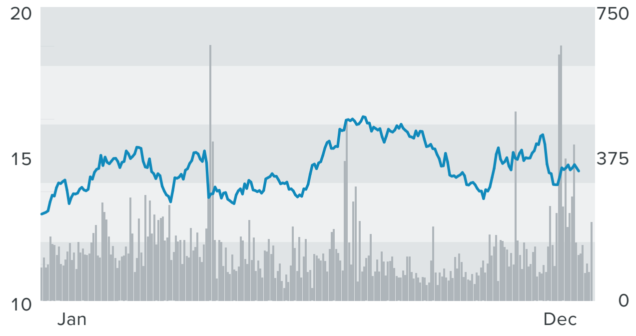
Disposal of investment properties (in €m)

	2019	2020	2021	2022	2023
Belgium	-	8	-	-	7
France	-	11	507	-	-
Netherlands	13	85	105	1	2
Total	**13**	**104**	**612**	**1**	**9**

Share performance

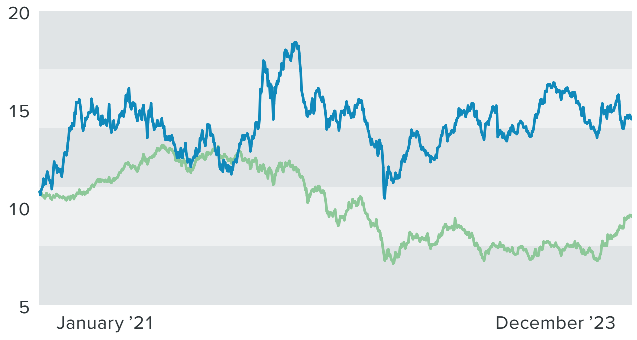
Wereldhave 2023 share price & trading volume

(in €) (daily volume in shares (x 1,000))



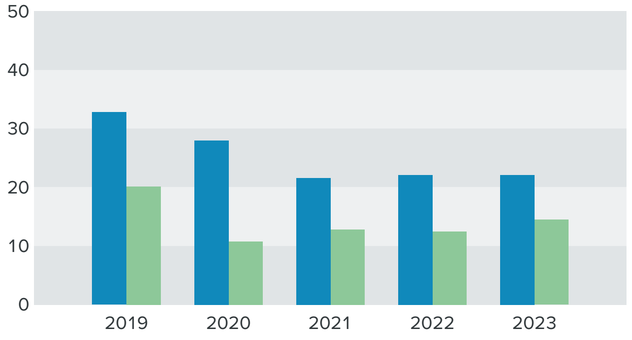
Three-year share price development vs EPRA index

(in €)



IFRS Net asset value versus share price

(at 31 December in €)



Share data (in €)

	2019	2020	2021	2022	2023
IFRS NAV	32.78	27.97	21.60	22.12	22.09
Direct result	2.81	2.01	1.88	1.63	1.73
Indirect result	-10.98	-6.66	-7.52	-0.20	0.24
Dividend[1]	1.89	0.50	1.10	1.16	1.20
Pay-out	90%	25%	59%	71%	69%
Result per share	-8.17	-4.65	-5.64	1.43	1.97

1 For 2023 the proposed dividend is shown.

Number of shares

	2019	2020	2021	2022	2023
At 31 December	40,270,921	40,270,921	40,270,921	40,270,921	43,876,129
Average during the year[1]	40,251,654	40,212,448	40,146,461	40,071,882	40,320,434

1 Excluding remuneration shares, number used to calculate basic earnings per share.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Financial statements

Consolidated statement of financial position
at 31 December 2023

(x € 1,000)	Note	31 December 2023	31 December 2022
Assets			
Non-current assets			
Investment property in operation		2,142,476	1,958,955
Lease incentives		5,340	4,949
Investment property under construction		14,595	36,166
Investment property	5	**2,162,411**	**2,000,070**
Property and equipment	6	5,455	1,650
Intangible assets	7	162	367
Derivative financial instruments	21	14,107	37,972
Other financial assets	8	6,209	2,798
Total non-current assets		**2,188,344**	**2,042,857**
Current assets			
Trade and other receivables	9	49,308	34,620
Tax receivables	10	554	3,815
Derivative financial instruments	21	13,775	1,722
Cash and cash equivalents	11	25,544	14,353
Total current assets		**89,181**	**54,510**
Investments held for sale	12	-	688
Total assets		**2,277,525**	**2,098,055**

(x € 1,000)	Note	31 December 2023	31 December 2022
Equity and Liabilities			
Equity			
Share capital	13	43,876	40,271
Share premium	14	1,759,213	1,711,033
Other reserves	15,16	-838,608	-865,622
Attributable to shareholders		**964,481**	**885,682**
Non-controlling interest		234,752	237,561
Total equity		**1,199,233**	**1,123,243**
Non-current liabilities			
Interest-bearing liabilities	17	796,568	719,029
Derivative financial instruments	21	20,334	17,546
Other long-term liabilities	18	27,698	22,514
Total non-current liabilities		**844,600**	**759,089**
Current liabilities			
Trade payables		8,791	11,571
Tax payable	19	3,079	1,389
Interest-bearing liabilities	17	144,794	137,774
Other short-term liabilities	20	77,028	64,989
Total current liabilities		**233,692**	**215,723**
Total equity and liabilities		**2,277,525**	**2,098,055**

Consolidated income statement
for the year ended 31 December 2023

(x € 1,000)	Note	2023	2022
Gross rental income	24	157,960	140,921
Service costs charged	24	26,198	21,745
Total revenue		**184,158**	**162,666**
Service costs paid	24	-34,475	-29,000
Property expenses	25	-23,265	-18,498
Net rental income		**126,418**	**115,168**
Valuation results	26	17,459	-4,067
Results on disposals	27	-137	-4,517
General costs	28	-18,641	-17,370
Other income and expense	29	-641	-3,370
Operating result		**124,458**	**85,844**
Interest charges		-31,021	-23,555
Interest income		-	45
Net interest	30	**-31,021**	**-23,510**
Other financial income and expense	21,31	-3,848	13,807
Result before tax		**89,589**	**76,141**
Income tax	32	-280	-134
Result for the year		**89,309**	**76,007**
Result attributable to:			
Shareholders		79,421	57,265
Non-controlling interest		9,888	18,742
Result for the year		**89,309**	**76,007**
Basic earnings per share (€)	35	1.97	1.43
Diluted earnings per share (€)	35	1.97	1.43

Consolidated statement of comprehensive income

for the year ended 31 December 2023

(x € 1,000)	Note	2023	2022
Result		**89,309**	**76,007**
Items that may be recycled to the income statement subsequently			
Effective portion of change in fair value of cash flow hedges	21	-6,183	5,513
Changes in fair value of cost of hedging	21	-664	-800
Items that will not be recycled to the income statement subsequently			
Remeasurement of post-employment benefit obligations	18	-131	778
Total comprehensive income		**82,331**	**81,498**
Attributable to:			
Shareholders		72,487	62,472
Non-controlling interest		9,844	19,026
Total comprehensive income		**82,331**	**81,498**

Consolidated statement of changes in equity

for the year ended 31 December 2023

	Attributable to shareholders							
(x € 1,000)	Share capital	Share premium	General reserve	Hedge reserve	Cost of hedging reserve	Total attributable to shareholders	Non-controlling interest	Total equity
Balance at 1 January 2022	**40,271**	**1,711,033**	**-885,891**	**-356**	**1,766**	**866,823**	**228,713**	**1,095,536**
Comprehensive income								
Result	-	-	57,265	-	-	57,265	18,742	76,007
Remeasurement of post-employment obligations	-	-	514	-	-	514	264	778
Effective portion of change in fair value of cash flow hedges	-	-	-	5,493	-	5,493	20	5,513
Changes in fair value of cost of hedging	-	-	-		-800	-800	-	-800
Total comprehensive income	**-**	**-**	**57,779**	**5,493**	**-800**	**62,472**	**19,026**	**81,498**
Transactions with shareholders								
Purchase of treasury shares	-	-	-1,298	-	-	-1,298	-	-1,298
Equity-settled share-based payment	-	-	1,421	-	-	1,421	-	1,421
Dividends	-	-	-44,140	-	-	-44,140	-12,151	-56,291
Change non-controlling interest	-	-	411	-	-	411	1,975	2,386
Other	-	-	-7	-	-	-7	-	-7
Balance at 31 December 2022	**40,271**	**1,711,033**	**-871,726**	**5,137**	**967**	**885,682**	**237,561**	**1,123,243**
Balance at 1 January 2023	**40,271**	**1,711,033**	**-871,726**	**5,137**	**967**	**885,682**	**237,561**	**1,123,243**
Comprehensive income								
Result	-	-	79,421	-	-	79,421	9,888	89,309
Remeasurement of post-employment obligations	-	-	-87	-	-	-87	-44	-131
Effective portion of change in fair value of cash flow hedges	-	-	-	-6,183	-	-6,183	-	-6,183
Changes in fair value of cost of hedging	-	-	-	-	-664	-664	-	-664
Total comprehensive income	**-**	**-**	**79,334**	**-6,183**	**-664**	**72,487**	**9,844**	**82,331**
Transactions with shareholders								
Proceeds from share issue	3,605	48,180		-	-	51,785	-	51,785
Purchase of treasury shares	-	-	-731	-	-	-731	-	-731
Equity-settled share-based payment	-	-	1,752	-	-	1,752	-	1,752
Dividends	-	-	-46,494	-	-	-46,494	-12,653	-59,147
Balance at 31 December 2023	**43,876**	**1,759,213**	**-837,865**	**-1,046**	**303**	**964,481**	**234,752**	**1,199,233**

Consolidated cash flow statement

for the year ended 31 December 2023

(x € 1,000)	Note	2023	2022
Operating activities			
Result		**89,309**	**76,007**
Adjustments:			
Valuation results	26	-17,459	4,067
Net interest	30	31,021	23,510
Other financial income and expense	31	3,848	-13,807
Results on disposals	27	137	4,517
Taxes		280	134
Amortization		1,338	2,585
Movements in working capital		3,890	-6,684
Cash flow generated from operations		**112,364**	**90,329**
Interest paid		-29,699	-23,700
Interest received		-	45
Income tax		-120	-77
Cash flow from operating activities		**82,545**	**66,597**
Investment activities			
Proceeds from disposals direct investment properties	27	9,674	4,010
Proceeds from disposals indirect investment property	27	-	-904
Acquisition of subsidiary, net of cash acquired		-3,266	-
Investments in investment property	5	-103,497	-59,423
Investments in equipment		-1,137	-40
Investments in financial assets		-413	-128
Investments in intangible assets		-	-39
Cash flow from investing activities		**-98,639**	**-56,524**
Financing activities			
Proceeds from interest-bearing debts	17	184,116	118,188
Repayment interest-bearing debts	17	-95,900	-82,500
Movements in other long-term liabilities	18	-1,006	-2,944
Other movements in reserve		-777	-1,298
Dividend paid		-59,148	-53,935
Cash flow from financing activities		**27,285**	**-22,489**
Increase/decrease in cash and cash equivalents		11,191	-12,416
Cash and cash equivalents at 1 January	11	14,353	26,769
Cash and cash equivalents at 31 December	**11**	**25,544**	**14,353**

Notes to the consolidated financial statements

1 Reporting entity

Wereldhave N.V. ('the Company') is an investment company which invests in real estate (shopping centers and offices). The property portfolio of Wereldhave N.V. and its subsidiaries ('the Group') is located in Belgium, France and the Netherlands. The Group is principally involved in leasing investment property under operating leases. The property management is performed by Group management companies. The Company is a limited liability company incorporated in the Netherlands and domiciled in the Netherlands. The address of the Company's registered office is Nieuwe Passeerdersstraat 1, 1016 XP Amsterdam, the Netherlands. The registration number at the Chamber of Commerce is 27083420. The shares of the Company are listed on the Euronext Stock Exchange of Amsterdam. The consolidated financial statements for the year ended 31 December 2023 were authorized for issue by the Supervisory Board on 13 March 2024 and will be presented to the shareholders for approval on 24 April 2024.

2 Tax status

Wereldhave N.V. has the tax status of an investment company (FBI status) in accordance with section 28 of the Dutch 'Wet op de Vennootschapsbelasting 1969'. This status assumes that the Group is (almost) exclusively engaged in portfolio investment activities. As a consequence, corporation tax is due at a rate of 0% in the Netherlands, provided that certain conditions are met. The main conditions concern the requirement to distribute the taxable result as dividend and restrictions with regard to the leverage. The taxable result of Wereldhave N.V. must be distributed as a dividend to its shareholders within eight months after the year during which the result was made. In general terms, the leverage restrictions imply that investments in real estate (including qualifying real estate companies) may only be financed through debt up to a maximum of 60% of their value. For investments in other assets the maximum level of debt allowed is only 20%. There is no requirement to include capital gains, arising on disposal of investments, in the result to be distributed.

In 2023, the Dutch government enacted a bill to amend the tax regime that is applicable to fiscal investment institutions (FBI regime). As a result of this amendment, Dutch real estate investors that previously benefited from the 0% corporate income tax rate under the FBI regime will become subject to the regular 25.8% Dutch corporate income tax rate as per 1 January 2025. Since the tax base of the real estate investment must be reset to fair market value as per 31 December 2024, we do not expect any current or deferred tax impact resulting from the amendment before 1 January 2025.

The subsidiaries in Belgium (OGVV status) and France (SIIC status) have a similar status. In Belgium the net value of one single asset may not exceed 20% of the total Belgium portfolio. Our largest asset in Belgium, Belle-Île, is below this threshold of 20% at 31 December 2023.

3 Accounting policies

The principal accounting policies applied in the preparation of these consolidated financial statements are set out below. These policies have been consistently applied to all years presented, unless otherwise stated.

3.1 Basis of accounting

Statement of compliance

The consolidated financial statements of Wereldhave N.V. have been prepared in accordance with the International Financial Reporting Standards (IFRS) as adopted by the European Union (EU-IFRS) and with Part 9 of Book 2 of the Dutch Civil Code.

Income and cash flow statement

The Group presents a separate 'statement of profit or loss' and 'other comprehensive income'. The Group reports cash flows from operating activities using the indirect method.

Interest received and interest paid is presented within operating cash flows. The acquisitions of investment properties are disclosed as cash flows from investing activities as this most appropriately reflects the Group's business activities.

Preparation of the consolidated financial statements

The consolidated financial statements have been prepared on a going concern basis, applying a historical cost convention, except for the measurement of investment property and derivative financial instruments that have been measured at fair value.

Accounting estimates

The preparation of consolidated financial statements in conformity with EU-IFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's accounting policies. Changes in assumptions may have a significant impact on the consolidated financial statements in the period the assumptions changed. Management believes that the underlying assumptions are appropriate.

The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in Note 3.32, 5, 21 and 22.

Change in accounting policy and disclosures

New and amended standards adopted by the Group

As of 1 January 2023 the following standards became effective but did not have an impact on the Company's consolidated financial statements:

- IFRS 17 Insurance Contracts
- Disclosure of Accounting Policies – Amendments to IAS 1 and IFRS Practice Statement 2
- Definition of Accounting Estimates – Amendments to IAS 8
- Deferred Tax related to Assets and Liabilities arising from a Single Transaction – Amendments to IAS 12

New standards and interpretations not yet adopted

A number of new standards, amendments to standards and interpretations are effective for annual periods beginning after 1 January 2023 and have not been applied in preparing the financial information:

- Lease liability in a Sale and Leaseback – Amendments to IFRS 16
- Classification of Liabilities as Current or Non-Current – Amendments to IAS 1
- Sale or contribution of assets between an investor and its associate or joint venture – Amendments to IFRS 10 and IAS 28

These amendments are not expected to have a significant impact on the Company's consolidated financial information.

3.2 Consolidation

Subsidiaries

Subsidiaries are all entities over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases. Wereldhave recognizes acquisitions if IFRS 3 “Business Combinations” or IAS 40 “Investment Property” applies. Acquisitions are considered a business combination if there is an acquisition of assets, rental activities and such, a management organization, that the acquired entity can operate as an independent company with the aim of generating economic results. Wereldhave does not necessarily consider acquisitions of properties within a legal company as a business combination but evaluates these acquisitions individually for the above operational characteristics.

The Group applies the acquisition method to account for business combinations. The consideration transferred for the acquisition of a subsidiary is the fair values of the assets transferred, the liabilities incurred to the former owners of the acquiree and the equity interests issued by the Group. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. The Group recognizes any non-controlling interest in the acquiree on an acquisition-by-acquisition basis, either at fair value or at the non-controlling interest's proportionate share of the recognized amounts of acquiree's identifiable net assets. Acquisition-related costs are expensed as incurred.

The excess of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition date fair value of any previous equity interest in the acquiree over the fair value of the identifiable net assets acquired is recorded as goodwill.

For acquisitions of subsidiaries not meeting the definition of a business, the Group allocates the cost between the individual identifiable assets and liabilities in the Group based on their relative fair values at the date of acquisition. Such transactions or events do not give rise to goodwill.

Consolidated financial statements are prepared using uniform accounting policies for similar transactions. Accounting policies of subsidiaries are consistent with the policies adopted by the Group.

Inter-company transactions, balances and unrealized gains or losses on transactions between Group companies are eliminated.

Changes in ownership interests in subsidiaries without change of control

Transactions with non-controlling interests that do not result in loss of control are accounted for as equity transactions – that is, as transactions with the owners in their capacity as owners. The difference between fair value of any consideration paid and the relevant share acquired of the carrying value of net assets of the subsidiary is recorded in equity. Gains or losses on disposals to non-controlling interests are also recorded in equity.

3.3 Foreign currency translation

Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). The consolidated financial statements are presented in euros, which is the Company's functional currency and the Group's presentation currency.

Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognized in the income statement for the year.

Foreign exchange gains and losses that relate to borrowings and cash and cash equivalents are presented net in the income statement within other financial income and expenses. The following exchange rates against the euro, were used for these consolidated financial statements:

	average		year-end	
	2023	2022	2023	2022
GBP	1.14986	1.17287	1.15352	1.12951
USD	0.92456	0.95007	0.90588	0.93414
CAD	0.6852	0.72995	0.68465	0.68939

3.4 Comprehensive income

In the statement of comprehensive income, no separate line for tax is included as there are no taxable items. This is due to the tax status of the Group and some subsidiaries.

3.5 Derivative financial instruments and hedge accounting

The Group holds derivative financial instruments mainly to hedge exchange rate and interest rate risks arising from financing activities. The Group does not hold any derivatives for trading purposes. Embedded derivatives are separated from the host contract and accounted for separately if the host contract is not a financial asset and certain criteria are met.

Derivatives are initially measured at fair value on the date a derivative contract is entered into and are subsequently remeasured to their fair value at the end of the reporting period. Changes in the fair value of derivatives that are not designated as hedging instruments are recognized in the income statement as they arise.

The Group designates certain derivatives as hedges of a particular risk associated with the cash flows of recognized assets and liabilities and highly probable forecast transactions (cash flow hedges) or hedges of the fair value of recognized assets and liabilities (fair value hedges).

At inception of designated hedging relationships, the Group documents the risk management objective and strategy for undertaking the hedge. The Group also documents the economic relationship between the hedged item and the hedging instrument, including whether the changes in cash flows of the hedged item and hedging instrument are expected to offset each other.

The Group uses hedging instruments such as interest and cross currency swaps. Transactions are entered into with a limited number of counterparties with strong credit ratings. Hedging operations are governed by internal policies and rules approved and monitored by the Board of Management.

Cash flow hedges

When a derivative is designated as a cash flow hedging instrument, the effective portion of changes in the fair value of the derivative is recognized in other comprehensive income and accumulated in the hedging reserve. The effective portion of changes in the fair value of the derivative that is recognized in other comprehensive income is limited to the cumulative change in fair value of the hedged item, determined on a present value basis, from inception of the hedge. Any ineffective portion of changes in the fair value of the derivative is recognized immediately in profit or loss.

The Group designates only the change in fair value of the spot element of forward exchange contracts as the hedging instrument in cash flow hedging relationships. The change in fair value of the forward element of forward exchange contracts is separately accounted for as a cost of hedging and recognized in a cost of hedging reserve within equity.

When a hedging instrument expires, or is sold or terminated, or when a hedge no longer meets the criteria for hedge accounting, any cumulative deferred gain or loss and deferred costs of hedging in equity at that time remains in equity until the forecast transaction occurs. When the transaction is no longer expected to occur, the cumulative gain or loss and costs of hedging that were reported in equity are immediately reclassified to profit or loss.

Fair value hedges

Changes in the fair value of derivatives that are designated and qualify as fair value hedges are recorded in profit or loss, together with any changes in the fair value of the hedged asset or liability that are attributable to the hedged risk. The gain or loss relating to the effective portion of interest rate swaps hedging fixed rate borrowings is recognized in profit or loss within finance costs, together with changes in the fair value of the hedged fixed rate borrowings attributable to interest rate risk. The gain or loss relating to the ineffective portion is recognized in profit or loss within other financial income and expense.

If the hedge no longer meets the criteria for hedge accounting, the adjustment to the carrying amount of a hedged item for which the effective interest method is used is amortized to profit or loss over the period to maturity using a recalculated effective interest rate.

3.6 Investment property

Property that is held for long-term rental income or for capital appreciation or both, and that is not occupied by the companies in the consolidated Group, is classified as investment property. Investment property also includes property that is being constructed or developed for future use as investment property. Investment property is measured initially at its cost, including related transaction costs. After this initial recognition, investment property is carried at fair value.

Fair value is the price that would be received to sell an asset in an orderly transaction between market participants at the measurement date and adjusted, if necessary, for differences in the nature, location or condition of the specific asset. If this information is not available, the Group uses alternative valuation methods, such as recent prices on less active markets or discounted cash flow or capitalization projections. Valuations are performed as of the financial position dates 30 June and 31 December by professional independent external valuers who hold recognized and relevant professional qualifications and have recent experience in the location and category of the investment property being valued. The independent, certified valuers are instructed to determine the fair value of the property in accordance with the valuation standards as published by the Royal Institute of Chartered Surveyors (RICS) and the International Valuation Standards Council (IVSC). These guidelines contain mandatory rules and best practice guidelines for valuers. Remuneration of valuers is based on a fixed fee per property.

The valuations form the basis for the carrying amounts in the consolidated financial statements. Investment property that is being redeveloped for continuing use as investment property or for which the market has become less active continues to be measured at fair value.

Significant unobservable input	Relationship between significant unobservable inputs and the fair value measurement
	The estimated fair value increases (decreases) if:
• Growth forecast for market rent level	• The expected growth of market rent levels is higher (lower)
• Periods of vacancy following expiration of a lease	• The periods of vacancy are shorter (longer)
• Occupancy rate	• The occupancy rate is higher (lower)
• Rent-free periods and other lease incentives	• The rent-free periods are shorter (longer)
• Expected maintenance costs / investments	• The estimated maintenance costs / investments are lower (higher)
• Theoretical net yield	• The net-yield is lower (higher)

The fair value of investment property reflects, among other things, rental income from current leases and other assumptions market participants would make when pricing the property under current market conditions.

Subsequent expenditure is capitalized to the asset's carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance costs are expensed when incurred. When part of an investment property is replaced, the carrying amount of the replaced part is derecognized.

Changes in fair values are recognized in the income statement. Investment properties are derecognized when they have been disposed.

Where the Group disposes of a property at fair value in an arm's length transaction, the carrying value immediately prior to the sale is adjusted to the transaction price, and the adjustment is recorded in the income statement within net gain from fair value adjustment on investment property.

If an investment property becomes owner-occupied, it is reclassified as property and equipment. Its fair value at the date of reclassification becomes its cost for subsequent accounting purposes.

Properties eligible for disposal are classified as assets held for sale. In the case of sale of properties, the difference between net proceeds and book value is recognized in the income statement under results of disposal.

Lease incentives, rent-free periods and other leasing expenses

Rent-free periods and investments made, or allowances granted to tenants by Wereldhave ("lease incentives") are allocated on a linear basis over the lease term. The lease term consists of the period until the first break option for the tenants, which period can be extended by management with the expected prolongation of the leases. In determining the property at fair value capitalized lease incentives are adjusted for the valuation results, to avoid double counting.

Investment property under construction

Investment property under construction is measured at fair value if the fair value is considered to be reliably determinable. Investment properties under construction for which the fair value cannot be determined reliably, but for which the company expects that the fair value of the property will be reliably determinable when construction is completed, are measured at cost less impairment until the fair value becomes reliably determinable or construction is completed - whichever is earlier.

It may sometimes be difficult to reliably determine the fair value of the investment property under construction. In order to evaluate whether the fair value of an investment property under construction can be determined reliably, management considers the following factors, among others:

- The provisions of the construction contract
- The stage of completion
- Whether the project/property is standard (typical for the market) or non-standard
- The level of reliability of expected cash inflows after completion
- The development risk specific to the property
- Past experience with similar constructions
- Status of construction permits

Costs include the material and labor for the construction, costs of staff directly related to technical supervision, project management on the basis of time spent and finance costs. The finance cost are capitalized interest that is charged until the date of delivery and is based on the interest to be allocated to development or on the basis of the average effective rate of the Group, where no specific project financing is present. Interest charges include interest and all costs associated with Wereldhave raising funds.

The fair value of development is determined on an identical basis as investment properties, with the understanding that the capitalization factor is adjusted to reflect development risks.

Fair value changes and impairment losses are recognized in the income statement as valuation result. Investment property under construction are transferred to investment properties on the date of delivery.

3.7 Leases

Group company is the lessee in an operating lease

A right-of-use asset and a lease liability is recognized at the lease commencement date. The right-of-use asset is initially measured at cost and subsequently at cost less any accumulated depreciation, impairment losses and adjusted for certain remeasurements of the lease liability. Right-of-use assets are presented under property and equipment. Right-of-use assets that meet the definition of investment property are presented under investment property and subsequently measured at fair value in accordance with the Group's accounting policies.

The lease liability is initially measured at the present value of the lease payments that are not paid at commencement date which are discounted using the Group's incremental borrowing rate, unless the interest rate implicit in the lease is available. The lease liability is subsequently increased by the interest costs on the lease liability and decreased by any lease payments made. Lease liabilities are remeasured when there is a change in future lease payments arising from a change in an index or changes to the assessment whether a purchase or extension options is reasonably certain to be exercised. Judgement may need to be applied to determine the lease term for some lease contracts that contain renewal or termination options. The assessment may significantly affect the amount of lease liabilities and right-of-use assets recognized.

Lease liabilities are included in other long-term liabilities in the statement of financial position. Payments of lease liabilities are presented as cash flows from financing activities in the cash flow statement. Payment of interest on lease liabilities are included in cash flows from operating activities.

Group company is the lessor in an operating lease

Properties leased out under operating leases are included in investment property in the consolidated statement of financial position. See Note 24 for the recognition of rental income.

Group company is the lessor in an finance lease

Leases are considered finance leases where the lease transfers substantially all of the risks and rewards incidental to ownership of the underlying asset. The assessment considers various indicators including a comparison between the present value of future lease payments and the fair value of the underlying asset. Finance lease receivables are initially measured at the present value of future lease payments plus initial direct costs and any unguaranteed residual value accruing to the lessor discounted at the interest rate implicit in the lease. The finance lease receivable is subsequently increased by the interest income on the receivable and decreased for any lease payments received and loss allowances, if any.

3.8 Property and equipment

Property and equipment is stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Cost includes the cost of replacing part of existing plant and equipment at the time that cost is incurred if the recognition criteria are met; and excludes the costs of day-to-day servicing of an item of plant and equipment.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of those parts that are replaced is derecognized. All other repairs and maintenance are charged to the income statement during the financial period in which they are incurred.

Depreciation, is calculated using the straight-line method to allocate the cost over the assets' estimated useful lives, as follows:

Office Furniture:	10 years
Equipment:	5 years
Cars:	5 years

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at least at each financial year-end. An asset's carrying amount is written down immediately to its recoverable amount if the carrying amount is greater than the estimated recoverable amount. Gains and losses on disposals are determined by comparing proceeds with carrying amount and are included in the income statement.

3.9 Intangible assets

Computer software

Acquired computer software licenses and costs relating to internally developed software are capitalized at cost incurred to acquire, develop and implement the specific software. These costs are amortized over their estimated useful lives (5 to 10 years).

3.10 Impairment of non-financial and financial assets

Assets that have an indefinite useful life are not subject to amortization and are tested annually for impairment. Assets that are subject to depreciation or amortization are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable.

3.11 Financial instruments

Wereldhave categorizes its financial instruments measured at fair value in three categories. Level 1 valuations are based on quoted market prices, level 2 inputs are inputs other than quoted prices included in level 1 that are observable for the asset or liability, either direct or indirectly. Level 3 inputs are unobservable inputs for the asset or liability.

3.12 Financial assets

The Group classifies its financial assets in those to be measured subsequently at fair value and those to be measured at amortized cost. The classification depends on the business model for managing the financial assets and the contractual terms of the cash flows.

Financial assets are not reclassified after their initial recognition unless the Group changes its business model for managing financial assets.

Financial assets are recognized when the Group becomes a party to the contractual provisions of the instrument. Financial assets are derecognized when the rights to receive cash flows from the financial assets have expired or have been transferred and the Group has transferred substantially all the risks and rewards of ownership.

A financial asset is initially measured at fair value plus, in case of assets not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition or issue. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

Subsequent measurement of financial assets depends on the business model for managing the asset and the cash flows characteristics of the asset. There are three measurement categories into which the Group classifies its financial assets:

- Amortized cost is applied for financial assets held within a business model whose objective is to hold the assets to collect contractual cash flows and the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.
- Fair value through other comprehensive income is applied for equity investments that are not held for trading or debt investments held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.
- Assets that do not meet the criteria for amortized costs or fair value through other comprehensive income are measured at fair value through profit or loss.

Financial assets are subsequently measured at amortized costs using the effective interest method, reduced by impairment losses. Interest income and impairments are recognized in profit or loss. Any gain or loss on derecognition is recognized in profit or loss.

For equity and debt investments measured at fair value through other comprehensive income the dividends received, interest income calculated using the effective interest method and impairment are recognized in profit or loss.

Other net gains and losses are recognized in other comprehensive income. On derecognition of debt investments, gains and losses accumulated in other comprehensive income are reclassified to profit or loss.

Net gains and losses of financial assets at fair value through profit or loss are recognized in profit or loss unless item is designated as hedging instrument.

An overview of the carrying amounts of the financial assets is set out in Note 22.

3.13 Financial liabilities

A financial liability is initially measured at fair value plus, in case of liabilities not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition or issue.

Financial liabilities are subsequently measured at amortized cost or fair value through profit or loss.

A financial liability is classified as at fair value through profit or loss if it is classified as held-for-trading, it is a derivative or it is designated as such on initial recognition. Financial liabilities at fair value through profit or loss are measured at fair value and net gains and losses are recognized in profit or loss.

Other financial liabilities are subsequently measured at amortized cost using the effective interest method. Interest expense is recognized in profit or loss. Any gain or loss on derecognition is also recognized in profit or loss.

A financial liability is derecognized when the obligation under the liability is discharged, cancelled or expired.

An overview of the carrying amounts of the financial liabilities is set out in Note 22.

3.14 Cash and cash equivalents

Cash and cash equivalents includes cash in hand and cash at banks. Cash and cash equivalents are measured at nominal value.

3.15 Non-current assets held for sale

Non-current assets (or a disposal group) are held for sale in case the carrying amount will be recovered principally by means of a sale rather than by continuing use. This only applies if the asset (or disposal group) is available for immediate sale in its present condition. Furthermore, 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 are measured at the lower of the carrying amount and fair value less cost to sell except for assets such as deferred tax assets and investment property that are carried at fair value. Non-current assets held for sale or the assets from a disposal group are presented separately from other assets in the balance sheet. The liabilities of a disposal group classified as held for sale are presented separately from the other liabilities. Assets and liabilities held for sale are not offset against each other.

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

3.16 Trade receivables

Trade receivables are amounts due from tenants under the lease agreements. Standard lease terms require upfront payment of rent and therefore trade receivables are all classified as current. Trade receivables are recognized initially at the amount of consideration that is unconditional unless they contain significant financing components, when they are recognized at fair value. The Group holds the trade receivables with the objective to collect the contractual cash flows and therefore measures them subsequently at amortized cost less expected credit losses.

The Group applies the simplified approach to measure expected credit losses which uses a lifetime expected loss allowance for all trade receivables at each reporting date. The Group has established a provision matrix that is based on historical credit loss experience, adjusted for forward looking factors specific to the debtors and the economic environment.

3.17 Equity

Ordinary shares are classified as equity. External costs directly attributable to the issue of new shares are deducted from the proceeds. When share capital recognized as equity is repurchased, the amount of the consideration paid, including directly attributable costs, is recognized as a change in the general reserve in equity. Repurchased shares are classified as treasury shares and deducted from total equity. When treasury shares are reissued the proceeds are credited to the treasury share reserve and any surplus is credited to the share premium reserve. Dividends are recognized as a liability in the period in which they are declared.

3.18 Dividend policy

As an investment company in accordance with Article 28 of the Dutch 'Wet op de Vennootschapsbelasting 1969', the Company is required to distribute at least the taxable result as dividend.

Wereldhave aims for a dividend pay-out ratio of 75% - 85% of its direct result (net rental income, general costs, other gains and losses, financial income and expense (other than the interest addition to the real value of the conversion rights of convertible bonds, premiums paid on repurchased interest-bearing debt and actuarial gains and losses on employee benefit plans) and tax charges on direct result.

3.19 Provisions

A provision is recognized if, as a result of a past event, the Group has a present legal or constructive obligation that can be estimated reliably, and 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. Any increase in the provision due to passage of time is recognized as interest charges.

3.20 Non-current liabilities

Interest-bearing debt

Interest-bearing debt is initially recognized at fair value, minus transaction costs. Subsequently interest-bearing debt is measured at amortized cost. Any difference between the face value and the carrying amount is recognized in the income statement over the period of the interest-bearing debt on the basis of the effective interest per debt. The portion of debt outstanding to be repaid within twelve months is shown under current liabilities.

3.21 Pension plans

Defined contribution plans

Defined contribution plans are pension schemes to which a Group company makes a fixed annual contribution and where the Company does not have a legal or constructive obligation to make further payments if the pension fund of the pension scheme does not hold sufficient assets to pay all employees the benefits relating to employee service in the current and prior periods. The contributions are recognized as employee benefit expense when they are due.

Defined benefit plans

The liability or asset recognized in the balance sheet in respect of defined benefit pension plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. 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 approximating to the terms of the related obligation. In countries where there is no deep market in such bonds, the market rates on government bonds are used.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the statement of profit or loss.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognized in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognized immediately in profit or loss as past service costs.

3.22 Trade and other payables

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

3.23 Revenue

Gross Rental income

Rental income from investment properties leased out under operating leases is recognized.

in the income statement on a straight-line basis over the term of the lease. Lease incentives are recognized as a reduction of the rental income and are straight-lined over the minimum term of the lease. Rent adjustments due to indexation are recognized as they arise. Rental income does not include value added tax or amounts charged to tenants in respect of service and operating costs. Variable rental income, such as turnover related rent or income from specialty leasing is recognized in the income statement in the period to which it relates, if it can be estimated reliably. If a reliable estimate is not possible, recognition takes place at the time of realization.

Revenue received from tenants for early termination of leases is directly recognized in the income statement in the period to which the revenues relates.

Service costs charged

Where there are service contracts with third parties, service charges are recovered from tenants. The service charge is priced and contracted based on market prices relevant for the location. The services are included in the lease agreement and mainly relate to energy, cleaning and security services. The service charge income is recognized evenly over time of the service rendered as the tenant simultaneously receives and consumes the benefits from the provided service. Service charges are shown on a gross basis when Wereldhave acts as a principal.

3.24 Expenses

Service costs paid

Service costs are shown on a gross basis when Wereldhave acts as a principal. In the presentation on a gross basis, costs and charges are shown separately. In case Wereldhave acts as an agent only the non-recoverable amount of the service and operational costs is presented. Service charges in respect of vacant units or other irrecoverable service charges due to insolvency or contractual limitations are included in service costs paid.

Property expenses

Property expenses consist of operational cost for the account of Wereldhave attributable to the accounting period, such as:

- Maintenance;
- Property tax;
- Insurance premiums;
- Property management; and
- Letting expenses.

Letting expenses include the depreciation of capitalized expenditure in connection with a letting, such as fit out contributions paid by Wereldhave. The expenditure is amortized over the term of the lease. Investment property depreciation charges are not recognized, because investment properties are valued at market value see paragraph 3.6. The market value calculation takes technical and economic obsolescence into account.

General costs

General costs are expenses that are not directly attributable to the operation of properties (including salaries of staff not directly involved with properties, office overheads, advice, valuation and audit fees, listing costs and promotion costs). Direct staff costs relating to property management are included in property expenses. Direct staff costs relating to supervising and monitoring investment and development projects are capitalized as part of the investment property under construction on the basis of time spent.

3.25 Results on disposal

The results on disposal are the differences between the realized selling prices, net of selling costs, and the carrying amount, based on the last reported fair value (mostly the latest appraisal).

Results on disposal from the sale of investment property or fixed assets are processed if the following conditions are met:

- The entity has transferred the rights to all major economic benefits and any significant risks to the buyer;
- The legal entity does not keep possession of those goods and therefore cannot decide on its use;
- The amount of revenue can be reliably determined;
- It is probable that the economic benefits associated with the transaction will flow to the new legal owner; and
- Costs already incurred and the potential future costs in respect to the transaction can be measured reliably.

3.26 Interest charges and interest income

Interest comprises the total of interest attributable to the accounting period on loans, other debts, accounts receivable and cash and bank balances and is split between interest received and interest paid. Interest income & charges is recognized in the income statement as it accrues. The effective interest method is a method of calculating the amortized cost of a financial asset or financial liability and of allocating the interest income or interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments or receipts throughout the expected life of the financial instrument, to the fair value of the financial asset or financial liability as at the recognition of the instrument. Interest attributable to the acquisition or construction of an asset that takes a substantial period of time to complete, is capitalized as part of the cost of the respective assets, starting from preparation of the plan until completion. Capitalized interest is calculated using the Group's weighted average cost of debt or the borrowing cost of specific project financing.

3.27 Employee benefits

Short-term employee benefits

Short-term employee benefits are expensed as the related service is provided. A liability is recognized for the amount expected to be paid if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

Share-based payment arrangements

The grant date fair value of equity-settled share-based payment arrangements granted to the employees, including Board of Management, is generally recognized as an expense, with a corresponding reserve in equity, over the vesting period of the awards. The amount recognized as an expense is adjusted to reflect the number of awards for which the related service and non-market performance conditions are expected to be met, such that the amount ultimately recognized is based on the number of awards that meet the related service and non-market performance conditions at the vesting date. In case of a modification, any incremental fair value will be recognized as an expense over the period from the modification date to the end date of the vesting period.

The fair value of the amount payable in respect of share-based payments arrangements, which are settled in cash, is recognized as an expense with a corresponding increase in liabilities, over the period during which the employee becomes unconditionally entitled to payment. The liability is remeasured at each reporting date and at settlement date based on the fair value of the share-based payments arrangements. Any changes in the liability are recognized in profit or loss.

3.28 Income tax

Tax charges on the income statement for a year comprise current and deferred tax and are calculated on results before taxes, considering any tax-exempt components of result and non-deductible costs. Losses to be offset against probable future results are recognized as deferred tax asset. Current tax is the expected tax payable or receivable on the taxable income or loss for the period. Deferred tax consists of the expected tax payable or receivable on changes in the value of assets or liabilities which will be realized at the time of sale. Tax charges are calculated using tax rates prevailing at the balance sheet date.

Current tax and deferred tax is recognized in income statement except to the items recognized directly in equity or in other comprehensive income in which case, the tax is also recognized in equity or other comprehensive income.

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years. Current tax payable also includes any tax liability arising from the declaration of dividends.

Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred taxes are stated at nominal value.

Deferred tax is not recognized for:

- Temporary differences on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable income statement;
- Temporary differences related to investments in subsidiaries and jointly controlled entities to the extent that it is probable that they will not reverse in the foreseeable future; and
- Taxable temporary differences arising on the initial recognition of goodwill.

Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

The carrying value of the Group's investment property is assumed to be realized by sale at the end of use.

A deferred tax asset is recognized for unused tax losses, tax credits and deductible temporary differences, to the extent that it is probable that future taxable results will be available against which they can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

3.29 Earnings per share

Basic earnings per share

Basic earnings per share is calculated by dividing the profit attributable to owners of the Company, excluding any costs of servicing equity other than ordinary shares by the weighted average number of ordinary shares outstanding during the financial year, adjusted for bonus elements in ordinary shares issued during the year and excluding treasury shares.

Diluted earnings per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to consider:

- The after-income tax effect of interest and other financing costs associated with dilutive potential ordinary shares; and
- The weighted average number of additional ordinary shares that would have been outstanding assuming the conversion of all dilutive potential ordinary shares.

3.30 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The chief operating decision maker is the person or group that allocates resources to and assesses the performance of the operating segments of an entity. The Group has determined that its chief operating decision maker is the Chief Executive Officer (CEO) of the Company.

The operating segments are based on a geographic perspective and therefore performance is assessed for Belgium, France, Netherlands and Head office. A segment consists of assets and activities with specific risks and results, differing from other sectors.

3.31 Rounding of amounts

All amounts as disclosed in the financial statements and Notes have been rounded off to the nearest thousand euros unless otherwise stated and may not add up exactly due to rounding.

3.32 Significant estimates in the accounts

Investment property

The assets in the Company and its subsidiaries mainly consists of the property portfolio. The market value of these assets cannot be assessed using official quotations or listings.

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

Twice a year (June 30 and December 31) the properties are valued by external valuers. The valuer appraises at fair value with his own market knowledge and information. The valuation is prepared by the valuer and verified and approved by Wereldhave.

The fair value is based on a net yield calculation, where market rents are capitalized. Elements of this calculation include current and future rent levels, expected vacancy rates, rent indexations, turnover rents, lease incentives, etc. The yields and market rents used are specific for the country, the location, the type of property, the level of maintenance and the general rent ability of every single property. The determination of applicable yields is based upon comparable transactions, supplemented with market and building specific knowledge and remaining other assumptions, in which the professional judgment of the valuer will become more important if the available transaction information is not sufficient.

Apart from assumptions with respect to yields, costs for future maintenance investments are also considered in the valuation. Furthermore, explicit assumptions are made per lettable location and per tenant with regard to (re)letting, the start date of such (re)letting and the costs related thereto. Also, 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 payable, are deducted from the market value.

General assumptions with regard to the valuation of investment property have been disclosed in paragraph 3.6 and in Note 5.

Pensions

With regard to the measurement of defined benefit plans, assumptions have been made with regard to interest rates, expected return on assets, mortality rates and future salary increases. Deviations from the assumptions will impact on assets, liabilities and results on future periods. In order to mitigate risks Wereldhave uses external experts for the measurement of defined benefit plans. Assumptions have been disclosed in Note 18.

4 Segment information

Geographical segment information 2023

(x € 1,000)	Belgium	France	Netherlands	Head office	Total
Result					
Gross rental income	70,195	10,917	76,847	-	157,960
Service costs charged	10,019	3,600	12,579	-	26,198
Total revenue	**80,214**	**14,517**	**89,426**	**-**	**184,158**
Service costs paid	-15,145	-4,460	-14,869	-	-34,475
Property expenses	-9,766	-1,960	-11,539	-	-23,265
Net rental income	**55,303**	**8,096**	**63,019**	**-**	**126,418**
Valuation results	-5,915	-8,352	31,726	-	17,459
Results on disposals	-122	-	-16	-	-137
General costs	-6,633	-681	-4,082	-7,246	-18,641
Other income and expense	23	-128	-78	-457	-641
Operating result	**42,657**	**-1,065**	**90,569**	**-7,703**	**124,458**
Interest charges	-7,793	-9,235	-19,120	5,127	-31,021
Interest income	-	-	3	-3	-
Other financial income and expense	-5,570	-	-	1,721	-3,848
Income tax	-73	-131	-77	-	-280
Result	**29,221**	**-10,430**	**71,374**	**-857**	**89,309**
Total assets					
Investment properties in operation	936,164	175,842	1,030,470	-	2,142,476
Investment properties under construction	14,335	-	260	-	14,595
Assets held for sale	-	-	-	-	-
Other segment assets	64,539	4,071	263,749	882,125	1,214,484
minus: intercompany	-	-	-	-1,094,030	-1,094,030
	1,015,038	**179,913**	**1,294,479**	**-211,905**	**2,277,525**
Investments	**16,474**	**9,198**	**127,958**	-	**153,630**
Gross rental income by type of property					
Shopping centers	62,721	10,917	76,847	-	150,486
Offices	7,474	-	-	-	7,474
	70,195	**10,917**	**76,847**	**-**	**157,960**

Geographical segment information 2022

(x € 1,000)	Belgium	France	Netherlands	Head office	Total
Result					
Gross rental income	61,963	10,385	68,572	-	140,921
Service costs charged	10,075	1,827	9,843	-	21,745
Total revenue	**72,038**	**12,212**	**78,415**	**-**	**162,666**
Service costs paid	-13,064	-4,164	-11,772	-	-29,000
Property expenses	-5,991	-1,389	-11,118	-	-18,498
Net rental income	**52,984**	**6,659**	**55,525**	**-**	**115,168**
Valuation results	-1,679	523	-2,911	-	-4,067
Results on disposals	-29	-4,457	-32	-	-4,517
General costs	-6,061	-40	-3,371	-7,899	-17,370
Other income and expense	-885	-81	-	-2,404	-3,370
Operating result	**44,331**	**2,604**	**49,211**	**-10,303**	**85,843**
Interest charges	-4,541	-9,543	-18,644	9,173	-23,555
Interest income	25	15	5	-	45
Other financial income and expense	15,444	-	-	-1,636	13,807
Income tax	-46	-68	-65	45	-134
Result	**55,212**	**-6,992**	**30,508**	**-2,720**	**76,007**
Total assets					
Investment properties in operation	933,163	174,991	850,801	-	1,958,955
Investment properties under construction	14,252	-	21,914	-	36,166
Assets held for sale	-	-	688	-	688
Other segment assets	45,085	8,738	355,024	843,897	1,252,744
minus: intercompany	-217	-	-65,000	-1,085,281	-1,150,498
	992,283	**183,729**	**1,163,427**	**-241,384**	**2,098,055**
Investments	**24,760**	**5,483**	**33,576**	**-**	**63,819**
Gross rental income by type of property					
Shopping centers	56,153	10,385	68,572	-	135,111
Offices	5,810	-	-	-	5,810
	61,963	**10,385**	**68,572**	**-**	**140,921**

5 Investment property

(x € 1,000)	Investment property in operation	Lease incentives	Investment property under construction	Total Investment property
2023				
Balance at 1 January	**1,958,955**	**4,949**	**36,166**	**2,000,070**
Purchases	85,742	-	-	85,742
Investments	59,687	-	8,201	67,888
From (to) development properties	29,772	-	-29,772	-
Disposals	-9,123	-	-	-9,123
Valuations	17,459	-	-	17,459
Other	-16	391	-	375
Balance at 31 December	**2,142,476**	**5,340**	**14,595**	**2,162,411**
2022				
Balance at 1 January	**1,907,015**	**5,738**	**26,587**	**1,939,340**
Investments	26,993	-	36,826	63,819
From (to) development properties	27,248	-	-27,248	-
To (from) investments held for sale	2,537	-	-	2,537
Disposals	-770	-	-	-770
Valuations	-4,067	-	-	-4,067
Other	-	-789	-	-789
Balance at 31 December	**1,958,955**	**4,949**	**36,166**	**2,000,070**

In 2023 the Company acquired shopping center Polderplein in Hoofddorp for a total purchase price of € 82.3m including transaction costs. The acquisition was funded through the issuance of 3,605,208 shares for € 51.8m while the remainder of € 30.5m was paid in cash. In addition, the Company made two smaller acquisition for a total consideration of € 3.4m.

The Company sold during 2023 a unit in Tilburg for € 1.6m as well as the shopping center 'The Box' in Gent for € 7.5m.

Completed projects in 2023, amongst others in Vier Meren and Koperwiek, were transferred to investment property in operation.

Overview of measurements of total Investment property

(x € 1,000)	31 December 2023	31 December 2022
Investment property in operation (including lease incentives)	2,132,472	1,948,567
Investment property under construction (IPUC)	260	21,914
Fair value as per external valuation reports	**2,132,732**	**1,970,481**
Fair value of ground rent (leasehold)	15,344	15,337
At cost less impairment (IPUC)	14,335	14,252
Total	**2,162,411**	**2,000,070**

Investment properties were valued externally at 31 December 2023 by independent external property valuators Jones Lang LaSalle, Cushman & Wakefield, KroesePaternotte and CBRE. In total 99.3% (2022: 99.3%) of the investment property portfolio was measured at fair value.

Investment property in operations

The change in valuation can be broken down as follows:

(x € 1,000)	2023	2022
Belgium	-5,915	-1,679
France	-8,352	523
Netherlands	31,726	-2,911
Total	**17,459**	**-4,067**

Direct operating expenses recognized in the income statement include € 3.7m (2022: € 2.6m) relating to investment property that was unlet.

At 31 December 2023 no investment property is pledged as security for credit facilities (2022: nil).

At 31 December 2023 the carrying amount of investment property in operation is as follows:

(x € 1,000)	31 December 2023	31 December 2022
Total value according to external valuation reports	2,132,472	1,948,567
Add: Present value of future ground rent payments (leasehold)	15,344	15,337
Deduct: carrying amount of rent free periods and other leasing expenses to be amortized	-5,339	-4,949
Carrying amount	**2,142,476**	**1,958,955**

Key assumptions relating to valuations (excluding developments):

	Belgium	France	Netherlands
2023			
Total market rent per sqm (€)	216	277	223
EPRA Net Initial Yield	6.5%	4.8%	6.3%
EPRA vacancy rate	3.9%	3.4%	4.5%
Average vacancy period (in months)	12	12	11
Bandwidth vacancy (in months)	6-17	9-15	2-15
2022			
Total market rent per sqm (€)	210	274	200
EPRA Net Initial Yield	6.3%	4.7%	6.9%
EPRA vacancy rate	4.8%	2.9%	3.9%
Average vacancy period (in months)	11	12	8
Bandwidth vacancy (in months)	6-18	9-15	0-16

EPRA Net Initial Yield

Annualized rental income based on cash rents passing at the balance sheet date, less non-recoverable property operating expenses, divided by the market value of the property, including estimated purchasers' cost (EPRA Net Initial Yield = ((Annualized rent passing + other income + turnover rent -/- property expenses) / Gross Property Value)). The total average EPRA Net Initial Yield 2023 is 6.3% (2022: 6.4%).

In case the yield changes with 0.25%, assuming stable market rents, it would result in a change of € 71.4m on shareholders' equity and result (€ 1.63 per share). A 5% drop of the estimated market rent, assuming stable yields, has a negative impact on shareholders' equity and result of approximately € 101.0m (€ 2.31 per share).

Investment property in operation lease data

	Average lease length[1]		Annual rent of lease expiring in[2]				
(x € 1,000)	Until first break	Until lease end date	< 1 year	1-5 year	> 5 year	indefinite contracts	Total annual rent
2023							
Belgium	2.3	6.2	2,903	19,848	40,756	232	63,739
France	2.2	4.8	1,202	3,480	6,415	0	11,097
Netherlands	3.4	4.5	1,986	45,391	28,354	5,342	81,074
Total portfolio	**2.9**	**5.2**	**6,092**	**68,719**	**75,526**	**5,575**	**155,911**
2022							
Belgium	2.0	6.6	2,824	18,177	39,377	454	60,832
France	1.9	5.2	1,290	3,105	6,928	0	11,323
Netherlands	3.0	4.2	6,662	32,564	25,219	6,207	70,652
Total portfolio	**2.5**	**5.3**	**10,776**	**53,846**	**71,524**	**6,661**	**142,807**

1 Indefinite contracts are assumed to expire in one year as they usually have a one year notice period.
2 Based on lease end date.

All investment properties are valued based on Level 3 fair values. Fair value hierarchy disclosures for all assets and liabilities have been provided in Note 23.

6 Property and equipment

(x € 1,000)	Office equipment	Right-of use offices	Right-of-use cars	Total
Balance at 1 January 2023	**561**	**354**	**735**	**1,650**
Investments/purchases	1,150	3,237	709	5,096
Disposals	-13	-	-45	-58
Depreciation	-235	-489	-509	-1,233
Balance at 31 December 2023	**1,463**	**3,102**	**890**	**5,455**
Balance at 1 January 2022	**1,368**	**1,667**	**933**	**3,968**
Investments/purchases	40	-	156	196
Disposals	-	-	-70	-70
Depreciation	-310	-406	-248	-964
Impairment	-537	-907	-36	-1,480
Balance at 31 December 2022	**561**	**354**	**735**	**1,650**
31 December 2023				
Total acquisition at cost	6,516	7,085	3,442	17,043
Total depreciation and impairment	-5,053	-3,983	-2,552	-11,588
Net book value	**1,463**	**3,102**	**890**	**5,455**
31 December 2022				
Total acquisition at cost	5,379	3,848	2,778	12,005
Total depreciation	-4,818	-3,494	-2,043	-10,355
Net book value	**561**	**354**	**735**	**1,650**

The Company moved in 2023 to their new head office in Amsterdam which resulted in the recognition of a right-of-use asset of € 3.2m and office equipment of € 1.2m in 2023.

7 Intangible assets

The intangible assets consist of computer software: acquired computer software licenses and costs relating to internally developed software.

Computer software

(x € 1,000)	31 December 2023	31 December 2022
Balance at January 1	**367**	**479**
Investments	-	39
Amortization	-205	-151
Balance at December 31	**162**	**367**

(x € 1,000)	31 December 2023	31 December 2022
Total acquisition at cost	423	2,997
Total amortization	-261	-2,630
Total	**162**	**367**

8 Other financial assets

(x € 1,000)	IFRS Category	31 December 2023	31 December 2022
Loans	*amortized cost*	557	602
Deposits paid	*amortized cost*	2,063	2,063
Finance lease receivable	*amortized cost*	3,457	-
Other financial assets	*Fair value through P&L*	133	133
Total		**6,209**	**40,769**

Deposits relates to an escrow account which is to be released after the completion of certain conditions precedents in relation to the redevelopment in Tilburg. Finance lease receivables relates to a plot of land acquired in Belgium which is leased out under a long-term lease that classified as a finance lease.

9 Trade and other receivables

(x € 1,000)	31 December 2023	31 December 2022
Tenant receivables	22,278	13,061
Service charge receivable	1,557	1,878
Prepayments	3,530	1,209
Interest to be received	5,198	3,924
Amounts to be invoiced	7,714	9,381
Other	9,030	5,167
Total	**49,308**	**34,620**

The fair value of the trade and other receivables coincides with their carrying amount. Wereldhave holds tenant deposits, credit letters from banks and Group credit letters as collateral. Other receivables do not include amounts with a maturity of more than twelve months.

All rents were invoiced before the end of period and as a result the tenant receivables increased by € 11.0m, which also impacts the deferred rents with approximately the same amount. Refer to Note 20.

Interest to be received refers to interest receivable under interest rate swaps.
Other includes expenses to be recharged (€ 2.8m) and receivables on vendors (€ 2.0m).

Maturity of tenant receivables

(x € 1,000)	31 December 2023	31 December 2022
Due	17,571	7,785
Past due less than 1 month	312	1,718
Past due between 1 and 3 months	1,563	1,895
Past due between 3 and 12 months	7,282	3,549
Past due over 12 months	7,700	8,529
	34,427	**23,477**
Deduct: provision	-12,149	-10,415
Total	**22,278**	**13,061**

In 2023 an amount of € 2.2m was added to (2022: € 0.3m released from) the provision doubtful debt and an amount of € 0.5m (2022: € 1.3m) was withdrawn. Refer to Note 22.

10 Tax receivables

(x € 1,000)	31 December 2023	31 December 2022
Withholding tax	207	207
Value added tax	6	1,221
Dividend tax	341	2,250
Corporate income tax	-	137
Total	**554**	**3,815**

11 Cash and cash equivalents

(x € 1,000)	31 December 2023	31 December 2022
Bank balances	25,544	14,353
Total	**25,544**	**14,353**

Cash and cash equivalents are freely available to the Company.

12 Investment held for sale

During 2023 a strip of smaller units in the Netherlands was sold. At the end of the year there are no investments held for sale.

13 Share capital

(number of shares)	Authorized share capital	Number of issued shares	Treasury shares	Outstanding number of shares
Balance at 1 January 2022	**75,000,000**	**40,270,921**	**-146,594**	**40,124,327**
Purchased treasury shares	-	-	-77,187	-77,187
Balance at 31 December 2022	**75,000,000**	**40,270,921**	**-223,781**	**40,047,140**
Issued shares	-	3,605,208	-	3,605,208
Purchased treasury shares	-	-	9,609	9,609
Balance at 31 December 2023	**75,000,000**	**43,876,129**	**-214,172**	**43,661,957**

Authorized shares

The authorized ordinary shares have a par value of € 1 each. All issued ordinary share have been fully paid.

Preference shares
The authorized preference share capital amounts to a number of preference shares equal to the number of ordinary shares up to € 75m. The preference shares have a par value of € 1 each. No preference shares have been issued.

Treasury shares
Treasury shares are purchased for the long-term incentive schemes of the Board of Management and employees as well as the share plan offered to employees. Refer to Note 28 for further details.

Capital management
The objective of Wereldhave, when managing capital, is to safeguard the Group's continuity, to provide returns for its shareholders, benefits for other stakeholders and to maintain a capital structure as to optimize the cost of capital. Furthermore, Wereldhave manages its fiscal capital to ensure that it meets the requirements from fiscal laws and regulations. Wereldhave has the possibility to adjust the amount of dividends, return capital to shareholders, issue new shares or sell assets in order to maintain or adjust the capital structure.

14 Share premium
Share premium is paid up share capital in excess of nominal value. Share premium increased in 2023 by € 48.2m following the issuance of shares for the acquisition of Polderplein. There were no other changes in share premium in 2023. The amount of share premium that is recognized for tax purposes is € 1,764m (2022: € 1,716m).

15 General reserve
In April 2023, a final dividend relating to 2022 of € 43.6m (€ 1.16 per share, based on 40m entitled shares) was paid. No interim dividends relating to 2023 were distributed in 2023.

An amount of € 161m (2022: € 159m) has been designated as legal reserves, mainly relating to the unrealized valuation adjustments of investment properties and cannot be distributed.

16 Other reserves
Hedge reserve
The hedge reserve comprises the effective portion of the cumulative net change in fair value of hedging instruments designated as cash flow hedges where the hedged transaction has not yet occurred.

Cost of hedging reserve
The cost of hedging reserve comprises changes in the fair value of cross-currency interest rate swaps that are caused by the cross-currency basic spreads.

17 Interest-bearing liabilities

Composition

(x € 1,000)	31 December 2023	31 December 2022
Long term		
Bank loans	387,137	228,049
Private placements	377,548	459,149
Bonds	31,883	31,831
	796,568	**719,029**
Short term		
Bank loans	655	78,024
Private placements	101,389	-
Treasury Notes	42,750	59,750
	144,794	**137,774**
Total interest bearing liabilities	**941,362**	**856,803**

Movements in interest-bearing liabilities

Including short-term portion of debt.

(x € 1,000)	2023	2022
Balance at 1 January	**856,803**	**814,850**
New funding	184,116	118,188
Repayments	-95,900	-82,500
Use of effective interest method	707	611
Exchange rate differences	-4,364	5,654
Balance at 31 December	**941,362**	**856,803**

New funding

In 2023, the Company drew € 160.6m from existing revolving credit facilities.

Also, the Company signed new US Private Placement debt (USPP) totaling USD 50m for a term of five years. In November 2023, the Company signed similar transactions with two investors, totaling USD 50m for a term of seven years. An amount of USD 25m (€ 22.9m) settled in 2023, the remaining USD 75m will settle in 2024.

The proceeds have been swapped into competitive fixed euro interest rates.

Repayments

In 2023, the Company repaid € 77.1m (€ 50m and USD 30m) on the private placements, € 17m on the treasury notes and € 1.8m on the existing revolving credit facilities.

Exchange rate differences

The exchange rate differences are based on the loans outstanding in USD, GBP and CAD recalculated against the year-end currency rates. The impact of exchange rates on loans outstanding is swapped using currency derivates, refer to note 21.

Private Placements

The Private Placement Notes issued in 2015 and 2017 contain embedded derivatives. The derivatives are recorded separately in the financial statements. As per 31 December 2023 the embedded derivatives have a negative value of € 0.3m (2022: € 1.8m negative).

Secured interest-bearing liabilities

At 31 December 2023 none of our investment property is pledged as security for credit facilities (2022: nil).

Unsecured interest-bearing liabilities

Unsecured interest-bearing liabilities have financial covenants that include various clauses. As at 31 December 2023 Wereldhave complied with these clauses.

Covenants

Loan-to-value

The Loan-to-value ratio is calculated by dividing the debt by the investment properties. This ratio may not exceed 60%.

Interest cover ratio

The interest cover ratio is calculated by dividing the net rental income by the net interest payable. This ratio may not be less than 2.

Solvency

Equity (less intangible assets) and deferred tax liabilities should amount to at least 40% of total assets (less intangible assets).

	Covenants	31 December 2023	31 December 2022
Loan-to-Value	60.0%	42.7%	42.4%
Solvency	40.0%	52.7%	53.5%
Interest coverage ratio	2.0	4.6	5.9

The Company reports a net Loan-to-Value of 42.7% in its communication with investors. The Loan-to-Value definition in accordance with the covenants is a gross Loan-to-Value where the available cash and cash equivalents are not deducted from the debt and both the fair values of the assets and debt are adjusted for the secured debt in place. In accordance with this definition the Loan-to-Value is 43.9% at 31 December 2023 (2022: 43.1%).

Average effective interest rate

The effective interest is the rate that discounts estimated future cash payments or receipts through the expected life of the financial instrument or, when appropriate, a shorter period, to the net book value of the financial asset or financial liability. Differences to the nominal interest rate may occur because of the amortization of interest charges and equity option components of convertible bonds over the remaining duration of the instrument.

The average nominal interest based on nominal interest rates, without the effects of the effective interest rate method, is as follows:

	2023	2022
Euro	3.6%	2.1%
US dollar	3.4%	2.8%
Pound sterling	3.0%	3.0%
Canadian Dollar	2.3%	2.3%
Total	**3.5%**	**2.5%**

The average interest rate based on the effective interest method is as follows:

2023	EUR	GBP	USD	CAD	Total
Short term interest bearing debt					
Bank loans and private placement	3.7%	-	4.3%	-	3.9%
Interest rate swaps	-2.3%	-	-	-	-2.3%
Long term interest bearing debt					
Bank loans and private placement	4.3%	4.1%	5.1%	4.0%	4.4%
Interest rate swaps	-1.6%	-	-	-	-1.6%
Average	**3.6%**	**4.1%**	**4.8%**	**4.0%**	**3.5%**
2022					
Short term interest bearing debt					
Bank loans and private placement	1.9%	-	3.9%	-	2.3%
Interest rate swaps	-2.1%	-	-	-	-2.1%
Long term interest bearing debt					
Bank loans and private placement	2.7%	4.1%	4.4%	4.0%	3.3%
Interest rate swaps	-1.0%	-	-	-	-1.0%
Average	**2.1%**	**4.1%**	**4.4%**	**4.0%**	**2.5%**

Fair value of debt

The carrying amount and the fair value of interest-bearing debts may differ as a result of accounting adjustments, such as amortized costs and the result of differences in coupon interest versus market interest.

The fair value of long-term interest-bearing debts is based on prices of these instruments available in the active open market. In the absence of such market prices, the fair value is calculated as the present value of cash flows discounted with the relevant market interest percentages, including a company specific surcharge. The fair value of short-term interest-bearing debts is equal to the book value.

The carrying amount and fair value of long-term interest-bearing debt is as follows:

	31 December 2023		31 December 2022	
(x € 1,000)	carrying amount	fair value	carrying amount	fair value
Bank loans, bonds and private placements	796,568	774,443	687,029	676,212
Total	**796,568**	**774,443**	**687,029**	**676,212**

Currencies

The carrying amount of interest-bearing debt of the Group (short- and long-term) are denominated in the following currencies:

	31 December 2023		31 December 2022	
	currency	EUR	currency	EUR
Euro	666,188	666,188	572,915	572,915
US dollar	187,500	169,410	192,500	179,739
Pound sterling	80,000	92,282	80,000	90,361
Canadian dollar	20,000	13,482	20,000	13,788
Total		**941,362**		**856,803**

Interest-bearing debt in U.S. Dollars, British Pound and Canadian dollar were for an amount of USD 188m, GBP 80m and CAD 20m converted to EUR via multiple cross currency fixed interest rate swaps (100% of notional amount denominated in foreign currency).

Credit facilities and bank loans

As at 31 December 2023, Wereldhave had € 405m (2022: € 385m) of revolving credit facilities. An amount of nil (2022: € nil) will expire within 1 year, € 370m (2022: € 385m) in 1 to 5 years and € 35m (2022: nil) expires after 5 years.

As at 31 December 2023, Wereldhave had undrawn credit facilities to the amount of € 127m (2022: € 266m). The average maturity of the committed revolving credit facilities at 31 December 2023 was 3.7 years (2022: 4.3 years).

18 Other long-term liabilities

(x € 1,000)	31 December 2023	31 December 2022
Pension plans	146	135
Tenants deposits	8,458	5,911
Lease liabilities	19,094	16,468
Total	**27,698**	**22,514**

Tenant deposits consists of amounts received from tenants as a guarantee for future rental payment obligations. The cash and non-cash movements in other long-term liabilities is as follows:

(x € 1,000)	Pension plans	Tenant deposits	Lease liabilities	Total
Balance at 1 January	**135**	**5,911**	**16,468**	**22,514**
Cash received or paid	-328	1,629	-2,307	-1,006
Addition to lease liability	-	-	3,947	3,947
Disposal of lease liability	-	-	-54	-54
Interest on lease liability	-	-	1,040	1,040
Other non-cash movements	339	918	-	1,257
Balance at 31 December	**146**	**8,458**	**19,094**	**27,698**

The Company moved in 2023 to their new head office in Amsterdam which resulted in the addition of a new lease liability of € 3.2m. The remaining part is due to new car leases entered into in 2023.

Pension plans

The net liability from the defined benefit plan in Belgium is composed as follows:

(x € 1,000)	2023	2022
Fair value of plan assets	3,068	2,903
Benefit obligations	3,214	3,038
Net liability	**146**	**135**

Reconciliation of net liability	2023	2022
1 January	**135**	**849**
Charge recognized in P&L	208	349
Remeasurement recognized in OCI (Income)/Loss	131	-778
Employer contributions	-328	-285
31 December	**146**	**135**

The movement of the fair value of plan asset in Belgium is as follows:

(x € 1,000)	2023	2022
Balance at 1 January	**2,903**	**3,018**
Interest income on plan assets	93	26
Return om scheme assets	-106	-357
Actual expenses	-60	-66
Employer contributions	328	285
Employee contributions	6	5
Benefits paid	-96	-8
Balance at 31 December	**3,068**	**2,903**

The movement of the defined benefit obligation in Belgium is as follows:

(x € 1,000)	2023	2022
Balance at 1 January	**3,038**	**3,867**
Net service cost	206	343
Interest cost	95	32
Employee contributions	6	5
Benefits paid	-96	-8
Experience (gains) / losses	25	-1,135
Expenses	-60	-66
Balance at 31 December	**3,214**	**3,038**

The assumptions used:

- discount rate obligations	3.10%-3.20%	3.10%-3.15%
- rate of annual salary increases including inflation	2.2% - 7.2%	2.2% - 7.2%

Pension costs

The total cost for defined benefit plan in Belgium is as follows:

(x € 1,000)	2023	2022
Current service cost	206	343
Net interest on Net Defined Benefit Liability (Asset)	2	6
Total	**208**	**349**

The following amounts have been recognized in other comprehensive income (OCI):

(x € 1,000)	2023	2022
Actuarial (gain)/loss due to liability expenses	131	-778
Remeasurement effect recognized in OCI	**131**	**-778**

In total the following movements have been recognized in the income statement and OCI:

(x € 1,000)	2023	2022
Balance at January 1	**3,038**	**3,867**
Net service cost	206	343
Interest cost	95	32
Employee contributions	6	5
Benefits paid	-96	-8
Experience (gains) / losses	25	-1,135
Expenses	-60	-66
Balance at December 31	**3,214**	**3,038**

The fair value of the Belgian pension assets consists, as in 2022, for 100% of insurance contracts.

Mortality rates

The mortality rates used for Belgium are the MR/FR series with an age correction of -5 years.

In 2023 and 2022 the plan asset in Belgium does not include shares issued by the Company. For the above-mentioned pension plan the expected employer's contribution is € 0.3m for 2024.

Leases

Wereldhave has entered into leasehold contracts as well as offices and car leases. During 2023 the following was recognized in the income statement:

(x € 1,000)	2023	2022
Interest on lease liabilities	1,040	932
Variable lease payments not included in the measurement of lease liabilities	409	292
Total	**1,449**	**1,224**

The maturity of the lease liabilities is as follows:

(x € 1,000)	31 December 2023	31 December 2022
- up to 1 year	1,648	1,597
- between 1 and 2 years	1,528	1,058
- between 2 and 5 years	4,125	2,700
- more than 5 years	71,632	70,560
Total	**78,933**	**75,915**

The lease liability includes two contracts with 99-year period and one contract with an indefinite term, resulting in a higher nominal value of payments compared to the present value of the liabilities.

19 Tax payable

(x € 1,000)	31 December 2023	31 December 2022
Value added tax	1,879	950
Social security tax	718	211
Company tax	52	29
Other tax	430	199
Total	**3,079**	**1,389**

20 Other short-term liabilities

(x € 1,000)	31 December 2023	31 December 2022
Deferred rents	25,490	12,641
Property expenses	16,304	14,525
Interest	10,609	9,158
General costs	6,085	7,333
Capital commitments payable	13,133	12,321
Other short-term liabilities	5,408	9,011
Total	**77,028**	**64,989**

Deferred rents relates to invoiced rents of future periods. Refer to note 9 for an explanation of the increase. Capital commitments payable relate to investments on the investment properties already performed, but for which no invoices were received yet.

21 Financial instruments

Derivatives are used to hedge foreign currency and interest risks.

Hedging instruments

Interest and cross currency swaps can be classified as hedging instruments against foreign currency risk on loans in USD, GBP and CAD (refer to note 17) and interest rate risk. Cross currency swaps hedge 1:1 the debt denominated in foreign currency. The fair value of these instruments breaks down as follows:

(x € 1,000)		Principal	Interest range	Fair value assets	Fair value liabilities
2023					
Cashflow hedge					
USD currency swap	USD	262,500	2.2% - 6.1%	15,853	-3,108
GBP currency swap	GBP	80,000	2.7% - 3.4%	-	-14,698
CAD currency swap	CAD	20,000	2.3%	-	-737
No hedge accounting					
EUR Interest rate swap	EUR	361,975	(0.1%) - 7.5%	10,766	-1,790
EUR Interest cap	EUR	30,000	0.5%	1,263	-
Total				**27,882**	**-20,334**
2022					
Cashflow hedge					
USD currency swap	USD	192,500	2.2% - 3.2%	20,781	-
GBP currency swap	GBP	80,000	2.7% - 3.4%	-	-12,792
CAD currency swap	CAD	20,000	2.3%	-	-151
No hedge accounting					
EUR Interest rate swap	EUR	411,975	0.3% - 4.76%	16,207	-4,603
EUR Interest cap	EUR	90,000	0% - 0.5%	2,706	-
Total				**39,694**	**-17,546**

The notional denominated in USD relates for USD 75m to financing settling in January 2024.

The fair value of a hedging derivative is classified as long-term if the remaining maturity of the hedged item is longer than 1 year and as a current asset or liability if the remaining maturity is less than 1 year.

The remaining term of the derivatives for interest and currency conversion on a principal basis is as follows:

(x € 1,000)	EUR	USD	GBP	CAD
				31 December 2023
- up to 1 year	-	80,000	-	-
- between 1 and 5 years	326,975	107,500	15,000	20,000
- more than 5 years	65,000	75,000	65,000	-
Total	**391,975**	**262,500**	**80,000**	**20,000**
				31 December 2022
- up to 1 year	110,000	30,000	-	-
- between 1 and 5 years	326,975	162,500	15,000	20,000
- more than 5 years	65,000	-	65,000	-
Total	**501,975**	**192,500**	**80,000**	**20,000**

The following amounts have been recognized in shareholders equity in relation to hedge accounting:

(x € 1,000)	EUR	USD	GBP	CAD	Total in EUR
					31 December 2023
Effective part fair value changes in cashflow hedging	-	-2,013	-3,744	-426	-6,183
Changes in fair value of cost of hedging	-	-515	-84	-64	-663
Net effect in equity	**-**	**-2,528**	**-3,828**	**-491**	**-6,846**
					31 December 2022
Effective part fair value changes in cashflow hedging	28	-391	4,672	1,184	5,493
Changes in fair value of cost of hedging	-	-528	54	-325	-800
Net effect in equity	**28**	**-920**	**4,726**	**859**	**4,693**

Hedge ineffectiveness may arise from changes in the credit risk of Wereldhave or the derivative counterparty. In 2023, a net income of € 0.3m was recognized in the income statement as a result of ineffectiveness of hedges (2022: € 0.3m expense).

Derivatives

Derivatives include (cross currency) interest rate swaps whose fair value has been determined by a calculation model based on contractual and market interest rates (level 2). In the models the counter party risk has been considered via the non-current exposure method.

Changes in the fair value of derivative financial instruments for interest conversion (no hedge accounting) are accounted for as financial assets at fair value through profit and loss. During 2023 a negative amount of € 4.1m was charged to the other financial income and expense (2022: € 13.4m positive) relating to these financial assets. In addition, net interest decreased by € 7.8m (2022: € 2.9m) as a result of derivative financial instruments for interest conversion.

Credit risk

During 2023 the market value of the interest swaps changed as a result of movement in underlying interest rates. The full value of the derivative financial instruments is exposed to credit risk and is not mitigated by other instruments. The credit risk of counter parties is monitored on a continuous basis.

22 Financial assets and liabilities

Financial risks

Wereldhave's financial risks management focuses on the unpredictable nature of the financial markets and aims to minimize adverse effects on the Group's financial position and performance. Wereldhave is exposed to the following financial risks:

Market and interest risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. The Group's market risks arise from open positions in foreign currencies and interest-bearing liabilities, to the extent that these are exposed to general and specific market movements. Management sets limits on the exposure to currency and interest rate risk that may be accepted, which are monitored on a monthly basis. However, the use of this approach does not prevent losses outside of these limits in the event of more significant market movements.

The Group's interest rate risk is monitored by the Group's management on a monthly basis. The interest rate risk policy has been approved by the Board of Management. Management analyses the Group's interest rate exposure on a dynamic basis. Various scenarios are simulated, taking into consideration refinancing, renewal of existing positions and alternative financing sources. Based on these scenarios, the Group calculates the impact on profit and loss of a defined interest rate shift. The scenarios are run only for liabilities that represent the major interest-bearing positions. The simulation is done on a monthly basis to verify that the maximum potential loss is within the limits set by management. Trade receivables and payables (other than tenant deposits) are interest-free and have settlement dates within one year.

The Group manages its exposure to changes in interest rates and its overall cost of financing by using interest rate swap agreements. These interest rate swap agreements are used to transform the interest rate exposure on the underlying liability from a floating interest rate into a fixed interest rate. It is Wereldhave's policy to keep at least 50% of its borrowings at fixed rates of interest. In the current interest rate environment Wereldhave has fixed the interest rate for 72% (2022: 82%) of its debt.

Sensitivity

A change in interest rate by 1% will impact the result and equity by € 3.7m (2022: € 1.5m) and earnings per share and asset value per share by € 0.08 (2022: € 0.03).

Currency risk

Wereldhave operates in euro countries only. The currency risks relate to USD, GBP and CAD denominated US Private Placement Notes and have been fully hedged to euro through cross currency swaps. Refer to Note 17 for an overview of loans denominated in foreign currencies.

Liquidity risk

Wereldhave manages its liquidity risk on a consolidated basis with cash provided from rental income being a primary source of liquidity. The Group manages short-term liquidity based on a rolling forecast for projected cash flows for a twelve-month period.

Besides the cash from operations, fluctuations in the liquidity requirements are accommodated by means of several committed revolving credit facilities of in total € 405m. The facilities will expire for € 30m in 2025, € 45m in 2026, € 275m in 2027, € 20m in 2028 and € 35m in 2029.

As at year-end 2023, € 278m was drawn under the committed facilities (2022: € 119m). The interest and repayment obligations for 2024 are covered by means of cashflow and available facilities.

Liquidity risk is furthermore managed by maintaining strong capital ratios, keeping strong relationships with various international banks and financial markets, and maintaining sufficient credit facilities (committed and uncommitted), see Note 17.

Wereldhave must at all times meet its obligations under the loans it has taken out, including the interest cover ratio. The interest cover ratio is calculated by dividing the net rental income by the net interest payable. This ratio must not be less than 2. The 2023 interest cover ratio was 4.6 (2022: 5.9). Wereldhave must also meet solvency requirements: equity (less intangible assets) and deferred tax liabilities should amount to at least 40% of total assets (less intangible assets). At year-end 2023, the solvency was 52.7% (2022: 53.5%). During the period, the Group did not breach any of its loan covenants, nor did it default on any other of its obligations under its loan agreements. Apart from these obligations and commitments, Wereldhave's tax status imposes financing limits.

Wereldhave is funded with a diversity of financing instruments in money markets and capital markets. Debt maturities are chosen in line with the long-term character of Wereldhave's assets. Consequently, Wereldhave has a well-spread maturity profile.

Financial transactions are only concluded with the prior approval of the Board of Management and the Supervisory Board for bonds and other tradable debt instruments.

Credit risk

Wereldhave's maximum exposure to credit risk in the event that a counterparty fails to fulfil its obligations in relation to each class of recognized financial asset, including derivatives, is the carrying amount of those assets in the consolidated statement of financial position. Reference relating to the credit risk in the derivatives is made in Note 21.

Standard lease terms include that rent has to be paid upfront and every tenant's creditworthiness is verified before entering a new lease. The credit risk related to lease contracts is mitigated by bank guarantees and deposits received from tenants. The maximum credit risk is the carrying amount less bank warranties and deposits received from tenants. Wereldhave monitors this creditworthiness per tenant and determines via management reports the adequacy of the provision for doubtful debtors.

The Group uses a provision matrix to measure the expected credit losses on trade receivables. Trade receivables have been grouped based on shared credit risk characteristics and the days past due to measure the expected credit losses. The provision matrix is initially based on the Group's historical observed loss rates and adjusted to reflect current and forward-looking information, such as macroeconomic factors.

The following table provides information about the exposure to credit risk and expected credit losses for trade receivables at 31 December 2023:

	2023		
(x € 1,000)	Expected loss rate	Gross carrying amount	Provision
Due	0%	17,571	86
Past due less than 1 month	0%	312	-
Past due between 1 and 3 months	12%	1,563	188
Past due between 3 and 12 months	73%	7,282	5,285
Past due over 12 months	86%	7,700	6,591
Total		**34,427**	**12,149**

The movement in the loss allowance for trade receivables during the year was as follows:

(x € 1,000)	2023	2022
Balance at January 1	**10,415**	**11,966**
Amounts written off	-456	-1,278
Net remeasurement of loss allowance	2,190	-273
Balance at December 31	**12,149**	**10,415**

Trade receivables are written off when there is no reasonable expectation of recovery while taking into consideration deposits, guarantees and recoverable taxes. Indicators that there is no reasonable expectation of recovery include, amongst others, the failure to make contractual payments for a period of greater than 90 days past due.

Sensitivity of credit risk on lease income

In case 1% of the annual rent is not paid, the effect on the gross rental income amounts to € 1.5m (2022: € 1.4m) and € 0.04 (2022: € 0.03) on the result per share. If 10% of debtors would default on payment, this would impact results by a maximum of € 2.4m (2022: € 1.3m). As a result of such default, result per share would decrease by € 0.06 (2022 € 0.03).

Wereldhave's maximum exposure to credit risk in the event that a counterparty fails to fulfil its obligations in relation to each class of recognized financial asset, including derivatives, is the carrying amount of those assets in the consolidated statement of financial position.

To limit credit or counterparty risk, only financial institutions with an investment grade credit rating are eligible as counterparties for financial transactions.

Concentration of credit risk

Concentration of risk occurs when a single financial risk is borne by one party or when several financial risks are concentrated within one or a few parties. Wereldhave mitigates the concentration risk with regard to interest, currency and liquidity risk by concluding interest and currency derivatives and loans with several financial parties. The credit risk further reduced by the size and diversification of the tenant portfolio as a result of which there is no concentration of risk.

Maturity of and interest payable on debt

The maturity and interest payable of debt (up to 12 months including trade payables and derivative financial liabilities) and future contractual interest payments is as follows:

			31 December 2023
(x € 1,000)	Principal	Interest	Total
- up to 1 year	153,585	28,553	182,138
- between 1 and 2 years	159,714	24,611	184,325
- between 2 and 5 years	468,839	46,270	515,109
- more than 5 years	169,979	7,359	177,338
Total	**952,117**	**106,793**	**1,058,910**
			31 December 2022
- up to 1 year	149,345	18,991	168,336
- between 1 and 2 years	133,731	17,229	150,960
- between 2 and 5 years	449,222	33,156	482,378
- more than 5 years	138,418	11,084	149,502
Total	**870,716**	**80,460**	**951,176**

The difference between the sum of the nominal principal values and the carrying amount of € 2.1m (2022: € 2.3m) consists of the amortized costs.

With regard to the interest on debt with variable interest rates, the rates prevailing at the balance sheet date have been used to determine the future outgoing cash flow. In addition to the financial liabilities mentioned above Wereldhave has a tenant deposit liability for an amount of € 8m (2022: € 6m). Tenants are obliged to deposit cash or give a guarantee when entering a lease contract.

Financial assets and liabilities

The table below gives an overview of financial assets and liabilities discussed in previous Notes. The first column shows the IFRS categories and subsequent columns the IFRS classes of financial instruments are shown.

(x € 1,000)	**Note**	Amortized cost	Financial assets at fair value through profit and loss	Total
31 December 2023				
Assets				
Financial assets	8, 21	6,077	28,015	34,092
Trade and other receivables	9	49,308	-	49,308
Cash and cash equivalents	11	25,544	-	25,544
Total		**80,929**	**28,015**	**108,944**
Liabilities				
Interest bearing debts	17	941,362	-	941,362
Tenants deposits	18	8,458	-	8,458
Lease liabilities	18	19,094	-	19,094
Derivative financial instruments	21	-	20,334	20,334
Trade payables		8,791	-	8,791
Total		**977,705**	**20,334**	**998,039**
31 December 2022				
Assets				
Financial assets	8, 21	2,665	39,694	42,359
Trade and other receivables	9	34,620	-	34,620
Cash and cash equivalents	11	14,353	-	14,353
Total		**51,639**	**39,694**	**91,333**
Liabilities				
Interest bearing debts	17	856,803	-	856,803
Tenants deposits	18	5,911	-	5,911
Lease liabilities	18	16,468	-	16,468
Derivative financial instruments	21	-	17,546	17,546
Trade payables		11,571	-	11,571
Total		**890,753**	**17,546**	**908,299**

Fair values of financial assets and liabilities are equal to the carrying amounts, unless mentioned otherwise in the separate Notes. There are no financial assets and liabilities held for trading at fair value that are accounted for through profit and loss.

Where applicable, specific risks and further characteristics per financial assets and liabilities are discussed in the related Notes.

Off balance sheet assets and liabilities

The Group has contracted capital commitments for an amount of € 7m (2022: € 37m) with regard to investment properties under construction and nil (2022: € 4m) in regards to an office lease. The Group has undrawn committed credit facilities for an amount of € 127m (2022: € 266m).

The maturity of the off balance sheet liabilities is as follows:

(x € 1,000)	2023	2022
- up to 1 year	7,001	36,670
- between 1 and 5 years	-	2,069
- > year 5	-	2,350
Total	**7,001**	**41,088**

23 Fair value measurement

The following table analyses financial instruments carried at fair value, by valuation method. The different levels are defined as follows:

Level 1

Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2

Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices).

Level 3

Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs).

There were no transfers between levels during the year under review.

The following table provides the fair value measurement hierarchy of the Group's assets and liabilities:

	Fair value measurement using			
(x € 1,000)	Total	Quoted prices (Level 1)	Observable input (Level 2)	Unobservable input (Level 3)
2023				
Assets measured at fair value				
Investment property in operation	2,147,816	-	-	2,147,816
Investment property under construction	260	-	-	260
Financial assets				
Derivative financial instruments	27,882	-	27,882	-
Liabilities for which the fair value has been disclosed				
Interest bearing debt	919,237	-	919,237	-
Derivative financial instruments	20,334	-	20,334	-
2022				
Assets measured at fair value				
Investment property in operation	1,963,904	-	-	1,963,904
Investment property under construction	21,914	-	-	21,914
Investments held for sale	688	-	-	688
Financial assets				
Derivative financial instruments	39,694	-	39,694	-
Liabilities for which the fair value has been disclosed				
Interest bearing debt	813,986	-	813,986	-
Derivative financial instruments	17,546	-	17,546	-

24 Gross rental income and service costs

Lease contracts specify the rent, the other rights and obligations of the lessor and the lessee, including notice and renewal options as well as service and operating cost charges. Lease contracts have various expiry terms and break clauses. Rent indexation is agreed in countries where indexation is usual or legally permitted.

Service cost paid relate mainly to energy, cleaning and security services provided to tenants. Service cost charged relates to the portion recovered from tenants. The service cost paid can be higher than service costs charged as costs are not always fully recoverable.

Rental losses as a result of vacancy, expressed as a percentage of theoretical rent, amounted to 7.2% in 2023 (2022: 7.4%).

Rental income based on turnover of the tenant amounts to 5.1% (2022: 4.7%) of gross rental income. Lease incentives provided to tenants amounts to 2.6% (2022: 2.8%) of gross rental income.

A change in the average occupancy rate by 0.5% results in a change of gross rental income by € 0.8m (excluding impact service costs).

The aggregate contractual rent from lease contracts as at 31 December 2023 is shown in the following table (lease contracts with turnover related clauses are accounted for assuming the base rent only):

(x € 1,000)	2023	2022
- up to 1 year	150,732	138,124
- between 1 and 2 years	134,778	118,935
- between 2 and 3 years	121,269	105,987
- between 3 and 4 years	103,746	94,084
- between 4 and 5 years	86,369	79,539
- more than 5 years	218,721	234,552

25 Property expenses

(x € 1,000)	2023	2022
Property maintenance	735	1,007
Property taxes	3,709	3,480
Insurance premiums	1,141	822
Property management	7,251	6,122
Leasing expenses	835	606
Doubtful debt	2,190	-273
Promotion costs	5,524	5,551
Other operating costs	1,880	1,183
Total	**23,265**	**18,498**

Doubtful debt expenses increased over 2023 as there was a slight increase in ageing of the receivables older than 3 months. Refer to note 9.

Other operating costs includes amongst other parking costs.

26 Valuation results

(x € 1,000)	2023	2022
Investment properties in operation and investments held for sale		
Valuation gains	43,697	21,419
Valuation losses	-26,238	-25,486
Total	**17,459**	**-4,067**

Refer to note 5 for a split of the valuation result per country.

27 Results on disposals

(x € 1,000)			2023			2022
	Properties	Subsidiaries	Total	Properties	Subsidiaries	Total
Gross proceeds	9,863	-	9,863	4,050	-	4,050
Selling costs	-174	-15	-189	-40	-65	-105
Net proceeds	**9,688**	**-15**	**9,674**	**4,010**	**-65**	**3,945**
			-			-
Book value	-9,811	-	-9,811	-4,070	-4,392	-8,462
Total	**-122**	**-15**	**-137**	**-60**	**-4,457**	**-4,517**

The Company sold during 2023 the shopping center ‘The Box’ in Gent for € 7.5m, a unit in Tilburg for € 1.6m as well as a strip of smaller units in the Netherlands for € 0.7m.

28 General costs

(x € 1,000)	2023	2022
Salaries and social security contributions	15,791	13,679
Pension costs	1,421	1,294
Other employee costs	2,373	2,366
Audit and advisory fees	2,152	2,272
Office costs	2,749	3,284
Equity-settled share-based payments	1,752	1,421
Other general costs	7,620	7,777
	33,856	**32,092**
Allocated and recharged	-15,215	-14,722
Total	**18,641**	**17,370**

The allocation and recharges relate to expenses charged to third parties (€ 2.8m) and allocation of costs to property expenses (€ 6.1m) and developments projects (€ 6.3m).

Salaries and social security contributions in 2023 includes severance payments following the organizational changes in the Netherlands and Belgium of € 2.2m. Other general costs includes amongst other expenses relating to implementation of new IT systems of € 2.9m, depreciation on right-of-use assets of € 1.0m and listing related costs of € 1.8m.

During the year 2023 an average of 117 persons (2022: 118) based on full-time basis were employed by the Group, of which 61 (2022: 63) in the Netherlands and 56 (2022: 55) abroad.

Share schemes

The Company grants to the Board of Management and key employees a long-term incentive (“LTI”) in the form of performance shares. The performance shares are equity-settled. Vesting of these shares is conditional for 75% on the Relative Total Shareholder Returns and 25% on the GRESB score. The vesting and performance period is two years for employees and three years for the Board of Management. For the Board of Management a two year holding period is applicable after vesting.

The Company offers a share plan to employees which allows them to use their annual net short-term incentive amount to purchase shares of the Company. Bonus shares are granted to participating employees for which vesting is subject to continuous employment for two years after the grant date.

The performance and bonus shares are acquired on the market at grant date and held as treasury shares until such time the shares are vested. Forfeited shares are used for subsequent grants.

The fair value of the performance shares is determined using a Monte Carlo simulation. The fair value takes into consideration the share price at grant date, expected volatility, risk-free interest rate, dividend yield, TSR correlation to peer group, performance period and vesting period. Non-market performance conditions in the schemes were not taken into account in measuring fair value.

The following schemes are in place at the end of the year:

	Grant date	Vesting date	Share price at grant date	Fair value per share
LTI Board of Management 2020	28-4-2020	28-4-2023	7.20	3.02
LTI Board of Management 2021	28-4-2021	28-4-2024	14.24	25.21
LTI Board of Management 2022	27-4-2022	27-4-2025	15.96	28.84
LTI Board of Management 2023	25-4-2023	25-4-2026	13.55	21.97
LTI Key employees 2021	28-4-2021	28-4-2023	14.24	25.04
LTI Key employees 2022	27-4-2022	27-4-2024	15.96	29.18
LTI Key employees 2023	25-4-2023	25-4-2025	13.55	21.83
Share plan employees 2022	26-4-2022	26-4-2024	16.90	16.90
Share plan employees 2023	24-4-2023	24-4-2025	14.74	14.74

The movements in performance shares during the year is as follows:

	2023	2022
Outstanding at 1 January	**223,781**	**146,594**
Granted during the year	107,135	81,576
Vested during the year	-60,997	-4,389
Forfeited during the year	-55,747	-
Outstanding at 31 December	**214,172**	**223,781**

Audit fees

In 2023 Wereldhave N.V. and its subsidiaries have accounted for the following costs from the Group auditor KPMG:

(x € 1,000)	2023	2022
Audit of the Annual Accounts	754	620
Other assurance services	10	195
Total	**764**	**815**

KPMG provided, in addition to the statutory audit of the financial statements, assurance services in relation to ground rent settlements and the contribution in kind for the acquisition of Polderplein. The other assurance services are in compliance with Independence Regulations.

Of the total amount of audit fees € 425k (2022: € 406k) relates to the Netherlands. This consist of an amount of € 415k (2022: € 335k) for the audit of the Annual Accounts and € 10k (2022: € 71k) for other audit activities. All fees are in compliance with the Independence Regulations.

29 Other income and expenses

Other income and expenses € -0.6m (2022: € -3.4m) relates to investment and divestment activities, project related and other costs that cannot be directly linked to the operational activities. In 2022 the cost mainly related to an aborted M&A transaction.

30 Net interest

(x € 1,000)	2023	2022
Interest paid	-29,876	-22,984
Interest on lease liability	-1,040	-932
Capitalized interest	601	811
Amortized costs loans	-707	-450
Total interest charges	**-31,021**	**-23,555**
Interest received	-	45
Total	**-31,021**	**-23,510**

Capitalized interest in connection with developments is based on the Group's weighted average cost of debt. During 2023, the range of weighted average interest rates used was 2.5% - 3.4% (2022: 2.2% - 2.3%). The average nominal interest rate at year end 2023 was 3.5% (2022: 2.5%). The line item 'interest paid' includes costs related to fees paid for undrawn parts of committed financing facilities amounting to € 1.7m (2022: € 2.0m).

31 Other financial income and expenses

(x € 1,000)	2023	2022
Exchange rate differences	-55	113
Fair value changes derivative instruments	-3,793	13,694
Total	**-3,848**	**13,807**

The change in fair value during 2023 was primarily driven by a combined effect changes in interest rates and passage of time.

32 Income tax

(x € 1,000)	2023	2022
Result before tax	89,589	76,141
Income tax rate for REIT	0%	0%
Expected income tax for REIT	**-**	**-**
Tax effect of amounts not deductible (taxable) in calculating taxable income		
Tax on non-REIT income	-268	-179
Adjustment prior periods	-12	45
Income tax	**-280**	**-134**
Weighted average tax rate	0.3%	0.2%

For 2023 the current tax charge is € -0.3m (2022: € -0.1m) and the deferred tax charge was nil (2022: nil). The applicable tax rates for Group companies vary from 0% for tax-exempt entities up to 26%.

The weighted average tax rate varies yearly, mainly because the valuation results are taxed differently for the tax-exempt and tax-based countries. There are no tax effects relating to other comprehensive income or amounts directly credited to equity (2022: none).

33 Summarized financial information on subsidiaries

All subsidiaries are included in the consolidation. The proportion of voting rights held by the parent or by the Group companies in the subsidiaries do not differ from the proportion of ordinary shares held. The parent does not have any shareholding in preference shares of subsidiaries in the Group.

The total amount of non-controlling interest at year-end 2023 amounts to € 234.8m (2022: € 237.6m).

List of Subsidiaries

Name	Corporate Seat	Proportion of ordinary shares held by parent (%)	Proportion of ordinary shares held by the group (%)	Proportion of ordinary shares held by non-controlling interests (%)
West World Holding N.V.	Amsterdam, Netherlands	100.00	-	-
N.V. Wereldhave International	Amsterdam, Netherlands	100.00	-	-
Wereldhave Nederland B.V.	Amsterdam, Netherlands	-	100.00	-
Wereldhave Development B.V.	Amsterdam, Netherlands	100.00	-	-
Relovast V B.V.	Amsterdam, Netherlands	-	100.00	-
Wereldhave Management Holding B.V.	Amsterdam, Netherlands	100.00	-	-
Wereldhave Management Nederland B.V.	Amsterdam, Netherlands	-	100.00	-
NODA SAS	Paris, France	100.00	-	-
Wereldhave Retail France SAS	Paris, France	100.00	-	-
SAS WH Meriadeck	Paris, France	-	100.00	-
SCI du CC Bordeaux Prefecture	Paris, France	0.01	99.99	-
SAS WH Coté Seine	Paris, France	-	100.00	-
SCI Marceau Coté Seine	Paris, France	0.01	99.99	-
Wereldhave Belgium N.V.	Vilvoorde, Belgium	33.09	33.07	33.84
J-II N.V.	Vilvoorde, Belgium	-	100.00	-
Waterloo Shopping BVBA	Vilvoorde, Belgium	-	100.00	-
Ter Kamerenbos N.V.	Vilvoorde, Belgium	-	100.00	-
Wereldhave Belgium Services N.V.	Vilvoorde, Belgium	-	100.00	-
FD Company 5 B.V.	Vilvoorde, Belgium	-	100.00	-
Espamad SLU	Madrid, Spain	100.00	-	-

Summarized financial information for Wereldhave Belgium

(x € 1,000)	31 December 2023	31 December 2022
Summarized balance sheet		
Current assets	45,700	24,605
Current liabilities	-75,599	-84,617
Total current net assets	**-29,899**	**-60,012**
Non-current assets	969,168	968,693
Non-current liabilities	-245,570	-206,737
Total non-current net assets	**723,598**	**761,956**
Net assets	**693,699**	**701,944**

(x € 1,000)	2023	2022
Summarized income statement		
Revenue	64,343	60,846
Profit before income tax	29,294	55,276
Income tax expense/income	-73	-46
Post tax profit from continuing operations	**29,221**	**55,230**
Other Comprehensive Income	-131	839
Total Comprehensive Income	**29,090**	**56,069**
Total Comprehensive Income allocated to non-controlling interest	9,844	19,026
Dividend paid to non-controlling interest	12,653	12,151

Summarized cash flows

(x € 1,000)	2023	2022
Cash flows from operating activities		
Cash generated from operations	45,456	48,921
Interest paid	-7,873	-4,611
Net cash generated from operating activities	**37,583**	**44,310**
Net cash used in investment activities	-14,932	-21,321
Net cash used in financing activities	-15,374	-18,113
Net increase in cash and cash equivalents and bank overdrafts	7,277	4,876
Cash, cash equivalents and bank overdrafts at beginning of the year	10,415	5,539
Cash and cash equivalents and bank overdrafts at end of the year	**17,692**	**10,415**

34 Transactions with shareholders

In 2023 there were no transactions with shareholders that affected profit and loss.

35 Result and diluted result per share upon full conversion

Result per share

The results per share are calculated based on the total result after tax, attributable to holders of ordinary shares and the average number of ordinary shares in issue during the year.

(x € 1,000)	2023	2022
Result attributable to shareholders of the company	**79,421**	**57,265**
Number of issued shares as at January 1	**40,167,756**	**40,270,921**
Effect of purchased shares for remuneration on weighted average	-114,008	-199,039
Effect of shares issued during the year	266,687	
Weighted average number of shares for fiscal year	**40,320,434**	**40,071,882**
Potential ordinary shares to be issued	68,493	95,874
Weighted average number of diluted shares for fiscal year	**40,388,927**	**40,167,756**
Basic earnings per share	**1.97**	**1.43**
Diluted earnings per share	**1.97**	**1.43**

The shares under the long-term incentive schemes are considered to be potential ordinary shares. These shares are included in the determination of diluted earnings per share if the required hurdles for Total Shareholders Return ("TSR") and GRESB would have been met based on the company's performance at 31 December 2023 and to the extent to which they are dilutive.

See Note 37 for the proposed dividend for 2023.

36 Net asset value per share

Net asset value per share

The net asset value per share is calculated based on equity as presented in the balance sheet as at 31 December and the number of shares issued as at that date.

	2023	2022
Equity available for shareholders (x € 1,000)	**964,481**	**885,682**
Number of ordinary shares per 31 December	43,876,129	40,270,921
Purchased shares for remuneration	-214,172	-223,781
Number of ordinary shares per 31 December for calculation net asset value	**43,661,957**	**40,047,140**
Potential ordinary shares to be issued	68,493	95,874
Number of ordinary shares diluted per 31 December for calculation net asset value	**43,730,450**	**40,143,014**
Net asset value per share (x € 1)	**22.09**	**22.12**
Net asset value per share diluted (x € 1)	**22.06**	**22.06**

37 Dividend

It is proposed to distribute to holders of ordinary shares a dividend of € 52m or € 1.20 per share in cash in order to meet the distribution obligations under Dutch tax law, subject to dividend withholding tax.

38 Related parties

The Board of Management, the Supervisory Board and subsidiaries of Wereldhave N.V. are considered to be related parties. The members of the Supervisory Board and of the Board of Management had no personal interest in any of the Company's investments during the year.

Remuneration of the members of the Supervisory Board

The Supervisory Board members and the members of the Board of Management are considered to be key management personnel. The remuneration policy was last approved at the Annual General Meeting of Shareholders on 24 April 2020. Remuneration is indexed annually with the consumer price index.

(x € 1,000)	2023	2022
F. Dechesne	82	60
H. Brand	69	57
W. Bontes	42	-
A. Nühn	-	68
Total	**193**	**185**

The members of the Supervisory Board do not hold shares or options in Wereldhave N.V. The Company has not issued loans, advances or financial guarantees to members of the Supervisory Board. Shares or options on shares have not been and will not be awarded to members of the Supervisory Board.

Remuneration of the members of the Board of Management

The remuneration of the Board of Management consists of a fixed component and a variable component. The variable component consist out of a short-term incentive ("STI") and long-term incentive ("LTI"). Refer for further details to the remuneration report on page 74 to 93.

	2023			2022		
(x € 1,000)	**M. Storm**	**A.W. de Vreede**	**Total**	M. Storm	A.W. de Vreede	Total
Fixed income	641	483	1,124	578	417	995
STI	368	265	633	277	200	477
LTI[1]	574	415	989	408	294	702
Pension and pension compensation	89	75	164	80	67	147
Company car and other fringe benefits	24	20	44	24	20	44
Extraordinary items	64	53	117	22	16	38
Social charges	15	15	29	13	13	26
Total	**1,775**	**1,326**	**3,100**	**1,402**	**1,027**	**2,429**

1 Expense during period for equity-settled share-based payments in accordance with accounting policies

Mr. Storm holds a total of 96,316 shares at 31 December 2023, of which 10,061 are unconditional or private investment and 6,980 are subject to a holding period. The current value of the shares owned by Mr. Storm amounts to € 1,392,729 based on the closing stock exchange price of € 14.46 per share as per 29 December 2023.

Mr. de Vreede holds a total of 70,261 shares at 31 December 2023, of which 8,000 are unconditional or private investment and 5,038 are subject to a holding period. The current fair value of the shares owned by Mr. de Vreede amounts to € 1,015,974 based on the closing stock exchange price of € 14.46 per share as per 29 December 2023.

The Company has not granted loans, advances or financial guarantees to members of the Board of Management. Related party transactions were made on terms equivalent to those that prevail in arm's length transactions.

39 Events after balance sheet date

There are no events after balance sheet date.

Company balance sheet

at 31 December 2023 (before profit appropriation)

(x € 1,000)	Note	31 December 2023	31 December 2022
Assets			
Non-current assets			
Financial assets	2	1,525,283	1,485,991
Derivative financial instruments		2,198	19,861
Total non-current assets		**1,527,481**	**1,505,852**
Current assets			
Group companies receivable		482,443	392,989
Short term derivatives		13,775	919
Accruals		4,148	3,945
Other receivables		1,973	2,646
Tax receivables		343	2,308
Cash and cash equivalents		1,626	611
Total current assets	3	**504,308**	**403,418**
Total assets		**2,031,789**	**1,909,270**

(x € 1,000)	Note	31 December 2023	31 December 2022
Equity and liabilities			
Equity			
Share capital		43,876	40,271
Share premium		1,759,213	1,711,033
General reserve		-1,077,934	-1,087,922
Revaluation reserve		160,648	158,932
Hedge reserves		-743	6,104
Result current year		79,421	57,265
Total equity	4	**964,481**	**885,682**
Non-current liabilities			
Interest bearing liabilities	5	561,618	522,979
Derivative financial instruments		19,008	14,786
Total non-current liabilities		**580,626**	**537,765**
Current liabilities			
Group companies payable		150,779	135,087
Short term liabilities	6	335,903	350,736
Total current liabilities		**486,682**	**485,823**
Total equity and liabilities		**2,031,789**	**1,909,270**

Company income statement
for the year ended 31 December 2023

(x € 1,000)	Note	2023	2022
General costs	8	-4,992	-7,458
Other income and expense	9	-46	-2,162
Operating result		**-5,038**	**-9,620**
Interest income		38,942	35,692
Interest charges		-22,786	-19,369
Net interest	10	**16,156**	**16,323**
Other financial income and expenses	11	1,719	-1,639
Result before tax		**12,837**	**5,064**
Income tax		-26	-89
Result from subsidiaries	2	66,610	52,290
Result		**79,421**	**57,265**

Notes to the company financial statements

1 General

1.1 Principles for the presentation of the Company accounts

The Company accounts have been made up in accordance with the provisions of Title 9, Book 2 of the Dutch Civil Code. The option provided by article 2:362 paragraph 8 of the Civil Code allows to apply the Company the same principles for determining profit and loss and balance sheet items (including the principles of accounting for financial instruments under shareholders' equity or interest-bearing liabilities) as it applies in the consolidated accounts.

The consolidated financial statements of Wereldhave N.V. have been prepared in accordance with the International Financial Reporting Standards (IFRS) as adopted by the European Union (EU-IFRS) and with Part 9 of Book 2 of the Dutch Civil Code. Reference is made to the Notes to the consolidated annual accounts.

The annual accounts have been prepared before distribution of result with the exception where distribution is determined by law.

1.2 Interests in Group companies

Investments in subsidiaries and other entities in which the Group either exercises voting control or effective management responsibility are valued at net asset value. The initial processing in the accounts and valuations at balance sheet dates is made at the net asset value. The value is adjusted with the share of the Company in the results of the subsidiary, based on the principles for determining results as applied in the consolidated accounts and with the share in the other movements in equity of the subsidiary as from the date of acquisition, which are attributable to the Company. The net asset value is determined by valuing assets, provisions and liabilities and by determining results according to the principles which have been used in the consolidated accounts. interests with a negative net asset value are valued at nil. This measurement also covers any receivables provided to the interests that are, in substance, an extension of the net investment. In particular, this relates to loans for which settlement is neither planned nor likely to occur in the foreseeable future. A share in the profits of the interest in Group companies in subsequent years will only be recognized if and to the extent that the cumulative unrecognized share of loss has been absorbed. If the Company fully or partially guarantees the debts of the relevant interest, or has the constructive obligation to enable the interest to pay its debts (for its share therein), then a provision is recognized accordingly to the amount of the estimated payments by the Company on behalf of the interest.

2 Financial assets

(x € 1,000)	Interests in Group companies	Receivables from Group companies	Total
Cost of acquisition	987,799	1,634,182	2,621,981
Accumulated revaluations	-345,223	-	-345,223
Accumulated impairments	-	-397,778	-397,778
Balance at 1 January 2023	**642,576**	**1,236,404**	**1,878,980**
Movements:			
Investments	-	59,096	59,096
Capitalized interest	-	25,071	25,071
Result from subsidiaries	66,610	-	66,610
Dividends	-34,351	18,700	-15,651
Divestments	-	-7,057	-7,057
Impairments	9,493	-9,493	-
Other	677	-	677
Total changes for the period	**42,429**	**86,317**	**128,746**
Cost of acquisition	987,799	1,729,992	2,717,791
Accumulated revaluations	-302,794	-	-302,794
Accumulated impairments	-	-407,271	-407,271
Balance at 31 December 2023	**685,005**	**1,322,721**	**2,007,726**

Receivables from Group companies includes both long and short-term receivables. The portion of receivables from Group companies that classify as short-term are presented under current assets in the balance sheet.

List of subsidiaries

At 31 December 2023, the Company had direct shareholdings in the following companies:

Corporate Seat	*Name*	Direct shareholding (%)	Indirect shareholding (%)
Amsterdam, Netherlands	West World Holding N.V.	100.00	
Amsterdam, Netherlands	N.V. Wereldhave International	100.00	
Vilvoorde, Belgium	Wereldhave Belgium	33.09	33.07
Amsterdam, Netherlands	Wereldhave Development B.V.	100.00	
Amsterdam, Netherlands	Wereldhave Management Holding B.V.	100.00	
Paris, France	NODA S.A.S.	100.00	
Paris, France	Wereldhave Retail France S.A.S.	100.00	
Paris, France	SCI du CC Bordeaux Prefecture	0.01	99.99
Paris, France	SNC Marceau Coté Seine	0.01	99.99
Madrid, Spain	Espamad SLU	100.00	

3 Current assets

All current assets are due in less than one year. The fair value of the receivables coincides with the balance sheet valuation.

4 Equity

Share capital

The authorized share capital of the Company at 31 December 2023 amounts to € 150m divided over 75m ordinary shares of € 1 and 75m preference shares of € 1. The issued and paid up share capital amounts to € 44m, formed by 43,876,129 ordinary shares.

The number of treasury shares decreased in 2023 by 9.609 shares which is the net result of shares granted, vested and forfeited in relation to the various share schemes of the Board of Management and employees (2022: 77,187 purchased).

The movements in equity during 2023 and 2022 were as follows:

(x € 1,000)	Share capital	Share premium reserve	General reserve	Revaluation reserve[1]	Hedge reserve[1]	Cost of hedging reserve[1]	Result current year	Total
Balance at 1 January 2022	**40,271**	**1,711,033**	**-825,512**	**165,871**	**-356**	**1,766**	**-226,250**	**866,823**
Result 2021 distribution	-	-	-219,311	-6,939	-	-	226,250	-
Effective portion of change in fair value of cash flow hedges	-	-	-	-	5,493	-	-	5,493
Changes in fair value of cost of hedging	-	-	-	-	-	-800		-800
Shares purchased for remuneration	-	-	-1,298	-	-	-	-	-1,298
Remeasurement of past employment obligations	-	-	515	-	-	-	-	515
Equity-settled share-based payment	-	-	1,421	-	-	-	-	1,421
Dividend over 2021	-	-	-44,140	-	-	-	-	-44,140
Result for the year [2]	-	-	-	-	-	-	57,265	57,265
Change non-controlling interest	-	-	411	-	-	-	-	411
Other	-	-	-8	-	-	-	-	-8
Balance at 31 December 2022	**40,271**	**1,711,033**	**-1,087,922**	**158,932**	**5,137**	**967**	**57,265**	**885,682**
Balance at 1 January 2023	**40,271**	**1,711,033**	**-1,087,922**	**158,932**	**5,137**	**967**	**57,265**	**885,682**
Result 2022 distribution	-	-	55,549	1,716	-	-	-57,265	-
Effective portion of change in fair value of cash flow hedges	-	-	-	-	-6,183	-	-	-6,183
Changes in fair value of cost of hedging	-	-	-	-	-	-664	-	-664
Proceeds from share issue	3,605	48,180	-	-	-	-	-	51,785
Shares purchased for remuneration	-	-	-731	-	-	-	-	-731
Remeasurement of past employment obligations	-	-	-87	-	-	-	-	-87
Equity-settled share-based payment	-	-	1,752	-	-	-	-	1,752
Dividend over 2022	-	-	-46,494	-	-	-	-	-46,494
Result for the year [2]	-	-	-	-	-	-	79,421	79,421
Balance at 31 December 2023	**43,876**	**1,759,213**	**-1,077,934**	**160,648**	**-1,046**	**303**	**79,421**	**964,481**

1 Legal reserves.
2 The annual accounts have been prepared before distribution of result. With regard to the proposed result distribution reference is made to the next page.

Share premium

Share premium is paid up share capital in excess of nominal value. Share premium increased in 2023 by € 48.2m following the issuance of shares for the acquisition of Polderplein. There were no other changes in share premium in 2023. The amount of share premium that is recognized for tax purposes is € 1,764m (2022: € 1,716m).

General reserve

The General Meeting of Shareholders on 21 April 2023 determined the following allocation of the profit over 2022:

(x € 1,000)	
Distributed to holders of ordinary shares	46,494
Revaluation reserve subsidiaries	1,716
General reserve	9,055
Result after tax	**57,265**

Legal reserves

The revaluation reserve relates to the cumulative positive valuation results on property investments held by subsidiaries.

The hedge reserve comprises the effective portion of the cumulative net change in fair value of hedging instruments designated as cash flow hedges where the hedged transaction has not yet occurred. The cost of hedging reserve comprises changes in the fair value of cross-currency interest rate swaps that are caused by the cross-currency basic spreads.

Proposed distribution of results

It is proposed to distribute to the holders of 43,661,957 ordinary shares a dividend of € 1.20 per share in cash in order to meet the distribution obligations under Dutch tax law, subject to dividend withholding tax. This results in a proposed dividend of € 52.4m for 2023. An amount of € 0.6m will be released from the revaluation reserve and the remaining result is added to the general reserve.

(in €m)	**2023**
Proposed dividend	52.4
Revaluation reserve subsidiaries	-0.6
General reserve	27.6
Total profit	**79.4**

5 Interest-bearing liabilities

The maturity of interest-bearing liabilities (non-current and current) shows as follows:

	31 December 2023					
(x € 1,000)	< 1 year	1 - 5 year	>5 year	Total long term	Total	31 December 2022
Debt to financial institutions	101,389	421,726	139,892	561,618	663,007	601,003
Total	**101,389**	**421,726**	**139,892**	**561,618**	**663,007**	**601,003**

Capital repayments due within 12 months from the end of the financial year are included under short-term interest-bearing liabilities.

Average effective interest

2023	EUR	GBP	USD	CAD	Total
Short term interest bearing debt					
Bank loans and private placement	2.9%	-	4.3%	-	3.9%
Interest rate swaps	-2.3%	-	-	-	-2.3%
Long term interest bearing debt					
Bank loans and private placement	4.2%	4.1%	5.1%	4.0%	4.3%
Cross currency interest rate swaps	-1.0%	-	-	-	-1.0%
Average	**4.1%**	**4.1%**	**4.8%**	**4.0%**	**3.7%**

2022					
Short term interest bearing debt					
Bank loans and private placement	2.1%	-	3.9%	-	2.7%
Interest rate swaps	-1.8%	-	-	-	-1.8%
Long term interest bearing debt					
Bank loans, private placement and EMTN	2.9%	4.1%	4.4%	4.0%	3.6%
Cross currency interest rate swaps	-1.4%	-	-	-	-1.4%
Average	**2.7%**	**4.1%**	**4.4%**	**4.0%**	**2.8%**

Fair value

The carrying amount and the fair value of long-term interest-bearing debts are as follows:

	31 December 2023		31 December 2022	
(x € 1,000)	carrying amount	fair value	carrying amount	fair value
Bank loans and private placements	561,618	543,953	522,979	486,538
Total	**561,618**	**543,953**	**531,044**	**558,981**

Currencies

There are loans closed in euro, pound sterling, US dollars and Canadian dollars.

6 Short-term liabilities

(x € 1,000)	31 December 2023	31 December 2022
Short term portion of long term debt	101,389	78,024
Creditors	50	281
Taxes on profit	67	21
Other debts	234,397	
Total	**335,903**	**350,736**

Other debts includes bank overdrafts for € 224 million relating to cash pooling agreements with other group companies.

7 Off-balance sheet assets and liabilities

The Company has no off-balance sheets assets or liabilities.

8 General costs

(x € 1,000)	2023	2022
Salaries and social security contributions	3,596	2,905
Pension costs	55	49
Other employee costs	184	53
Audit and advisory fees	530	390
Office costs	221	244
Expenses recharged by group companies	4,326	7,500
Other general costs	747	968
	9,659	**12,109**
Allocated and recharged	-4,667	-4,651
	-4,667	**-4,651**
Total	**4,992**	**7,458**

The allocation and recharges relate to expenses charged to third parties and allocation of costs to property expenses and development projects.

Employees

During 2023 the legal entity employed an average of 2 persons (2022: 2). The employees worked in the Netherlands.

Remuneration of the members of the Supervisory Board and the Board of Management

The Supervisory Board members and the members of the Board of Management are considered to be key management personnel. The remuneration policy was last approved at the Annual General Meeting of Shareholders on 24 April 2020. Remuneration is indexed annually with the consumer price index.

9 Other income and expense

Other income and expenses € -0.1m (2022: € -2.2m) relate to investment and divestment activities, project related and other costs that cannot be directly linked to the operational activities.

10 Net interest

(x € 1,000)	2023	2022
Interest paid	-22,223	-18,919
Amortized costs loans	-563	-450
Total interest charges	**-22,786**	**-19,369**
Interest received	**38,942**	**35,692**
Total	**16,156**	**16,323**

During 2023, the range of weighted average interest rates used was 2.8% - 3.5% (2022 2.6% - 2.8%). The average nominal interest rate at year end 2023 was 3.5% (2022: 2.8%). The line item 'interest paid' includes costs related to fees paid for undrawn parts of committed financing facilities amounting to € 1.5m (2022: € 1.4m). Interest received mainly relates to loans provided to subsidiaries.

11 Other financial income and expenses

(x € 1,000)	2023	2022
Exchange rate differences	-58	110
Adjustments financial instruments	1,777	-1,749
Total	**1,719**	**-1,639**

12 Management and members of the Supervisory Board

For the remuneration of the members of the Board of Management and Supervisory Board reference is made to Note 38 in the consolidated annual accounts.

13 Related parties

All Group entities are treated as related parties. Reference is made to Note 38 in the consolidated annual accounts.

14 Contingencies

General guarantees as defined in Art. 403, Book 2 of the Dutch civil code have been given by the Company for a number of subsidiaries in the Netherlands.

The Company is the head of the corporate income tax and VAT units for which Dutch subsidiaries are also included. The Company is also jointly and severally liable for the tax units as a whole.

15 Events after balance sheet date

There are no events after balance sheet date that require recognition or disclosure in these financial statements.

Amsterdam, 13 March 2024

Supervisory Board
F. Dechesne
H. Brand
W. Bontes

Board of Management
M. Storm
A.W. de Vreede

Other information

Rules for the distribution of results are set out in Article 26 of the Company's Articles of Association. The preference shareholders have a first call on results in the form of a dividend distribution on the paid-up nominal share value at a percentage rate equal to the twelvemonth money market rate (European Interbank Offered Rates), valid for the first exchange day of the financial year concerned plus a surcharge of 1.5%, or if this amount is not available, as much is available from the distributable result. Distribution of the remaining balance available for distribution is determined by the Annual General Meeting of Shareholders.

KPMG

Independent auditor's report

To: the General Meeting of Shareholders and the Supervisory Board of Wereldhave N.V.

Report on the audit of the financial statements 31 December 2023 included in the annual report

Our opinion

In our opinion:

- the accompanying consolidated financial statements give a true and fair view of the financial position of Wereldhave N.V. as at 31 December 2023 and of its result and its cash flows for the year then ended, in accordance with International Financial Reporting Standards as adopted by the European Union (EU-IFRS) and with Part 9 of Book 2 of the Dutch Civil Code.
- the accompanying company financial statements give a true and fair view of the financial position of Wereldhave N.V. as at 31 December 2023 and of its result for year then ended in accordance with Part 9 of Book 2 of the Dutch Civil Code.

What we have audited

We have audited the financial statements 2023 of Wereldhave N.V. (the Company) based in Amsterdam. The financial statements include the consolidated financial statements and the company financial statements.

The consolidated financial statements comprise:

1. the consolidated statement of financial position as at 31 December 2023;
2. the following consolidated statements for 2023: the income statement, the statements of comprehensive income, changes in equity and cash flows; and
3. the notes comprising a summary of the significant accounting policies and other explanatory information.

The company financial statements comprise:

1. the company balance sheet as 31 December 2023;
2. the company income statement for 2023; and
3. the notes comprising a summary of the accounting policies and other explanatory information.

KPMG

Basis for our opinion

We conducted our audit in accordance with Dutch law, including the Dutch Standards on Auditing. Our responsibilities under those standards are further described in the 'Our responsibilities for the audit of the financial statements' section of our report.

We are independent of Wereldhave N.V. in accordance with the 'Verordening inzake de onafhankelijkheid van accountants bij assurance-opdrachten' (ViO, Code of Ethics for Professional Accountants, a regulation with respect to independence) and other relevant independence regulations in the Netherlands. Furthermore, we have complied with the 'Verordening gedrags- en beroepsregels accountants' (VGBA, Dutch Code of Ethics).

We designed our audit procedures in the context of our audit of the financial statements as a whole and in forming our opinion thereon. The information in respect of going concern, fraud and non-compliance with laws and regulations, climate related risks and the key audit matters were addressed in this context, and we do not provide a separate opinion or conclusion on these matters.

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

Information in support of our opinion

Summary

Materiality

- Materiality of EUR 15 million
- 0.72% of total assets
- Lower materiality for results from net rental income: EUR 7.5 million

Group audit

- Full scope audit of all significant components performed by KPMG auditors
- Audit coverage of 100% of investment property
- Audit coverage of 100% of rental income

Risk of material misstatements related to Fraud, NOCLAR, Going concern and Climate risks

Fraud risks: management override of controls is a presumed fraud risk and further described in the section 'Audit response to the risk of fraud and non-compliance with laws and regulations'. Also a fraud risk is identified regarding the risk of possible corruption due to involvement of agents and/or advisors in relation to acquisitions and disposals of investment property.

- Non-compliance with laws and regulations (NOCLAR) risks: reportable risk of material misstatements related to non-compliance with laws and regulations identified and further described in the section 'Audit response to the risk of fraud and non-compliance with laws and regulations';
- Going concern risks: no going concern risks identified;
- Climate risks: We have considered the impact of climate-related risks on the financial statements and described our approach and observations in the section 'Audit response to climate-related risks'.

Key audit matters

- Valuation of investment property
- Real estate transactions

Materiality

Based on our professional judgement we determined the materiality for the financial statements as a whole at EUR 15 million (2022: EUR 11 million). The materiality is determined with reference to total assets 0.72% (2022: 0.52%). We consider total assets as the most appropriate benchmark because of the nature of the business, the level of activities and asset value is likely the primary focus of the users of the financial statements evaluating Wereldhave N.V.'s financial performance. Materiality changed compared to last year due to increase of the total assets. We have also taken into account misstatements and/or possible misstatements that in our opinion are material for the users of the financial statements for qualitative reasons.

We agreed with the Supervisory Board that misstatements identified during our audit in excess of EUR 600,000 (2022: EUR 440,000) would be reported to them, as well as smaller misstatements that in our view must be reported on qualitative reasons.

Scope of the group audit

Wereldhave N.V. is at the head of a group of components. The financial information of this group is included in the financial statements of Wereldhave N.V.

Our group audit mainly focused on significant components. The group manages its investment property through its subsidiaries in the Netherlands, Belgium and France. Our group audit scoping was mainly based on the accounts investment property and rental income. We determined the significant components based on the relative size and risk profile of the accounts investment property where we assigned a full scope audit (audit of the complete reporting package). For these significant components in the context of the Group's financial statements we have used KPMG audit teams in each country to perform an audit of the financial information of the operating companies in these countries. The audits performed in these countries covered the entire investment property portfolio and the related rental income.

Because we are ultimately responsible for the audit opinion, we are also responsible for directing, supervising and performing the group audit. In this respect we have determined the nature and extent of the audit procedures to be carried out for operating companies and issued audit instructions to local auditors. As group auditor we were involved in the full-scope audits performed by local auditors of the subsidiaries.

Our involvement included, amongst others the following:

- issuing audit instructions to component auditors prescribing the scope of the audit procedures to be performed, our risk assessment, materiality to be applied and reporting requirements;
- participation in planning discussions with component auditors;
- attending virtual meetings with the component auditors to discuss the results of component audits and discussions on the valuation of investment property;
- follow up on reported audit findings;
- review of the component audit files and verification that the audit work had been carried out in accordance with our instructions.

We have:

- performed centralized procedures relating to the IT environment and going concern assessment;
- performed audit procedures ourselves at Wereldhave Netherlands B.V.;
- performed audit procedures ourselves at group level on the standalone figures of Wereldhave N.V.

For the residual population not in scope we performed analytical procedures in order to corroborate that our scoping remained appropriate throughout the audit.

By performing the procedures mentioned above at group components, together with additional procedures at group level, we have been able to obtain sufficient and appropriate audit evidence about the group's financial information to provide an opinion about the financial statements.

The audit coverage as stated in the section summary can be further specified as follows:

- Audit coverage of 100% of investment property; and
- Audit coverage of 100% of rental income.

Audit response to the risk of fraud and non-compliance with laws and regulations

In chapter 'Risk management and internal controls' of the annual report, the Board of Management describes its procedures in respect of the risk of fraud and non-compliance with laws and regulations and the supervisory board reflects on this.

As part of our audit, we have gained insights into the Company and its business environment, and assessed the design and implementation of the Company's risk management in relation to fraud and non-compliance. Our procedures included, among other things, assessing the Company's code of conduct, whistleblowing procedures, incidents register and its procedures to investigate indications of possible fraud and non-compliance.
Furthermore, we performed relevant inquiries with management, those charged with governance and other relevant functions, such as Internal Audit, Legal Counsel and Compliance. As part of our audit procedures, we:

- assessed other positions held by Board of Management members and/or other employees and paid special attention to procedures and governance/compliance in view of possible conflicts of interest;
- evaluated investigation reports, if any, on indications of possible fraud and non-compliance;
- evaluated correspondence with supervisory authorities and regulators, such as the AFM, as well as legal confirmation letters.

In addition, we performed procedures to obtain an understanding of the legal and regulatory frameworks that are applicable to the Company and identified the following areas as those most likely to have a material effect on the financial statements:

- anti-bribery and corruption laws and regulations.

We, together with our forensic specialists, evaluated the fraud and non-compliance risk factors to consider whether those factors indicate a risk of material misstatement in the financial statements.

Based on the above and on the auditing standards, we identified two fraud risks that are relevant to our audit, including the relevant presumed risk laid down in the auditing standards. A fraud risk is identified in relation to possible corruption risks which relate to acquisitions and disposals of investment property. The other risk identified is the presumed fraud risk of management override of controls.

Management override of controls (a presumed risk)

Risk:

- Management is in a unique position to manipulate accounting records and prepare fraudulent financial statements by overriding controls that otherwise appear to be operating effectively.

Responses:

- We evaluated the design and the implementation of internal controls that mitigate fraud risks, such as processes related to journal entries and estimates.
- We performed a data analysis of high-risk journal entries (adjustments to initially recorded changes in fair value of investment property above a threshold) which were subject to the examination of our valuation experts and evaluated the key estimates with respect to valuation of investment property and judgments for bias by the Board of Management including retrospective reviews of prior year estimates. Where we identified instances of unexpected journal entries or other risks through our data analytics, we performed additional audit procedures to address each identified risk, including testing of transactions back to source information.
- We have identified and evaluated relevant entity level controls (control environment, risk assessment process, communication and monitoring of controls).
- We incorporated elements of unpredictability in our audit, which amongst others included samples regarding investment property valuations and the assessment whether unexplained transactions have occurred before or after the disposition of the property.
- We have inquired the (group) accounting staff whether they have been requested to make improper accounting entries.

We communicated our risk assessment, audit responses and results to management and the Audit Committee of the Supervisory Board.

Our audit procedures did not reveal indications and/or reasonable suspicion of fraud and non-compliance that are considered material for our audit.

Fraud risk in relation to acquisition and disposals of investment properties

Risk:

- In relation to acquisitions and disposals of investment properties a potential fraud risk and corruption risk is identified to possible disproportional payments and use of agents and/or advisors in connection with transactions, obtaining permits and rationale of the transactions.

Responses:

- in respect of fraud risks related to transactions in relation to the acquisition and disposals of investment property, component auditors obtained an understanding of management's anti-fraud controls (amongst others counterparty due diligence, four-eyes principle, procurement procedures for development/construction contracts).
- We obtained and inspected contracts ourselves in order to understand the nature of the transaction.
- performed substantive procedures on individual material acquisitions and disposals including verifying transfers of ownership in the land registry, verifying rationale on agents and/or advisors involved and fees involved in the transaction to identify possible indications of fraud and corruption.
- at Group level we reviewed minutes of board meetings in which the transactions are discussed and approved by Management.

Audit response to going concern

As mentioned in note 3.1 to the financial statements, the Board of Management has performed its going concern assessment and has not identified any going concern risks. To assess the management board's assessment, we have performed, inter alia, the following procedures:

- We considered whether the management's assessment of the going concern risks included all relevant information of which we are aware of as a result of our audit;
- We assessed whether developments in share price, including the discount in comparison with the net asset value per share, indicates a significant going concern risk;
- We analysed the Company's financial position as at year end and compared it to previous financial year in terms of indicators that could identify significant going concern risks;
- We evaluated and challenged the reasonableness of the assumptions in respect of projected liquidity, including loan covenant compliance, available future cash flows from operating, financing and investing activities and projected key ratios for the future covenant calculations.

The outcome of our risk assessment procedures did not give reason to perform additional audit procedures on management's going concern assessment.

Audit response to climate-related risks

The company has set out its ambitions relating to climate change in the chapter ‘A Better Tomorrow’ of the annual report. The Company’s ambition is in line with the Paris Agreement to reduce carbon emission with 30% by 2030 and become carbon neutral by 2045 in all scopes covering all its activities.

Management has assessed, against the background of the company’s business and operations at a high level how climate-related risks and opportunities and the Company’s own ambitions could have a significant impact on its business or could impose the need to adapt its strategy and operations. Management has considered the impact of both transition and physical risks on the financial statements in accordance with the applicable financial reporting framework, more specifically the valuation of investment property, as described in section ‘Strategic objectives of our strategy’ of the annual report.

Management prepared the financial statements, considering whether the implications from climate-related risks and ambitions have been appropriately accounted for and disclosed and concluded that climate-related risks and ambitions do not have a material impact on the current financial statements. As part of our audit, we performed a risk assessment of the impact of climate-related risk and the ambitions of the Company in respect of climate change on the financial statements and our audit approach. In doing this we performed the following:

- Understanding the Company’s processes: we held inquiries with the Board of Management and the group manager ESG who is responsible for the climate risk assessment within the Company and inspected Board minutes, presentations and risk assessments. The purpose is to understand the client’s risk assessment and the climate roadmap to become carbon neutral in all scopes by 2045. The Company has performed a physical climate risk assessment including scenario analysis, but the preparation of the climate roadmap is in progress. Further, we assessed how this ambition was translated into investment decisions and the related potential impact of climate-related risks and opportunities on the Company’s annual report and financial statements.
- We have evaluated climate related fraud risk factors such as pressure as a result of variable remuneration and expectations from external stakeholders to meet ESG/climate risk related targets.
- We have inquired with the external appraisers and inspected the external valuation reports to understand how potential climate related risks could be of impact on yields used or impact on different categories of investment properties’ methods/models to account fair value of investment property.

Based on the procedures above we concluded that climate related risks have no material impact on the 2023 financial statements under the requirements of EU-IFRS and no material impact on our key audit matters.

Furthermore we have read the other information presented in the annual report supplementing the financial statements with respect to climate-related risks and considered whether such information contains material inconsistencies with the financial statements or our knowledge obtained through the audit.

Our key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements. We have communicated the key audit matters to management and the Audit Committee of the Supervisory Board. The key audit matters are not a comprehensive reflection of all matters discussed.

These matters were addressed in the context of our audit of the financial statements as a whole and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Compared to last year the key audit matter with respect to valuation of derivatives has been removed, as there are no material activities in 2023.

Valuation of Investment property
Description Investment property amounts to EUR 2.2 billion and represent 95% of the Group’s total assets as at 31 December 2023. Investment property is valued at fair value; therefore, the Group has to make estimates and use assumptions to determine those fair values. The fair value is, as explained in note 5 to the financial statements, determined by the Board of Management based on appraisal reports by an independent appraiser. Because the valuation of investment property is complex and highly dependent on estimates and significant assumptions (such as estimated rental value and yield/discount rate) and the availability of comparable transactions, we consider the valuation of investment property as a key audit matter in our audit.

KPMG

Our response

With involvement of KPMG auditors in the Netherlands, France and Belgium, our procedures for the valuation of investment property included:

- assessment of the valuation process with respect to the investment property as at 31 December 2023, including an evaluation of the design and implementation of related internal controls and test of details;
- local audit teams verified whether lease data provided to the appraisers is consistent with the property management systems, and whether any significant changes have occurred since providing the data to the appraisers;
- assessment of the competence, capabilities and objectivity of the external appraisal firms;
- involvement of our property valuation experts to verify the appropriateness of the valuation methodology and determine the mathematical accuracy of the valuation model;
- additionally, our property valuation experts verified the appropriateness of key assumptions in the valuation process, which consists of estimated rental values and yields/discount rates. This includes an assessment of the historical accuracy of the assumptions in previous periods, our understanding of the market and market developments and a comparison of assumptions and movements therein with publicly available data;
- discussion of the results of the valuation process and our findings and observations with management and the appraisal firms; and
- evaluation of the adequacy of the related disclosures in relation to the requirements of EU-IFRS, including the adequate disclosure of the material valuation uncertainty statements in the applicable independent external valuation reports.

Our observation

Overall, we assess that the assumptions and methodologies used, and related estimates resulted in a balanced valuation of investment property and concur with the related disclosures in the financial statements.

Real estate transactions

Description

As part of the normal course of business real estate transactions (acquisitions and disposals of investment property) take place. Acquisitions and disposals of investment property are significant transactions which are subject to error due to the nature of these transactions. Transactions often involve a variable consideration (earn-outs, rental guarantees, etc.) and are structured as asset deals or share deals (depending on tax considerations). In addition to the risk of error, a fraud risk is identified in relation to the use of agents and/or business partners related to real estate transactions and related potential conflicts of interest.

We selected the acquisitions of Polderplein and Roselaar and the disposal of The Box to be in scope for both the risk of error and risk of fraud. These transactions are disclosed in note 5 to the financial statements.

Given the size and complex nature of these transactions we consider the accounting for these real estate transactions to be a key audit matter.

Our response

With the involvement of the KPMG component auditors in Netherlands and Belgium, we performed audit procedures in respect of the real estate transactions to ensure these transactions are accurately accounted for. These procedures included obtaining an understanding of the transaction agreement, related cash movements and testing of the accounting entries to record the disposal.

In respect of the fraud risk related to real estate transactions, local auditors obtained an understanding of management's anti-fraud controls (for example, counterparty due diligence, four-eyes principle). Further we performed procedures, such as the evaluation of fees and commissions paid, to verify whether there was any indication of a conflict of interest.

At group level, we also inspected minutes of Board of Management meetings in which these transactions are discussed to verify that the governance around the transactions is appropriate, and the required approvals are obtained.

Finally, we verified whether the disclosures in Notes 5 to the financial statements in respect of investment property transactions are in conformity with EU-IFRS.

Our observation

Overall, we assess that the transactions are adequately accounted for and disclosed in the financial statements. Furthermore, based on our procedures of the transactions, we did not identify indications of possible conflict of interest.

KPMG

Report on the other information included in the annual report

In addition to the financial statements and our auditor's report thereon, the annual report contains other information.

Based on the following procedures performed, we conclude that the other information:

- is consistent with the financial statements and does not contain material misstatements; and
- contains the information as required by Part 9 of Book 2 of the Dutch Civil Code for the management report and other information.

We have read the other information. Based on our knowledge and understanding obtained through our audit of the financial statements or otherwise, we have considered whether the other information contains material misstatements.

By performing these procedures, we comply with the requirements of Part 9 of Book 2 of the Dutch Civil Code and the Dutch Standard 720. The scope of the procedures performed is less than the scope of those performed in our audit of the financial statements.

The Board of Management is responsible for the preparation of the other information, including the information as required by Part 9 of Book 2 of the Dutch Civil Code.

Report on other legal and regulatory requirements and ESEF

Engagement

We were engaged by the General Meeting of Shareholders as auditor of Wereldhave N.V. on 21 April 2023 as of the audit for the year 2023 and have operated as statutory auditor ever since that financial year.

No prohibited non-audit services

We have not provided prohibited non-audit services as referred to in Article 5(1) of the EU Regulation on specific requirements regarding statutory audits of public-interest entities.

European Single Electronic Format (ESEF)

Wereldhave N.V. has prepared its annual report in ESEF. The requirements for this are set out in the Delegated Regulation (EU) 2019/815 with regard to regulatory technical standards on the specification of a single electronic reporting format (hereinafter: the RTS on ESEF).

In our opinion the annual report prepared in XHTML format, including the (partly) marked-up consolidated financial statements as included in the reporting package by Wereldhave N.V., complies in all material respects with the RTS on ESEF.

The Board of Directors is responsible for preparing the annual report including the financial statements in accordance with the RTS on ESEF, whereby the Board of Directors combines the various components into one single reporting package.

Our responsibility is to obtain reasonable assurance for our opinion whether the annual financial report is in accordance with the RTS on ESEF. We performed our examination in accordance with Dutch law, including Dutch Standard 3950N 'Assurance-opdrachten inzake het voldoen aan de criteria voor het opstellen van een digitaal verantwoordingsdocument (assurance engagements relating to compliance with criteria for digital reporting). Our examination included amongst others:

- Obtaining an understanding of the entity's financial reporting process;
- Identifying and assessing the risks that the annual report does not comply in all material respects with the RTS on ESEF and designing and performing further assurance procedures responsive to those risks to provide a basis for our opinion, including examining whether the annual financial report in XHTML-format is in accordance with the RTS on ESEF;
- Obtaining the reporting package and performing validations to determine whether the reporting package containing the Inline XBRL instance document and the XBRL extension taxonomy files have been prepared in accordance with the technical specifications as included in the RTS on ESEF;
- Examining the information related to the consolidated financial statements in the reporting package to determine whether all required mark-ups have been applied and whether these are in accordance with the RTS on ESEF.

Description of responsibilities regarding the financial statements

Responsibilities of The Board of Management and the Supervisory Board for the financial statements

The Board of Management is responsible for the preparation and fair presentation of the financial statements in accordance with EU-IFRS and Part 9 of Book 2 of the Dutch Civil Code. Furthermore, The Board of Management is responsible for such internal control as management determines is necessary to enable the preparation of the financial statements that are free from material misstatement, whether due to fraud or error. In that respect The Board of Management, under supervision of the Supervisory Board, is responsible for the prevention and detection of fraud and non-compliance with laws and regulations, including determining measures to resolve the consequences of it and to prevent recurrence.

KPMG

As part of the preparation of the financial statements, The Board of Management is responsible for assessing the Company's ability to continue as a going concern. Based on the financial reporting frameworks mentioned, The Board of Management should prepare the financial statements using the going concern basis of accounting unless The Board of Management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. The Board of Management should disclose events and circumstances that may cast significant doubt on the company's ability to continue as a going concern in the financial statements.

The Supervisory Board is responsible for overseeing the Company's financial reporting process.

Our responsibilities for the audit of the financial statements

Our objective is to plan and perform the audit engagement in a manner that allows us to obtain sufficient and appropriate audit evidence for our opinion.

Our audit has been performed with a high, but not absolute, level of assurance, which means we may not detect all material errors and fraud during our audit.

Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements. The materiality affects the nature, timing and extent of our audit procedures and the evaluation of the effect of identified misstatements on our opinion.

A further description of our responsibilities for the audit of the financial statements is included in the appendix of this auditor's report. This description forms part of our auditor's report.

Amstelveen, 13 March 2024

KPMG Accountants N.V.

W.L.L. Paulissen RA

Appendix:
Description of our responsibilities for the audit of the financial statements

Appendix

Description of our responsibilities for the audit of the financial statements

We have exercised professional judgement and have maintained professional scepticism throughout the audit, in accordance with Dutch Standards on Auditing, ethical requirements and independence requirements. Our audit included among others:

- identifying and assessing the risks of material misstatement of the financial statements, whether due to fraud or error, designing and performing audit procedures responsive to those risks, and obtaining audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than the risk resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
- obtaining an understanding of internal control relevant to the audit 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 Wereldhave N.V.'s internal control;
- evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by The Board of Management;
- concluding on the appropriateness of Wereldhave N.V.'s use of the going concern basis of accounting, and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on Wereldhave N.V.'s ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause a company to cease to continue as a going concern;
- evaluating the overall presentation, structure and content of the financial statements, including the disclosures; and
- evaluating whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

KPMG

We are solely responsible for the opinion and therefore responsible to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the group to express an opinion on the financial statements. In this respect we are also responsible for directing, supervising and performing the group audit.

We communicate with the Board of Directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant findings in internal control that we identify during our audit. In this respect we also submit an additional report to the audit committee in accordance with Article 11 of the EU Regulation on specific requirements regarding statutory audits of public-interest entities. The information included in this additional report is consistent with our audit opinion in this auditor's report.

We provide the Supervisory Board with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with the Supervisory Board, we determine the key audit matters: those matters that were of most significance in the audit of the financial statements. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, not communicating the matter is in the public interest.

APPENDIX

List of abbreviations

AScX	Amsterdam Small Cap Index	ISS	Institutional Shareholder Services
BREEAM	Building Research Establishment Environmental Assessment Method	KPI	Key performance indicator
CDP	Formerly Carbon Disclosure Project	kWh	Kilowatt-hour
CEO	Chief Executive Officer	IIRC	International Integrated Reporting Council
CFO	Chief Financial Officer	LTV	Loan-to-Value
CSR	Corporate Social Responsibility	MWh	Megawatt-hour
EPRA	European Public Real Estate Association	N/A	Not available
EPS	Earnings per share	NIY	Net initial yield
ERV	Estimated rental value	NPS	Net Promoter Score
EU	European Union	OECD	Organization for Economic Cooperation & Development
FSMA	Financial Services & Markets Authority	SBTi	Science-Based Targets initiative
FTE	Full-time equivalent	SIIC	Société d’investissement immobilier cotée
IRR	Internal rate of return	VBDO	Dutch Association of Investors for Sustainable Development

Contribution to Sustainable Development Goals

Sustainable Development Goal	Sustainability focus area	Alignment
7. Affordable and clean energy	Better footprint	Reduce carbon emissions 30% by 2030 – for those areas in our centers under our operational control
		Partner with tenants and visitors to reduce carbon and waste (ambition: net zero value-chain by 2050)
8. Decent work and economic growth	Better living	Aim for zero safety incidents in our centers
11. Sustainable cities and communities	Better nature, Better living	Increase m^2 of green areas on and around our centers with ecological value and climate resilience
		1% NRI-equivalent contribution to socio-economic and social inclusion initiatives
12. Responsible consumption and production	Better footprint	Increase recycling and zero waste to landfill
		Reduce water consumption
		Partner with tenants and visitors to reduce carbon and waste (ambition: net zero value-chain by 2050)
13. Climate action	Better nature	Increase % of Wereldhave buildings with plans in place to mitigate physical effects of climate change (extreme heat, flooding, storms etc.)
17. Partnership for the goals	All pillars	Partnering with suppliers, tenants & society

Social indicators

Workforce

Workforce - employment (GRI 102-7; 102-8)

(in FTE)		Total	Belgium	Netherlands
2023	Number of FTE	117.2	57.0	60.2
2022	Number of FTE	117.9	57.5	60.4
2023	Part-time employees	24.2%	18.3%	29.7%
2022	Part-time employees	21.0%	15.0%	26.6%
2023	Full-time employees	75.8%	81.7%	70.3%
2022	Full-time employees	79.0%	85.0%	73.4%
2023	Employees with fixed contract	10.5%	3.3%	17.2%
2022	Employees with fixed contract	14.5%	5.0%	23.4%
2023	Employees with permanent contract	89.5%	96.7%	82.8%
2022	Employees with permanent contract	85.5%	95.0%	76.6%

Workforce - employment (GRI 405-1, EPRA Diversity-Emp)

	2023			2022		
(number)	% of total employees	Male	Female	% of total employees	Male	Female
Age group < 30	12.9%	37.5%	62.5%	12.1%	10.2%	13.9%
Age group 30-40	37.1%	50.0%	50.0%	33.9%	32.2%	35.4%
Age group 40-50	30.6%	39.5%	60.5%	33.1%	32.2%	35.4%
Age group > 50	19.4%	50.0%	50.0%	21.0%	25.4%	17.0%
Total numbers of employees	124	45.2%	54.8%	124	47.6%	52.4%
Employees in senior management		n/a	n/a		71.4%	28.6%
Employees in management team		60.0%	40.0%		80.0%	20.0%
Non-executive board		67%	33%		67%	33%

Employee turnover

Total number and rates of new employee hires and employee turnover by age group, gender and region (GRI 401-1, EPRA Emp-Turnover)

	2023		2022	
(number)	New hires	Departures	New hires	Departures
Male	16	19	11	14
Female	14	11	17	21
Age group < 30	12	8	9	6
Age group 30-40	10	6	8	9
Age group 40-50	4	8	7	15
Age group > 50	4	8	4	5
Total	**30**	**30**	**28**	**35**

Reasons for departure

(number)	2023	2022
Resignations	12	22
Dismissals	3	2
Mutual agreements	10	7
Retirements	0	2
Departure during probation period	3	0
Expiry contracts	2	2
Deaths	0	0
Totals	**30**	**35**
Employee turnover	24%	28%

New employee hires

New employees hired by gender	2023	2022
Male employees	53.3%	39.3%
Female employees	46.7%	60.7%

New employees hired by age group	2023	2022
Age group < 30	40.0%	32.1%
Age group 30-40	33.3%	28.6%
Age group 40-50	13.3%	25.0%
Age group > 50	13.3%	14.3%

Sickness ratio

Sickness ratio and total number of work-related fatalities

	Units	Total	Belgium	Netherlands
2023 Absentee rate	%	4.06	5.68	1.42
2022 Absentee rate	%	5.3	7.2	4.0
2023 Injury rate	%	0.0	0.0	0.0
2022 Injury rate	%	0.017	0.017	0.0
2023 Work-related fatalities	Number	0.0	0.0	0.0
2022 Work-related fatalities	Number	0	0	0

Training & development

Average hours of training per employee, by gender

	Units	Total	Belgium	Netherlands
2023 training hours total	Number	3,144	1,560	1,584
2023 training hours per employee	Number	35	30	43
2023 training costs total	in Euro	201,619	80,478	121,141
2023 training costs per employee	in Euro	2,265	1,548	3,274
2022 training hours total	Number	1,568	540	1,028
2022 training hours per employee	Number	16	25	14
2022 training costs total	in Euro	228,279	36,793	191,486
2022 training costs per employee	in Euro	2,378	1,672	2,588

		2023		2022	
	Units	Male	Female	Male	Female
Educational training	%	0.8%	1.6%	0.3%	0.0%
Skills & development training	%	60.2%	35.2%	50.9%	44.3%
Wereldhave training	%	0.5%	0.3%	2.7%	1.7%
Training works council	%	1.0%	0.5%	0.0%	0.0%
Training hours per employee	Number of hours	23.0	52.0	16.0	17.0

Number of training hours split per category (GRI 404-2)

(number of hours)	2023	2022
Educational training	74	5
Skills & development training	2,998	1,493
Wereldhave training	24	70
Training works council	48	0

Employee category

Breakdown of employees by employee category (GRI 102-8)

(Number)	**2023**	2022
Executive Team	3	
Management Team	3	5
Senior Management	n/a	7
Staff & Operations	118	112
Total internal staff	**124**	**124**
Non-executives	3	3
Total	**127**	**127**

Remuneration

Ratio of Base Salary and remuneration of women to men by employee category (GRI 405-2, EPRA Diversity-pay)

	2023			2022		
	Total	Male	**Female diversity%**	Total	male	Female diversity%
Executive team		n/a	n/a		n/a	n/a
Management team			76.3%			34.4%
Senior management		n/a	n/a			106.6%
Operations and staff			62.9%			64.1%
Annual increase in base salary excluding individual STI	13.0%	13.0%	13.1%	5.6%	6.1%	4.6%

Employee satisfaction

Employee satisfaction by aspect measured (GRI 102-43)

(Number)	**2023**	2022
E-NPS score	-10	+4
Rating employer	7.0	7.6
Response rate	78.0%	89.0%

Incidents of discrimination

Total numbers of incidents of discrimination and corrective actions (GRI 406-1)

(Number)	**2023**	2022
Number of incidents of discrimination reported	0	0

Employee performance appraisals

	2023	2022
Percentage of employees with an appraisal	100%	100%

Community engagement

Social performance indicators retail portfolio	**2023**	2022
Local engagement program in place (% of assets)	100%	100%
Local community investments - absolute (€)	2,169,042	2,121,521
Local community investments - relative to NRI (% of NRI)	1.7%	1.8%

Health and safety assessments

	2023	2022
Health & Safety - assessment undertaken (in %)	82%	76%
Health & Safety - incidents of non-compliance occurred	0	0

Environmental indicators

Environmental performance indicators - Retail

EPRA, GRI 302-1, 302-2, 303-1, 305-1, 305-2, 305-3, 306-2

	Absolute portfolio		Like-for-like portfolio							
			Belgium		France		Netherlands		Total	
Impact areas	2023	2022	2023	2022	2023	2022	2023	2022	2023	20 22
Energy (MWh)										
Electricity shared services	19,327	22,842	6,505	7,780	2,246	2,684	8,721	10,074	17,472	20,538
Electricity submetered to tenants	3,353	2,227	25	23	3,328	2,204	0	0	3,353	2,227
Total landlord obtained electricity	22,680	25,071	6,530	7,803	5,574	4,888	8,721	10,074	20,825	22,765
Proportion of electricity from renewable sources (market-based)	98%	98%	100%	100%	8%	8%	100%	100%	98%	98%
District heating and cooling shared services	2,159	2,247	0	0	0	0	1,745	2,241	1745	2,241
District heating and cooling submetered to tenants	0	0	0	0	0	0	0	0	0	0
Total landlord obtained district heating	2,159	2,247	0	0	0	0	1,745	2,241	1,745	2,241
Proportion heating and cooling from renewable sources	0%	0%	0%	0%	0%	0%	0%	0%	0%	0%
Fuels shared services	6,329	8,418	2,643	2,975	217	246	2,630	2,965	5,490	6,186
Fuels submetered to tenants	463	413	463	413	0	0	0	0	463	413
Total landlord obtained fuels	6,792	8,831	3,106	3,578	217	246	2,630	2,965	5,953	6,789
Proportion of fuels from renewable sources	0%	0%	0%	0%	0%	0%	0%	0%	0%	0%
Total energy from shared services	27,815	33,349	9,148	10,755	2,463	2,930	13,096	15,280	24,707	28,965
Total energy submetered to tenants	3,816	2,640	488	436	3,328	2,204	0	0	3,816	2,640
Total landlord obtained energy	31,631	36,149	9,636	11,381	5,791	5,134	13,096	15,280	28,523	31,795
Total renewable energy produced on-site	4,086	4,527	2,286	2,664	0	0	1,583	1,831	3,869	4,495
Greenhouse gas emissions from energy (tCO_2e)										
Total direct GHG emissions Scope 1 (market-based)	1,154	1,607	489	653	40	45	480	537	1,009	1,235
Total direct GHG emissions Scope 1 (location-based)	1,154	1,613	489	655	40	45	480	537	1,009	1,237
Total indirect GHG emissions Scope 2 (market-based)	212104	269	0	0	104	124	91	132	195	256
Total indirect GHG emissions Scope 2 (location-based)	4,286	5,594	760	893	104	124	2,529	3,494	3,393	4,511
Total indirect GHG emissions Scope 3 (market-based)	241	180	84	75	153	102	0	0	237	177
Total GHG emissions - landlord obtained/submetered (market-based)	1,607	2,056	573	728	297	271	571	669	1,441	1,668

	Absolute portfolio		Like-for-like portfolio							
			Belgium		France		Netherlands		Total	
Impact areas	2023	2022	2023	2022	2023	2022	2023	2022	2023	2022
Water (m^3)										
Water from municipal water supplies or other public	144,710	130,733	63,941	60,531	21,187	21,877	45,123	37,251	130,251	119,659
Water from rainwater collected directly and stored	3,696	3,385	3,696	3,385	0	0	0	0	3,696	3,385
Water from groundwater / surface water	8,516	949	8,516	949	0	0	0	0	8,516	949
Total landlord obtained water consumption	156,922	135,067	76,153	64,865	21,187	21,877	45,123	37,251	142,463	123,993
Water submetered to tenants	44,395	37,981	44,395	37,981	0	0	0	0	44,395	37,981
Waste (metric tonnes)										
Hazardous waste	0	0	0	0	0	0	0	0	0	0
Non-hazardous waste	2,926	3,192	1,564	1,375	221	311	983	1,307	2,768	2,993
Total weight of waste by disposal route (metric tonnes)										
Recycling	976	990	517	523	169	8762	239	340	925	950
Composting	44	0	41	14	3	0	0	0	44	14
Energy from Waste	1,540	1,117	685	646	0	0	744	771	1,429	1,417
Incineration without energy recovery	-	606	0	0	0-	12791	0-	196	0-	323
Landfill	68	151	65	55	3	9669	0	0	68	151
other	256	327	256	138	0	0	0	0	256	138
Proportion of waste by disposal route (%)										
Recycling	34%	31%	33%	38%	97%	28%	24%	26%	34%	37%
Composting	2%	0%	3%	1%	2%	0%	0%	0%	2%	1%
Energy from Waste	53%	35%	44%	47%	0%	0%	76%	59%	52%	55%
Incineration without energy recovery	0%	19%	0%	0%	0%	41%	0%	15%	0%	13%
Landfill	2%	5%	4%	4%	2%	31%	0%	0%	2%	6%
Other	9%	10%	16%	10%	0%	0%	0%	0%	9%	5%

Environmental intensity indicators - Retail

EPRA Sustainability performance measures (GRI 302-1, 302-2, 303-1, 305-1, 305-2, 305-3, 306-2)

		Absolute portfolio		Like for like portfolio							
				Belgium		France		Netherlands		Total	
Impact areas		**2023**	2022	**2023**	2022	**2023**	2022	**2023**	2022	**2023**	2022
Building energy intensity	kWh/m²/year	37.11	45.51	35.78	42.43	95.06	84.27	37.74	45.63	42.11	47.89
	kWh/visitor/year	0.36	0.40	0.49	0.62	0.50	0.47	0.28	0.34	0.37	0.42
Greenhouse gas intensity from building energy	$kgCO_2e/m^2/year$	1.76	2.67	2.13	2.71	4.88	4.45	1.38	2.00	1.99	2.51
	$kgCO_2e$/visitor/year	0.02	0.02	0.03	0.04	0.03	0.02	0.01	0.01	0.02	0.02
Building water intensity	$m^3/m^2/year$	0.18	0.18	0.28	0.23	0.00	0.36	0.13	0.11	0.18	0.18
	liter/visitor/year	1.81	1.55	3.87	3.28	0.00	1.99	0.98	0.82	1.57	1.60

Environmental performance indicators - Office

	Absolute portfolio		Like for like portfolio			
			Belgium		Total	
Impact areas	**2023**	2022	**2023**	2022	**2023**	2022
Energy (MWh)						
Electricity shared services	4,530	5,414	4,530	5,414	4,530	5,414
Electricity submetered to tenants	1,214	1,082	1,214	1,082	1,214	1,082
Total landlord obtained electricity	5,744	6,496	5,744	6,496	5,744	6,496
Proportion of electricity from renewable sources	100%	100%	100%	100%	100%	100%
District heating and cooling shared services	-	-	-	-	-	-
District heating and cooling submetered to tenants	-	-	-	-	-	-
Total landlord obtained district heating	-	-	-	-	-	-
Proportion heating and cooling from renewable sources	-	-	-	-	-	-
Fuels shared services	2,834	3,595	2,834	3,595	2,834	3,595
Fuels submetered to tenants	0	0	0	0	0	0
Total landlord obtained fuels	2,834	3,595	2,834	3,595	2,834	3,595
Proportion of fuels from renewable sources	0%	0%	0%	0%	0%	0%
Total energy from shared services	7,364	9,009	7,364	9,009	7,364	9,009
Total energy submetered to tenants	1,214	1,082	1,214	1,082	1,214	1,082
Total landlord obtained energy	8,578	10,091	8,578	10,091	8,578	10,091

	Absolute portfolio		Like for like portfolio			
			Belgium		Total	
Impact areas	2023	2022	2023	2022	2023	2022
Greenhouse gas emissions (tCO_2e)						
Total direct GHG emissions Scope 1 (market-based)	517	656	517	656	517	656
Total indirect GHG emissions Scope 2 (market-based)	0	0	0	0	0	0
Total indirect GHG emissions Scope 2 (location-based)	831	935	831	935	831	935
Total indirect GHG emissions Scope 3 (market-based)	0	0	0	0	0	0
Total GHG emissions (market-based)	517	656	517	656	517	656
Water (m^3)						
Water from public water supplies - shared services	14,459	12,810	14,459	12,810	14,459	12,810
Water from public water supplies - submetered	-	-	-	-	-	-
Water from rainwater collected directly and stored	-	-	-	-	-	-
Water from groundwater / surface water	-	-	-	-	-	-
Total landlord obtained water consumption	14,459	12,810	14,459	12,810	14,459	12,810
Waste (metric tonnes)						
Hazardous waste	-	-	-	-	-	-
Non-hazardous waste	126	119	126	119	126	119
Total weight of waste by disposal route (metric tonnes)						
Recycling	38	54	38	54	38	54
Composting	-	-	-	-	-	-
Energy from Waste	68	50	68	50	68	50
Incineration without energy recovery	-	-	-	-	-	-
Landfill	-	-	-	-	-	-
Other	20	15	20	15	20	15
Proportion of waste by disposal route (%)						
Recycling	30%	45%	30%	45%	30%	45%
Composting	0%	0%	0%	0%	0%	0%
Energy from Waste	54%	42%	54%	42%	54%	42%
Incineration without energy recovery	0%	0%	0%	0%	0%	0%
Landfill	0%	0%	0%	0%	0%	0%
Other	16%	13%	16%	13%	16%	13%

Environmental intensity indicators - Office

			Absolute portfolio		Like for like portfolio			
					Belgium		Total	
Impact areas			2023	2022	2023	2022	2023	2022
Building energy intensity	CRESSCRE1	$kWh/m^2/year$	89	115	89	115	89	115
Greenhouse gas intensity from building energy	CRESSCRE3	$kgCO_2e/m^2/year$	5.3	6.9	5.3	6.9	5.3	6.9
Building water intensity	CRESSCRE2	$m^3/m^2/year$	0.15	0.12	0.15	0.12	0.15	0.12

BREEAM certificates

		Total		Netherlands		Belgium		France	
		2023	2022	2023	2022	2023	2022	2023	2022
BREEAM certifications in place	% of retail center GLA								
Outstanding		0%	0%	0%	0%	0%	0%	0%	0%
Excellent		8%	9%	10%	0%	0%	0%	100%	100%
Very Good		74%	76%	58%	62%	73%	84%	0%	0%
Good/Pass		9%	6%	10%	9%	6%	3%	0%	0%
Percentage of GLA which is BREEAM rated		**83%**	**76%**	**78%**	**71%**	**79%**	**87%**	**100%**	**100%**
Percentage of eligible centers GLA which is BREEAM rated		**91%**	**86%**	**83%**	**83%**	**100%**	**100%**	**100%**	**100%**

Energy Performance Certificates (EU EPC)

	2023
EU EPC labels in place	% of total GLA
A	17%
B	0%
C	12%
D	3%
E	4%
No label	64%
	100%

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