Wereldhave

LifeCentral: Solid progress, sustainable growth

Integrated Annual Report 2022

better everyday life, better business

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

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.

About this Report

Welcome to Wereldhave's 2022 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 2-97).
- The second contains our formal disclosures, including our financial statements (pages 98-169).

Our Supervisory Board Report is included in the Governance section (from page 52). Detailed sustainability disclosures may be found at the end of this Report (from page 161). For more information about our approach to reporting, please see the Basis of Preparation (page 82).

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 82.

DGBC Dutch Green Building Council Partner

EPRA European Public Real Estate Association

GRESB ★★★★★ 2022

Electronic reporting format

In addition to this PDF version, there is also a European single electronic reporting format (ESEF) version of this Report available on our website (https://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 at Schiphol, near 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 SICC regime (société d'investissements immobiliers cotées). 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

We had a successful 2022: Despite difficult economic conditions, we posted strong operating results, delivered three more Full Service Centers and continued to strengthen our position as an industry leader in sustainability.

"We continue to enjoy significant success with our Full Service Centers. These locations are delivering exactly what we had envisioned: increased footfall and solid returns."

In what has been a volatile economic environment, we delivered a very solid operating result for 2022. This – combined with indexation on our lease contracts – allowed us to report a direct result per share (DRPS) for the year of € 1.63, well above our initial forecast and also well above our predictions for our "trough year" 2022.

Visitor numbers to our centers improved during the year, as did sales, which are now above pre-pandemic levels. In the leasing market, there was stronger demand than expected. We began to see a turnaround in leasing rates. In the Netherlands, leasing spreads – the difference between current and previous rents – rose for the first time in six years, in no small measure thanks to the success of our new Full Service Centers. At the same time, vacancies in the Dutch retail market dropped to a ten-year low – a clear sign that we are at last moving into a "renter's market", also driven by the completion of more Full Service Centers where we have right-sized the share of traditional retail and added new uses.

Full Service Centers

We continue to enjoy significant success with our Full Service Centers. In 2022, we delivered three more Full Service Centers in addition to the two – Presikhaaf and Les Bastions – that opened in 2021. These locations are delivering exactly what we had envisioned: increased footfall, above pre-pandemic levels, and annualized returns of 6.4% (unlevered). "Daily life" – including food, homeware, health & beauty, fitness and leisure – now accounts for 62% of our centers, reducing our reliance on more vulnerable sectors like mid-market fashion and shoes.

In 2023, we plan to complete another four Full Service Centers – in Hoofddorp, Capelle aan den IJssel and Purmerend in the Netherlands and Genk in Belgium.

I am pleased to say all four developments are on time and on budget despite the recent increase in interest rates and prices for building materials. By the end of 2023, we will have converted nine of our seventeen traditional shopping centers into Full Service Centers, keeping our LifeCentral strategy well on track.

Strong capital position

We have the resources we need to continue delivering on this strategy. Over recent years, we have built up a strong capital position. We have completed the vast majority of our disposal program. Management of our two remaining French centers has now been outsourced, with an occupancy rate of 97%. In 2022, we also successfully refinanced our main credit facilities through to the end of 2027, whilst maintaining a low loan-to-value ratio. In this context, we will strictly apply our divestment policy for assets that generate a return below our internal threshold, set the dividend at 71% payout (vs. >75% target) and finetuned our LifeCentral capex down by € 59m without impacting our transformation strategy.

A Better Tomorrow

Meanwhile, we are cementing our position as an industry leader in sustainability through our "A Better Tomorrow" program. In 2022, we were awarded five stars by the Global Real Estate Sustainability Benchmark (GRESB) for the ninth straight year. We also secured an A score from CDP for our efforts to reduce carbon emissions – one of the few companies to do so. Credits must go to our ESG team and to the asset and technical managers for their hard work in reducing our carbon footprint and making our centers more resilient to the physical effects of climate change.

Abolishing the REIT regime

The Dutch government's plan to abolish the Dutch real estate investment trust (REIT) regime caught us by surprise. In a worst-case scenario, we estimate the decision, due to take effect from 2025, could cost us € 3-4m a year in earnings, equivalent to approximately 5%. The government has promised to put support measures in place – these, plus tax optimization, will help us mitigate the effects of this decision.

At the same time, we believe the government's decision may create new business opportunities – for joint ventures, for example, or providing asset or fund management services to third parties. Over the next two years, we will review these potential opportunities. We will also continue discussions with the Dutch government, given that the changes to the REIT regime are yet to be made law. As Wereldhave, we would prefer tax neutrality for investors, without the need for complicated tax planning.

Outlook for 2023

As we predicted, 2022 was the last year of DRPS decline for Wereldhave. From 2023, we will enter a new phase of sustained DRPS growth, driven by our delivered Full Service Centers, further cost reductions and indexation. We have already started to increase dividends for shareholders, and this will continue.

Even so, market conditions are not straightforward. The aftermath of Covid-19 and the war in Ukraine will have a lasting effect, most of all on prices for energy and raw materials. As a result, we are taking a cautious approach to new spending commitments, particularly given the recent rise in interest rates. Fortunately, most costs have been locked in for the five Full Service Center projects already underway, and our business plans for the next twelve months do not include any contractual commitments for new projects. If no material adverse changes will occur during this year, we expect to increase our DRPS by 4-6% in 2023, as planned.

Lastly, on a personal note, I would like to express my gratitude to our former Supervisory Board Chair, Adriaan Nühn, who retired last December. Adriaan helped guide Wereldhave through a difficult transformation during his five-and-a-half years in the position. I look forward to working with his successor, Françoise Dechesne, as we continue to execute our LifeCentral strategy.

Matthijs Storm,

CEO
Schiphol, 10 March 2023

Scan this QR-code to watch our Wereldhave - Full-year results 2022 highlights video.

Wereldhave in 2022

Our business

Wereldhave owns and operates commercial centers across the Netherlands, Belgium and France. We are currently transforming these into Full Service Centers, one-stop locations for groceries, shopping, leisure, relaxation, sports, health, work and other daily needs.

Our portfolio

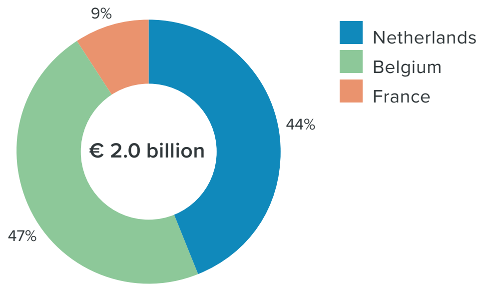
We own 22 centers in total, with more than 600,000 m^2 devoted to shopping, retail and other services. We also have just over 60,000 m^2 in office space. Our aim is to become the leader in Full Service Centers in the Netherlands and Belgium.

Our centers occupy prime sites in larger regional cities, including Tilburg, Arnhem, Hoofddorp, Nieuwegein and Dordrecht in the Netherlands and Liège, Courtrai and Ghent in Belgium. Our two remaining centers in France are in Bordeaux and Paris. We are currently in the process of divesting our French business. In 2022, our centers in the Netherlands, Belgium and France welcomed 84 million visitors.

When investing, we choose centers with strong ties to local communities, that are well-connected, with good public transport links, support from local government and where we can offer free parking for visitors. At the end of 2022, our investments in commercial centers across the Netherlands, Belgium and France were worth € 1.9 billion.

Breakdown of portfolio by location

Total value of portfolio (end-2022):



“Daily life” currently accounts for 62% of our floor space – this includes food, F&B, homeware & household, health & beauty, sports, leisure and fitness. Our commercial centers are usually anchored around supermarkets or hypermarkets. Among our tenants are some of the best-known names in European retail, including Ahold Delhaize, Jumbo, C&A, A.S. Watson Group, and Carrefour.

Fresh cluster every.deli in de Koperwiek, Capelle aan den IJssel (NL)

Our approach to business

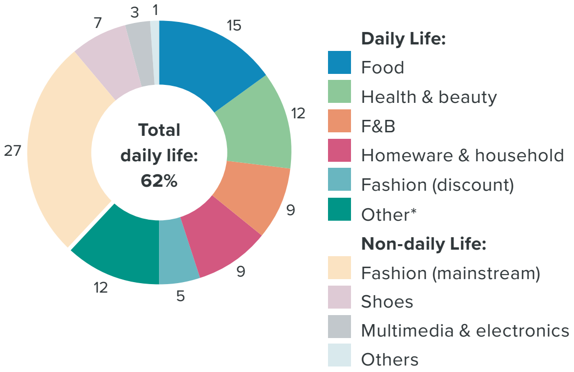
We take a long-term approach to business. Our aim is to create value for our stakeholders: for our tenants, business partners, employees and communities, as well as the people who visit our centers. We also look to provide attractive returns for our shareholders, by constantly maintaining, improving and modernizing our centers to attract visitors. Typically, our centers have between 20,000 and 50,000 m^2 in lettable space – our largest centers are Cityplaza in Nieuwegein and Kronenburg in Arnhem. See page 86 for a full list of our locations[1].

Our purpose

Our purpose as a company is to facilitate “better everyday life, better business” for visitors and for our partners. For us, that means meeting the daily needs of the people who come to our centers. That may involve picking up groceries, buying new clothes, going to a gym, or meeting up with friends and family. Our centers go beyond retail – they are rooted in local communities, which is why we also put importance on protecting the environment and supporting social initiatives.

Tenant mix by sector

(% of annual rental income, end 2022)



This includes sports, fitness, personal care, healthcare, leisure and community.

1 At the end of 2022, the average size of our centers was 27,800 m^2.

City-Center Tilburg, one of our recently delivered Full Service Centers in the Netherlands

1. We invest in commercial centers (Full Service Centers, centers in transformation, shopping centers, retail parks) and office space, mainly in the Netherlands and Belgium.

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

3. We transform our centers into Full Service Centers, combining shopping with F&B, leisure & entertainment, fitness and healthcare.

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.

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)
- Leiderdorp (Winkelhof)
- Nieuwegein (Cityplaza)

9 Belgium

- Tournai (Les Bastions Retailpark, Les Bastions Shopping)
- Genk (Shopping 1, Stadsplein)
- Bruges Retailpark (Bruges)
- Ghent (Overpoort)
- 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

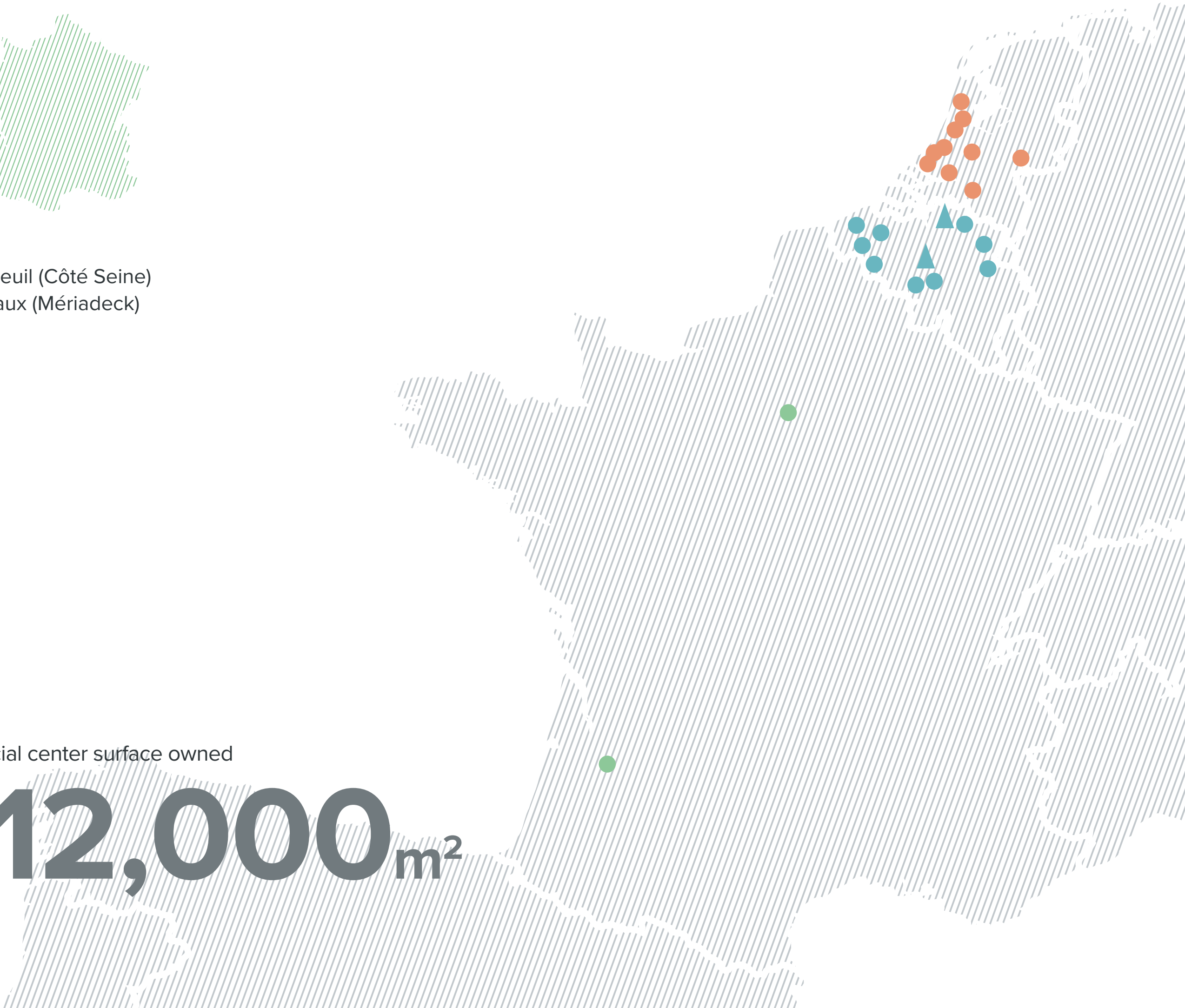
22

▲ Office locations

2

Commercial center surface owned

612,000 m²



2022 in Review

First quarter

- Visitor numbers show a significant year-on-year increase thanks to the ending of Covid-19 restrictions.
- Basic-Fit signs a lease for a new gym at our Cityplaza center in Nieuwegein.
- Two new *the point* service hubs are opened at our Kronenburg and Presikhaaf centers in Arnhem.
- The launch of the “Be Your Selfie Tour” Instagram experience at Cityplaza proves a big success.
- New leases are signed for 3,900 m^2 of office space at our "The Sage" office park in Antwerp.
- Work starts on our new Full Service Center Vier Meren in Hoofddorp, with the first shop opening in April.
- Ikea signs a lease for a new city-center store at our Mériadeck location in Bordeaux – the first Ikea store in our portfolio.

Second quarter

- New leases are agreed for our Emmapassage and Frederikstraat locations in Tilburg, including Søstrene Grene, Nelson and Bam!
- Our healthcare cluster at Presikhaaf is now almost fully let after Sanquin announces plans to open a new blood bank at the center.
- Work begins as planned on the F&B cluster at Mériadeck in Bordeaux, due for completion by the end of the first quarter of 2023.
- A nine-year contract with Basic-Fit is agreed for Côté Seine, Argenteuil.
- A new outdoor play&relax area is opened at Les Bastions in Tournai, providing families with a place to spend time with their children.
- Our new eat&meet food court is launched at Shopping 1 in Genk – the first eat&meet opens its doors to the public in July.

Third quarter

- An agreement is signed with Bestseller for the opening of four new stores at our Vier Meren, Eggert, Cityplaza and Emmapassage locations. Leases are also extended on four other stores.
- Wereldhave agrees new unsecured credit facilities with its banks in the Netherlands and Belgium, worth € 355m – the facilities will run up to the end of 2027.
- The design concept is complete for a new eat&meet at our De Koperwiek center in Capelle aan den IJssel – the food court is due to open in early 2023.
- Our new public seating and green concept proved successful at De Koperwiek – it will now be introduced at two other locations, Shopping Nivelles and Cityplaza, in the fourth quarter.
- A new Normal store is secured for Mériadeck in Bordeaux, the opening of which will coincide with that of the F&B project.

Fourth quarter

- The occupancy rate of commercial centers reaches 96.8%, the highest level since 2014.
- Our Sterrenburg center in Dordrecht is disconnected from the general gas network and connected to a local heating network, which is less CO_2 intensive.
- Three new Full Service Centers are delivered on budget: City Center in Tilburg, Sterrenburg in Dordrecht and Ring Shopping in Courtrai.
- The grand opening of City-Center Tilburg takes place in November – it is one of the Netherlands' largest recent inner-city rebuilding projects.
- A new Basic-Fit location is secured for our Sterrenburg center. Meanwhile, our new every.deli fresh food cluster opens at Cityplaza in Nieuwegein.
- For the ninth straight year, Wereldhave receives a five-star rating from GRESB. The Company also secures an 'A' score from CDP for its performance on climate change.
- In mid-December, Françoise Dechesne takes over as Supervisory Board Chair, succeeding Adriaan Nühn, who steps down after more than five years in the position.

Key performance indicators

Operations shopping centers	2021	2022
Like-for-like NRI growth (in %)	6.0	9.1
Occupancy (in %)	96.2	96.8
Visitors, like-for-like (in millions)	72.4	84.1
Leasing activities (# leases)	188	265
Proportion of mixed-use Benelux (in m²)	10.8%	13.2%
Customer satisfaction Benelux (NPS)	25	24

Results & finance	2021	2022
Net rental income (in €m)	124.7	115.2
Direct result (in €m)	88.5	79.8
Indirect result (in €m)	-301.8	-3.8
Total result (in €m)	-213.3	76.0
Direct result per share (in €)	1.88	1.63
EPRA Net Tangible Assets (NTA) per share (in €)	21.54	21.73
Dividend paid per share (in €)	0.50	1.10
Investment property (in €m)	1,939	2,000
Shareholders' equity (in €m)	867	886
Net debt (in €m)	788	842
Net Loan-To-Value (LTV) (in %)	41.0	42.4

Outlook 2023
Direct result per share between € 1.65 and € 1.75

Sustainability	2021	2022
Building energy intensity (kWh/m²/year, retail)	50.6	45.5
Solar energy produced onsite (MWh, like for like)	3,549	4,642
Green spaces (m²)	25,515	37,115
Employee engagement	7.5	7.6
% Green lease	58%	62%
Society investments (x € 1m)	2	2

Our business environment

During 2022, economies continued their recovery from the Covid-19 crisis, but growth slowed as inflation rose sharply in the wake of the war in Ukraine. Visitor numbers returned to close to pre-pandemic levels. Leasing demand, meanwhile, remained remarkably strong, with leasing spreads in the Netherlands rising for the first time in six years.

Economic conditions

Economies continued their rebound from the Covid-19 pandemic. The Netherlands, Belgium and France all posted strong growth rates for 2022. Conditions worsened, however, following Russia's invasion of Ukraine in February, which led to a sharp rise in inflation and an increase in interest rates.

In the Netherlands, the economy remained well protected, with low levels of consumer debt and government support for those on lower incomes. Tight mortgage lending rules also shielded many borrowers from the effects of higher interest rates. In Belgium, the slowdown was more pronounced, with weakening international trade.

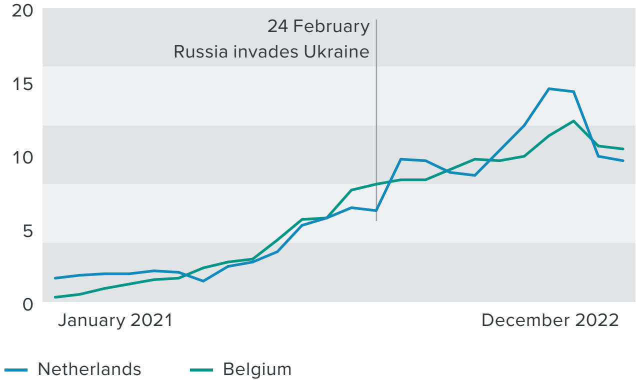
Corporate bankruptcies started to rise in the second half of 2022. Higher prices also put a squeeze on consumer spending. Unemployment remained low, with most economies in Europe experiencing serious labor and skills shortages.

For Wereldhave, higher inflation meant an increase in construction costs, though most costs associated with our current projects – approximately 42% – are fixed through 2023. There was no impact on our Full Service Center transformation program from higher costs – we successfully completed three new Full Service Centers during the year, all within budget.

Our rents are indexed against inflation. Consequently, higher prices brought an increase in our Net Rental Income. We are acutely aware, however, that, going into 2023, some tenants will find it increasingly difficult to pass on cost increases to their customers. In recent years, we have increased the proportion of "daily life" tenants in our centers – from sectors such as food, health & beauty, and homeware & household, less exposed to fluctuations in the wider economy.

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

(in %)



Operating conditions

With Covid-19 restrictions lifted, visitors returned to shopping centers. Footfall increased significantly compared with 2021, though in most markets visitor numbers are still somewhat behind pre-pandemic levels.

Online shopping continued to grow, with the industry increasingly moving to a hybrid model, combining online sales with bricks-and-mortar outlets. Growth is slowest in more mature markets, including the Netherlands, which have already absorbed significant growth in e-commerce. Across the industry, centers have started to reposition themselves, adding more convenience shopping, healthcare and leisure – similar to Wereldhave's own Full Service Center program, launched in 2020.

Leasing rates continued to show signs of improvement. At our Dutch centers, leasing spreads – the difference between current and previous rates – rose for the first time in six years. Already in 2021, valuations had stabilized; in 2022, that trend continued with higher rates in both the Netherlands and Belgium. Investors remained cautious, however, given current economic uncertainties and rising interest rates, which made financing more expensive.

Social attitudes and climate

Since the pandemic, people are shopping, working and socializing more locally, especially with many no longer commuting every day to offices in larger cities. More visitors are coming into centers for "experiences" rather than simply to buy products.

At the same time, the public, governments and regulators continued to focus on companies' social and environmental performance. Long-term energy security, in particular, became an area of concern following the war in Ukraine. Our centers must also reflect demographic change: populations are getting older, more people are living in single-person households, and millennials – roughly those born in the 1980s and 1990s – want to shop at stores that align with their own beliefs, particularly with regard to climate change and diversity & inclusion.

Note on material topics

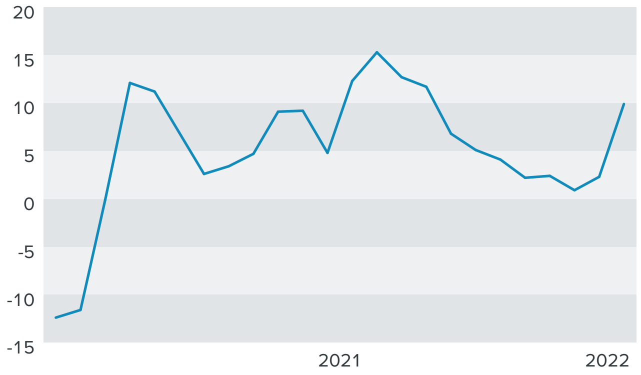
We carry out a regular assessment of our business environment to identify material topics – i.e., those topics where we believe we have most potential to create value for our stakeholders. Our last materiality assessment, carried out in 2021, identified the following five topics as the "most material" (in management's view, these topics remained valid for 2022):

1. Financial performance
2. Strong balance sheet
3. Regulatory compliance
4. Tenant mix
5. Health & well-being

See page 85 for more information on our latest materiality assessment and matrix.

Growth in household spending slows in the Netherlands before recovery in December

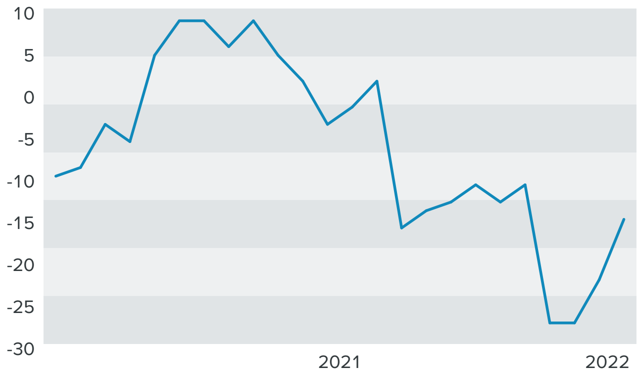
(% year-on-year change)



Source: Statistics Netherlands

Belgian consumer confidence dented by Ukraine war

(% year-on-year change)



Source: National Bank of Belgium

Our strategy

Our LifeCentral strategy

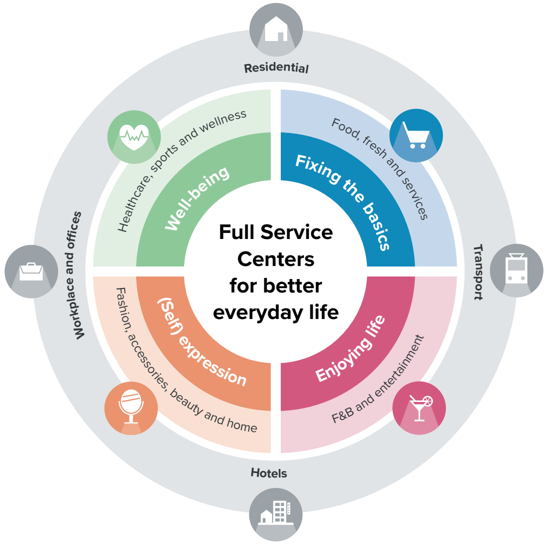
In 2021, we opened the first two Full Service Centers – at Presikhaaf in Arnhem and Les Bastions in Tournai. During the past year, we added three more – in Tilburg, Dordrecht and Courtrai. We also started construction work on a fourth – at Vier Meren in Hoofddorp.

These centers offer a new concept in retail real estate – a mix of convenience shopping, with bars and restaurants, healthcare, gyms and cinemas. By 2025, we expect at least 20% of our centers' floorspace to be occupied by "mixed-use" rather than traditional shopping.

In the years ahead, we will deliver more Full Service Centers. In 2023, we expect to finish work on Vier Meren and de Koperwiek as well as two other locations. Ultimately, our plan is to convert 15 of our 17 traditional shopping centers into Full Service Centers by 2025.

Upcoming Full Service Center realizations

Location	Lettable area	2022	2023	2024
Vier Meren, Hoofddorp (The Netherlands)	32,085 m²			
De Koperwiek, Capelle aan den IJssel (The Netherlands)	31,101 m²			
Eggert, Purmerend (The Netherlands)	20,446 m²			
Shopping 1, Genk (Belgium)	21,876 m²			
Kronenburg, Arnhem (The Netherlands)	41,091 m²		(phase 1 only)	



As part of LifeCentral, we are bringing new services into our centers. We are creating dedicated healthcare and F&B "clusters" to attract more visitors and extending *the point* – our service hub concept – to new locations. Our blueprints also include Paris-proof measures to limit our impact on climate change. These new services are a crucial part of LifeCentral, ensuring our centers become attractive places for people to visit, relax, shop and socialize with friends and family.[1]

1 Over the past year, we have developed a scorecard to assess whether our locations qualify as Full Service Centers. See page 39 for further details.

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. Shopping for groceries and other essentials (fixing the basics)
2. Looking good and making the right impression – through fashion, home decoration and health & beauty
3. Enjoying life – being able to spend 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

Financing and capital expenditure

When launching our strategy, we said we would invest approximately € 350m in LifeCentral. Meanwhile, given the current macroeconomic circumstances and price levels of raw materials and labor, we reduced the program to € 291m by excluding extensions. Of this, we have already spent € 138m. Another € 47m is committed to current projects. To date, we have been able to complete all our Full Service Centers on 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.

Of the total program, the table below shows our current, committed LifeCentral projects:

Transformations (In €m)	Total investment	Actual costs to date	Estimated capex 2023	Estimated capex after 2023	Unlevered IRR	Pre-let rate	Completion
Vier Meren	31	13	15	-	9%	76%	2023
De Koperwiek	16	5	11	-	7%	43%	2023
Kronenburg	15	1	4	10	7%	85%	2024
Other FSC transformations	13	6	5	2	>7%	n.a.	2023 & 2024
Committed total	**75**	**25**	**35**	**12**			

We also apply a strict minimum rate of return for new investments. In 2022, we increased this minimum rate to 7% (unlevered). All but one of the centers in our core portfolio meet the rate.

During the year, we further strengthened our financial position, refinancing a total of € 355m in unsecured credit facilities in the Netherlands and Belgium[1], pushing maturities out up to the fourth quarter of 2027. Due to our strong financial position, we are under no pressure to sell our two remaining centers in France – at Bordeaux and Argenteuil (Paris).

Adding residential property to our centers

Alongside our strategy, we see an opportunity to develop 1,600-2,100 new residential properties at ten of our locations in the Netherlands and Belgium. Both the Netherlands and Belgium face severe housing shortages. Residential would also make a good fit with our Full Service Center concept. Over the past year, we have started to secure zoning permits. Currently, we have letters of intent signed for four centers: Kronenburg in Arnhem, Winkelhof in Leiderdorp, and Nivelles and Waterloo in Belgium. We also sold ground rights for 150 units in Tilburg and started research into a possible 100-150 units at De Koperwiek in Capelle aan den IJssel. We expect one-off gains from these projects from 2023 onward to amount € 1.60-1.85 per share.

1 The amount includes €275m in the Netherlands and €80m through Wereldhave Belgium. Following refinancing, our loan book will be fully unsecured. See page 26 for more information.

Successful start of our Full Service Center Presikhaaf

Our first Full Service Center, Presikhaaf in Arnhem was delivered at the end of 2021. Since transformation to a Full Service Center, visitor numbers at Presikhaaf have increased by nearly 44%. The center has all the features of a successful Full Service Center:

- It has four supermarkets and an every.deli fresh cluster with a butcher, fishmonger, greengrocer and cheesemonger
- The center boasts a dedicated healthcare cluster, with a dentist, dietician, laser clinic, pharmacy and blood bank
- Its Basic-Fit gym is open 24/7; there is also a the point service hub and a play&relax area for children. Presikhaaf Connect, meanwhile, provides home delivery

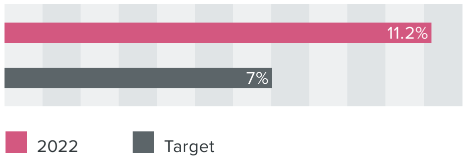
To transform Presikhaaf, we took out approximately 4,000 m^2 of traditional retail, redeveloped the façade and floors, and improved routing within the center. Just over a fifth of Presikhaaf is now occupied by mixed-use retailers, including F&B, healthcare and fitness.

Since 2021, the center has outperformed on all key Full Service Center metrics. Presikhaaf delivered a total return of 11%, well above our target of 7%. At the same time, the center's valuation has risen, as have its occupancy rates. We have also seen a significant turnaround in customer satisfaction. Figures for Les Bastions, our second Full Service Center in Tournai, show a similar outperformance – a clear vindication of our LifeCentral strategy.

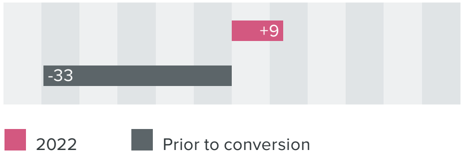
Full Service Center Presikhaaf in Arnhem (NL) delivers on all LifeCentral KPIs

Presikhaaf Full Service Center metrics development

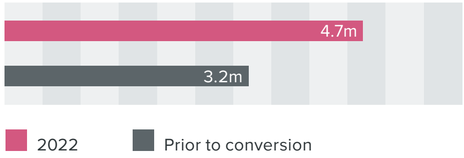
Total return



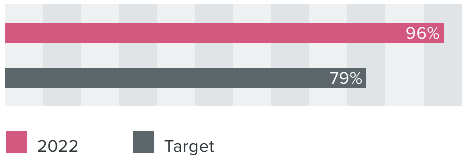
Net Promoter Score



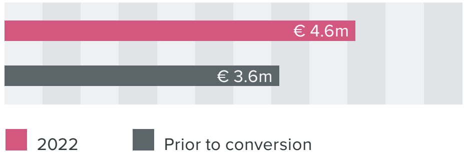
Footfall (visitors per year)



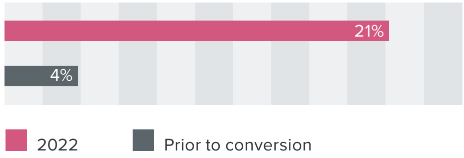
Occupancy



Gross Rental Income



Mixed use %



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 2022, we delivered three new Full Service Centers – two in the Netherlands, one in Belgium. Results from our first Full Service Centers Presikhaaf in Arnhem and Les Bastions in Tournai show significant outperformance against all main metrics, including customer satisfaction. See page 30.
Increase profits and improve returns for shareholders	Our direct result per share (DRPS) bottomed out in 2022 at € 1.63, higher than expected due mainly to strong leasing demand and indexation.[1] From 2023-2027, we expect a CAGR of 4-6% of our DRPS if no material adverse changes occur. See page 51.
Reduce reliance on more volatile sectors like fashion and shoes	In recent years, we have managed to increase mixed-use within our centers. In 2022, mixed-use accounted for just over 13%, putting us on course to reach our 2025 target of 20%. See page 38.
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 appraisers' increased confidence in our assets.[2] See page 25.
Strengthen ties with local communities and reduce impact on climate and the environment	We have now completed Paris-proof roadmaps for all our centers in the Netherlands and we are finalizing these roadmaps for all shopping centers in Belgium. We are also continuing our support for community initiatives and the local environment through our A Better Tomorrow ESG strategy. See page 44.

Risks:

Failure to attract the right tenants to our centers	Leasing activity proved stronger than expected during 2022, 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. See page 38.
Economic slowdown, putting squeeze on consumer spending	Figures show the growth in consumer spending slowing. So far, we have seen little or no impact on tenant sales in our commercial centers, though it may begin to affect the retail sector going into 2023 as living costs increase. See page 14.
Rising interest rates leading to higher financing costs	Higher interest rates will mean an increase in financing costs, though this will be offset, to some degree, by higher rental income from indexation. See page 51.
Increased construction costs from price inflation, leading to possible delays or overruns	Most of our construction costs are fixed through to the end of 2023. All construction projects were delivered in 2022 within budget and most on time. See page 14.

1 We had originally predicted a low point for our DRPS in 2022 of €1.40-1.45.
2 Since the start of our LifeCentral strategy, we have seen encouraging yield compression across our centers: Vier Meren, Hoofddorp (63 points), Sterrenburg, Dordrecht (41 points), Ring Shopping, Courtrai (11 points), Eggert (15 points), Presikhaaf, Arnhem (22 points), Kronenburg, Arnhem (13 points), Belle-Île, Liège (15 points).

Value creation

Our approach to value creation

Through our business activities, we create value for our stakeholders and for society as a whole. This value is often financial – we pay dividends to shareholders, for example, and make regular payments to suppliers, employees and other business partners. It may also be social or environmental: our centers provide thousands of jobs, access to shops, restaurants and services and act as a social hub for local communities.

At the same time, we are aware that there are trade-offs to be made. Our business activities may also deplete value – our centers consume energy and other resources, particularly during construction work. And, through our tenants, we are part of wider value chains, producing and selling clothes, cosmetics, furniture and other consumer goods, which may cause social or environmental harm. Through our strategy and approach, we look to minimize these 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. Using this definition, we recognize four main stakeholder groups:

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

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 stakeholders. On the following page, we have set out our value creation model – this model is based on the Integrated Reporting Framework. From left to right, it 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.

Full Service Center Les Bastions in Tournai (BE) welcomed 4.2 million visitors in 2022

Our value creation model

Resources

Gross Rental income € 141m
Net debt: € 842m
Shareholders' equity: € 886m

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

Total lettable area: 674,400 m^2
Value of portfolio: € 2,000m
Total capex € 64m

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

New lease processed: 281
Number of centers using *Flow by Wereldhave:* 20
General expenses: € 17m

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

Training & development spend € 0.2m
Total number of employees (FTE) 118

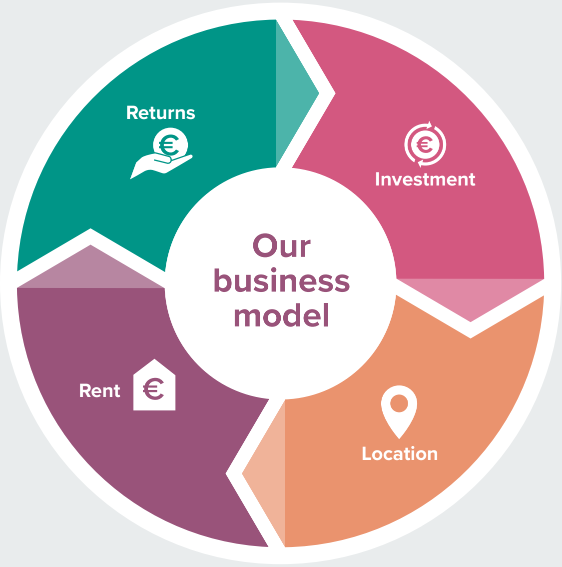
Human capital
Including time, skills and personal engagement of employees, temporary staff and outside suppliers and contractors.

Total number of leases: 1,684
Total number of visitors: 84m
Number of suppliers and contractors: 1,500

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

Energy consumption: 42,648 MWh
Total water use: 147,877 m^3

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



Value created

Tenants & visitors
Customer experience numbers remained more or less unchanged compared with the previous year (though much higher than prior to 2021). During 2022, we were able to deliver three more Full Service Centers and further expanded lettable area devoted to mixed-use.

Customer Experience (NPS): +24 (vs. +25)[1]
Lettable area devoted to mixed use: 13.2% (vs. 10.8%)
Shopping centers meeting our Full Service Center criteria: 5 (vs. 2)

Investors
In 2022, 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: € 54m (vs. €28m)
Direct result: € 80m (vs. € 88m)
Indirect result: € -4m (vs. € -302m)

Business partners, suppliers and employees
Payments to suppliers and sub-contractors increased during 2022 - a reflection of Investments made In our assets. Salaries and benefits reduced following the disposal of France and continued cost-cutting measures. We took a cautious approach to new capital expenditure, proceeding step-by-step to minimize price risks.

Payments made to supplier and other sub-contractors: € 126m (vs. € 113m)
Salaries, pension and other benefits paid to employees: € 15m (vs. € 23m)

Society and community
During 2022, we further reduced emissions and waste as part of our A Better Tomorrow program. We continued to design Paris-Proofing in blueprints for our Full Service Centers, and support social initiatives.

Carbon emissions (scope 1 and 2) like-for-like: 2,443 tons (vs. 3,641 tons)
Waste going to landfill: 53 metric tons (vs. 482 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 40 for further details.
Note: All figures above relate to 2022. 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 2022 is € 76.0m (2021: € -213.3m). The negative total result in 2021 was mainly due to a loss on disposals, which was captured in the Indirect result. In 2022 there were no significant disposals whereas the revaluation result of our properties was limited to € -4.1m.

The other component of total result, direct result, was strong, but lower than in 2021 due to the disposals in 2021.

Direct result

(in €m)	2021	2022
Net rental income	124.7	115.2
General costs	-11.3	-11.7
Net interest	-24.8	-23.5
Taxes on result	-0.1	-0.2
Total direct result	**88.5**	**79.8**

Wereldhave's direct result for 2022 totaled € 79.8m, representing a direct result per share (DRPS) of € 1.63. Gross rental income amounted to € 140.9m, down from € 161.8m in 2021, mainly because of disposals in France in 2021. Excluding this disposal effect, our DRPS increased by 13%. Property expenses decreased from € 31.3m to € 18.5m, as a result of these disposals and lower provisions for both Covid-19 agreements with tenants and doubtful debt. Disposals also resulted in a decrease in net rental income for 2022 to € 115.2m, compared with € 124.7m in 2021.

General costs amounted to € 11.7m, slightly up from € 11.3m in 2021. This was driven mainly by the indexation of wages and the effect of high inflation on recurring costs. Cost awareness remains a priority for management. The move to a new headquarters, scheduled for mid-2023, will save additional expenses. Despite high indexation for 2023 (for example mandatory 11% wages indexation in Belgium) Wereldhave targets general costs to reduce to € 10.9m in 2023.

Net interest expense declined to € 23.5m from € 24.8m in 2021 as a result of lower net debt following the disposals made last year. The decline came despite an increase in interest rates.

Indirect result

(in €m)	2021	2022
Valuation result	-65.9	-4.1
Result on disposal	-228.4	-4.5
General costs	-7.6	-5.6
Other income and expense	-1.4	10.4
Taxes	1.5	-
Total indirect result	**-301.8**	**-3.8**

Our indirect result for 2022 amounted to € -3.8m, including revaluations in our property portfolio of € -4.1m. The indirect result also includes settlements related to the disposal of French centers and costs associated with an aborted M&A transaction. Other financial income and expense consist mainly of fair value changes on derivatives.

At 31 December 2022, our EPRA net tangible assets (NTA) stood at € 21.73 per share, an increase of 0.9% compared with previous year. Our NTA benefited from our positive results, offset by dividend payments to shareholders of € 1.10 per share. Our total return for 2022 came in at € 1.29 per share.

The revaluation result of our properties of € -4.1m (equivalent to -0.2% of the portfolio's total like-for-like value), was primarily due to increasing yields, offset by an increase in the passing rent component of valuations. By the end of 2022, our portfolio's average EPRA Net Initial Yield (NIY) stood at 6.4%. We saw continuing yield compression during the year for our first Full Service Centers.

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 ensure acceptable leverage and long-term growth, management has decided to allocate the Company's recurring income partly to finance investments needed under its LifeCentral strategy, partly to dividends.

Current debt position

At 31 December 2022, interest-bearing debt totaled € 856.8m, which together with a cash balance of € 14.4m resulted in a net debt position of € 842.4m. Undrawn borrowing capacity amounted to € 266m. Our net loan-to-value (LTV) ratio stood at 42.4% (compared with 41.0% at year-end 2021). Wereldhave's gross LTV stood at 43.1% at the end of the year (2021: 45.7%), well below our bank covenant limit of 60%.

Debt position as at 31 December

(in €m unless otherwise stated)	2021	2022
Interest-bearing debt	814.9	856.8
Cash position	26.8	14.4
Net debt	**788.1**	**842.4**
Undrawn borrowing capacity	525.0	266.0
Net Loan-to-Value in %	41.0%	42.4%

Financing & credit facilities

During the year, we refinanced the following credit facilities, significantly improving our debt maturity profile:

- In July, Wereldhave Belgium reached agreement with Belfius Bank NV to refinance a € 30m term loan and a € 50m revolving credit facility (RCF) for an average term of four years. Both facilities were originally due to mature in 2023.
- We refinanced a Syndicated Revolving Credit Facility (RCF) with a new five-year € 225m sustainability-linked RCF, maturing in Q4 2027.
- Our Green RCF with ABN AMRO Bank, originally maturing in Q3 2024, was refinanced with a new unsecured € 50m RCF, maturing in Q4 2027. With this last transaction, our assets are again fully unencumbered.

Equity & net asset value

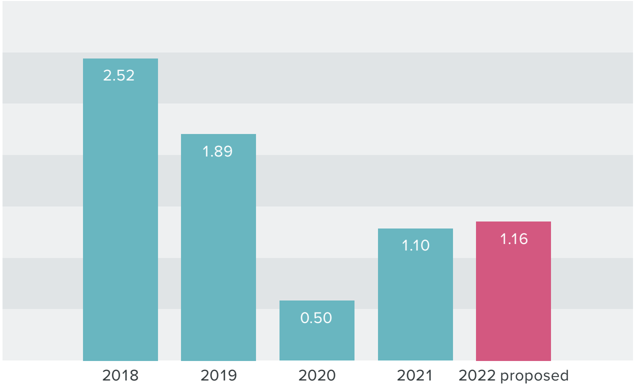
At 31 December 2022, shareholders' equity – including non-controlling interests – amounted to € 1,123.2m (€ 1,095.5m at 31 December 2021). The number of outstanding shares remained unchanged at 40,270,921 ordinary shares. A total of 223,781 treasury shares are held by the Company.

Dividend payment to investors

Wereldhave will propose to the Company's Annual General Meeting a dividend for 2022 of € 1.16 per share, an increase of 5.5% 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 2022, our share price decreased by 2.5%. Total shareholder return for the year – including the € 1.10 per share dividend – came to 6.1%.

By comparison, our benchmark – the FTSE EPRA Nareit Developed Europe Index – declined 37% during 2022.

Communications with investors

We value the trust investors put in us – we have an open and transparent process of capital allocation. With the lifting of Covid-19 restrictions in 2022, we were able to resume face-to-face meetings with investors, in addition to online sessions. During the year, we held more than 40 meetings with investors and analysts in one-to-one and group meeting format, targeting equity and US Private Placement investors. 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.

During 2022, the Dutch government announced plans to abolish the country's real estate investment trust (REIT) regime in 2025. We estimate that these plans, in a worst-case scenario, will cost us around € 3-4m in earnings. The decision may also open up new business opportunities (see also page 27).

Visitors enjoy the new every.deli fresh cluster in Full Service Center Sterrenburg, Dordrecht (NL)

Direct & Indirect result

	2022		2021	
(in € 1,000)	direct result	indirect result	**direct result**	**indirect result**
Gross rental income	140,921	-	161,840	-
Service costs charged	21,745	-	28,931	-
Total revenues	**162,666**	**-**	**190,771**	**-**
Service costs paid	-29,000	-	-34,772	-
Property expenses	-18,498	-	-31,329	-
Total expenses	**-47,498**	**-**	**-66,101**	**-**
Net rental income	**115,168**	**-**	**124,669**	**-**
Valuation results	-	-4,067	-	-65,880
Results on disposals	-	-4,517	-	-228,439
General costs	-11,740	-5,630	-11,298	-7,590
Other income and expense	19	-3,389	6	-214
Operational result	**103,447**	**-17,603**	**113,377**	**-302,123**
Interest charges	-23,555	-	-24,763	-
Interest income	45	-	13	-
Net interest	**-23,510**	**-**	**-24,749**	**-**
Other financial income and expense	-	13,807	-	-1,133
Result before tax	**79,937**	**-3,796**	**88,628**	**-303,256**
Income tax	-179	45	-147	1,483
Result	**79,757**	**-3,750**	**88,481**	**-301,772**
Profit attributable to:				
Shareholders	65,186	-7,922	75,332	-301,582
Non-controlling interest	14,571	4,171	13,149	-190
Result	**79,757**	**-3,750**	**88,481**	**-301,772**
Basic earnings per share (€)	1.63	- 0.20	1.88	- 7.52

Key developments in our markets

Visitor numbers increased across our three markets: the Netherlands, Belgium and France. During the year, we opened three new Full Service Centers and delivered all our construction projects on budget, despite rising material costs.

Market overview

In 2022, visitor numbers returned almost to pre-pandemic levels, with the final lifting of Covid-19 restrictions. Demand among tenants remained strong, despite concerns over consumer confidence, due to the war in Ukraine. New leases came in at above market average prices; in the Netherlands, leasing spreads rose for the first time in six years. Meanwhile, occupancy rates improved steadily from the first quarter onwards, reaching their highest level for six years. Investment demand largely dried up, however, given increased economic uncertainty and higher interest rates.

During the year, we also opened three new Full Service Centers, strengthened our partnership with fashion retailer Bestseller, and continued to invest in our F&B and healthcare clusters. Like-for-like Net Rental Income showed a significant improvement, with rental contracts across our locations indexed to inflation.

Construction work continued on projects across the Netherlands, Belgium and France. Despite rising prices for materials, all projects to date have been delivered within budget. We will keep projects under review, given current economic uncertainties. Results from our Full Service Centers showed significant outperformance against metrics used to assess our Full Service Centers. In 2022, total property returns from these locations stood at 6.4% (unlevered).

Occupancy rates

	Q4 2021	Q1 2022	Q2 2022	Q3 2022	Q4 2022
Belgium	97.2%	96.1%	97.0%	97.2%	97.7%
France	94.7%	94.0%	96.6%	97.2%	97.1%
Netherlands	95.7%	95.9%	95.0%	95.6%	96.1%
Shopping centers	**96.2%**	**95.8%**	**95.9%**	**96.4%**	**96.8%**
Offices (Belgium)	76.0%	68.8%	77.2%	82.4%	81.5%
Total portfolio	**94.9%**	**94.0%**	**94.7%**	**95.5%**	**95.8%**

Operations shopping centers

Country	# of contracts	Leasing volume	ERV uplift	MGR uplift	Occupancy rate	LFL NRI growth
Shopping Centers						
Belgium	73	11.6%	15.4%	5.9%	97.7%	14.4%
France	15	10.3%	2.9%	-0.7%	97.1%	-0.7%
Netherlands	177	21.3%	4.4%	0.0%	96.1%	5.6%
Total Shopping Centers	**265**	**16.6%**	**7.1%**	**2.1%**	**96.8%**	**9.1%**

Footfall growth (versus same quarter previous year)

Shopping centers	Q4 2021	Q1 2022	Q2 2022	Q3 2022	Q4 2022
Belgium	43.5%	20.0%	19.5%	8.0%	7.7%
France	1.2%	17.2%	13.7%	8.4%	1.0%
Netherlands	4.9%	56.2%	17.2%	2.9%	11.9%
Overall	**11.3%**	**40.3%**	**17.2%**	**4.9%**	**9.4%**

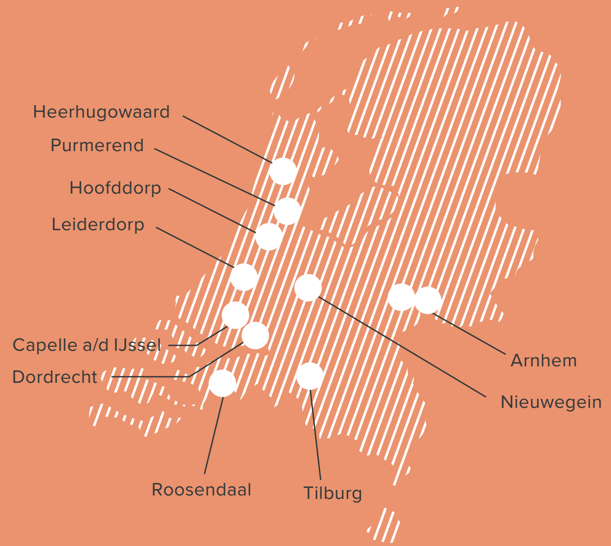
Full Service Center Performance

In line with our LifeCentral strategy, we are continuing to transform our centers into Full Service Centers. Already five of our commercial centers now qualify as Full Service Centers; six more are currently undergoing transformation work. We track the performance of our centers based on their transformation status: “Full Service Center” for those already transformed; “In Transformation” for those undergoing transformation work, and “Shopping Center” for our remaining locations. Results for 2022 show significant outperformance for our first five Full Service Centers, three of which have been in transformation for most of the year and have been realized in the fourth quarter of 2022. Total annualized property return from these five Full Service Centers was 6.4% (unlevered). We expect the centers’ Net Promoter Score (NPS) – our main measure of customer loyalty – to outperform Shopping Centers, following the successful launch of new concepts (such as every.deli, health & well-being, eat&meet etc.).

KPI	Full Service Center	In Transformation	Shopping Center
# Assets	5	6	6
Mixed Use Percentage	16%	16%	9%
MGR Uplift[1]	1.2%	(4.3%)	1.6%
MGR vs. ERV[2]	2.7%	11.6%	8.1%
Tenant sales vs. 2019	+7.4%	+6.2%	+9.0%
NPS	+18	+23	+19
Direct Result	5.6%	5.9%	6.3%
Valuation Result	0.8%	(0.3%)	(1.4%)
Total Property Return[3]	6.4%	5.6%	4.9%

1 Minimum Guaranteed Rent (MGR) as compared to the previous MGR paid for the same unit(s)
2 Estimated Rental Value as determined in the latest appraisal report; also referred to as market rent
3 Unlevered and according to MSCI definition

Key developments Netherlands



Top 10 tenants

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

11
Number of centers

345,800
Lettable space (m^2)

54.5m
Footfall (total visitors)

Economic background and outlook

The Dutch economy remained strong for much of 2022, continuing its rebound from the Covid-19 pandemic. Growth slowed during the year, however, as the war in Ukraine resulted in higher inflation and a loss of consumer confidence, despite government measures to protect those on lower incomes. Growth is likely to be much weaker in 2023, helping ease inflation, which is expected to drop back to around 4% by 2024. Bankruptcies remained below pre-pandemic levels during the year but may increase significantly in 2023 as the economy slows further.

Key economic parameters

	2021	2022E[1]	2023E[1]	2024E[1]
GDP growth, yoy	4.9%	4.3%	0.8%	1.1%
Harmonized index of consumer prices, yoy	2.8%	12.2%	8.5%	4.2%
Unemployment	4.2%	3.6%	4.1%	4.3%
Private consumption, yoy	3.6%	5.8%	0.4%	1.0%

1 E = estimated

Source: Organization for Economic Cooperation & Development (OECD), Economic Outlook November 2022

Market update and developments

With Covid-19 restrictions lifted, visitor numbers returned almost to pre-Covid levels. More significant increases in visitor numbers were seen at Full Service Center locations, for example at Presikhaaf, our first Full Service Center in the Netherlands. The leasing market remained highly active, with occupancy rates increasing in 2022 to 96.1%. Leasing rates also continued to improve – spreads at our Dutch centers rose for the first time since 2016, with rents on average above market levels, particularly at locations transformed or in transformation to Full Service Centers.

Key data shopping center operations

	2021	2022
Net rental income (in €m)	55.2	55.5
Occupancy	95.7%	96.1%
Investment properties in operations (in €m)[1]	830.2	853.7
Investment properties under construction (in €m)	13.1	21.9
Acquisitions (in €m)	-	-
Disposals (in €m)	105.3	0.8
EPRA NIY	6.5%	6.9%

1 Including lease incentives.

Progress with LifeCentral strategy

During the year, we completed two new Full Service Centers in the Netherlands: at Sterrenburg in Dordrecht and at City Center in Tilburg. We also started transformation work at Vier Meren in Hoofddorp – our Full Service Center there is expected to open in early 2023. Two other centers are also scheduled for completion before the end of 2023. We expect to complete Phase 1 of work at our Kronenburg center in Arnhem by 2024.

Operating performance and new leases

Footfall at our Dutch centers was strong, close to 2019 levels whilst tenant sales were even 3% above 2019 levels. We are seeing significant footfall increases in centers such as our Eggert Center in Purmerend and Sterrenburg in Dordrecht, where we have made important investments. Our first Full Service Center, Presikhaaf in Arnhem is outperforming other locations in our Dutch portfolio, with a footfall increase in 2022 of over 13% compared with 2019. At the same time, it should be noted that ongoing transformations are having a temporary negative impact on visitor numbers in centers under construction.

Over the past year, the Dutch leasing market has been very active. During the pandemic, tenants were very selective when opening new locations. Now we are seeing an increase in leasing requests, as well as in new signings. Activity is particularly strong at centers in transformation and completed Full Service Centers.

During 2022, Wereldhave and Bestseller strengthened their partnership with an agreement to open four new stores and to extend the long-term leases of four existing stores. With this agreement, Bestseller will have stores from its ONLY and ONLY & SONS brands at Wereldhave's Vier Meren center in Hoofddorp, Eggert in Purmerend, Cityplaza in Nieuwegein and Emmapassage in Tilburg.

Early 2023, Basic-Fit will open in Sterrenburg, Dordrecht, adding another reason to visit this Full Service Center.

In November, we celebrated the official opening of the completely redeveloped Emmapassage in Tilburg. During the transformation, Wereldhave has significantly improved the tenant mix in order to create a strong combination of retail, Food & Beverage (F&B), leisure and public services for visitors and residents. The new Emmapassage – one of the Netherlands' largest recent inner-city development projects – is fully let (up from a pre-let rate of 62% in June 2022) which marks a great achievement by the Wereldhave team responsible for the new center. The most recent leases added were with fashion groups MSCH Copenhagen and America Today.

In Hoofddorp, work is underway to transform our Vier Meren center. We have signed leases with DEICHMANN for a new and expanded vanHaren shoes store and for a brand-new SNIPES sneakers store at the center. Pre-letting currently stands at 76%.

At our Full Service Center Presikhaaf, we agreed a new lease with Sanquin bloodbank. Previously, Sanquin operated exclusively from out-of-town locations. By re-locating to Presikhaaf, the company will benefit from increased footfall, and synergies available with other health-related services at the center. Our Presikhaaf Health Cluster is now almost fully let; feedback from tenants so far has been very positive, also underpinned by the significant increase in footfall.

At Eggert Center in Purmerend, we signed a new lease with our key tenant C&A for their return to the second floor of the center.

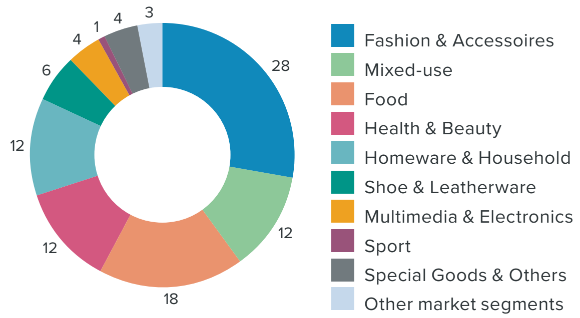
By year-end 2022, occupancy rates in the Netherlands had increased to 96.1%, up from 95.7% twelve months before.

Results & valuations

Net rental income in the Netherlands was stable despite some disposals in 2021 and amounted to € 55.5m (2021: € 55.2m). Revaluations amounted to € -2.9m mainly as a result of upward yield shifts offset by increases in projected market rent levels. At the end of 2022, the average EPRA Net Initial Yield on the Dutch portfolio stood at 6.9%. The total portfolio was valued at € 876m on 31 December 2022 (2021: € 843m). The value of the development portfolio stood at € 22m at year-end 2022 (2021: € 13m).

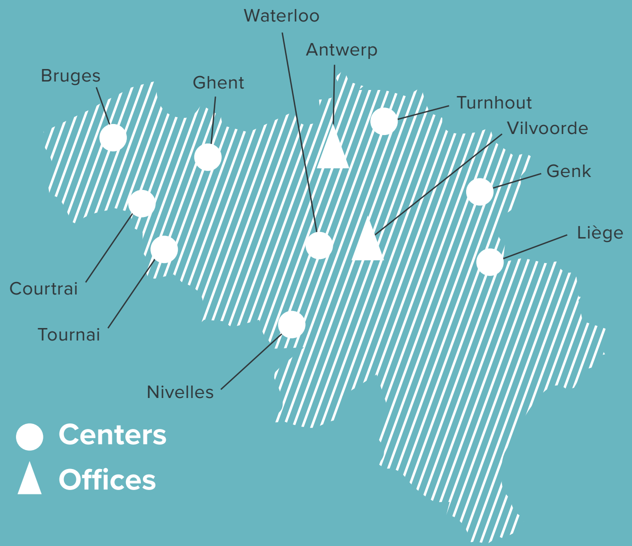
Tenant mix in the Netherlands

(% of annual rental income, end 2022)



FSC Presikhaaf in Arnhem outperforms the Dutch portfolio with over 13% footfall increase versus 2019

Key developments Belgium



Centers

Offices

9
Number of centers

2
Number of office locations

284,700
Lettable space (m^2)

18.4m
Footfall (total visitors)

Top 10 tenants

1. Carrefour
2. Ahold Delhaize
3. C&A
4. A.S. Watson Group
5. H&M
6. Lunch Garden
7. Brico
8. RICOH
9. Jumbo Group
10. PAPRIKA

Economic background and outlook

The Belgian economy slowed sharply in 2022, with rising energy prices weakening consumer confidence. Increased economic uncertainty also adversely affected international trade. Private consumption is expected to remain weak until mid-2023, despite wages being automatically indexed to inflation. Growth is likely to retreat further in 2023, with inflation remaining high and continued pressure on government spending.

Key economic parameters

	2021	2022E[1]	2023E[1]	2024E[1]
GDP growth, yoy	6.1%	2.9%	0.5%	1.1%
Harmonized index of consumer prices, yoy	3.2%	9.9%	6.6%	4.1%
Unemployment	6.3%	5.8%	6.5%	6.2%
Private consumption, yoy	5.5%	2.5%	0.1%	2.2%

1 E = estimated

Source: Organization for Economic Cooperation & Development (OECD), Economic Outlook November 2022

Market update and developments

Footfall at our Belgian centers returned to normal in 2022, with the ending of Covid-19 restrictions. Visitor numbers increased significantly during the summer. Demand for office space proved remarkably strong, despite low business confidence. Occupancy showed improvement during the year, while new leases were signed generally above previous levels and market averages.

Key data shopping center operations

	2021	2022
Net rental income (in €m)	42.4	48.4
Occupancy	97.2%	97.7%
Investment properties in operations (in €m)[1]	818.2	834.5
Investment properties under construction (in €m)	13.5	14.3
Acquisitions (in €m)	-1.7	-
Disposals (in €m)	-	-
EPRA NIY	5.7%	6.2%

1 Including lease incentives.

Progress with LifeCentral strategy

During 2022, we completed a second Full Service Center in Belgium – at Ring Kortrijk in Courtrai. Our first Belgian Full Service Center Les Bastions in Tournai opened in 2021. Like Presikhaaf in Arnhem, Les Bastions in 2022 outperformed all metrics set for our Full Service Centers. In addition, work is underway to convert our center in Nivelles – we expect the first phase to be completed by the end of 2023.

Operating performance and new leases

In Belgium, footfall increased by 13% versus 2021, driven mainly by increased visitor numbers at Les Bastions in Tournai and Belle-Île in Liège. Higher footfall also resulted in higher sales figures for nine of the twelve tenant categories in our Belgian portfolio.

Tenant sales were 10% above the level of 2019.

Despite continued geopolitical uncertainty, leasing of both retail and office space showed remarkable strength. In 2022, the Company concluded 73 leases and lease renewals for centers at, on average, 5.9% above previous rental levels and 15.4% above market rents. Among these leases were strong retail brands such as Kiabi, Intersport and Kruidvat. We also agreed new F&B leases with KFC, Hawaiian Poké Bowl, O'Tacos, Chick & Cheez and Cup Pasta.

In Belgium, occupancy rates at our centers rose further to 97.7% at year-end 2022 (2021: 97.2%), supported by new leases at Les Bastions in Tournai and Shopping 1 in Genk.

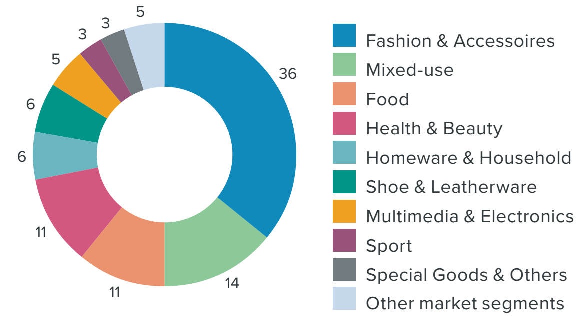
Our office portfolio occupancy rate peaked at 82.4% in Q3 2022, up from 76.0% at year-end 2021, confirming the positive impact of Wereldhave's decision to roll out its The Sage concept. In Berchem (Antwerp) in particular, many new leases have been signed.

Results & valuation

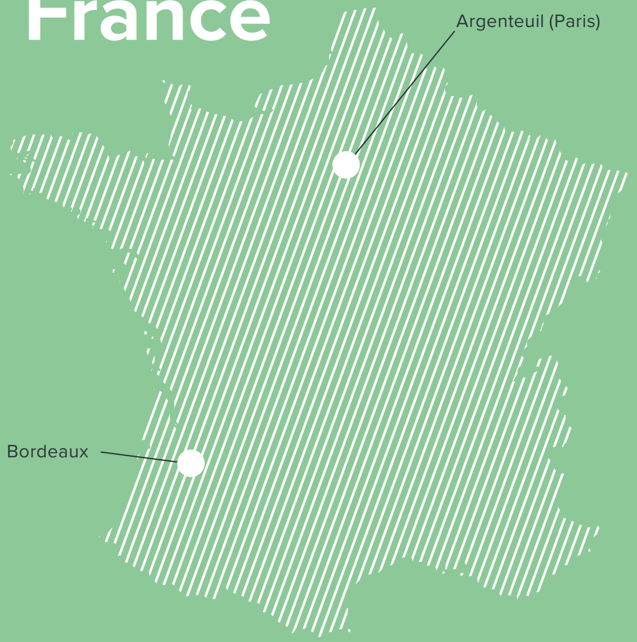
Net rental income in Belgium was still impacted by the pandemic and amounted to € 53.0 (2021: € 47.3m) of which € 48.4m is derived from shopping centers. Revaluations amounted to € -1.7m. At the end of 2022, the average EPRA Net Initial Yield on the Belgian shopping center portfolio stood at 6.2% and on the office portfolio at 6.9%. The total portfolio was valued at € 949 on 31 December 2022 (2021: € 928m). The value of the development portfolio stood at € 14m at year-end 2022 (2021: € 14m).

Tenant mix in Belgium

(% of annual rental income, end 2022)



Key developments
France



2
Number of centers

43,900
Lettable space (m²)

11.2m
Footfall (total visitors)

Top 10 tenants

1. A.F. Mulliez
2. H&M
3. Sephora
4. Mango
5. Jumbo Group
6. Yves Rocher
7. ATOL
8. Basic-Fit
9. Footlocker
10. NewYorker

Economic background and outlook

In France, economic growth slowed in 2022, due to higher energy prices and continued supply chain disruptions. Inflation rose significantly, but government intervention kept rates below those in many neighboring countries. Lower business and consumer confidence, meanwhile, held back new investment, as did uncertainty over energy supplies. Growth is likely to slow further in 2023, with continued inflationary pressure and declining domestic demand.

Key economic parameters

	2021	2022E[1]	2023E[1]	2024E[1]
GDP growth, yoy	6.8%	2.6%	0.6%	1.2%
Harmonized index of consumer prices, yoy	2.1%	5.9%	5.7%	2.7%
Unemployment	7.9%	7.4%	7.7%	8.1%
Private consumption, yoy	5.3%	2.5%	0.4%	1.0%

1 E = estimated

Source: Organization for Economic Cooperation & Development (OECD), Economic Outlook November 2022

Market update and developments

We successfully outsourced management of our two remaining French centers; these locations performed well in 2022, with a steady recovery in footfall during the year. Visitor numbers at our center at Côté Seine, Argenteuil (Paris), increased in line with national average. Footfall at Mériadeck in Bordeaux, however, was below average, adversely affected by construction of the new F&B area and its location in a business district where remote working was compulsory for part of the year. Tenant sales returned almost to 2019 levels, showing continued confidence in our locations.

Key data shopping center operations

	2021	2022
Net rental income (in €m)	22.2	6.7
Occupancy	94.7%	97.1%
Investment properties in operations (in €m) [1]	170.1	175.3
Investment properties under construction (in €m)	-	-
Acquisitions (in €m)	0.7	-
Disposals (in €m)	506.8	-
EPRA NIY	4.6%	4.7%

1 Including lease incentives.

Strategy, operating performance and new leases

During the year, we signed 15 new leases, more than anticipated, demonstrating the attractiveness of our centers' locations. Among these new contracts was one for a city-center Ikea store at Mériadeck in Bordeaux, the first Ikea store in our portfolio.

On average, deals were signed above ERV and in line with previous rent levels. The leasing activity contributed significantly to our occupancy rate in France, which reached 97.1% (2021: 94.7%).

Work began as planned in Q2 2022 on our F&B project at Mériadeck in Bordeaux. We expect to open in April 2023 on schedule and within budget. There is only one unit remaining to be let for this F&B area.

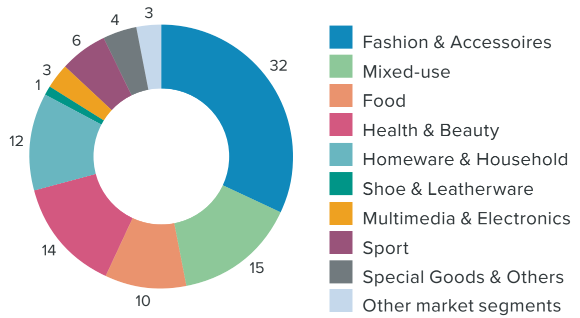
Work has started at Côté Seine on a new Basic-Fit unit, to be opened in 2023, while we re-located our tenants Bouygues and Etam at Mériadeck to create a new Normal store, due to open at the same time as the F&B project.

Results & valuation

Net rental income in France was significantly impacted by the 2021 disposals, amounted to € 6.7m (2021: € 22.2m). Revaluations on the portfolio amounted to € 0.5m.
At the end of 2022, the average EPRA Net Initial Yield on the French portfolio stood at 4.7%. The total portfolio was valued at € 175m on 31 December 2022 (2021: € 170m).

Tenant mix in France

(% of annual rental income, end 2022)



The new eat&meet cluster in Mériadeck, Bordeaux, will open early in 2023

Tenants and visitors

During 2022, we continued to invest in our Full Service Centers. We expanded our F&B and healthcare clusters and successfully rolled out our new office concept, The Sage. Our Full Service Centers Presikhaaf and Les Bastions reported positive Net Promoter Scores, following their transformation to Full Service Centers.

Our customer experience principles

With our Full Service Centers, we are in effect introducing a new concept in commercial real estate. To support this, we have developed four basic principles to define 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.

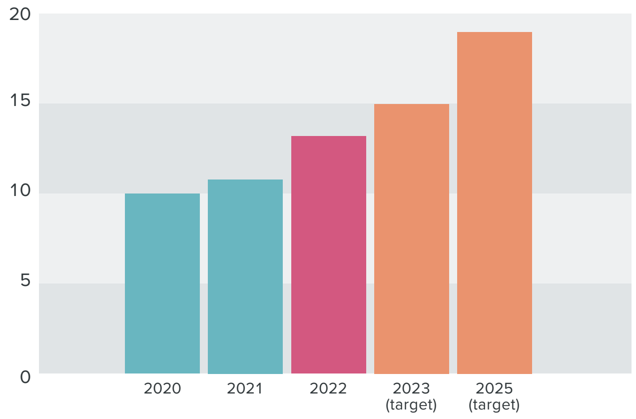
Local impact
We have a positive impact on our communities.

Changing our tenant mix

With our LifeCentral strategy, we are signing up more "mixed-use" tenants, including bars and restaurants, healthcare providers, fitness, leisure and entertainment. By the end of 2022, 13.2% of our centers were let to mixed-use, just above our target for the year.

% of mixed use Benelux

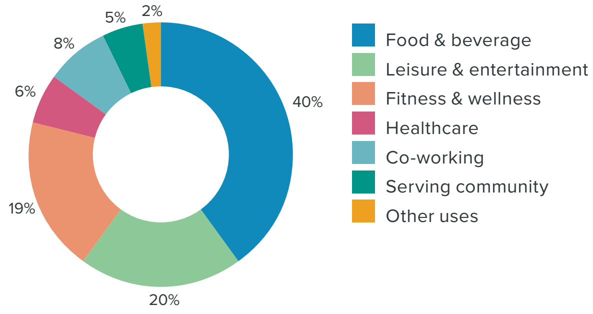
(in m²) at Wereldhave centers



The following charts show the estimated breakdown of mixed-use space by sector in 2025 according to the 2022 update of our Full Service Center blueprints.

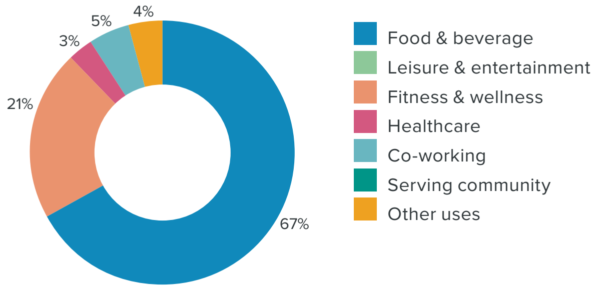
Planned composition of mixed-use space by 2025 (2022 blueprint update) Netherlands

Total area: 72,000m²



Planned composition of mixed-use space by 2025 (2022 blueprint update) Belgium

Total area: 26,000m²



Charts show the estimated breakdown of mixed-use space by sector according to the 2022 update of our Full Service Center blueprints. Compared with the previous year, the latest update shows a considerable change in the estimates for our Belgian centers. This is due to the fact that the extensions at three of our Belgian centers have been excluded from the 2022 projections as these projects are still under review. In the Netherlands, small decreases in leisure & entertainment and F&B were offset by increases in other sectors.

Over the past year, we took measures to improve customer experience, further expanding our food and healthcare clusters and extending services like *the point* and UpNext to more of our centers:

- **every.deli (fresh food)**: We opened an every.deli at Cityplaza in Nieuwegein and began development work at our Sterrenburg center in Dordrecht.
- **eat&meet (F&B)**: We launched eat&meet at Shopping 1 in Genk and plan to open two more – at De Koperwiek in Capelle aan den IJssel and Mériadeck in Bordeaux – in early 2023.
- **Health & well-being (healthcare)**: We further expanded our healthcare cluster at Presikhaaf, with Sanquin opening its first city-center blood bank at the center in Arnhem.
- **the point (service hub)**: Two new *the points* opened in 2022 at our Presikhaaf and Kronenburg centers in Arnhem. By year-end, *the point* was in operation in nine of our locations: five in Belgium and four in the Netherlands.[1]
- **UpNext (pop-up shop)**: We continued to expand UpNext – the pop-up shop concept is now in operation at fourteen of our centers in Belgium and the Netherlands.
- **Facilities & services**: We introduced a new public seating and green concept at our centers in Nieuwegein and Nivelles, following a successful pilot at De Koperwiek in Capelle aan den IJssel. We also created a new Play & Relax area for children at Les Bastions in Tournai.
- **The Sage (office)**: We successfully rolled-out The Sage, our new office concept, for which many leases have been signed.

Over the next few years, we plan to extend our every.deli, eat&meet and healthcare clusters to more centers in both the Netherlands and Belgium. Since 2021, we have also brought a number of F&B operators into our centers, including Anne & Max, Starbucks, Cup Pasta, Chick & Cheez and O'Tacos. Figures show that F&B is an important driver of customer experience.

Our Full Service Center scorecard

In 2022, we introduced a new Full Service scorecard – this scorecard helps us assess how centers perform against five different elements:

- How much lettable space is devoted to mixed-use tenants
- Whether a center has clusters: 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 Connect, an e-commerce platform available to smaller fresh produce retailers.
- Whether the center has the "basics" – restrooms, parking and public seating, as well as good environmental management and support for local environmental and social initiatives.

To qualify as a Full Service Center, locations must achieve a minimum score, based on various building blocks (e.g. mixed-use offering, clusters, facilities and services), so that individual centers can adapt to the needs of local consumers.

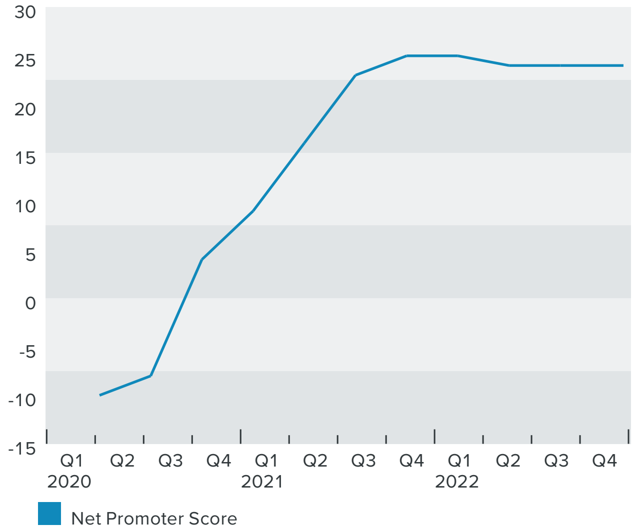
1 Figures show that The Point contributes positively to both visitor numbers and spending. Of visitors to our centers, 80% say they combine their visit to The Point with a visit to a store, bar or restaurant. Forty-seven percent visit two or more additional locations. Of visitors to The Point, 25% say they would have shopped elsewhere, had they not had to pick up or return a parcel at our service hub. A third of visitors make at least one impulse purchase after visiting The Point (Source: Strabo Research).

2 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 49 for further details.

Measuring customer experience

We measure customer experience every quarter among visitors to our centers, using the Net Promoter Score (NPS). We have clear NPS targets built into both our overall strategy and blueprints for our centers. Our NPS remained stable in 2022 at +24, above our +20 target for 2025. The score has risen significantly over the past two years – a reflection of recent investment in our centers and the creation of new Full Service Centers in both the Netherlands and Belgium. Our first two Full Service Centers – at Presikhaaf and Les Bastions – both saw a sharp rise in NPS in 2022.

Net Promoter Score since launch of our LifeCentral strategy



The chart shows combined NPS for the Netherlands and Belgium. NPS measures the likelihood that visitors would recommend Wereldhave centers to others. Visitors rate their responses 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).

Be Your Selfie roadshow

We are constantly looking for opportunities to improve the shopping experience at our centers. In 2022, we created the Be Your Selfie Tour, a touring Instagram experience, starting at Cityplaza in Nieuwegein. The tour offers thirteen separate rooms, each with its own theme –ranging from better together and let's play to every day, I am bubbling. Visitors can use the rooms to take selfies or shoot videos with friends and family to share on social media – it has been called one of the most instagrammable experiences in the Netherlands and received positive press coverage. Our figures show that the Be Your Selfie Tour helps attract visitors to the center's bars and restaurants and boosts our Net Promoter Score. After a successful launch at Cityplaza, the Be Your Selfie Tour roadshow went live at our Kronenburg center in Arnhem and City-Center Tilburg.

For tenants, we measure satisfaction through our Customer Satisfaction Index (CSAT). The last survey was performed early 2022. CSAT stood at 8.0 for the Netherlands and at 8.2 for Belgium.

We have worked hard to improve services for tenants, expanding *the point* and UpNext for example. In 2022, we organized a job fair at our Kronenburg center, and created a digital jobs board for tenants at Cityplaza to help address labor shortages – an important issue in the retail sector. A new survey is planned for mid-2023. Our aim is to score at least 8.0 in both countries in 2025.

We take a scientific approach to managing our centers. Using data allows us to assess performance, particularly how well our centers meet visitors' everyday needs. In many cases, performance may come down to the positioning of certain stores, or the right mix of tenants within each location. We are currently discussing with third-party providers to improve our access to detailed data on footfall and visitor experience. Through our *flow by Wereldhave* digital platform, we have constant communications with our tenants – *flow by Wereldhave* is now available across all our centers. We regularly measure the performance of our Full Service Centers against both our other locations and "pre-transformation" – to ensure we are executing our strategy successfully.

Our touring leisure concept Be Your Selfie Tour attracts thousands of shoppers per week

Business partners, suppliers and employees

Overall employee engagement improved in 2022, though workload remained a point of attention. We also introduced a new voluntary share subscription plan for employees, and invested more than € 15m in salaries, pensions and training.

Our workforce

By the end of 2022, we had 118 employees (FTEs). Of these, 21% were part-time. In recent years, our workforce has reduced in size as a result of divestments in the Netherlands and France. We promote diversity and inclusion throughout our workforce. Women currently account for 40% of our senior management, above our minimum target of one third.

Much of the value we create for employees is through salaries, benefits and development. In 2022, we paid € 15m in salaries, pension payments, training and other benefits. Since 2021, we have an established dedicated Customer Experience team to support our LifeCentral strategy. All employees are bound by our Code of Conduct and business integrity policies, including temporary hires. There is also an employee handbook, covering pay, development, culture and health & safety in the workplace.

Collective bargaining and works councils

Across our operations, we comply with regulations regarding collective bargaining and freedom of association. We have no collective bargaining agreement, given our small number of employees. However, we have a works council, representing the employees in the Netherlands. In 2022, this council discussed various subjects with the Company's Board of Management, including culture, performance management, organizational changes, cost control measures and the effects of rising inflation on living costs. We also discussed the possible move to new headquarters within Amsterdam, planned for mid-2023.

Employee engagement and working environment

At Wereldhave, we want to create an efficient and supportive working environment. We have four core values defining our approach to business: *entrepreneurial*, *customer-inspired*, *responsible* and *connected*.

We conduct a regular employee engagement survey – 89% of employees in the Netherlands and Belgium took part in the latest survey in April 2022. Results showed that employees were engaged with Wereldhave – there were high scores for job satisfaction and "connection with colleagues". eNPS – whether employees would recommend Wereldhave as a place to work – was still positive, though significantly lower than in 2021 (+4 compared with +23), with work-life balance raised as a point of concern among employees. Our overall engagement score came in at 7.6, ahead of our longer-term target of at least 7.5.

Results were discussed extensively with management and team action plans put in place to address areas of weakness. In 2022, to improve engagement, we launched a voluntary share subscription plan for employees.

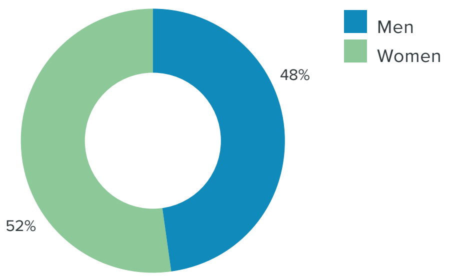
Our suppliers and sub-contractors

We work with approximately 1,500 suppliers and sub-contractors, mostly in maintenance, cleaning and security. In 2022, we spent € 126m on outside goods and services, spendings went up with 12% from the previous year. All our suppliers are governed by our Sustainable Supplier Code, and all are screened against both social and environmental criteria. For contracts worth € 10,000 or more, we require specific sign-off from suppliers. Standards in the Code cover the following:

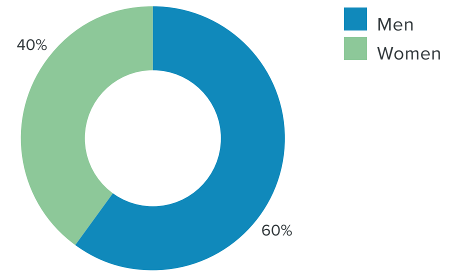
- Compliance with relevant laws and regulations
- Human and labor rights (child labor, forced labor, discrimination, freedom of association & collective bargaining)
- Health & safety
- Corruption
- Environment (environmentally friendly alternatives, transportation, materials & waste)
- Maintenance and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

The Code – part of our Better Tomorrow program (see page 44) – 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. In 2022, we carried out a supplier engagement survey, which found that all suppliers responding to the survey had a sustainability policy, took steps to reduce emissions and improve working conditions for their employees. A third, however, didn't have a full view of their carbon footprint or set a target for carbon neutrality.[1] Following the survey, we will be increasing our engagement with suppliers on climate change issues. A copy of our Sustainable Supplier Code is available online at www.wereldhave.com/governance/documentation/.

Gender diversity at Company level



Gender diversity at senior management level



1 Based on a survey covering approximately 40% of our spending on goods and services. The response rate to our survey in 2022 was 32%. We will be working to increase this response rate in future years.

Society & community

We made further progress on A Better Tomorrow, our 2030 sustainability program. We completed Paris-proof roadmaps for all our Dutch centers, extended solar panels and green spaces in our centers and secured a ninth straight five-star rating from GRESB, the most widely used sustainability benchmark in the industry.

A Better Tomorrow

During 2022, we continued to implement our 2030 sustainability program. Known as A Better Tomorrow, this program is based on three pillars:

- Better footprint - reducing our impact on the environment and bringing our business into 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

A Better Tomorrow is an integral part of our LifeCentral strategy - we have built sustainability objectives directly into the blueprints for our new Full Service Centers. We have set clear overall goals for our program:

- To reduce our carbon emissions by 30% by 2030 and make our business Paris proof by 2045
- To maintain our five-star rating with GRESB, 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

These overall goals are further specified in this chapter and, if relevant, split into multiple KPI's per element. We aim to keep our strategy as relevant as possible. This ambition includes a systematic review of our Better Tomorrow strategy, making certain that it aligns with our shareholders and stakeholders' expectations. In 2023 we anticipate to further define our timelines for achieving these ambitions.

We see sustainability as part of our "value proposition" to tenants. In recent years, many tenants have adopted more sustainable working practices, cutting emissions, reducing waste going to landfill and phasing out single-use plastics, for example.

To support our approach to sustainability, we maintain a Green Finance Framework. This framework allows us to issue green financial instruments, such as green bonds and green loan facilities, where repayments are tied directly to our sustainability performance.

Better footprint

To achieve our environmental target, we are introducing Paris-proof roadmaps for all our centers. These roadmaps set out exactly what measures are needed to reduce emissions and meet our targets for 2030. By the end of 2022, roadmaps were in place at all our centers in the Netherlands; we will complete the remaining roadmaps for our Belgian centers in 2023. To reduce emissions, we are improving energy efficiency at our locations and switching to renewable energy, where possible. Communal areas are already powered by renewables. We have also been increasing the number of solar panels at our sites – these now total 16,384, providing just over 11% of our total energy needs. In 2022, we installed 316 solar panels at our Sterrenburg center in Dordrecht; several new solar projects are planned and will be installed across our centers in 2023.

In many cases, we are able to introduce energy-saving measures during development work. At our Sterrenburg center in Dordrecht, for example, we introduced more efficient heating, insulated the roof and installed new LED lighting. We are bringing in similar measures elsewhere, including time switches at centers in Heerhugowaard, Tilburg, Leiderdorp and Roosendaal. During the year, we also upgraded the smoke heat ventilation system in the parking garage at Vier Meren in Hoofddorp.

Carbon emissions from our operations totaled 2,443 metric tons in 2022, down 33% from the previous year. This decrease in emissions results from multiple energy saving initiatives, divestments during the year in the Netherlands and France, two mild winters and decoupling a shopping center (Sterrenburg) from the gas network and connecting it with a local heat network. We are working with tenants, visitors and suppliers to reduce emissions throughout our value chain. In 2022, we held ECO-days at our centers in Belgium to raise awareness of environmental issues. We have also started to offer renewable energy to tenants at five of our centers in the Netherlands – if successful, this offer will be extended to other locations. Alongside these initiatives, we also continued our work with multilateral organizations, including the Dutch Green Building Council (DGBC), the CDP and GRESB. Additionally, Wereldhave collaborates with sectoral experts on physical climate risks; by providing feedback on a new framework for climate adaptive buildings led by the DGBC and Climate Adaptation Services (CAS).

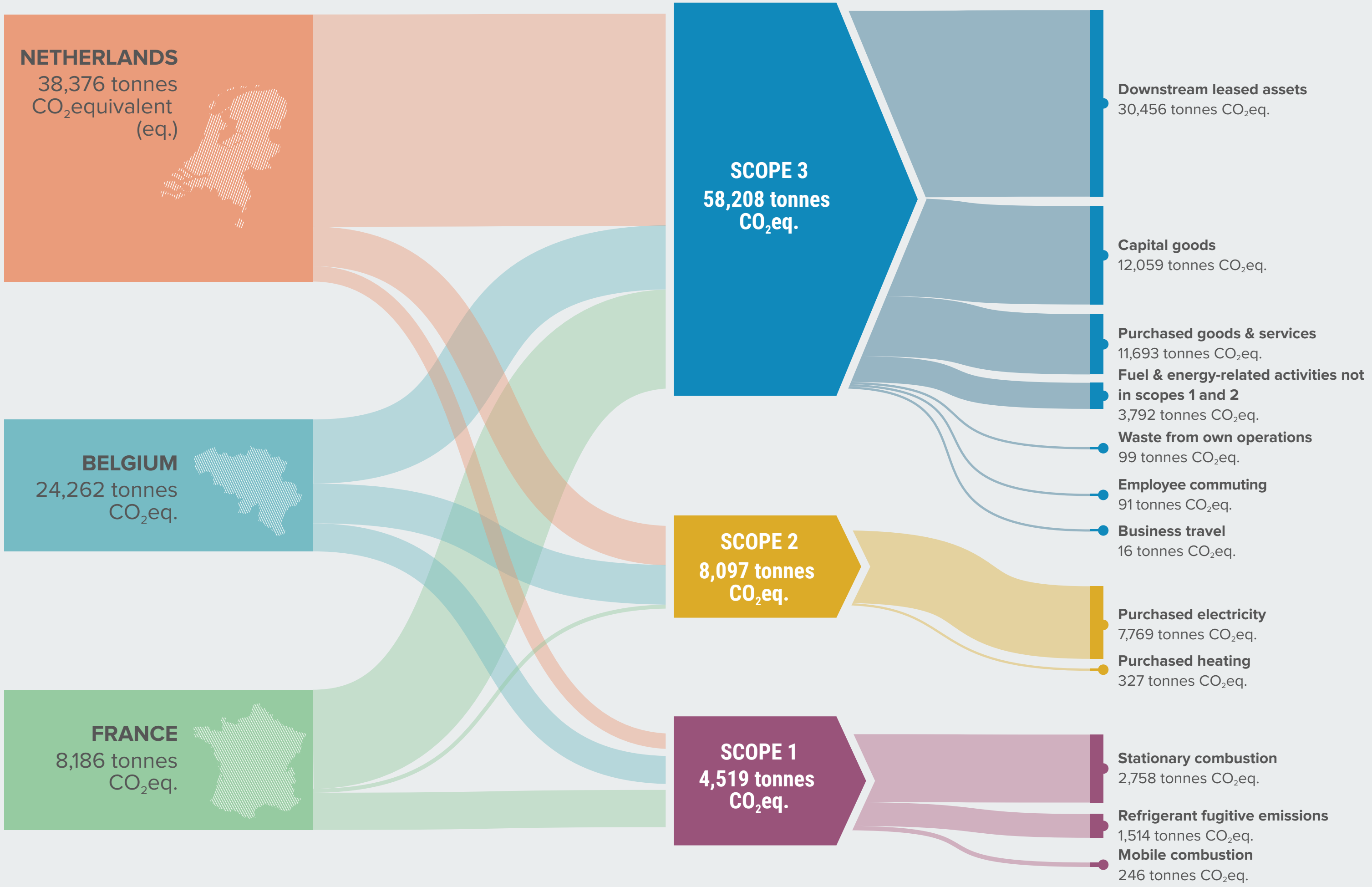
In parallel, we are working to reduce waste going to landfill. Where applicable, our centers split waste into four streams for recycling: plastics, cardboard and paper, compostables and glass. In 2022, we sent just over 12% of waste to landfill. In addition, green leases have been standard for our tenants since 2014 - these set out minimum provisions for energy use, waste and water consumption. Currently, 62% of leases fall within our green leasing agreement

Our carbon footprint

We carry out an annual analysis of our carbon emissions. This analysis, last carried out in 2022 - based on 2021 data - shows that by far the most emissions (just over 80%) come from our broader value chain – from our business relations with suppliers, contractors and tenants (scope 3). Only around 20% come from our own operations (scope 1 & 2). According to our analysis, the Netherlands accounts for more than 60% of total emissions, Belgium 28% and France just under 9%.

Carbon flow analysis[1]

About this chart
Scope 1 relates to emissions from our own operations; scope 2 to emissions from energy bought by the Company; scope 3 to emissions resulting indirectly from our value chain (from waste and travel, for example, or from the activities of our tenants). Over the past years, we have improved and updated our carbon inventory on an annual basis, making sure to align with the latest developments in carbon accounting. See the Qualifying notes ESG reporting section on page 83 for details of changes to our methodology.



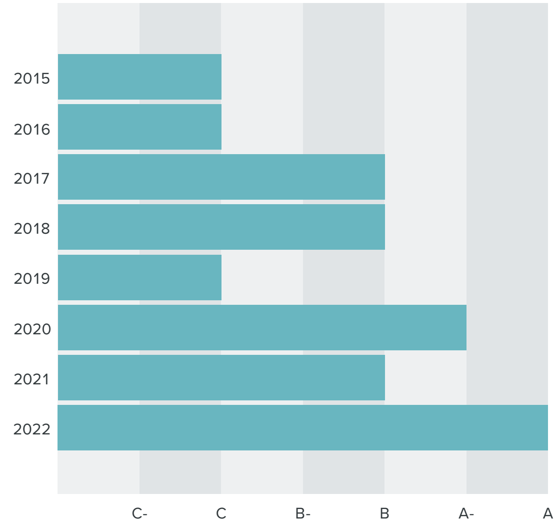
1 Carried out in 2022 based on 2021 data.

Better footprint performance

Relevant SDGs	*Priorities*	*Ambitions*	*Performance in 2022*
	Energy & carbon	• Reduce carbon emissions by 30% by 2030	• Carbon emissions (CO_2 equivalent, scopes 1 and 2): 2,443 metric tons (-33% vs. 2021) • Onsite solar energy production: 4,642 MWh (+28% vs 2021) • Renewable energy use (as % of total consumption: 78% (on-site solar and electricity from renewable resources)
	Materials	• Zero waste going to landfill and increased use of circular solutions	• Percentage of waste going to landfill: 12% • Percentage of waste recycled: 31% • Water consumption: 147,877m³ (-29% vs. 2021)
	Value chain impacts	• Partner with tenants and visitors to reduce emissions	• Carbon emissions (CO_2 equivalent, scope 3): 188 metric tons (-31% vs. 2021)

As part of A Better Tomorrow, we link our ambitions and priorities to those UN Sustainable Development Goals (SDGs) where we believe we have the most positive impact. See also tables under Better nature and Better living.

Wereldhave CDP score (2015-2022)



Source: CDP (formerly Carbon Disclosure Project)

Better nature

As well as reducing our environmental footprint, we need to protect our centers against the consequences of climate change. To do so, we have put in place climate resilience plans; these plans are also part of our Paris-proof roadmaps. In the Netherlands, Belgium and France, our principal risks are flash flood, heavy rainfall and heat stress. In 2021, we saw serious flooding close to our Belle-Île centers near Liège. We also incorporate physical climate risk into our regular environmental assessments. To conduct these assessments, we use two main methods: BREEAM in-use and the Carbon Risk Real Estate Monitor (CRREM).

To strengthen resilience, we have increased vegetation in and around our centers. At the end of 2022, we had 37,115m² in green space at our locations in the Netherlands and Belgium. Over the past year, we installed hops above the skylights at our Belle-Île center and created a 150 m² vegetable garden at Nivelles. At Ring Kortrijk in Courtrai, we extended plant space and installed new permeable paving, which filters out pollutants. These green spaces serve several purposes: to reduce heat in summer, lower energy consumption, improve visitors' experience of our centers and help protect local biodiversity.

Better nature performance

Relevant SDGs	*Priorities*	*Ambitions*	*Performance in 2022*
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: 86% (vs. 76% at end-2021)
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: 81% (vs. 69% at end-2021) • Total green spaces at Wereldhave centers: 37,115m² (25,515m² at end-2021)

Better living

Our centers play an important role in local communities. They provide access to services, and – by offering a welcoming environment and hosting events – help combat loneliness and social exclusion.

Every year, our centers allocate at least 1% of their Net Rental Income to support good causes. This includes making space available for use by charities and social enterprises. In 2022, we donated € 2,12m, equal to 1,8% of our Net Rental Income, above target. During the year:

- We worked with several recognized charities, including Ile de Paix, the Red Cross and Doctors without Borders.
- We organized more than 160 social events at our centers, including the Longest Table lunch for visitors at Presikhaaf to combat loneliness – we also held fund-raising events for refugees from the war in Ukraine.
- Tenants at our centers in Dordrecht and Roosendaal took part in Prokkelstage – an initiative to encourage more disabled people into the workforce.
- We extended our Max Mobiel shuttle to our Presikhaaf and Kronenburg centers in Arnhem. The shuttle ferries elderly people and people with disabilities to our centers at just € 1 a ride.
- At Cityplaza, we successfully launched a new concept called The Closet Sale, allowing individuals to rent space for a day clothes at a symbolic rent, to sell accessories and home decorations to encourage recycling and support local entrepreneurs.
- Staffing at our two new *the point* locations in Arnhem will be provided by local youth organizations, giving young people vital working experience – part of an initiative known as talentfactory.

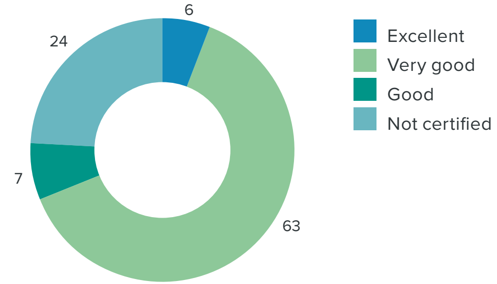
Part of our Better living program is the creation of safe and healthy environments at our centers. More than 76% of our locations now have regular health and safety assessments. During the year, the last Covid-19 restrictions were removed. Health and safety are embedded in both our Code of Conduct and Sustainable Supplier Code. We also provide health and safety training to employees and sub-contractors and organize dedicated safety events at our centers.
For more information on Business partners, suppliers and employees, see pages 42-43.

Better living performance

Relevant SDGs	*Priorities*	*Ambitions*	*Performance in 2022*
8 Decent work and economic growth	**Well-being**	• Aim for zero safety incidents at Wereldhave centers	• Percentage of assets covered by health and safety assessments: 76% (vs. 76% in 2021) • Number of safety incidents of non-compliance at Wereldhave centers: 0 (vs. 0 in 2021)
11 Sustainable cities and communities	**Employees**	• Employee engagement score of at least 7.5 for each of our operating countries	• Employee engagement score: 7.6 (vs. 7.5 in 2021)
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: € 2.12m (vs. € 2.07m in 2021) • Donations as percentage of Net Rental Income: 1.8% (vs. 1.7% in 2021)

BREAAM certifications

(shown as % of GLA)



In 2022, we secured a ninth consecutive five-star rating from GRESB, making Wereldhave the leading shopping center company in western Europe. We were also awarded our first-ever A rating from CDP for progress on climate and the environment. The table below shows performance against our main external ratings and benchmarks:

External benchmarks and certifications

	2021	2022
GRESB	5 stars (91 points)	5 stars (92 points)
BREEAM (centers rating very good or excellent[1]	76%	80%
CDP	B rating	A rating
Tax Transparency Benchmark (ranking)[2]	Joint 20th	Joint 26th
EPRA	Gold award	Gold award
Institutional Shareholder Services (ISS) ESG corporate rating	C+ Prime	C+ Prime
MSCI ESG	A	BBB
Energy Performance Certificates (% of GLA assets with A-grade EPCs)	36%	37%

1 Rating is for either asset or management. In 2022, ten of our locations in Belgium were certified BREAAM In-Use (including all offices and our centers at Nivelles, Courtrai and Liège). Also certified were our De Koperwiek center in the Netherlands and Mériadeck in France. Of all eligible centers, 86% certified. See chart below.

2 Ranking for 2022 is out of 78 Dutch companies (77 in 2021). Published by VBDO, the Dutch Association of Investors for Sustainable Development. The lower ranking in 2022 may be attributed to updates in VBDO's methodology rather than any change in Wereldhave's tax performance.

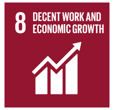
Please note that "A Better Tomorrow" – our CSR program – is tied directly to a number of underlying SDG targets: 7.2, 7.3, 8.8, 11.5, 11.6, 11.7, 11.B, 12.2, 12.5, 13.1, and 17.16. For more information, see: https://sdgs.un.org/goals
SDGs 7, 11, and 13 link directly to the EU's new taxonomy for sustainable 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://ec.europa.eu/info/business-economy-euro/banking-and-finance/sustainable-finance/eu-taxonomy-sustainable-activities_en.

How our program links to the international development agenda

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 – where we believe Wereldhave can contribute the most. Through our Full Service Center blueprints, SDGs are also tied directly to our LifeCentral strategy. In addition, use of proceeds under our Green Finance Framework with ABN AMRO 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 communites

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.

Outlook

The economy is expected to slow further in 2023. At the same time, the rising cost of living could put a squeeze on consumer spending. During the year, we will advance our LifeCentral strategy, with four more Full Service Centers scheduled for completion.

Economic conditions

Economic growth is expected to slow in 2023. Our three markets – the Netherlands, Belgium and France – will all post lower growth than in 2022, due mainly to the effects of inflation and higher interest rates. Inflation is likely to ease, though prices will remain relatively high in 2023, further weakening consumer confidence despite government measures to protect low-income households. Bankruptcies, kept artificially low during the Covid-19 pandemic, are forecast to increase in 2023. The economic downturn may prove shallow; GDP growth is expected to improve again from 2024.

Retail market

Inevitably, an economic downturn will put pressure on the retail market. With rising living costs, consumers may focus on essentials, as they did during the Covid-19 crisis. Sectors such as fashion and shoes will be most exposed.
E-commerce will continue to grow, though at a slower pace in more mature markets, like the Netherlands.
Many e-commerce companies are reconsidering their policy on returns, because of increasing costs.
Economic uncertainty will hamper the investment market, meanwhile, despite higher yields on shopping centers. Retailers will see further increases in costs, with higher energy prices, labor shortages and continued supply chain disruptions.

Social & environmental

The trend toward greater sustainability will continue despite the economic downturn. War in Ukraine has highlighted the importance of reducing reliance on fossil fuels. Governments, regulators and potential employees are also demanding improved social and environmental performance. Sustainability is becoming an important factor, not just in construction projects, but also in finance, as evidenced by the increase in sustainability-linked credits. Social attitudes to work and shopping are also changing, with more emphasis on diversity & inclusion, flexibility in the workplace and shopping at smaller, local stores.

Financial & strategic performance

In 2023, we will continue to deliver new Full Service Centers. We expect to complete work on our Vier Meren center in Hoofddorp in early 2023; three more centers – Eggert Center in Purmerend and Shopping 1 in Genk, Belgium – are also scheduled for completion by the end of the year, along with Koperwiek in Capelle aan den IJssel.

We will continue to monitor spending commitments closely, given current economic conditions. In France, we will start the sales process for Mériadeck in Bordeaux, once work on the center's new F&B cluster is complete.

We intend to sell both Mériadeck and our Côté Seine center in Argenteuil over the next two years. We also expect the first gains in 2023 from our new investments in residential (see page 18). If no material adverse changes will occur during 2023, we anticipate 4-6% DRPS growth thanks to sustained strong leasing demand, lower operating costs and continued implementation of our Full Service Center strategy.

Wereldhave will propose to the Company's Annual General Meeting a dividend for 2022 of € 1.16 per share, an increase of 5.5% compared to previous year.

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 is 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 a Management team of the three Country Directors and the Chief Marketing Officer, supported by the Company Secretary. The management team does not qualify as an executive committee. 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.

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 15 December 2022, Mr. Adriaan Nühn stepped down from the Supervisory Board for personal reasons. Consequently, the Supervisory Board of Wereldhave N.V. currently consists of two members. Mrs. Françoise Dechesne was appointed Chair of the Board, with Mr. Hein Brand as other member. The Supervisory Board normally consists of three members and a search to fill the vacant position was started immediately.

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 and member Audit Committee), Mr. Hein Brand (Chair Audit Committee and Chair Remuneration and Nomination Committee).

Once the new Supervisory Board member has been appointed, these tasks and roles will be distributed again.

The profile for members of the Board as well as brief resumes can be found at 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 Chairman 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 25 April 2022 stood at 41% of the issued share capital.

The meeting approved the proposal to reappoint Mr. A.W. de Vreede as CFO for a period of four years. Mr. de Vreede was appointed in 2018 for a term of four years as director, which term thus expired in 2022.

The meeting voted against the proposal to repurchase shares and the proposal to grant the authority to the Board of Management to issue shares. The voting results were analyzed and the largest voters against were consulted about their objections.
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. P. Bouw (Chairman), Mr. S. Perrick and R. ter Haar who succeeded Mr. R. de Jong in 2022. 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 buy back 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 budget 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, Wereldhave focuses on diversity targets at the level of the Management Team, where the female gender representation is 20% currently. The female gender representation at the senior management level below the Management Team is 40%.

The female gender representation within the Supervisory Board is currently 50%. Subject to approval of the proposed appointment of Mr. William Bontes as Supervisory Board member at the Annual General Meeting on 21 April 2023, the female representation will be 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 2022. In the scope of the Dutch Corporate Governance Code, as amended in 2016, and most recently 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. 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 2022 on developments, the outsourcing of activities in France, project management in relation to the implementation of a new ERP system and finance processes in Belgium.

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 platforms to make every day count.

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

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. In comparison to 2021, no new high impact risks were identified. 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	*Key controls*	*Relates to strategic objective:*	*KPI's*
A **Access to Equity markets**	• Investor relations stakeholder engagement • Conference calls on results • Investor relations reports to Supervisory Board • Frequent consultations of large shareholders	Change during year:	• Share price • Discount to NAV • Total shareholder return
B **Availability and costs of finance**	• Treasury Policy • Continuous dialogue with financiers • Green financing framework	Change during year:	• Average interest rate • Duration • Spread of funding • Loan-to-Value
C **Attract and retain tenants**	• Monthly operational reporting 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 during year:	• 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 during year:	• Total return • Total property return • Total shareholder return

Preventable risks

Risk	*Key controls*	*Relates to strategic objective:*	*KPI's*
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 during year:	• 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 during year:	• Total return • Total property return • Total shareholder return

Strategic risks

Risk	*Key controls*	*Relates to strategic objective:*	*KPI's*
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	Change during year:	• 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 during year:	• Total shareholder return
I **Achievement of sustainability targets**	• Quarterly KPI reporting • Benchmarking (GRESB, CDP) • BREEAM certification	Change during year:	• Total return • Total property return • Total shareholder return • Sustainable development goals

Risk	*Key controls*	*Relates to strategic objective:*	*KPI's*
External			
J **Decreasing property values**	• Regular internal and external appraisals • Disciplined hold/sell analyses	Change during year:	• 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 during year:	• Total return • Total property return • Total shareholder return

Supervisory Board report

Dear Stakeholders,

The year 2022 has been another turbulent one, following two years of Covid-19 challenges. The economic landscape changed rapidly with inflation and rising interest rates, which have long been absent and have a significant impact on the property markets. The Russian-Ukrainian war escalated on 24 February 2022 with the invasion of Ukraine. The hostilities led to the largest refugee crisis in Europe since the second world war, with more than 9.5 million Ukrainians having to flee their country. The war and subsequent sanctions against Russia also led to world-wide food shortages and steep rises of prices in energy, transport, wood, paper, steel, concrete and glass.

Throughout the economy, businesses are passing through their higher costs. With the current tight market conditions and unemployment in many countries at very low levels, wages are also rising. At the end of the year 2022, inflation in the Netherlands stood at an average of 9%, with a peak at around 14% in October/November. For a property investment company, higher inflation leads to increased revenues from indexation of rents. However, on the longer term, market rents for discretionary retail may develop at a slower pace, if the combined level of rent and service charges would become unaffordable. The steep increases in building costs necessitates a more cautious and prudent approach of transformation projects. For the vast majority of the projects that have been committed by Wereldhave, prices were already fixed and locked-in. For the non-committed projects, the Company takes a cautious stance and has decided to postpone € 59m of extension projects. Consumer spending is under pressure, particularly in segments such as F&B, Leisure and Electronics, but with daily life convenience retail now making up for some 62% of the Company's rent roll, Wereldhave's rental income has become more resilient due to its transformation strategy and due to the disposal of heavy fashion oriented French assets in 2021.

In 2022, the Supervisory Board saw three key issues: the debt profile, the organization structure and cost cutting measures. These three topics were recurring throughout the year. Changes to the organizational structure were investigated in depth, with legal and fiscal advice in both the Netherlands and Belgium to investigate whether the dual listing structure in both countries could be combined. Unfortunately, also due to time pressure as a result from changes in legislation, the project was stalled. Wereldhave still holds two French assets. The transformation of Mériadeck with a new Food & Beverage project is well underway and in Côté Seine several asset enhancement initiatives are taken to further increase attractiveness and value.

During the year 2022, good progress was also made to improve the debt maturity profile. Wereldhave agreed upon a new five year € 225m syndicated sustainability-linked RCF and two bilateral facilities to a total of € 130m, pushing out these maturities up to Q4 2027. Rent collection rates also remained solid during the year despite the high indexation.

The Supervisory Board is pleased to see that the LifeCentral strategy is starting to bear fruit. Wereldhave posted a first positive total result after a long range of negative total results over the past years. The total result increased by € 289m from a negative € 213m for 2021 to a positive € 76m in respect of 2022. The value decrease of our properties was limited to € 4.1m. Retailer sales are above pre-Covid levels and overall leasing spreads are positive again with flat leasing spreads in The Netherlands after several years of negative spreads. Occupancy of the commercial centers came out at 96.8%, the highest level since 2014.

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. The Supervisory Board normally consists of three members and a search to fill the vacant position was started immediately. The Board of Management and the members of the Supervisory Board regretted to see Adriaan Nühn leave, but respect his personal decision. Wereldhave would like to express its gratitude toward Adriaan Nühn for the five and a half years of chairmanship, in which he guided Wereldhave through a difficult transformation.

Mr. Brand is temporarily chairing the remuneration committee as well as the audit committee. Once the new Supervisory Board member has been appointed, these tasks and roles will be distributed again. Diversity within the Supervisory Board is at 50%, and with the new appointment to be made, either the male of female representation will be 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, Wereldhave focuses on diversity targets at the level of the Management Team. Female gender representation is at 20%. The female gender representation in the Netherlands and Belgium at the operational and financial management level below the Management Team is 40%.

A total of seventeen Supervisory Board meetings was held in 2022, with an overall attendance rate of 100%. Given the limited size of the Board, the meetings of the Audit Committee were combined with the meetings of the Supervisory Board. Such combined meeting starts with the discussion of the audit related topics. Mr. Brand chairs this part of the meeting and Mr. Nühn, not a member of the Audit Committee, also attended and participated in the discussion. The second part of the meeting is the regular Supervisory Board meeting for the non-audit related topics such as strategy, operations, investments and divestments. The Supervisory Board is pleased with the improved debt profile of the Company and the solid operational results, and wishes to express 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 2022 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 2022 financial statements. The Board of Management assessed that the 2022 results and the current liquidity position allow to distribute a dividend of € 1,16 in cash per share to the shareholders, in compliance with the fiscal dividend distribution requirement for the year. This represents 5.5% 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 Supervisory Board notes that due to the LifeCentral Strategy, Wereldhave has become more defensive and resilient. In 2022, three transformation projects were completed - in Tilburg, Dordrecht and Coutrai - with over 98% leased. Despite the economic uncertainty, most of the new units were fully pre-let, with a good mix of traditional retail and mixed use. The mixed use tenants are mainly focused on F&B and Health. Works to transform the Vier Meren center in Hoofddorp have started and are expected to be completed by Q2 2023. In the Koperwiek in Capelle aan den IJssel, an eat&meet will also be completed in the second quarter of 2023. These projects will be completed on time and within budget, in spite of a spike in building and construction costs.

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 refinancing strategy is 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 2022 budget, the management agenda and the portfolio valuations. The new € 225m syndicated sustainability-linked RCF and two bilateral facilities totaling € 130m strengthened the liquidity profile substantially. The net LTV landed at 42%, above the target of 35-40%. In order to reach the target the Supervisory Board supports the Board of Management in their decision to limit the proposed dividend pay-out at 71% of the direct result per share, reduce the transformation capex program by €59m and their efforts to dispose one additional asset in the Benelux (next to the remaining two French assets).

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 managing directors of Belgium, the Netherlands and France presented their budget and plans for the year 2023. 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.

Although the Supervisory Board already saw the general cost level decrease in 2022, the Supervisory Board and the Board of Management extensively discussed the opportunities to further reduce general costs.

The budget for 2023 was discussed and approved in the Supervisory Board's meeting in December 2022.

Sustainability

The Supervisory Board is pleased that Wereldhave continued its 9 year streak of a 5-star GRESB rating, now ranking first of the listed European shopping center companies. Wereldhave's sustainability ambitions are aligned with 6 of the 17 Sustainable Development Goals of the United Nations.

In 2022 Wereldhave also continued its excellent reporting performance with a seventh Gold Award for best practice sustainability reporting from the European Public Real Estate Association (EPRA). Wereldhave has been recognized for leadership in corporate transparency and performance on climate change by CDP, securing a place on its annual 'A List'. Wereldhave's MSCI ESG rating stood at BBB, a downgrade since 2021, mainly due to a high staff turnover ratio.

The Supervisory Board discussed the roadmap toward ESG governance in a meeting in July 2022. The main target for 2023 is to deliver the required data to further document our progress in realizing the Company's 2030 SBTi climate and 2050 Paris net-zero targets.

Risk management

The risk management framework was redesigned in 2019 and has been reviewed annually since. The Internal Audit function is performed by BDO. The internal audit plan for 2022 was discussed and agreed in March 2022, with specific focus on the implementation plan of the new ERP system. In 2022, focus was also placed on the outsourcing of the asset management of the two remaining shopping centers in France. Internal audit focus was put on lease changes, rent collection, costs monitoring, compliance with REIT regulations and the monitoring of data that are used for the valuation of the assets. The third major topic related to development projects, with project risks analysis with respect to tendering, selection and commissioning of suppliers, monitoring costs and progress against the approved budgets. In Belgium, BDO conducted an internal audit on Finance & Accounting, Tax and Rent collection by assessing the design and effectiveness within these processes. Lastly, BDO reviewed the ESG processes within Wereldhave group. All findings were discussed in multiple sessions in the combined meetings of the Audit Committee and the Supervisory Board and will be followed up by BDO.

Culture

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.

Culture within the Group was discussed in the October meeting of the Supervisory Board, following an introduction on the assessment of Culture by the group's HR manager. Main target is to improve the cooperation and synergy between the local organizations in each country and head office, to improve communication and inclusiveness and increase focus on training and development. A new performance evaluation cycle was introduced, with more attention to personal development issues, whereas team targets will be added to personal targets.

The Board of Management continued to use livestream sessions with Q&A's to update the entire international staff. The culture within the Company is shifting toward an open, less hierarchical and creative environment. The number of creative ideas to improve the operational performance, the attractiveness and the competitiveness of Wereldhave's assets are the ultimate proof of this cultural change toward a truly customer oriented strategy. In 2023, Wereldhave will move 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. The new head office will showcase a different office space post Covid, acting as a "clubhouse".

Corporate Governance

Wereldhave is compliant with the Dutch corporate governance code. With the approval of the new remuneration policy by the AGM in April 2020, the last deviation to the Code was eliminated. A breakdown of Wereldhave's position per best practice recommendation of the Code can be found on the website. The Governance Charter was updated in 2020, to reflect 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. The Governance Charter also describes our diversity policy.

Evaluation of performance

Every three years, the Supervisory Board seeks external assistance to assess the functioning of the Supervisory Board and its members. The next external evaluation will be held in 2024, when the new composition of the Supervisory Board is in place for at least a full year. In 2022, a questionnaire was answered by each member and the outcome was discussed in a Supervisory Board-only meeting in November. Overall, the Supervisory Board feels that the limited size of the Supervisory Board is making it increasingly difficult to maintain the required expertise and skillsets present within the Supervisory Board. An extensive introductory program will be offered to the new incoming board member, with presentations by all heads of staff and visits to the most important assets of the Company. The Supervisory Board decided to maintain both the Audit as well as the Remuneration Committee of the Supervisory Board, in spite of the small size of the Supervisory Board. Where possible, meetings will be combined with full board meetings, discussions being held under changing chairmanship depending on the topic. Audit related topics will be chaired by the Chairman of the Audit committee, Remuneration related topic by the Chair of the Remuneration Committee. During the period between the stepping down of Mr. Nühn and the appointment of a new Supervisory Board member, Mr. Hein Brand took the chair of both committees.

The evaluation of the Board of Management was performed in December 2022. The Supervisory Board decided to nominate Mr. Matthijs Storm, CEO, for reappointment for a period of four years, thus ending in April 2027. The remuneration levels remain unchanged.

No transactions with a potential conflict of interest with Supervisory Board members were reported by members of the Supervisory Board in 2022.

Audit Committee

The Committee consists of Mr. H. Brand (Chair) and Mrs. F. Dechesne. 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 combined meetings in 2022 to discuss the 2021 FY results, the Annual Report for 2021, the quarterly results for 2022 and the budget for 2023. All meetings were attended by the Company's CEO and CFO and the Company Secretary, as well as the external auditor. The attendance rate of 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, 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. The proposal to pay a dividend in respect of 2022 at €1,16 per share was approved in February 2023. The retained funds will be used for the continued transformation of the portfolio.

The audit plan 2022 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 21 April 2023, the reappointment of KPMG for a further two years, from 2023 up to and including 2024, will be proposed.

The Audit Committee ascertained that the internal audit function performed well. The internal audit plan is updated annually, tailored to the most recent developments, in close consultation with 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 Committee consisted of Mrs. F. Dechesne (Chair) and Mr. A. Nühn. When Mr. Nühn stepped down in December 2022, Mr. Brand temporarily took the Chair of the Committee. Two meetings were held in 2022, in February and September.

There were no changes to the remuneration policy and remuneration targets and levels did not change. The committee also prepared the evaluation of the members of the Board of Management. In the AGM on 21 April 2023, the reappointment of Mrs. Dechesne will be proposed, for a second term of four years, ending at the end of April 2027. In addition, the Supervisory Board proposes the nomination of Mr. William Bontes. The profile of this nomination can be found on the Company's website. The Supervisory Board is convinced that the expertise and skillset of the candidate closely matches the requirements, given the changes in composition of the Board. Mr. William Bontes will be nominated for a four year's term, ending at the end of April 2027.

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 Supervisory Board are published in the Annual Report.

Finally

The Supervisory Board acknowledges that the performance of the Group has been delivered by committed and loyal 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 2022 Wereldhave N.V.

This report consists of three chapters. The first contains an explanation of the current policy for the remuneration of the Board of Management. The second chapter contains the policy for the remuneration of the Supervisory Board. The third contains the execution of the policy in 2022.

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 return of our assets (EBIT plus valuation result), 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
  - 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 & 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 & 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) has been 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:

As from 1 January 2023, fixed income per annum is set at € 641,163 for the CEO and € 462.810 for the CFO. These amounts are fixed for the appointment period, but are subject to indexation annually with the Dutch Consumer Price index (Eurostat) over the period between October 31 of the current year and the previous year.

Variable income: STI and LTI

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 Company strategy, which are fixed for the coming remuneration policy period (3-4 years). The targets and weights for 2022 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 = 25	NPS = 28	NPS = 32
Average footfall increase y-o-y of continued operating shopping centers [3]	**20% of STI**	0%	2%	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. Disclosure will be made afterwards in the remuneration report for the year. The individual targets for 2022 were securing liquidity and the delivery of Full Service Centers.

The Supervisory Board has set the 2023 STI targets. The “At Target” level for the footfall target is set at an increase of 1%. The “At Target” level for the for the NPS score is set at +23. The individual 2023 STI targets for board members will be disclosed in 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%	250%	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 scheme with a retirement age of 67, based on a fiscal maximum ladder of 2.5% over the pensionable salary of up to € 128.810 as of 1 January 2023. Due to previous benefits prior to their employment by Wereldhave, the CEO and CFO are receiving an additional gross pension contribution of € 67.055 per annum and € 42.625 respectively for the year 2023. 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

Explanation

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.

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.

2022 remuneration

Fixed fee (in €)	
Chairman	64,480
Vice-Chairman	47,285
Members	42,986
Audit Committee fee	
Chair	10,209
Member	7,523
Remuneration and Nomination Committee fee	
Chair	8,597
Member	5,624

Amounts 2021 indexed with 3.4% for 2022.

These amounts are subject to indexation annually with the Dutch Consumer Price index (Eurostat) over the period between October 31 of the current year and the previous year. The indexation for 2023 came out at 14.3%, but was voluntarily capped at 11%.

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 2022

Introduction

This report describes how the remuneration policy was executed in 2022. There were no changes in the composition of the Board of management. Mr. Nühn stepped down from the Supervisory Board as per 15 December 2022.

Performance in 2022

Wereldhave's direct result for 2022 totaled € 79.8m. Gross rental income amounted to € 140.9m, down from € 161.8m the previous year, because of disposals in France. Excluding this disposal effect, our DRPS increased by 13%. Property expenses decreased from € 31.3m to € 18.5m.

Disposals also resulted in a decrease in net rental income for 2022 to € 115.2m, compared with € 124.7m in 2021. General costs amounted to € 11.7m, slightly up from € 11.3m in 2021. This was driven mainly by the indexation of wages and the effect of high inflation on recurring costs. Cost awareness remains a priority for management.

Our indirect result for 2022 amounted to € -3.8m, including revaluations in our property portfolio of € -4.1m. At 31 December 2022, our EPRA net tangible assets (NTA) stood at € 21.73 per share, an increase of 0.9% compared with previous year.

Remuneration Board of Management for the financial year 2022

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. Variable income is set as a percentage of fixed income. The calculation of the STI and LTI scores can be found in the tables below. Mr. Dennis de Vreede was reappointed in 2022 for a period of four years, expiring in April 2026. The indexation of the fixed salary was voluntarily capped at 11%, with the contractual indexation of October-October at 14.3%. The indexed fixed annual remuneration of Mr. de Vreede as per 1 January 2023 amounts to € 462.810 per annum, with short-term variable pay in line with the current remuneration policy and target setting.

Mr. Matthijs Storm was appointed in 2019 until 2023. His reappointment will be proposed at the AGM on 21 April 2023 for a period of four years, until the end of April 2027. The indexation of the fixed salary was voluntarily capped at 11%, with the contractual indexation of October-October at 14.3%. The indexed fixed annual remuneration as per 1 January 2023 amounts to € 641,163 per annum, with short-term variable pay in line with the current remuneration policy and target setting.

There are currently 3 LTI schemes in place. Dividends during the vesting period will be reinvested and added to the scheme. The LTI for the year 2020 will only vest for the 25% GRESB related part of the scheme. As Wereldhave ended at the 11th place against its peers, the 75% TSR related part of the scheme will not vest.
Current schemes are detailed below:

Overview of current share plans

							2022					
Name	Position	Plan	Performance period	Date initial grant	Initial grant	Vesting date	As of 1 January	Granted	Reinvested dividends	Vested	Forfited	As of 31 December
Matthijs Storm	CEO	LTI 2020	LTI 2020	28 April 2020	46,032	28 April 2023	47,648	-	3,284	-	-	50,932
Matthijs Storm	CEO	LTI 2021	LTI 2021	28 April 2021	23,537	28 April 2024	23,537	-	1,622	-	-	25,159
Matthijs Storm	CEO	LTI 2022	LTI 2022	27 April 2022	21,715	27 April 2025	-	21,715	-	-	-	21,715
Dennis de Vreede	CFO	LTI 2020	LTI 2020	28 April 2020	33,227	28 April 2023	34,393	-	2,371	-	-	36,764
Dennis de Vreede	CFO	LTI 2021	LTI 2021	28 April 2021	16,990	28 April 2024	16,990	-	1,170	-	-	18,160
Dennis de Vreede	CFO	LTI 2022	LTI 2022	27 April 2022	15,674	27 April 2025	-	15,674	-	-	-	15,674

			Variable pay					
(in €)	Fixed income	Company car and other fringe benefits	STI	LTI[1]	Extraordinary items	Pension contribution and compensation	Total remuneration	Relative proportion fixed/variable
Matthijs Storm, CEO, 01-01/31-12	577,625	24,000	277,260	346,575	22,216	80,088	1,327,764	53/47
Dennis de Vreede, CFO, 01-01/31-12	416,945	19,800	200,134	250,167	16,036	67,281	970,363	54/46

1 Amount for which conditional shares were purchased in accordance with LTI scheme

Severance payment

During 2022, there were no directors who were entitled to a severance payment; no severance payments were made. The board members did not receive any additional compensation from subsidiaries for board positions they held within the group.

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.

Calculation STI 2022

There were no discrepancies between the estimated MSCI score for 2021 and the amounts published in the 2021 remuneration report.

As in 2022, at the time of publication of this report, the final MSCI retail real estate index for the Benelux is not yet available. It will be published mid-April 2023 and the final calculation and payment of the STI for 2022 will be adjusted accordingly. The 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 2022 calculation as provided in this report will be explained in the remuneration report for the year 2023. With due observance of the above, the performance in 2022 against the STI targets as set out on page 68 was at follows:

STI outcome 2022

STI Targets	Weight	Outcome	Score	STI pay-out
Total return continued operating shopping centers (calculated as EBIT + valuation result)[1]	Belgium 25% of STI	Belgium +6.1% vs MSCI index Belgium[3] +4.0%, delta +2.1%	150%	25% x 150% x 40% = 15%
	Netherlands 25% of STI	Netherlands +7.2% vs MSCI index Netherlands[3] +4.0%, delta +3.2%	150%	25% x 150% x 40% = 15%
Net Promoter Score Visitors[2]	20% of STI	NPS = 25	0%	20% x 0% x 40% = 0%
Average footfall increase y-o-y of continued operating shopping centers	20% of STI	16.7%	150%	20% x 150% x 40% = 12%
Individual target Board members	5% of STI	Delivery of 3 Full Service Centers above 92% let	150%	5% x 150% x 40% = 3%
	5% of STI	Refinance on unsecured basis	150%	5% x 150% x 40% = 3%
Total 2022 STI outcome				48.0%

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 2022, the footfall target was 2% (at target) and the NPS target was raised to +28 (at target).

The individual targets for 2022 were improving the liquidity and delivery of Full Service Centers. Both targets have scores above target.

Calculation LTI 2022

The long-term variable income amounts to 60% of fixed income, granted conditionally as a long-term incentive in shares. For Mr. Storm an amount of € 346,575 resulted in 21,715 shares that are held on a conditional and blocked account, with vesting in 2025. For Mr. de Vreede, an amount of € 250,167 resulted in 15,674 shares that are held on a conditional and blocked account, with vesting in 2025.

Shares vesting in 2022

During the year 2022 no share plans vested.

Share ownership Board of Management

As of 31 December 2022, Mr. de Vreede holds 8,000 private shares in Wereldhave, Mr. Storm holds 10,061 private shares in the Company.

As at 31 December 2022, the total number of LTI shares for Mr. Storm stood at 97.806 conditional shares and for Mr. de Vreede at 70.598 conditional shares (see table below).

Wereldhave pay ratio

Wereldhave's internal pay ratio is calculated as the total CEO compensation divided by the average employee compensation.

- Total CEO compensation as disclosed in Note 28 to the consolidated financial statements (General Costs);
- Average employee compensation based on salaries and social security contributions, pension costs and other employee costs and average FTE as disclosed in Note 28 to the consolidated financial statements (General Costs).

Over the past five years, the internal pay ratio development was as shown in the table below. The calculation is made retrospectively, taking into account any LTI's from the past which did not vest. The remuneration levels in the years with changes in the board composition show the annualized compensation of the new jobholder.

Pension

Wereldhave's collective pension scheme in the Netherlands is a defined contribution scheme which applied a maximum pensionable income of € 114,866 per 1 January 2022. This amount is indexed annually. The CEO and CFO received an additional gross pension contribution of € 60,409 per annum and € 38,401 respectively. These amounts are subject to indexation annually with the Dutch Consumer Price index (Eurostat) over the period between October 31 of the current year and the previous year.

Other

No transactions with a potential conflict of interest were reported by members of the Supervisory Board or the Board of Management in 2022. No loans were issued to members of the Board of Management.

(in €)	Fixed	STI	LTI[1]	Vested LTI	Extraordinary items	Company car and other fringe benefits	Pension contribution and compensation	Total compensation	Direct result	Indirect result	Average employee pay	Pay ratio
CEO												
2017	515,112	128,778	-	-	-	24,000	91,613	759,503	150.1m	-65.8m	90,745	8.4
2018	522,839	169,923	-	-	-	24,000	95,289	812,051	146.7m	-202.3m	92,915	8.7
2019	537,500	142,438	-	-	-	24,000	74,233	778,171	128.6m	-447.5m	93,232	8.3
2020	531,312	223,565	331,207	-	-	24,000	76,161	1,186,245	92.9m	-287.1m	97,040	12.2
2021	558,632	325,124	335,179	-	-	24,000	77,626	1,320,561	88.5m	-301.8m	100,096	13.2
2022	577,625	277,260	346,575	-	22,216	24,000	80,088	1,327,764	79,8m	-3,8m	114,764	11.6
CFO												
2017	383,809	95,952	-	-	-	19,200	75,799	574,760	150.1m	-65.8m	90,745	6.3
2018	380,000	123,500	-	-	-	19,800	50,594	573,894	146.7m	-202.3m	92,915	6.2
2019	387,980	102,815	-	-	-	19,800	56,889	567,484	128.6m	-447.5m	93,232	6.1
2020	383,513	161,374	239,073	-	-	19,800	60,493	864,253	92.9m	-287.1m	97,040	8.9
2021	403,236	234,683	241,942	-	-	19,800	65,321	964,982	88.5m	-301.8m	100,096	9.6
2022	416,946	200,134	250,168	-	16,036	19,800	67,281	970,365	79,8m	-3,8m	114,764	8.5

1 Amount for which conditional shares were purchased in accordance with LTI scheme

Remuneration of the Supervisory Board

In line with the 2020 remuneration policy, the remuneration of the Supervisory Board amounted to € 62,359 for the Chairman, € 45,730 for the Vice Chairman and € 41,573 for members. The committee remuneration levels are a fixed remuneration of € 9,874 for the Audit Committee chair and € 7,275 for committee members; the Chair of the Remuneration committee received a fixed compensation of € 8,315 and committee members € 5,439 per annum.

These amounts are subject to indexation annually with the Dutch Consumer Price index (Eurostat) over the period between October 31 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.

(x € 1,000)	2022	2021	2020	2019	2018
A. Nühn (from 22 April 2017 till 15 December 2022)	68	68	66	65	54
H. Brand (from 22 April 2017)	57	56	53	48	33
F. Dechesne (from 1 July 2019)	60	57	52	27	-
G. van de Weerdhof (from 22 April 2016 until 24 April 2020)	-	-	17	49	40
L. Geirnaerdt (from 22 April 2016 until 30 June 2019)	-	-	-	27	48
H.J. van Everdingen (until 31 January 2019)	-	-	-	3	38
Total	**185**	**181**	**188**	**219**	**213**

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 Main Risks 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 2022 provide, in accordance with IFRS as adopted by the EU, a true and fair view of the consolidated assets, liabilities and financial position as at 31 December 2022, and of the 2022 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 2022, and the state of affairs during the financial year 2022, together with a description of the main risks faced by the Group.

Schiphol, 10 March 2023

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 nonrecurring 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 25.

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 25) 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 140).

Direct result attributable to owners of € 65.2m divided by the average number of shares of 40.1m results in € 1.63 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 88.

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 88.

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 88.

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 88 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 € 885.7m plus EPRA NRV adjustments € 83.7m divided by the number of outstanding shares 40.1m = € 24.21 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 € 885.7m minus EPRA NTA adjustments € 15.6m divided by the number of outstanding shares 40.1m = € 21.73 per share.

EPRA NDV
IFRS NAV including the fair values of financial debt. IFRS NAV € 885.7 plus EPRA NDV adjustments € 40.5m divided by the number of outstanding shares 40.1m = € 23.13 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 25.

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 € 115.2m divided by external interest expenses of € 19.5 gives an interest coverage ratio of 5.9x. The external interest is part of the net interest costs of € 23.5m 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 € 856.8m less cash and cash equivalents of € 14.4m gives € 842.4m.

Net debt for LTV
Net debt for LTV is the sum of the non-current and current interest-bearing liabilities of € 856.8m less cash and cash equivalents of € 14.4m and the effect of the hedged foreign currency movements of the debt of € -1.4m which totals € 841.0m.

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 and excluding the present value of future ground rent payments. Net debt for LTV amounts to € 841.0m divided by € 1,985.4m = 42.4%. Reference is made to note 5 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 88.

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 29 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 € 1,123.2m minus Intangible assets of € 0.4m divided by balance sheet total € 2.098.1m minus Intangible assets of € 0.4m gives a solvency of 53.5%.

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 2022 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 2021 and the first three quarters for 2022 are reported on. The same methodology is applicable for 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 2021/22, 88% of the total portfolio GLA was within our reporting boundaries, and therefore included in the absolute portfolio disclosures. For 2022 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 2021/22, 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. Only data for the 1 Dutch non-core office was estimated based on previous year, all other data is from actual consumption. Emission factors are based upon the European Environment Agency for electricity and gas consumption 2022, and the Covenant of Mayors for electricity and gas consumption for 2021, while district heating is based on the US Environmental Protection Agency for France, and for the Dutch sites on Eneco and Vattenfall “warmte-etiket”.

Carbon flow analysis diagram, 2021

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 2021 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. This lowered the calculated emissions from purchased goods and services and capital goods by more than half. For category Fuel & Energy Related Activities not in S1 or S2, we updated emission factors from BEIS (2020) to BEIS (2021). This leads to a small increase in the calculated emissions in this category.

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.

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.

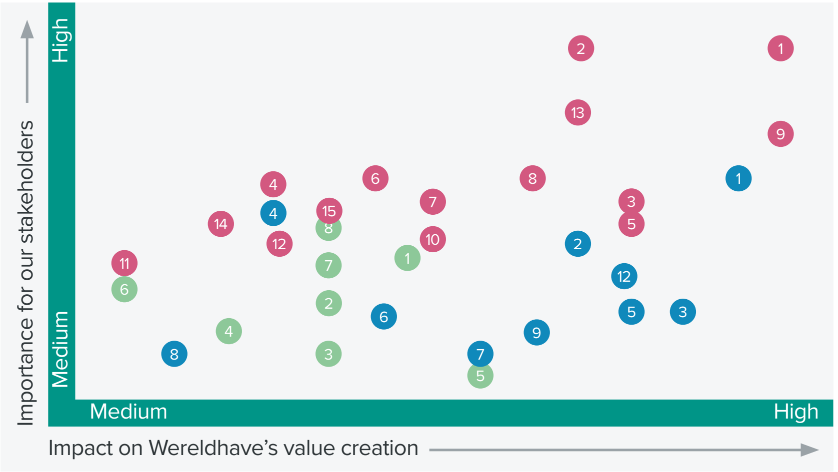
ASSURED LUCIDEON SUSTAINABILITY

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.



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

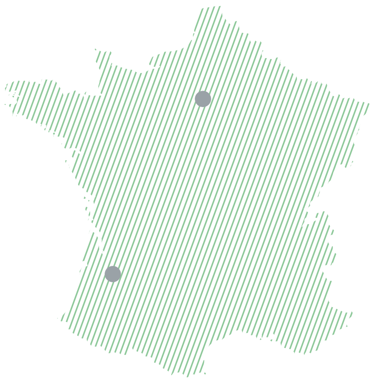
Shopping Centers	Lettable area (m²)	Parking spaces Owned	Parking spaced Total	Year of acquisition	Year of construction/ renovation	Annual theoretical rent (x € 1m)	Visitors (m)
Presikhaaf, Arnhem 1	31,990	-	1,244	2015	2018-2020	5.1	4.7
Kronenburg, Arnhem	41,091	1,300	1,300	1988	2015	9.9	4.9
De Koperwiek, Capelle aan den IJssel	31,101	270	900	2010-2014	2017-2022	7.6	5.7
Sterrenburg, Dordrecht	17,563	442	572	2015	1993, 2022	4.1	3.7
Middenwaard, Heerhugowaard	35,786	1,345	1,850	2015	2011, 2018	8.8	6.1
Vier Meren, Hoofddorp	32,085	819	2,526	2014	2022-2023	7.6	5.3
Winkelhof, Leiderdorp	19,496	825	825	1993	1999, 2020	5.0	3.4
Cityplaza, Nieuwegein	50,195	783	1,994	2015	2012	12.6	6.1
Eggert, Purmerend	20,446	274	274	2010	2015-2017	4.3	4.0
Roselaar, Roosendaal	18,251	-	1,312	2010-2014	2015-2016	4.4	4.5
Emmapassage, Tilburg	11,023	-	300	2015	2020-2022	2.8	n.a.
Pieter Vreedeplein, Tilburg	23,358	-	780	2015	2008	3.4	6.2
Heuvelstraat-Frederikstraat, Tilburg	13,401	-	-	2015-2019	2016-2017	1.4	n.a.
Total	**345,784**					**77.0**	**54.5**

1. Excludes units held for sale

Belgium

Shopping Centers	Lettable area (m²)	Parking spaces Owned	Parking spaced Total	Year of acquisition	Year of construction/ renovation	Annual theoretical rent (x € 1m)	Visitors (m)
Ring Kortrijk, Courtrai	33,045	2,000	2,000	2014	2005, 2022	8.2	3.3
Shopping 1, Genk	21,876	1,250	1,250	2010	2014	4.6	4.1
Stadsplein, Genk	15,415	44	44	2012	2008	2.8	n.a.
Overpoort, Ghent	3,960	-	-	2012	2014	0.6	n.a.
Belle-Île, Liège	30,303	1,641	1,641	1994	2020	12.2	3.5
Nivelles-Shopping, Nivelles	28,143	1,500	1,500	1984	2012	10.2	3.3
Les Bastions Retailpark, Tournai	10,348	360	360	2016	2016	1.2	n.a.
Les Bastions Shopping, Tournai	34,890	1,450	1,450	1988	2018	9.5	4.2
Waterloo, Waterloo	3,509	-	95	2010	1968	0.9	n.a.
Turnhout Retailpark, Turnhout 2	19,804	765	765	2018	1970	2.5	n.a.
Bruges Retailpark, Bruges 2	20,958	650	650	2018	1970	2.8	n.a.
Sub total	**222,251**					**55.6**	**18.4**
Offices							
The Sage, Antwerp	39,631	764	764	1999	2021	5.9	n.a.
The Sage, Vilvoorde	22,861	630	630	1998	1999, 2022	3.3	n.a.
Sub total	**62,492**					**9.2**	**-**
Total	**284,743**					**64.8**	**18.4**

France



Shopping Centers	Lettable area (m²)	Parking spaces Owned	Parking spaced Total	Year of acquisition	Year of construction/ renovation	Annual theoretical rent (x € 1m)	Visitors (m)
Côté Seine, Argenteuil	19,455	-	1,350	2014	2010	5.6	5.0
Mériadeck, Bordeaux	24,450	-	1,300	2014	2008	7.1	6.2
Total	**43,905**					**12.7**	**11.2**
Overall	**674,432**					**154.5**	**84.2**

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	2022	2021	2022 (€ /share)	2021 (€ /share)
1. EPRA Earnings (in €m)	88	56.3	67.6	1.41	1.68
2. EPRA NAV Metrics	89				
EPRA Net Reinstatement Value (in €m)		969.4	960.2	24.21	23.93
EPRA Net Tangible Assets (in €m)		870.1	864.3	21.73	21.54
EPRA Net Disposal Value (in €m)		926.2	838.3	23.13	20.89
3. EPRA Net Initial Yield	90				
EPRA Net Initial Yield		6.4%	6.0%		
EPRA 'Topped-up' Net Initial Yield		6.6%	6.2%		
4. EPRA Vacancy Rate	90	4.2%	5.1%		
5. EPRA Cost Ratio	91				
EPRA Cost Ratio including direct vacancy costs		30.4%	32.2%		
EPRA Cost Ratio excluding direct vacancy costs		28.4%	30.1%		
6. EPRA LTV	92				
7. Investment Property Reporting	93				

1. EPRA earnings

(in €m unless otherwise stated)		2022	2021
Earnings per IFRS income statement		**76.0**	**-213.3**
Adjustments to calculate EPRA earnings, exclude:			
(i)	Changes in value of investment properties, development properties held for investment and other interests	4.1	65.9
(ii)	Profits or losses on disposal of investment properties, development properties held for investment and other interests	4.5	228.4
(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	-13.7	1.2
(vii)	Acquisition costs on share deals and non-controlling joint venture interests	-	-
(viii)	Deferred tax in respect of EPRA adjustments	-	-1.5
(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	-14.6	-13.1
EPRA Earnings		**56.3**	**67.6**
Weighted average number of shares outstanding during period		40,071,882	40,146,461
EPRA Earnings per share (in €)		**1.41**	**1.68**
Company specific adjustments:			
(a)	Non-current operating expenses	8.9	7.7
(b)	Non-recurring taxes	-	-
Direct Result		**65.2**	**75.3**
Direct Result per share (in €)		**1.63**	**1.88**

2. EPRA NAV measures

(in €m unless otherwise stated)	31 December 2022	31 December 2022	31 December 2022	31 December 2021	31 December 2021	31 December 2021
	EPRA NRV	EPRA NTA	EPRA NDV	EPRA NRV	EPRA NTA	EPRA NDV
IFRS Equity attributable to shareholders	**885.7**	**885.7**	**885.7**	**866.8**	**866.8**	**866.8**
Include/exclude	-	-	-	-	-	-
Hybrid instruments	-	-	-	-	-	-
Diluted NAV	**885.7**	**885.7**	**885.7**	**866.8**	**866.8**	**866.8**
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	**885.7**	**885.7**	**885.7**	**866.8**	**866.8**	**866.8**
Exclude						
v) Deferred tax in relation to the fair value gains of IP	-	-		-	-	
vi) Fair value of financial instruments	-15.2	-15.2	-	-2.0	-2.0	
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	-	-0.4	-	-	-0.5	-
Include:						
viii) Fair value of fixed interest rate debt	-	-	40.5	-	-	-28.5
ix) Revaluation of intangibles to fair value	-	-	-	-	-	-
x) Real estate transfer tax	98.9	-	-	95.4	-	-
NAV	**969.4**	**870.1**	**926.2**	**960.2**	**864.3**	**838.3**
Fully diluted number of shares	40,047,140	40,047,140	40,047,140	40,124,327	40,124,327	40,124,327
NAV per share (in €)	**24.21**	**21.73**	**23.13**	**23.93**	**21.54**	**20.89**

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

(in €m)	31 December 2022	31 December 2021
Fair value investment properties determined by external appraisers	1,970.5	1,910.5
Less developments and parkings	-29.4	-42.3
Completed property portfolio	**1,941.0**	**1,868.2**
Allowance for estimated purchasers' costs	102.9	98.8
Gross up completed property portfolio valuation (A)	**2,044.0**	**1,967.0**
Annualized cash passing rental income	143.4	129.6
Property outgoings	-12.1	-11.6
Annualized net rents (B)	**131.3**	**118.0**
Add notional rent expiration of rent free periods or other lease incentives	2.7	3.0
Topped-up net annualized rent (C)	**134.0**	**121.0**
EPRA Net Initial Yield (B/A)	6.4%	6.0%
EPRA 'topped-up' Net Initial Yield (C/A)	6.6%	6.2%

4. EPRA Vacancy Rate

The EPRA vacancy rate was reduced from 5.1% to 4.2% as result of leasing activities in all countries.

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

2021

(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	58.4	47.3	284.0	56.2	60.2	3.5	57.7	6.1%
France	33.3	22.2	43.2	10.8	11.8	0.6	11.6	5.3%
Netherlands	70.1	55.2	328.8	64.5	69.2	2.8	65.2	4.3%
Total portfolio	**161.8**	**124.7**	**656.0**	**131.5**	**141.2**	**6.9**	**134.5**	**5.1%**

1 Excluding developments
2 Excluding parking income

5. EPRA cost ratio

(in €m)		2022	2021
Property expenses		18.5	31.3
General costs		17.4	18.9
Other income and expense		3.4	0.2
(i) Administrative/operating expense line per IFRS income statement		**39.2**	**50.4**
(ii)	Net service charge costs / fees	7.3	5.8
(iii)	Management fees less actual/estimated profit element	-	-
(iv)	Other operating income/recharges intended to cover overhead expenses less any related profits	-5.3	-6.6
(v)	Share of Joint Venture expenses	-	-
Exclude (if part of the above):			
(vi)	Investment Property depreciation	-	-
(vii)	Ground rent costs	-0.3	-0.1
(viii)	Service charge costs recovered through rents but not separately invoiced	-	-
Costs (including direct vacancy costs) (A)		**40.9**	**49.6**
(ix)	Direct vacancy costs	-2.6	-3.2
Costs (excluding direct vacancy costs) (B)		**38.3**	**46.3**
(x.a)	Gross rental income less ground rent costs - per IFRS	140.6	161.7
(x.b)	Less: Other operating income/recharges intended to cover overhead expenses	-5.9	-7.9
(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)		**134.8**	**153.8**
EPRA Cost Ratio (including direct vacancy costs) (A/C)		**30.4%**	**32.2%**
EPRA Cost Ratio (excluding direct vacancy costs) (B/C)		**28.4%**	**30.1%**

Operating and general expenses directly attributable to properties under development are capitalized during the period that the property is unavailable for letting. For 2022 an amount of € 5.9m was capitalized (2021: € 6.7m).

General costs in 2021 include € 5.8m relating to the closure of the French office. See also Note 28 to the Consolidated Financial Statements.

6. EPRA LTV

(in €m unless otherwise stated)	31 December 2022 Group (as reported)[1]	31 December 2022 Non-controlling interests[2]	31 December 2022 Combined	31 December 2021 Group (as reported)	31 December 2021 Non-controlling interests	31 December 2021 Combined
Borrowings from Financial Institutions[3]	767.4	-55.6	711.7	717.3	-37.5	679.8
Commercial Paper[3]	59.8	-20.2	39.5	67.3	-22.9	44.3
Hybrids (including convertibles, preference shares, debt, options, perpetuals)	-	-	-	-	-	-
Bond loans[3]	32.0	-10.8	21.2	32.0	-10.9	21.1
Foreign currency derivatives (futures, swaps, options, and forwards)4	-1.4	-	-1.4	4.2	-	4.2
Net payables[5]	43.4	-4.3	39.1	49.3	-3.5	45.8
Owner-occupied property (debt)	-	-	-	-	-	-
Current accounts (equity characteristic)	-	-	-	-	-	-
Exclude: Cash and cash equivalents	-14.4	3.5	-10.8	-26.8	2.4	-24.4
Net debt (a)	**886.7**	**-87.4**	**799.3**	**843.3**	**-72.5**	**770.8**
Owner-occupied property	-	-	-	-	-	-
Investment properties at fair value[6]	1,948.6	-314.2	1,634.4	1,897.4	-308.9	1,588.5
Properties held for sale	0.7	-	0.7	6.5	-1.1	5.4
Properties under development[6]	36.2	-4.8	31.3	26.6	-4.6	22.0
Intangibles	0.4	0.0	0.4	0.5	0.0	0.5
Net receivables	-	-	-	-	-	-
Financial assets[7]	0.6	-0.2	0.4	1.2	13.5	14.7
Total Property Value (b)	**1,986.4**	**-319.2**	**1,667.2**	**1,932.2**	**-301.2**	**1,631.0**
EPRA Loan to Value (a/b)	**44.6%**		**47.9%**	**43.6%**		**47.3%**

1 In both 2021 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 2022 and 34.10% at 31 December 2021, respectively.
3 Refer to note 17 of the financial statements. Amortized costs (2022: € 2.3m and 2021: € 1.7m) 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 86 to 87. Information in relation to ongoing transformations is provided on page 18.

Capital expenditure

(in €m)	2022	2021
Acquisitions[1]	-	-1.0
Developments	36.0	16.1
Investment properties	27.0	27.6
Capitalized interest	0.8	0.7
Total Capex	**63.8**	**43.4**
Conversion from accrual to cash basis	-4.4	-3.8
Total Capex on cash basis	**59.4**	**39.6**

1 2021 includes a settlement which has been adjusted on initial acquisition price

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	2.0	6.6	2.8	3.1	15.1
France	1.9	5.2	1.3	1.3	1.8
Netherlands	3.0	4.2	6.7	9.8	22.8
Total portfolio	**2.5**	**5.3**	**10.7**	**14.1**	**39.7**

1 Indefinite contracts are included for one year

Investment property – like-for-like net rental income

(in €m)	Properties owned throughout 2 years	Acquisitions	Disposals	Develop-ment	Other	Total net rental income
2022						
Belgium	52.9	-	-	-	0.1	53.0
France	6.7	-	-	-	-0.1	6.7
Netherlands	45.7	-	0.1	9.4	0.2	55.5
Total portfolio	**105.4**	**-**	**0.1**	**9.4**	**0.2**	**115.2**
2021						
Belgium	46.7	-	-	-	0.5	47.3
France	6.8	-	15.2	-	0.2	22.2
Netherlands	43.3	-	2.7	9.1	0.1	55.2
Total portfolio	**103.6**	**-**	**17.6**	**2.9**	**0.5**	**124.7**

EPRA Like-for-like net rental income (NRI) growth for the total portfolio was 8.8% in 2022 (2021: 4.0%). 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

	Shopping centers		Offices		Total	
(in €m)	market value	annual theoretical rent[1]	market value	annual theoretical rent	market value	annual theoretical rent
Belgium	848.8	55.6	100.5	9.2	949.2	64.8
France	175.3	12.7	-	-	175.3	12.7
Netherlands	875.6	77.2	-	-	875.6	77.2
Total portfolio	**1,899.6**	**145.5**	**100.5**	**9.2**	**2,000.1**	**154.7**

1 excluding parking and residential

Summary of the valuation adjustments of the investment properties

(in €m)	market value	revaluation in 2022	Shopping centers	Offices	Total
Belgium	949.2	-1.7	-0.4%	1.6%	-0.2%
France	175.3	0.5	0.3%	-	0.3%
Netherlands	875.6	-2.9	-0.3%	-	-0.3%
Total portfolio	**2,000.1**	**-4.1**	**-0.3%**	**1.6%**	**-0.2%**

Five-year performance tables

Result (in €m)

	2018	2019	2020	2021	2022
Net rental income[1]	166.4	171.5	133.0	124.7	115.2
Result	-55.6	-318.9	-194.2	-213.3	76.0
Direct result	146.7	128.6	92.9	88.5	79.8
Indirect result	-202.3	-447.5	-287.1	-301.8	-3.8

1 From continuing operations

Net rental income geographical distribution (in %)

	2018	2019	2020	2021	2022
Belgium	25%	31%	33%	38%	46%
Finland	14%	-	-	-	-
France	20%	22%	17%	18%	6%
Netherlands	41%	47%	50%	44%	48%
Total	**100%**	**100%**	**100%**	**100%**	**100%**

Balance sheet (in €m)

	2018	2019	2020	2021	2022
Investment property in operation[1]	3,220.2	2,839.3	2,518.9	1,912.7	1,963.9
Investment property under construction	60.0	67.4	58.7	26.6	36.2
Shareholders' equity	1,744.5	1,319.6	1,124.3	866.8	885.7
Interest-bearing debt	1,358.3	1,335.7	1,252.8	814.9	856.8

1 Including lease incentives.

Investment portfolio sector distribution (in %)

	2018	2019	2020	2021	2022
Retail	97%	97%	96%	95%	95%
Offices	3%	3%	4%	5%	5%
Total	**100%**	**100%**	**100%**	**100%**	**100%**

Investment portfolio geographical distribution (in %)

	2018	2019	2020	2021	2022
Belgium	29%	33%	36%	48%	47%
Finland	- -		-	-	-
France	27%	28%	27%	9%	9%
Netherlands	44%	39%	37%	43%	44%
Total	**100%**	**100%**	**100%**	**100%**	**100%**

Acquisition of investment properties (in €m)

	2018	2019	2020	2021	2022
Belgium[1]	73	3	-	-2	-
Finland	-	-	-	-	-
France	-	-	-	1	-
Netherlands	-	15	0	0	-
Total	**73**	**18**	**0**	**-1**	**-**

1 2021 includes settlement which has been adjusted on acquisition price

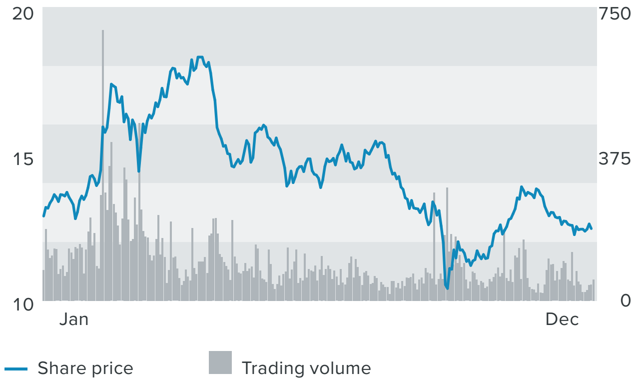
Disposal of investment properties (in €m)

	2018	2019	2020	2021	2022
Belgium	19	-	8	-	-
Finland	583	-	-	-	-
France	-	-	11	507	-
Netherlands	34	13	85	105	1
Total	**635**	**13**	**104**	**612**	**1**

Share performance

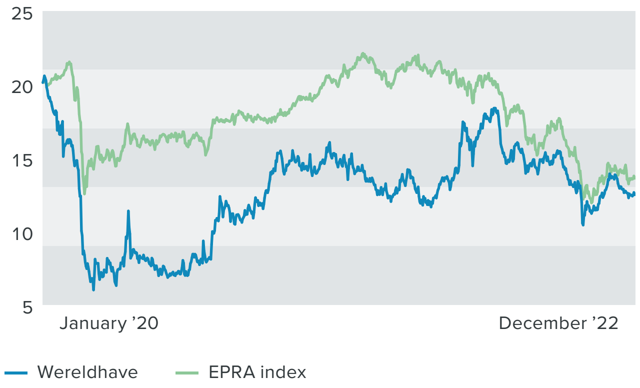
Wereldhave 2022 share price & trading volume

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



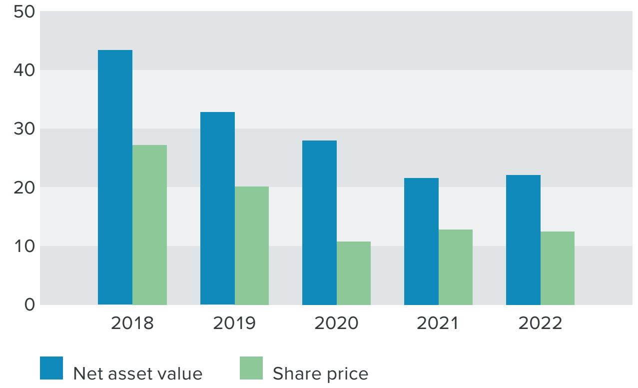
Three-year share price development vs EPRA index

(in €)



IFRS Net asset value versus share price

(at 31 December in €)



Share data (in €)

	2018	2019	2020	2021	2022
IFRS NAV	43.35	32.78	27.97	21.60	22.12
Direct result	3.33	2.81	2.01	1.88	1.63
Indirect result	-5.02	-10.98	-6.66	-7.52	-0.20
Dividend[1]	2.52	1.89	0.5	1.10	1.16
Pay-out	76%	90%	25%	59%	71%
Result per share	-1.69	-8.17	-4.65	-5.64	1.43

1 For 2022 the proposed dividend is shown.

Number of shares

	2018	2019	2020	2021	2022
At 31 December	40,270,921	40,270,921	40,270,921	40,270,921	40,270,921
Average during the year[1]	40,243,857	40,251,654	40,212,448	40,146,461	40,071,882

1 Excluding remuneration shares, number used to calculate basic earnings per share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BELLE-ÎLE

Financial statements

Consolidated statement of financial position
at 31 December 2022

(x € 1,000)	Note	31 December 2022	31 December 2021
Assets			
Non-current assets			
Investment property in operation		1,958,955	1,907,015
Lease incentives		4,949	5,738
Investment property under construction		36,166	26,587
Investment property	5	**2,000,070**	**1,939,340**
Property and equipment	6	1,650	3,968
Intangible assets	7	367	479
Derivative financial instruments	8,21	37,972	16,398
Other financial assets	8	2,798	3,419
Total non-current assets		**2,042,857**	**1,963,605**
Current assets			
Trade and other receivables	9	34,620	35,818
Tax receivables	10	3,815	4,775
Derivative financial instruments	21	1,722	-
Cash and cash equivalents	11	14,353	26,769
Total current assets		**54,510**	**67,362**
Investments held for sale	12	688	6,525
Total assets		**2,098,055**	**2,037,491**

(x € 1,000)	Note	31 December 2022	31 December 2021
Equity and Liabilities			
Equity			
Share capital	13	40,271	40,271
Share premium	14	1,711,033	1,711,033
Reserves	15,16	-865,622	-884,481
Attributable to shareholders		**885,682**	**866,823**
Non-controlling interest		237,561	228,713
Total equity		**1,123,243**	**1,095,536**
Non-current liabilities			
Interest-bearing liabilities	17	719,029	672,600
Derivative financial instruments	21	17,546	18,273
Other long-term liabilities	18	22,514	24,912
Total non-current liabilities		**759,089**	**715,785**
Current liabilities			
Trade payables		11,571	12,337
Tax payable	19	1,389	4,336
Interest-bearing liabilities	17	137,774	142,250
Other short-term liabilities	20	64,989	67,141
Derivative financial instruments	21	-	107
Total current liabilities		**215,723**	**226,171**
Total equity and liabilities		**2,098,055**	**2,037,491**

Consolidated income statement
for the year ended 31 December 2022

(x € 1,000)	Note	2022	2021
Gross rental income	24	140,921	161,840
Service costs charged	24	21,745	28,931
Total revenue		**162,666**	**190,771**
Service costs paid	24	-29,000	-34,772
Property expenses	25	-18,498	-31,329
Net rental income		**115,168**	**124,669**
Valuation results	26	-4,067	-65,880
Results on disposals	27	-4,517	-228,439
General costs	28	-17,370	-18,888
Other income and expense	29	-3,370	-208
Operating result		**85,843**	**-188,745**
Interest charges		-23,555	-24,763
Interest income		45	13
Net interest	30	**-23,510**	**-24,749**
Other financial income and expense	31	13,807	-1,133
Result before tax		**76,141**	**-214,628**
Income tax	32	-134	1,336
Result for the year		**76,007**	**-213,292**
Result attributable to:			
Shareholders		57,265	-226,250
Non-controlling interest		18,742	12,958
Result for the year		**76,007**	**-213,292**
Basic earnings per share (€)	35	1.43	-5.64
Diluted earnings per share (€)	35	1.43	-5.64

Consolidated statement of comprehensive income

for the year ended 31 December 2022

(x € 1,000)	Note	2022	2021
Result		**76,007**	**-213,292**
Items that may be recycled to the income statement subsequently			
Effective portion of change in fair value of cash flow hedges	21	5,513	-6,099
Changes in fair value of cost of hedging	21	-800	681
Items that will not be recycled to the income statement subsequently			
Remeasurement of post-employment benefit obligations	18	778	269
Total comprehensive income		**81,498**	**-218,441**
Attributable to:			
Shareholders		62,473	-231,512
Non-controlling interest		19,026	13,071
		81,498	**-218,441**

Consolidated statement of changes in equity
for the year ended 31 December 2022

	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 2021	**40,271**	**1,711,033**	**-633,858**	**5,764**	**1,085**	**1,124,296**	**210,387**	**1,334,683**
Comprehensive income								
Result	-	-	-226,250	-	-	-226,250	12,958	-213,292
Remeasurement of post-employment obligations	-	-	177	-	-	177	92	269
Effective portion of change in fair value of cash flow hedges	-	-	-	-6,120	-	-6,120	21	-6,099
Changes in fair value of cost of hedging	-	-	-		681	681	-	681
Total comprehensive income	**-**	**-**	**-226,073**	**-6,120**	**681**	**-231,512**	**13,071**	**-218,441**
Transactions with shareholders								
Shares purchased for remuneration	-	-	-937	-	-	-937	-	-937
Equity-settled share-based payment	-	-	153	-	-	153	-	153
Dividends	-	-	-20,135	-	-	-20,135	-11,491	-31,626
Change non-controlling interest	-	-	-5,032	-	-	-5,032	16,746	11,714
Other	-	-	-10	-	-	-10	-	-10
Balance at 31 December 2021	**40,271**	**1,711,033**	**-885,891**	**-356**	**1,766**	**866,823**	**228,713**	**1,095,536**
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	-	-	515	-	-	515	263	778
Effective portion of change in fair value of cash flow hedges	-	-	-	5,493	-	5,493	21	5,513
Changes in fair value of cost of hedging	-	-	-		-800	-800	-	-800
Total comprehensive income	**-**	**-**	**57,779**	**5,493**	**-800**	**62,473**	**19,026**	**81,498**
Transactions with shareholders								
Shares purchased for remuneration	-	-	-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**

Consolidated cash flow statement
for the year ended 31 December 2022

(x € 1,000)	Note	2022	2021
Operating activities			
Result		**76,007**	**-213,292**
Adjustments:			
Valuation results	26	4,067	65,880
Net interest	30	23,510	24,749
Other financial income and expense	31	-13,807	1,133
Results on disposals	27	4,517	228,439
Taxes		134	-1,336
Amortization		2,585	1,802
Movements in working capital		-6,684	-2,502
Cash flow generated from operations		**90,329**	**104,874**
Interest paid		-23,700	-24,271
Interest received		45	17
Income tax		-77	-208
Cash flow from operating activities		**66,597**	**80,413**
Investment activities			
Proceeds from disposals direct investment properties	27	4,010	91,925
Proceeds from disposals indirect investment property	27	-904	298,775
Investments in investment property	5	-59,423	-39,648
Investments in equipment		-40	-56
Investments in financial assets		-128	-630
Investments in intangible assets		-39	-358
Cash flow from investing activities		**-56,525**	**350,009**
Financing activities			
Proceeds from interest-bearing debts	17	118,188	31,316
Repayment interest-bearing debts	17	-82,500	-478,116
Movements in other long-term liabilities		-2,943	-3,045
Other movements in reserve		-1,298	-938
Transactions non-controlling interest		-	8,059
Dividend paid		-53,935	-27,929
Cash flow from financing activities		**-22,489**	**-470,653**
Increase/decrease in cash and cash equivalents		-12,416	-40,231
Cash and cash equivalents at 1 January	11	26,769	67,000
Cash and cash equivalents at 31 December	11	**14,353**	**26,769**

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 Schiphol Boulevard 233, 1118 BH Schiphol, the Netherlands. The shares of the Company are listed on the Euronext Stock Exchange of Amsterdam. The consolidated financial statements for the year ended 31 December 2022 were authorized for issue by the Supervisory Board on 10 March 2023 and will be presented to the shareholders for approval on 21 April 2023.

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.

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 2022.

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 and 22.

Change in accounting policy and disclosures

New and amended standards adopted by the Group

As of 1 January 2022 the following standards became effective but did not have an impact on the Company's consolidated financial statements:

- Property, Plant and Equipment: Proceeds before Intended Use – Amendments to IAS 16
- Reference to the Conceptual Framework – Amendments to IFRS 3
- Onerous Contracts: Cost of Fulfilling a Contract – Amendments to IAS 37
- Annual Improvements to IFRS Standards 2018–2020 – Amendments to IFRS 1, IFRS 9, illustrative examples accompanying IFRS 16 and IAS 41

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 2022 and have not been applied in preparing these consolidated financial statements:

- IFRS 17 Insurance Contracts
- Classification of Liabilities as Current or Noncurrent – Amendments to IAS 1
- Disclosure of Accounting Policies – Amendments to IAS 1 and IFRS Practice Statement 2
- Definition of Accounting Estimate – Amendments to IAS 8
- Deferred Tax related to Assets and Liabilities arising from a Single Transaction - Amendments to IAS 12
- Sale or contribution of assets between an investor and its associate or joint venture - Amendments to IFRS 10 and IAS 28

These changes are not expected to have a material impact on the company in the current or future reporting periods and on foreseeable future transactions.

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 3R "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.

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	
	2022	2021	**2022**	2021
GBP	1.17287	1.16341	1.12951	1.18859
USD	0.95007	0.84596	0.93414	0.87951
CAD	0.72995	0.67485	0.68939	0.69577

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

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.

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 at amortized costs are subsequently measured at amortized cost 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.

Equity and debt investments at fair value through other comprehensive income are subsequently measured at fair value. Dividends, 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.

Financial assets at fair value through profit or loss are subsequently measured at fair value. Net gains and losses 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 assets not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition or issue.

Financial liabilities are subsequently classified as 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 bank overdrafts. 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
- 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 2022

(x € 1,000)	Belgium	France	Netherlands	Headoffice	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**

Geographical segment information 2021

(x € 1,000)	Belgium	France	Netherlands	Headoffice	Total
Result					
Gross rental income	58,411	33,336	70,092	-	161,840
Service costs charged	8,951	10,525	9,456	-	28,931
Total revenue	**67,362**	**43,861**	**79,548**	**-**	**190,771**
Service costs paid	-11,836	-12,485	-10,452	-	-34,772
Property expenses	-8,272	-9,207	-13,850	-	-31,329
Net rental income	**47,255**	**22,168**	**55,246**	**-**	**124,669**
Valuation results	-4,188	-24,680	-37,012	-	-65,880
Results on disposals	63	-214,086	-14,417	-	-228,439
General costs	-3,374	-6,500	-2,444	-6,571	-18,888
Other income and expense	6	-7	-	-207	-208
Operating result	**39,762**	**-223,105**	**1,375**	**-6,777**	**-188,745**
Interest charges	-3,891	-14,669	-18,621	12,418	-24,763
Interest income	3	14	-4		13
Other financial income and expense	2,410	-	-	-3,543	-1,133
Income tax	-100	-107	1,543	-	1,336
Result	**38,184**	**-237,866**	**-15,707**	**2,098**	**-213,292**
Total assets					
Investment properties in operation	910,796	168,985	827,235	-	1,907,015
Investment properties under construction	13,514	-	13,072	-	26,587
Assets held for sale	3,325	-	3,200	-	6,525
Other segment assets	23,903	17,698	383,757	882,890	1,308,248
minus: intercompany	-211	-	-65,000	-1,145,673	-1,210,884
	951,327	**186,683**	**1,162,265**	**-262,783**	**2,037,491**
Investments	**12,310**	**10,987**	**20,126**	**-**	**43,423**
Gross rental income by type of property					
Shopping centers	52,180	33,336	70,092	-	155,609
Offices	6,231	-	-	-	6,231
	58,411	**33,336**	**70,092**	**-**	**161,840**

5 Investment property

(x € 1,000)	Investment property in operation	Lease incentives	Investment property under construction	Total Investment property
2022				
Balance at 1 January	**1,907,015**	**5,738**	**26,587**	**1,939,340**
Purchases	-	-	-	-
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**
2021				
Balance at 1 January	**2,513,429**	**5,482**	**58,669**	**2,577,580**
Purchases	-1,010	-	-	-1,010
Investments	27,568	-	16,865	44,433
From / to development properties	48,947	-	-48,947	-
To / from investments held for sale	-4,282	-	-	-4,282
Disposals	-611,773	-	-	-611,773
Valuations	-65,880	-	-	-65,880
Other	16	256	-	272
Balance at 31 December	**1,907,015**	**5,738**	**26,587**	**1,939,340**

In 2022 the Company received the final proceeds from the 2018 sale of the parking in Tilburg (2021: In de Bogaard, Etten-Leur and Koningshoek in the Netherlands as well as Docks 76, Docks Vauban, Rivetoile and Saint Sever In France).

The Company reached in February 2022 a settlement with Hudson's Bay Company ULC resulting in the repayment of capital expenditures previously paid by the Company. The proceeds were deducted from the investments in 2022.

In 2022, the Company completed 3 Full Service Centers, Sterrenburg and City-Center Tilburg in the Netherlands as well as Ring Kortrijk in Belgium.

Overview of measurements of total Investment property

(x € 1,000)	**31 December 2022**	31 December 2021
Investment property in operation (including lease incentives)	1,948,567	1,897,411
Investment property under construction (IPUC)	21,914	13,073
Fair value as per external valuation reports	**1,970,481**	**1,910,484**
Fair value of ground rent (leasehold)	15,337	15,342
At cost less impairment (IPUC)	14,252	13,514
Total	**2,000,070**	**1,939,340**

Investment properties were valued externally at 31 December 2022 by independent external property valuators Jones Lang LaSalle, Cushman & Wakefield and CBRE. In total 99.3% (2021: 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)	**2022**	2021
Belgium	-1,679	-4,188
France	523	-24,680
Netherlands	-2,911	-37,012
Total	**-4,067**	**-65,880**

At 31 December 2022 no investment property is pledged as security for credit facilities (2021: € 312.0m).

At 31 December 2022 the carrying amount of investment property in operation is as follows:

(x € 1,000)	31 December 2022	31 December 2021
Total value according to external valuation reports	1,948,567	1,897,411
Add: Present value of future ground rent payments (leasehold)	15,337	15,342
Deduct: carrying amount of rent free periods and other leasing expenses to be amortized	-4,949	-5,738
Carrying amount	**1,958,955**	**1,907,015**

Key assumptions relating to valuations (excluding developments)

	Belgium	France	Netherlands
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
2021			
Total market rent per sqm (€)	203	268	200
EPRA Net Initial Yield	5.8%	4.6%	6.5%
EPRA vacancy rate	6.1%	5.3%	4.3%
Average vacancy period (in months)	13	12	9
Bandwidth vacancy (in months)	9-18	9-15	0-17

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 2022 is 6.4% (2021: 6.0%).

In case the yield changes with 0.25%, assuming stable market rents, it would result in a change of € 63.5m on shareholders' equity and result (€ 1.58 per share). A 5% drop of the estimated market rent, assuming stable yields, has a negative impact on shareholders' equity and result of approximately € 92.4m (€ 2.29 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
2022						
Belgium	2.0	6.6	2,824	18,177	39,377	454
France	1.9	5.2	1,290	3,105	6,928	-
Netherlands	3.0	4.2	6,662	32,564	25,219	6,207
Total portfolio	**2.5**	**5.3**	**10,776**	**53,846**	**71,524**	**6,661**
2021						
Belgium	2.1	6.6	4,085	13,272	37,186	442
France	2.2	5.1	505	4,017	5,863	341
Netherlands	3.4	4.1	6,273	31,183	21,903	6,373
Total portfolio	**2.8**	**5.3**	**10,863**	**48,472**	**64,952**	**7,156**

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

Fair value hierarchy disclosures for investment properties have been provided in note 23.

6 Property and equipment

(x € 1,000)	Owned: Office equipment	Owned: Cars	Leased: Offices	Leased: Cars	Total
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**
Balance at 1 January 2021	**1,668**	**-**	**2,378**	**1,373**	**5,419**
Investments/purchases	56	-	-	82	138
Disposals	-28	-	-	-3	-31
Depreciation	-328	-	-711	-519	-1,558
Balance at 31 December 2021	**1,368**	**-**	**1,667**	**933**	**3,968**
31 December 2022					
Total acquisition at cost	5,379	-	3,848	2,778	12,005
Total depreciation and impairment	-4,818	-	-3,494	-2,043	-10,355
Net book value	**561**	**-**	**354**	**735**	**1,650**
31 December 2021					
Total acquisition at cost	5,339	110	3,848	2,692	11,989
Total depreciation	-3,971	-110	-2,181	-1,759	-8,021
Net book value	**1,368**	**-**	**1,667**	**933**	**3,968**

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 2022	31 December 2021
Balance at January1	**479**	**273**
Investments	39	358
Amortization	-151	-152
Balance at December 31	**367**	**479**

(x € 1,000)	31 December 2022	31 December 2021
Total acquisition at cost	2,997	2,958
Total amortization	-2,630	-2,479
Total	**367**	**479**

8 Non-current financial assets

(x € 1,000)	IFRS Category	31 December 2022	31 December 2021
Loans	amortized cost	602	1,169
Deposits paid	amortized cost	2,063	2,250
Other financial assets	Fair value through P&L	133	-
Derivative financial instruments	Fair value through P&L	37,972	16,398
Total		**40,769**	**19,818**

Derivative financial instruments

Further reference is made to note 21.

9 Trade and other receivables

(x € 1,000)	31 December 2022	31 December 2021
Tenant receivables	13,061	13,485
Service charge receivable	1,878	2,688
Prepayments	1,209	1,140
Interest to be received	3,924	3,865
Amounts to be invoiced	9,381	9,914
Other	5,167	4,726
Total	**34,620**	**35,818**

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.

Interest to be received refers to interest receivable under interest rate swaps. Other includes an amount of € 3.0m receivable from a French notary at 31 December 2022.

Maturity of tenant receivables

(x € 1,000)	31 December 2022	31 December 2021
Due	7,785	6,592
Past due less than 1 month	1,718	2,292
Past due between 1 and 3 months	1,895	1,181
Past due between 3 and 12 months	3,549	6,681
Past due over 12 months	8,529	8,704
	23,477	**25,451**
Deduct: provision	-10,415	-11,966
Total	**13,061**	**13,485**

In 2022 an amount of € 0.3m was released from (2021: € 10.6m added to) the provision doubtful debt and an amount of € 1.2m (2021: € 14.2m) was withdrawn. Refer to note 25.

10 Tax receivables

(x € 1,000)	31 December 2022	31 December 2021
Withholding tax	207	283
Value added tax	1,221	845
Dividend tax	2,250	3,450
Corporate income tax	137	197
Total	**3,815**	**4,775**

11 Cash and cash equivalents

(x € 1,000)	31 December 2022	31 December 2021
Bank balances	14,353	26,769
Total	**14,353**	**26,769**

12 Investment held for sale

During 2022 it was concluded that the completion of the transaction in Leiderdorp is likely to take more than 12 months and therefore the plot of land was transferred back to investment properties. At 31 December 2022 the investments held for sale includes a strip of smaller units in the Netherlands.

13 Share capital

(number of shares)	Authorized share capital	Number of issued shares	Shares for remuneration	Outstanding number of shares
Balance at 1 January 2021	**75,000,000**	**40,270,921**	**-79,259**	**40,191,662**
Purchased treasury shares	-	-	-67,335	-67,335
Balance at 31 December 2021	**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**

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. There were no changes in share premium in 2022. The amount of share premium that is recognized for tax purposes is € 1,716m (2021: € 1,716m).

15 General reserve

In May 2022, a final dividend relating to 2021 of € 1.10 was paid per qualifying ordinary share. No interim dividends relating to 2022 were distributed in 2022.

An amount of € 159m (2021: € 167m) has been designated as legal reserves, mainly relating to the unrealized valuation adjustments of investment properties and cannot be distributed.

16 Hedge reserve and cost of hedging 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. 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 2022	31 December 2021
Long term		
Bank loans	227,880	109,355
Private placements	459,149	531,245
Bonds	32,000	32,000
	719,029	**672,600**
Short term		
Private placements	78,024	75,000
Treasury notes	59,750	67,250
	137,774	**142,250**
Total interest bearing liabilities	**856,803**	**814,850**

Movements in interest-bearing liabilities

Including short-term portion of debt.

(x € 1,000)	2022	2021
Balance at 1 January	**814,850**	**1,252,779**
New funding	118,188	31,316
Repayments	-82,500	-487,839
Use of effective interest method	611	961
Effect of fair value hedges	-	-705
Exchange rate differences	5,654	18,338
Balance at 31 December	**856,803**	**814,850**

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 2022 the embedded derivatives have a negative value of € 1.8m (2021: € 0.2m positive).

Secured interest-bearing liabilities

At 31 December 2022 none of our investment property is pledged as security for credit facilities (2021: € 312.0m).

Unsecured interest-bearing liabilities

Unsecured interest-bearing liabilities have financial covenants that include various clauses. As at 31 December 2022 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 2022	31 December 2021
Loan-to-Value	60.0%	42.4%	41.0%
Solvency	40.0%	53.5%	53.8%
Interest coverage ratio	2.0	5.9	5.8

The Company reports a net Loan-to-Value of 42.4% 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 43.1% at 31 December 2022 (2021: 50.6%).

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:

	2022	2021
Euro	2.1%	2.0%
US dollar	2.8%	2.8%
Pound sterling	3.0%	3.0%
Canadian Dollar	2.3%	2.3%
Total	**2.5%**	**2.3%**

The average interest rate based on the effective interest method is as follows:

	EUR	GBP	USD	CAD	2022 Total
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%**

					2021
Short term interest bearing debt					
Bank loans and private placement	1.5%	0.0%	0.0%	-	1.5%
Interest rate swaps	0.3%	-	-	-	0.3%
Long term interest bearing debt					
Bank loans and private placement	2.2%	4.1%	4.4%	4.0%	3.1%
Interest rate swaps	-1.2%	-	-	-	-1.2%
Average	**2.0%**	**4.1%**	**4.4%**	**4.0%**	**2.3%**

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 2022		31 December 2021	
(x € 1,000)	carrying amount	fair value	carrying amount	fair value
Bank loans and private placements	687,029	676,212	672,600	701,058
Total	**687,029**	**676,212**	**672,600**	**701,058**

Currencies

The carrying amount of interest-bearing debt of the Group (short- and long-term) are denominated in the following currencies:

	31 December 2022		31 December 2021	
	currency	EUR	currency	EUR
Euro	572,915	572,915	536,653	536,653
US dollar	192,500	179,739	192,500	169,195
Pound sterling	80,000	90,361	80,000	95,087
Canadian dollar	20,000	13,788	20,000	13,915
Total		**856,803**		**814,850**

Interest-bearing debt in U.S. Dollars, British Pound and Canadian dollar were for an amount of USD 193m, GBP 80m and CAD 20m converted to EUR via multiple cross currency interest rate swaps.

Credit facilities and bank loans

As at 31 December 2022, Wereldhave had € 385m (2021: € 525m) of revolving credit facilities. An amount of nil (2021: € 35m) will expire within 1 year, € 385m (2021: 490m) in 1 to 5 years and nil (2021: nil) expires after 5 years.

As at 31 December 2022, Wereldhave had undrawn credit facilities to the amount of € 266m (2021: € 525m). The average maturity of the committed revolving credit facilities at 31 December 2022 was 4.3 years (2021: 2.1 years).

18 Other long-term liabilities

(x € 1,000)	31 December 2022	31 December 2021
Pension plans	135	849
Tenants deposits	5,911	5,757
Lease liabilities	16,468	18,306
Total	**22,514**	**24,912**

Tenant deposits consists of amounts received from tenants as a guarantee for future rental payment obligations.

Pension plans

The net liability from the defined benefit plan in Belgium is composed as follows:

(x € 1,000)	2022	2021
Fair value of plan assets	2,903	3,018
Benefit obligations	3,038	3,867
Net liability	**135**	**849**

Reconciliation of net liability	2022	2021
1 January	**849**	**1,102**
Charge recognized in P&L	349	355
Remeasurement recognized in OCI (Income)/Loss	-778	-269
Employer contributions	-285	-339
31 December	**135**	**849**

The movement of the defined benefit obligation in Belgium is as follows:

(x € 1,000)	2022	2021
Balance at 1 January	**3,867**	**3,952**
Net service cost	343	351
Interest cost	32	14
Employee contributions	5	4
Benefits paid	-8	-80
Experience (gains) / losses	-1,135	-307
Expenses	-66	-67
Balance at 31 December	**3,038**	**3,867**

The movement of the fair value of plan asset in Belgium is as follows:

(x € 1,000)	2022	2021
Balance at 1 January	**3,018**	**2,850**
Interest income on plan assets	26	10
Return om scheme assets	-357	-38
Actual expenses	-66	-67
Employer contributions	285	339
Employee contributions	5	4
Benefits paid	-8	-80
Balance at 31 December	**2,903**	**3,018**

The assumptions used:

- discount rate obligations	3.10%-3.15%	0.80%-0.90%
- rate of annual salary increases including inflation	2.2% - 7.2%	1.7% - 6.7%

Pension costs

The total cost for defined benefit plan in Belgium is as follows:

(x € 1,000)	2022	2021
Current service cost	343	351
Net interest on Net Defined Benefit Liability (Asset)	6	4
Total	**349**	**355**

The following amounts have been recognized in other comprehensive income (OCI):

(x € 1,000)	2022	2021
Actuarial (gain)/loss due to liability expenses	-778	-269
Remeasurement effect recognized in OCI	**-778**	**-269**

In total the following movements have been recognized in the income statement and OCI:

(x € 1,000)	2022	2021
Balance at January 1	**3,867**	**3,952**
Net service cost	343	351
Interest cost	32	14
Employee contributions	5	4
Benefits paid	-8	-80
Experience (gains) / losses	-1,135	-307
Expenses	-66	-67
Balance at December 31	**3,038**	**3,867**

The fair value of the Belgian pension assets consists, as in 2021, 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 2022 and 2021 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 2023.

Leases

Wereldhave has entered into leasehold contracts as well as offices and car leases. During 2022 the following was recognized in the income statement:

(x € 1,000)	2022	2021
Interest on lease liabilities	932	1,027
Variable lease payments not included in the measurement of lease liabilities	292	148
Total	**1,224**	**1,175**

The maturity of the lease liabilities is as follows:

(x € 1,000)	31 December 2022
- up to 1 year	1,597
- between 1 and 2 years	1,058
- between 2 and 5 years	2,700
- more than 5 years	70,560
Total	**75,915**

19 Tax payable

(x € 1,000)	31 December 2022	31 December 2021
Value added tax	950	3,077
Social security tax	211	341
Company tax	29	174
Other tax	199	743
Total	**1,389**	**4,336**

20 Other short-term liabilities

(x € 1,000)	31 December 2022	31 December 2021
Deferred rents	12,641	11,215
Property expenses	14,525	13,290
Interest	9,158	10,565
General costs	7,333	12,265
Capital commitments payable	12,321	9,525
Other short-term liabilities	9,011	10,281
Total	**64,989**	**67,141**

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 and interest rate risk. The fair value of these instruments breaks down as follows:

(x € 1,000)		Principal	Interest range	Fair value assets	Fair value liabilities
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**
2021					
Cashflow hedge					
USD currency swap	USD	192,500	2.2% - 3.2%	14,442	-3,544
GBP currency swap	GBP	80,000	2.7% - 3.4%	-	-12,790
CAD currency swap	CAD	20,000	2.3%	-	-883
EUR interest rate swap	EUR	50,000	0.3%	-	-107
No hedge accounting					
EUR Interest rate swap	EUR	411,975	0.3% - 3.0%	1,650	-1,055
EUR Interest cap	EUR	90,000	0% - 0.5%	306	-
Total				**16,398**	**-18,379**

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:

				31 December 2022
(x € 1,000)	EUR	USD	GBP	CAD
- up to 1 year	60,000	30,000	-	-
- between 1 and 5 years	376,975	162,500	15,000	20,000
- more than 5 years	65,000	-	65,000	-
Total	**501,975**	**192,500**	**80,000**	**20,000**
				31 December 2021
- up to 1 year	50,000	-	-	-
- between 1 and 5 years	269,000	192,500	15,000	-
- more than 5 years	232,975	-	65,000	20,000
Total	**551,975**	**192,500**	**80,000**	**20,000**

The following amounts have been recognized in shareholders equity in relation to hedge accounting:

					31 December 2022
(x € 1,000)	EUR	USD	GBP	CAD	Total in EUR
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**
					31 December 2021
Effective part fair value changes in cashflow hedging	55	-2,464	-3,546	-165	-6,120
Changes in fair value of cost of hedging	-	48	823	-190	681
Net effect in equity	**55**	**-2,416**	**-2,723**	**-355**	**-5,439**

In 2022, a net expense of € 0.3m was recognized in the income statement as a result of ineffectiveness of hedges (2021: nil). The fair value hedge matured in 2021.

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 2022 a positive amount of € 13.4m was charged to the other financial income and expense (2021: € 1.2m negative) relating to these financial assets. In addition, net interest decreased by € 2.9m (2021: € 3.5m) as a result of derivative financial instruments for interest conversion.

Credit risk
During 2022 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 the Wereldhave's policy to keep at least 50% of its borrowings at fixed rates of interest. In the current low interest rate environment Wereldhave has fixed the interest rate for 82% (2021: 88%) of its debt.

Sensitivity

A change in interest rate by 1% will impact the result and equity by € 1.5m (2021: € 1.0m) and earnings per share and asset value per share by € 0.03 (2021: € 0.02).

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 € 385m.

The facilities will expire for € 35m in 2024, € 20m in 2025, € 55m in 2026 and € 275m in 2027.

As at year-end 2022, € 119m was drawn under the committed facilities (2021: nil). The interest and repayment obligations for 2023 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 2022 interest cover ratio was 5.9 (2021: 5.8). 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 2022, the solvency was 53.5% (2021: 53.8%). 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 8 and 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 2022:

	2022		
(x € 1,000)	Expected loss rate	Gross carrying amount	Provision
Due	1%	7,785	81
Past due less than 1 month	22%	1,718	377
Past due between 1 and 3 months	29%	1,895	544
Past due between 3 and 12 months	63%	3,549	2,230
Past due over 12 months	84%	8,529	7,183
Total		**23,477**	**10,415**

The movement in the loss allowance for trade receivables during the year was as follows.

(x € 1,000)	2022	2021
Balance at January 1	**11,966**	**25,891**
Disposals	-	-10,339
Amounts written off	-1,278	-14,155
Net remeasurement of loss allowance	-273	10,568
Balance at December 31	**10,415**	**11,966**

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 € 1.4m (2021: € 1.3m) and € 0.03 (2021: € 0.03) on the result per share. If 10% of debtors would default on payment, this would impact results by a maximum of € 1.3m (2021: € 1.6m). As a result of such default, result per share would decrease by € 0.03 (2021 € 0.04).

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 2022
(x € 1,000)	Principal	Interest	Total
- 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**
			31 December 2021
- up to 1 year	154,694	15,708	170,402
- between 1 and 2 years	106,385	13,318	119,703
- between 2 and 5 years	335,749	24,338	360,087
- more than 5 years	232,149	11,084	243,233
Total	**828,977**	**64,448**	**893,425**

The difference between the sum of the nominal principal values and the carrying amount of € 2.3m (2021: € 1.7m) 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 € 6m (2021: € 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 2022				
Assets				
Financial assets	8	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	19	5,911	-	5,911
Lease liabilities	19	16,468	-	16,468
Derivative financial instruments	22	-	17,546	17,546
Trade payables		11,571	-	11,571
Total		**890,753**	**17,546**	**908,299**
31 December 2021				
Assets				
Financial assets	8	3,419	16,398	19,818
Trade and other receivables	9	35,818	-	35,818
Cash and cash equivalents	11	26,769	-	26,769
Total		**66,006**	**16,398**	**82,404**
Liabilities				
Interest bearing debts	17	814,850	-	814,850
Tenants deposits	19	5,757	-	5,757
Lease liabilities	19	18,306	-	18,306
Derivative financial instruments	22	-	18,379	18,379
Trade payables		12,337	-	12,337
Total		**851,250**	**18,379**	**869,629**

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 € 37m (2021: € 18m) with regard to investment properties under construction and € 4m in regards to an office lease. The Group has undrawn committed credit facilities for an amount of € 266m (2021: € 525m).

The maturity of the off balance sheet liabilities is as follows:

(x € 1,000)	2022	2021
- up to 1 year	36,670	18,268
- between 1 and 5 years	2,069	-
- > year 5	2,350	-
Total	**41,088**	**18,268**

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)
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	-
2021				
Assets measured at fair value				
Investment property in operation	1,912,753	-	-	1,912,753
Investment property under construction	13,073	-	-	13,073
Investments held for sale	6,525	-	-	6,525
Financial assets				
Derivative financial instruments	16,398	-	16,398	-
Liabilities for which the fair value has been disclosed				
Interest bearing debt	843,308	-	843,308	-
Derivative financial instruments	18,379	-	18,379	-

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.

The disposals in 2021 of In de Bogaard, Etten-Leur and Koningshoek in the Netherlands as well as Docks 76, Docks Vauban, Rivetoile and Saint Sever shopping centers in France reduced our gross rental income for 2022 with € 26.0m.

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 7.4% in 2022 (2021: 10.1%).

Rental income based on turnover of the tenant amounts to 4.7% (2021: 3.8%) of gross rental income. Lease incentives provided to tenants amounts to 2.8% (2021: 2.2%) of gross rental income.

A change in the average occupancy rate by 0.5% results in a change of gross rental income by € 0.7m (excluding impact service costs).

The aggregate contractual rent from lease contracts as at 31 December 2022 is shown in the following table (lease contracts with turnover related clauses are accounted for assuming the base rent only):

(x € 1,000)	2022	2021
- up to 1 year	138,124	128,872
- between 1 and 2 years	118,935	110,896
- between 2 and 3 years	105,987	97,450
- between 3 and 4 years	94,084	84,729
- between 4 and 5 years	79,539	72,472
- more than 5 years	234,552	225,381

25 Property expenses

(x € 1,000)	2022	2021
Property maintenance	1,007	762
Property taxes	3,480	3,571
Insurance premiums	822	869
Property management	6,122	5,825
Leasing expenses	606	1,553
Doubtful debt	-273	10,568
Other operating costs	6,734	8,182
Total	**18,498**	**31,329**

Doubtful debt expenses decreased mainly as the impact of covid-19 arrangements and provisions were less severe than in 2021. Other operating costs includes amongst other parking costs as well as promotion and marketing costs.

26 Valuation results

(x € 1,000)	2022	2021
Investment properties in operation and investments held forsale		
Valuation gains	21,419	9,639
Valuation losses	-25,486	-75,519
Total	**-4,067**	**-65,880**
Investment properties under construction		
Valuation gains	-	-
Valuation losses	-	-
	-	-
Total	**-4,067**	**-65,880**

27 Results on disposals

(x € 1,000)	2022			2021		
	Properties	Subsidiaries	Total	Properties	Subsidiaries	Total
Gross proceeds	4,050	-	4,050	92,441	302,956	395,397
Selling costs	-40	-65	-105	-514	-5,965	-6,479
Net proceeds	**4,010**	**-65**	**3,945**	**91,927**	**296,991**	**388,918**
Book value	-4,070	-4,392	**-8,462**	-106,280	-511,077	**-617,357**
Total	**-60**	**-4,457**	**-4,517**	**-14,353**	**-214,086**	**-228,439**

In 2022 the Company finalized the sale of 2 plots of land in Tournai and a parking in Tilburg. In addition, the Company completed the working capital settlement in accordance with the sale and purchase agreement with Lighthouse.

28 General costs

(x € 1,000)	2022	2021
Salaries and social security contributions	13,679	22,025
Pension costs	1,294	1,282
Other employee costs	2,366	1,842
Audit and advisory fees	2,272	2,132
Office costs	3,284	4,141
Equity-settled share-based payments	1,421	153
Other general costs	7,777	5,788
	32,092	**37,362**
Allocated and recharged	-14,722	-18,474
Total	**17,370**	**18,888**

The allocation and recharges relate to expenses charged to third parties and allocation of costs to property expenses and developments projects. Employee costs reduced compared to 2021 as result of the closure of the French management office and outsourcing to external service providers.

In 2021, the general costs included a total of € 5.8m which mainly relates the closure of the French management office. An amount of € 4.1m is included in salaries and social security contributions, € 0.5m in office costs and € 1.2m in other general costs. In 2022, an amount of € 3.4m is included relating to the implementation of our new ERP system.

During the year 2022 an average of 118 persons (2021: 173) based on full-time basis were employed by the Group, of which 63 (2021: 71) in the Netherlands and 55 (2021: 102) 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 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
Share plan employees 2022	26-4-2022	26-4-2024	16.90	16.90

The movements in performance shares during the year is as follows:

2022	**Opening**	2021
Outstanding at 1 January	**146,594**	**79,259**
Granted during the year	81,576	67,335
Vested during the year	-4,389	-
Forfeited during the year	-	-
Outstanding at 31 December	**223,781**	**146,594**

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.

Supervisory Board:

	2022	2021
A. Nühn	68	68
H. Brand	57	56
F. Dechesne	60	57
Total	**185**	**181**

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.

Board of Management:

(x € 1,000)	Fixed income	STI	LTI[1]	Pension and pension compensation	Social charges	Total
2022						
M. Storm	578	277	347	80	13	1,295
A.W. de Vreede	417	200	250	67	13	947
Total	**995**	**477**	**597**	**147**	**26**	**2,242**
2021						
M. Storm	559	325	335	78	13	1,310
A.W. de Vreede	403	235	242	65	13	958
Total	**962**	**560**	**577**	**143**	**26**	**2,268**

1 Amount for which conditional shares were purchased in accordance with LTI scheme

Short-term incentive

The short-term incentive ("STI") is based on performance against the following targets:

- 50% is based on the Total Property Return in the Benelux compared to the MSCI index for retail property returns in the Benelux;
- 20% is based on the Net Promoter Score ("NPS");
- 20% is based on the average footfall increase for the Benelux; and
- 10% is determined by achievement of individual targes of Board members.

The STI is based on 40% of the fixed annual income. A minimum of zero and a maximum of 1.5 times the STI may become payable depending on performance. A pro rata pay-out applies between the threshold of 50% of target and the maximum of 150% of target.

The performance for 2022 resulted in an STI of € 277,260 for Mr. Storm and € 200,134 for Mr. de Vreede.

Long-term incentive

The long-term incentive (“LTI”) is based on performance against the following targets:

- 75% is based on Relative Total Shareholder Returns; and
- 25% is based on GRESB score.

The LTI is based on 60% of the fixed annual income. A minimum of zero and a maximum of 2.5 times the LTI may become payable depending on performance.

Mr. Storm holds a total of 107,867 shares at 31 December 2022, of which 10,061 are unconditional or private investment. The current value of the shares owned by Mr. Storm amounts to € 1,346,180 based on the stock exchange price of € 12.48 per share as per 31 December 2022.

Mr. de Vreede holds a total of 78,598 shares at 31 December 2022, of which 8,000 are unconditional or private investment. The current fair value of the shares owned by Mr. de Vreede amounts to € 980,903 based on the stock exchange price of € 12.48 per share as per 31 December 2022.

The Company has not granted loans, advances or financial guarantees to members of the Board of Management.

Audit fees

In 2022 Wereldhave N.V. and its subsidiaries have accounted for the following costs from the Group auditor KPMG:

(x € 1,000)	2022	2021
Audit of the Annual Accounts	620	492
Other assurance services	195	28
Tax advisory services	-	-
Total	**815**	**520**

KPMG provided, in addition to the statutory audit of the financial statements, assurance services in relation to financing transactions, ground rent settlements and issuance of stock dividend. The other assurance services are in compliance with Independence Regulations.

Of the total amount of audit fees € 406k (2021: € 271k) relates to the Netherlands. This consist of an amount of € 335k (2021: € 265k) for the audit of the Annual Accounts and € 71k (2021: € 6k) for other audit activities. All fees are in compliance with the Independence Regulations.

29 Other income and expenses

Other income and expenses € -3.4m (2021: € -0.2m) 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)	2022	2021
Interest paid	-22,984	-23,856
Interest on lease liability	-932	-1,027
Capitalized interest	811	726
Amortized costs loans	-450	-605
Total interest charges	**-23,555**	**-24,762**
Interest received	**45**	**13**
Total	**-23,510**	**-24,749**

Capitalized interest in connection with developments is based on the Group's weighted average cost of debt. During 2022, the range of weighted average interest rates used was 2.2% - 2.3% (2021: 1.9% - 2.3%). The average nominal interest rate at year end 2022 was 2.5% (2021: 2.3%). The line item 'interest paid' includes costs related to fees paid for undrawn parts of committed financing facilities amounting to € 2.0m (2021: € 1.8m).

31 Other financial income and expenses

(x € 1,000)	2022	2021
Exchange rate differences	113	65
Fair value changes derivative instruments	13,694	-1,198
Other	-	-
Total	**13,807**	**-1,133**

The change in fair value during 2022 was primarily driven by changes in interest rates.

32 Income tax

(x € 1,000)	2022	2021
Result before tax	76,141	-214,628
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	-179	-53
Tax benefit resulting from current year loss	-	1,483
Adjustment prior periods	45	-35
Other	-	-60
Income tax	**-134**	**1,336**
Weighted average tax rate	0.2%	0.6%

For 2022 the current tax charge is € -0.1m (2021: € 0.3m) and the deferred tax charge was nil (2021: € 1.0m). 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 (2021: 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 2022 amounts to € 237.6m (2021: 228.7m).

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.	Schiphol, Netherlands	100.00		
N.V. Wereldhave International	Schiphol, Netherlands	100.00		
Wereldhave Nederland B.V.	Schiphol, Netherlands		100.00	
Wereldhave Development B.V.	Schiphol, Netherlands	100.00		
Relovast V B.V.	Schiphol, Netherlands		100.00	
Wereldhave Management Holding B.V.	Schiphol, Netherlands	100.00		
Wereldhave Management Nederland B.V.	Schiphol, Netherlands		100.00	
NODA SAS	Paris, France	100.00		
Wereldhave Retail France SAS	Paris, France	100.00		
SCI Bordeaux Bonnac	Paris, France	0.01	99.99	
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 Management France SAS	Paris, France		100.00	
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	
Espamad SLU	Madrid, Spain	100.00		

Summarized financial information for Wereldhave Belgium

(x € 1,000)	**31 December 2022**	31 December 2021
Summarized balance sheet		
Current assets	24,605	21,928
Current liabilities	-84,617	-88,439
Total current net assets	**-60,012**	**-66,511**
Non-current assets	968,693	928,607
Non-current liabilities	-206,737	-191,199
Total non-current net assets	**761,956**	**737,408**
Net assets	**701,944**	**670,897**

(x € 1,000)	**2022**	2021
Summarized income statement		
Revenue	60,846	54,753
Profit before income tax	55,276	38,291
Income tax expense/income	-46	-100
Post tax profit from continuing operations	**55,230**	**38,191**
Other Comprehensive Income	839	348
Total Comprehensive Income	**56,069**	**38,539**
Total Comprehensive Income allocated to non-controlling interest	**19,026**	**13,071**
Dividend paid to non-controlling interest	12,151	11,491

Summarized cash flows

(x € 1,000)	2022	2021
Cash flows from operating activities		
Cash generated from operations	48,921	47,474
Interest paid	-4,611	-3,959
Net cash generated from operating activities	**44,310**	**43,515**
Net cash used in investment activities	-21,321	-9,163
Net cash used in financing activities	-18,113	-31,843
Net increase in cash and cash equivalents and bank overdrafts	4,876	2,509
Cash, cash equivalents and bank overdrafts at beginning of the year	5,539	3,030
Cash and cash equivalents and bank overdrafts at end of the year	**10,415**	**5,539**

34 Transactions with shareholders

In 2022 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)	2022	2021
Result attributable to shareholders of the company	**57,265**	**-226,250**
Number of issued shares as at January 1	**40,270,921**	**40,270,921**
Effect of purchased shares for remuneration on weighted average	-199,039	-124,460
Weighted average number of shares for fiscal year	**40,071,882**	**40,146,461**
Potential ordinary shares to be issued	95,874	58,500
Weighted average number of diluted shares for fiscal year	**40,167,756**	**40,204,961**
Basic earnings per share	**1.43**	**-5.64**
Diluted earnings per share	**1.43**	**-5.64**

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 2022 and to the extent to which they are dilutive.

See note 37 for the proposed dividend for 2022.

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 December 31 and the number of shares issued as at that date.

	2022	2021
Equity available for shareholders *(x € 1,000)*	**885,682**	**866,823**
Number of ordinary shares per 31 December	40,270,921	40,270,921
Purchased shares for remuneration	-223,781	-146,594
Number of ordinary shares per 31 December for calculation net asset value	**40,047,140**	**40,124,327**
Net asset value per share (x € 1)	**22.12**	**21.60**

37 Dividend

It is proposed to distribute to holders of ordinary shares a dividend of € 46m or € 1.16 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. For information about the directors´ remuneration and shareholding reference is made to note 28.

Related party transactions were made on terms equivalent to those that prevail in arm's length transactions if such terms can be substantiated.

39 Events after balance sheet date

There are no events after balance sheet date.

Company balance sheet
at 31 December 2022

(x € 1,000)	Note	31 December 2022	31 December 2021
Assets			
Non-current assets			
Financial assets	2	1,485,991	1,516,921
Derivative financial instruments		19,861	14,912
Total non-current assets		**1,505,852**	**1,531,833**
Current assets			
Tax receivables		2,308	4,316
Cash and cash equivalents		611	542
Accruals		3,945	4,317
Group companies receivable		392,989	370,795
Short term derivatives		919	-
Other receivables		2,646	1,495
Total current assets	3	**403,418**	**381,465**
Total assets		**1,909,270**	**1,913,299**

(x € 1,000)	Note	31 December 2022	31 December 2021
Equity and liabilities			
Equity			
Share capital		40,271	40,271
Share premium		1,711,033	1,711,033
General reserve		-1,087,922	-825,512
Revaluation reserve		158,932	165,871
Hedge reserves		6,104	1,410
Result current year		57,265	-226,250
Total equity	4	**885,682**	**866,823**
Non-current liabilities			
Interest bearing liabilities	5	522,979	531,044
Derivative financial instruments		14,786	17,389
Total non-current liabilities		**537,765**	**548,433**
Current liabilities			
Group companies payable		135,087	124,952
Short term liabilities	6	350,736	373,091
Total current liabilities		**485,823**	**498,043**
Total equity and liabilities		**1,909,270**	**1,913,299**

Company income statement
for the year ended 31 December 2022

(x € 1,000)	Note	2022	2021
General costs	8	-7,458	-7,861
Other income and expense	9	-2,162	-193
Operating result		**-9,620**	**-8,054**
Interest income		35,692	35,931
Interest charges		-19,369	-18,745
Net interest	10	**16,323**	**17,186**
Other financial income and expenses	11	-1,639	-3,614
Results on disposals		-	-1,850
Result before tax		**5,064**	**3,668**
Income tax		-89	-48
Result company after tax		**4,975**	**3,620**
Result from subsidiaries after tax	2	52,290	-229,870
Result incl subsidiaries		**57,265**	**-226,250**

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 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 applied 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.

During 2022, the Group identified that losses pertaining to interest in Group companies led to negative net asset values while a portion of these losses should have been deducted from the receivables from Group companies. This has been corrected by restating the affected financial statement line items for prior periods. The change has no impact on equity and results.

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	1,678,261	2,666,060
Accumulated revaluations	-381,711	-	-381,711
Accumulated impairments	-	-396,632	-396,632
Balance at 1 January 2022	**606,088**	**1,281,629**	**1,887,716**
Movements:			
Investments	5,608	28,190	33,798
Result from subsidiaries	52,290	-	52,290
Dividends	-26,748	-	-26,748
Divestments	-	-72,259	-72,259
Revaluations	-	-	-
Impairments	-	-1,155	-1,155
Other	5,339	-	5,339
Total changes for the period	**36,489**	**-45,225**	**-8,736**
Cost of acquisition	966,659	1,634,191	2,600,850
Accumulated revaluations	-324,083	-	-324,083
Accumulated impairments	-	-397,787	-397,787
Balance at 31 December 2022	**642,576**	**1,236,404**	**1,878,980**

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 2022, the Company had direct shareholdings in the following companies:

Corporate Seat	*Name*	Direct shareholding (%)	Indirect shareholding (%)
Schiphol, Netherlands	West World Holding N.V.	100.00	
Schiphol, Netherlands	N.V. Wereldhave International	100.00	
Vilvoorde, Belgium	Wereldhave Belgium	33.09	33.07
Schiphol, Netherlands	Wereldhave Development B.V.	100.00	
Schiphol, 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 Bordeaux Bonnac	0.01	99.99
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 2022 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 € 40m, formed by 40,270,921 ordinary shares.

In the year 2022 77,187 shares were purchased for the long-term bonus of the Board of Management and employees (2021: 67,335).

The movements in equity during 2022 and 2021 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 2021	**40,271**	**1,711,033**	**-667,387**	**220,462**	**5,764**	**1,085**	**-186,932**	**1,124,296**
Result 2020 distribution	-	-	-140,166	-46,766	-	-	186,932	-
Effective portion of change in fair value of cash flow hedges	-	-	-	-	-6,120	-	-	-6,120
Changes in fair value of cost of hedging	-	-	-	-	-	681		681
Shares purchased for remuneration	-	-	-937	-	-	-	-	-937
Remeasurement of past employment obligations	-	-	177	-	-	-	-	177
Equity-settled share-based payment	-	-	153	-	-	-	-	153
Dividend over 2019	-	-	-20,135	-	-	-	-	-20,135
Result for the year[2]	-	-	-	-	-	-	-226,250	-226,250
Change non-controlling interest	-	-	-5,032	-	-	-	-	-5,032
Other	-	-	7,815	-7,825	-	-	-	-10
Balance at 31 December 2021	**40,271**	**1,711,033**	**-825,512**	**165,871**	**-356**	**1,766**	**-226,250**	**866,823**
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 2020	-	-	-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**

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 other information paragraph

Share premium

Share premium is paid up share capital in excess of nominal value. There were no changes in the share premium in 2022. The amount of share premium that is recognized for tax purposes is € 1,716m (2021: € 1,716m).

General reserve

The General Meeting of Shareholders on 25 April 2022 determined the following allocation of the profit over 2021:

(x € 1,000)	
Distributed to holders of ordinary shares	44,140
Revaluation reserve subsidiaries	-46,766
General reserve	-223,624
Result after tax	**-226,250**

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.

Dividend 2022

The 2022 dividend proposal is explained in the 'Proposed distribution of results' paragraph.

5 Interest-bearing liabilities

The maturity of interest-bearing liabilities (non-current and current) shows as follows:

	31 December 2022					
(x € 1,000)	< 1 year	1 - 5 year	>5 year	Total long term	**Total**	31 December 2021
Debt to financial institutions	78,024	384,814	138,165	522,979	601,003	606,044
Total	**78,024**	**384,814**	**138,165**	**522,979**	**601,003**	**606,044**

Capital repayments due within 12 months from the end of the financial year are included under short-term interest-bearing liabilities.

Average effective interest

2022	EUR	GBP	USD	CAD	Total
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 and private placement	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%**

2021					
Short term interest bearing debt					
Bank loans and private placement	2.6%	-	-	-	2.6%
Interest rate swaps	-	-	-	-	-
Long term interest bearing debt					
Bank loans, private placement and EMTN	2.4%	4.1%	4.4%	4.0%	3.4%
Cross currency interest rate swaps	-1.3%	-	-	-	-1.3%
Average	**2.5%**	**4.1%**	**4.4%**	**4.0%**	**2.7%**

Fair value

The carrying amount and the fair value of long-term interest-bearing debts are as follows:

	31 December 2022		31 December 2021	
(x € 1,000)	carrying amount	fair value	carrying amount	fair value
Bank loans and private placements	522,979	486,538	531,044	558,981
Total	**522,979**	**486,538**	**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 2022	31 December 2021
Short term portion of long term debt	78,024	75,107
Creditors	281	412
Taxes on profit	21	322
Other debts	272,410	297,250
Total	**350,736**	**373,091**

7 Off-balance sheet assets and liabilities

The Group has no off-balance sheets assets or liabilities.

8 General costs

(x € 1,000)	2022	2021
Salaries and social security contributions	2,905	2,596
Pension costs	49	48
Other employee costs	53	64
Audit and advisory fees	390	427
Office costs	244	326
Other general costs	7,298	7,682
	10,938	**11,141**
Allocated and recharged	-3,480	-3,280
	-3,480	**-3,280**
Total	**7,458**	**7,861**

The allocation and recharges relate to expenses charged to third parties and allocation of costs to property expenses and development projects.

Employees

During 2022 the legal entity employed an average of 2 persons (2021: 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 € -2.2m (2021: € -0.2m) relate to investment and divestment activities, project related and other costs that cannot be directly linked to the operational activities. These costs are partly compensated by other subsidiaries.

10 Net interest

(x € 1,000)	2022	2021
Interest paid	-18,919	-18,140
amortized costs loans	-450	-605
Total interest charges	**-19,369**	**-18,745**
Interest received	**35,692**	**35,931**
Total	**16,323**	**17,186**

During 2022, the range of weighted average interest rates used was 2.6% - 2.8% (2021 2.1% - 2.7%). The average nominal interest rate at year end 2022 was 2.8% (2021: 2.7%). The line item ‘interest paid’ includes costs related to fees paid for undrawn parts of committed financing facilities amounting to € 1.4m (2021: € 1.1m). Interest received relates to loans provided to subsidiaries.

11 Other financial income and expenses

(x € 1,000)	2022	2021
Exchange rate differences	110	-7
Adjustments financial instruments	-1,749	-3,607
Total	**-1,639**	**-3,614**

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 28 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.

Schiphol, 10 March 2023

Supervisory Board
F. Dechesne
H. Brand

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.

Proposed distribution of results
It is proposed to distribute to holders of ordinary shares a dividend of € 1.16 per share in cash in order to meet the distribution obligations under Dutch tax law, subject to dividend withholding tax.

(in €m)	**2022**
Profit	57.3
Proposed dividend	46.5
Revaluation reserve subsidiaries	-6.9
General reserve	17.7
	57.3

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 2022 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 2022 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 2022 and of its result for the 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 2022 of Wereldhave N.V. (the Company) based at Schiphol. 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 2022;

2 the following consolidated statements for 2022: 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 2022;

2 the company income statement for 2022; and

3 the notes comprising a summary of the accounting policies and other explanatory information.

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 11 million
- 0,5% of total assets
- Lower materiality for results from net rental income: EUR 5.5 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

Fraud/Noclar, Going concern and Climate related risks

- Fraud & Non-compliance with laws and regulations (Noclar) related risks: management override of controls is a presumed fraud risk. Also a fraud risk is identified regarding the risk of possible corruption due to the involvement of agents and/or advisors in relation to acquisitions and disposals of investment property.
- Going concern related risks: no significant going concern risks identified; and
- Climate related risks: the response of the Board to possible future effects of climate change and their anticipated outcomes have been disclosed in paragraph' Strategic objectives of our strategy' of the Management Board report. 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
- Valuation of derivatives

Opinion

Unqualified

Materiality

Based on our professional judgement we determined the materiality for the financial statements as a whole at EUR 11 million (2021: EUR 8 million). The materiality is determined with reference to total assets 0.52% (2021: 0.39%). 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 significantly changed compared to last year due to selection of total assets as the reference amount rather than total equity. We have reassessed the reference amount and concluded that total asset is a better base for materiality for the reasons mentioned above. 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 440 thousand (2021: EUR 400 thousand), as well as smaller misstatements that in our view must be reported on qualitative grounds.

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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.
- 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.

Further, we assessed the presumed fraud risk on revenue recognition in relation to gross rental income as irrelevant as there is limited perceived pressure on management and limited opportunity. Additionally, there is little judgement involved as the revenue related to gross rental income is contractually agreed.

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 analyzed 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.

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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 'Society & community' 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 2022 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 acquisition and disposals of investment property have been removed, as there are no material activities in 2022.

Valuation of Investment property

Description

Investment property and investment property amounts to EUR 2.0 billion and represent 95% of the Group's total assets as at 31 December 2022. 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 (99%).

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.

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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 2022, 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.

Valuation of derivatives

Description

Wereldhave N.V. uses derivatives (cross currency and interest rate swaps) to fix the exchange rate and interest rate risk on part of its floating aspects of its finance activities. The borrowings are used to finance investment property activities. Next to this Wereldhave N.V. has a number of embedded derivatives. As at 31 December 2022, Wereldhave N.V. has recognized derivative financial instruments at fair value, with a debit amount of EUR 20.7 million and a credit amount of EUR 14.8 million. Wereldhave N.V. has opted for cash flow hedge accounting principles regarding the currency derivatives.

As explained in Note 21 to the financial statements, the fair value of derivatives is based on fair value quotes from counterparties which are compared to the results of the internal valuation model using market data obtained from an independent recognized market data agency. As these valuations are complex, we consider this to be a key audit matter.

Our response

We have inspected the hedge documentation at inception and the hedge effectiveness test to ensure that the accounting requirements of IFRS 9 have been applied. We used our valuation specialists to independently calculate the fair value of the derivatives and compared the outcome to the values calculated by Wereldhave N.V. We also evaluated Wereldhave N.V.'s assessment of the adjustment to the fair value for counterparty non-performance risk (or credit valuation adjustment / debit valuation adjustment – CVA / DVA). Additionally, we assessed the adequacy of the disclosures.

Our observation

Overall we assess that the assumptions used and related estimates resulted in a neutral valuation without significant variances when compared with our own valuations. Furthermore, we determined that the related disclosures are in accordance with EU-IFRS.

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 26 April 2021 as of the audit for the year 2021 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) 2019/¼¼815 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 report in this reporting package complies 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 among others:

— Obtaining an understanding of the entity's financial reporting process, including the preparation of the reporting package;

— 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:

— 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.

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 appendix of this auditor's report. This description forms part of our auditor's report.

Amstelveen, 10 March 2023

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 The Board of Management'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.

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 Supervisory Board 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
2022	Number of FTE	117.9	57.5	60.4
2021	Number of FTE	123.4	54.4	69.0
2022	Part-time employees	21%	15%	27%
2021	Part-time employees	24%	16%	31%
2022	Full-time employees	79%	85%	73%
2021	Full-time employees	76%	84%	69%
2022	Employees with fixed-term contract	15%	5%	23%
2021	Employees with fixed-term contract	14%	4%	22%
2022	Employees with permanent contract	85%	95%	77%
2021	Employees with permanent contract	86%	96%	78%

Workforce - employment (GRI 405-1, EPRA Diversity-Emp)

	2022			2021		
(number)	% of total employees	Male	Female	% of total employees	Male	Female
Age group < 30	12%	40%	60%	12%	25%	75%
Age group 30-40	34%	45%	55%	34%	49%	51%
Age group 40-50	33%	46%	54%	36%	45%	55%
Age group > 50	21%	58%	42%	18%	65%	35%
Total employees	124	48%	52%	132	47%	53%
Employees in senior management		60%	40%		43%	57%
Employees in management team		80%	20%		100%	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)

	2022		2021	
(number)	New hires	Departures	New hires	Departures
Male	11	14	7	11
Female	17	21	14	7
Age group < 30	9	6	11	2
Age group 30-40	8	9	4	6
Age group 40-50	7	15	5	4
Age group > 50	4	5	1	6
Total	**28**	**35**	**21**	**18**

Reasons for departure

(number)	2022	2021	2020
Resignations	22	11	20
Dismissals	2	2	3
Mutual agreements	7	2	4
Retirements	2	0	0
Departure during probation period	0	0	2
Expiry contracts	2	3	9
Deaths	0	0	0
Totals	**35**	**18**	**38**
Employee turnover	28.2%	13.7%	20.5%

New employee hires

New employees hired by gender	2022	2021
Male employees	39%	33%
Female employees	61%	67%

New employees hired by age group	2022	2021
Age group < 30	32.1%	52.6%
Age group 30-40	28.6%	19.1%
Age group 40-50	25.0%	23.8%
Age group > 50	14.3%	4.8%

Sickness ratio

Sickness ratio and total number of work-related fatalities

	Units	Total	Belgium	Netherlands
2022 Absentee rate	%	5.3	7.2	4.0
2021 Absentee rate	%	4.1	6.2	2.4
2022 Injury rate	%	0.0	0.0	0.0
2021 Injury rate	%	0.0	0.0	0.0
2022 Work-related fatalities	Number	0	0	0
2021 Work-related fatalities	Number	0	0	0

Training & development

Average hours of training per employee, by gender

	Units	Total	Belgium	Netherlands
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
2021 training hours total	Number	947	416	531
2021 training hours per employee	Number	16	17	16
2021 training costs total	in Euro	115,877	43,268	72,609
2021 training costs per employee	in Euro	1,964	1,731	2,136

		2022		2021	
	Units	Male	Female	Male	Female
Educational training	%	0%	0%	0%	0%
Skills & development training	%	51%	44%	46%	54%
Wereldhave training	%	3%	2%	0%	0%
Training works council	%	0%	0%	0%	0%
Training hours per employee	Number of hours	16	17	15	17

Number of training hours split per category (GRI 404-2)

(number of hours)	2022	2021
Educational training	5	0
Skills & development training	1,493	947
Wereldhave training	70	0
Training works council	0	0

Employee category

Breakdown of employees by employee category (GRI 102-8)

(Number)	2022	2021
Management Team	5	4
Senior Management	5	7
Operations and staff	114	121
Total internal staff	**124**	**132**
Non-executives	3	3
Total	**127**	**135**

Remuneration

Ratio of Base Salary and remuneration of women to men by employee category

(GRI 405-2, EPRA Diversity-pay)

			2022			2021
			women average salary %			women average salary %
Management team			34%		n/a	
Senior management			122%		100%	
Operations and staff			65%		67%	
	total	**male**	**female**	**total**	**male**	**female**
Annual increase in base salary excluding individual STI	5.6%	6.1%	4.6%	3.2%	2.8%	3.6%

Employee satisfaction

Employee satisfaction by aspect measured (GRI 102-43)

(Number)	2022	2021
E-NPS score	+4	+23
Rating employer	7.6	7.5
Response rate	89%	86%

Incidents of discrimination

Total numbers of incidents of discrimination and corrective actions (GRI 406-1)

(Number)	2022	2021	2020
Number of incidents of discrimination reported	0	0	0

Employee performance appraisals

	2022	2021
Percentage of employees with an appraisal	100%	99%

Community engagement

Social performance indicators retail portfolio	2022	2021
Local engagement program in place (% of assets)	100%	100%
Local community investments - absolute (€)	2,121,521	2,074,635
Local community investments - relative to NRI (% of NRI)	1.8%	1.7%

Health and safety assessments

	2022	2021
Health & Safety - assessment undertaken (in %)	76%	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	**2022**	2021	**2022**	2021	**2022**	2021	**2022**	2021	**2022**	2021
Energy (MWh)										
Electricity shared services	22,685	30,726	7,780	6,526	2,684	2,647	10,074	10,238	20,538	19,411
Electricity submetered to tenants	23	1,310	23	17	2,204	2,481	0	0	2,227	2,498
Total landlord obtained electricity	22,707	32,035	7,803	6,543	4,888	5,128	10,074	10,238	22,765	21,909
Proportion of electricity from renewable sources (market-based)	98%	93%	100%	100%	8%	8%	100%	100%	98%	98%
District heating and cooling shared services	2,247	3,085	0	0	0	0	0	0	0	0
District heating and cooling submetered to tenants	0	0	0	0	0	0	0	0	0	0
Total landlord obtained district heating	2,247	3,085	0	0	0	0	2241	3,039	2,241	3,039
Proportion heating and cooling from renewable sources	0%	0%	0%	0%	0%	0%	0%	0%	0%	0%
Fuels shared services	8,418	11,678	2,975	3,645	246	294	2,965	3,651	6,186	7,590
Fuels submetered to tenants	413	287	413	287	0	0	0	0	413	287
Total landlord obtained fuels	8,831	11,965	3,578	3,932	246	294	2,965	3,651	6,789	7,877
Proportion of fuels from renewable sources	0%	0%	0%	0%	0%	0%	0%	0%	0%	0%
Total energy from shared services	33,349	45,489	10,755	10,171	2,930	2,941	13,039	13,889	26,724	27,001
Total energy submetered to tenants	436	1,597	436	304	2,204	2,481	0	0	2,640	2,785
Total landlord obtained energy	33,785	47,086	11,381	10,475	5,134	5,422	15,280	16,928	31,794	32,825
Total renewable energy produced on-site	4,642	3,625	2,664	1,847	0	0	1,831	1,593	4,495	3,440
Greenhouse gas emissions from energy (tCO_2e)										
Total direct GHG emissions Scope 1 (market-based)	1,529	2,121	650	662	45	53	537	876	1,232	1,591
Total direct GHG emissions Scope 1 (location-based)	1,529	2,121	650	662	45	53	537	876	1,232	1,591
Total indirect GHG emissions Scope 2 (market-based)	269	668	0	0	137	135	132	157	269	292
Total indirect GHG emissions Scope 2 (location-based)	5,823	6,497	1,000	1,053	137	135	3,494	3,987	4,631	5,176
Total indirect GHG emissions Scope 3 (market-based)	188	245	75	52	113	127	0	0	188	179
Total GHG emissions - landlord obtained/submetered (market-based)	1,986	3,033	725	714	294	315	669	1,033	1,688	2062

	Absolute portfolio		Like-for-like portfolio							
			Belgium		France		Netherlands		Total	
Impact areas	2022	2021	2022	2021	2022	2021	2022	2021	2022	2021
Water (m^3)										
Water from municipal water supplies or other public	130,733	178,414	60,531	51,710	21,877	17,566	37,251	38,581	119,659	107,857
Water from rainwater collected directly and stored	3,385	3,356	3,385	3,356	0	0	0	0	3,385	3,356
Water from groundwater / surface water	949	11,689	949	11,689	0	0	0	0	949	11,689
Total landlord obtained water consumption	135,067	193,459	64,865	66,755	21,877	17,566	37,251	38,581	123,993	122,902
Water submetered to tenants	37,981	30,362	37,981	30,362	0	0	0	0	37,981	30,362
Waste (metric tonnes)										
Hazardous waste	0	0	0	0	0	0	0	0	0	0
Non-hazardous waste	3,192	4,015	1,375	1,224	311	305	1,307	1,012	2,993	2,541
Total weight of waste by disposal route (metric tonnes)										
Recycling	990	1245	523	465	87	499	340	233	949	1,197
Composting	0	0	14	12	0	0	0	0	14	12
Energy from Waste	1,117	1405	646	575	0	0	771	597	1,417	1,172
Incineration without energy recovery	606	763	0	0	127	767	196	182	324	949
Landfill	151	566	55	49	96	517	0	0	151	566
other	327	36	138	122	0	0	0	0	138	122
Proportion of waste by disposal route (%)										
Recycling	31%	31%	38%	38%	28%	28%	26%	23%	32%	47%
Composting	1%	1%	1%	1%	0%	0%	0%	0%	0%	0%
Energy from Waste	35%	35%	47%	47%	0%	0%	59%	59%	47%	46%
Incineration without energy recovery	19%	19%	0%	0%	41%	43%	15%	18%	11%	37%
Landfill	12%	12%	4%	4%	31%	29%	0%	0%	5%	22%
other	3%	3%	10%	10%	0%	0%	0%	0%	5%	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	
		2022	2021	**2022**	2021	**2022**	2021	**2022**	2021	**2022**	2021
Building energy intensity	kWh/m²/year	45.5	50.6	42.4	54.2	84.3	45.8	45.6	50.6	47.9	49.4
	kWh/visitor/year	0.4	0.5	0.6	0.6	0.5	0.4	0.3	0.4	0.4	0.5
Greenhouse gas intensity from building energy	$kgCO_2e/m^2/year$	2.7	3.1	2.7	3.7	4.8	2.8	2.0	3.1	2.5	3.1
	$kgCO_2e$/visitor/year	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Building water intensity	$m^3/m^2/year$	0.2	0.2	0.2	0.4	0.4	0.3	0.1	0.1	0.2	0.2
	liter/visitor/year	1.5	2.2	3.3	4.1	2.0	2.9	0.8	1.0	1.6	1.7

Environmental performance indicators - Office

	Absolute portfolio		Like for like portfolio			
			Belgium		Total	
Impact areas	**2022**	2021	**2022**	2021	**2022**	2021
Energy (MWh)						
Electricity shared services	4,355	4,758	4,355	4,758	4,355	4,758
Electricity submetered to tenants	903	1,060	903	1,060	903	1,060
Total landlord obtained electricity	6,496	6,030	6,496	6,030	6,496	6,030
Proportion of electricity from renewable sources	100%	100%	100%	100%	100%	100%
District heating and cooling shared services	0	0	0	0	0	0
District heating and cooling submetered to tenants	0	0	0	0	0	0
Total landlord obtained district heating	0	0	0	0	0	0
Proportion heating and cooling from renewable sources	0	0	0	0	0	0
Fuels shared services	3,605	4,629	3,605	4,629	3,605	4,629
Fuels submetered to tenants	0	0	0	0	0	0
Total landlord obtained fuels	3,550	4,629	3,550	4,629	3,550	4,629
Proportion of fuels from renewable sources	0%	0%	0%	0%	0%	0%
Total energy from shared services	7,960	9,387	7,960	9,387	7,960	9,387
Total energy submetered to tenants	903	1,060	903	1,060	903	1,060
Total landlord obtained energy	8,863	10,447	8,863	10,447	8,863	10,447

	Absolute portfolio		Like for like portfolio			
			Belgium		Total	
Impact areas	2022	2021	2022	2021	2022	2021
Greenhouse gas emissions (tCO_2e)			-	-	-	-
Total direct GHG emissions Scope 1 (market-based)	645	853	645	853	645	853
Total indirect GHG emissions Scope 2 (market-based)	0	0	0	0	0	0
Total indirect GHG emissions Scope 2 (location-based)	1,046	971	1,046	971	1,046	971
Total indirect GHG emissions Scope 3 (market-based)	0	0	0	0	0	0
Total GHG emissions (market-based)	645	853	645	853	645	853
Water (m^3)						
Water from public water supplies - shared services	12,810	15,034	12,810	15,034	12,810	15,034
Water from public water supplies - submetered	0	0	0	0	0	0
Water from rainwater collected directly and stored	0	0	0	0	0	0
Water from groundwater / surface water	0	0	0	0	0	0
Total landlord obtained water consumption	12,810	15,034	12,810	15,034	12,810	15,034
Waste (metric tonnes)						
Hazardous waste	0	0	0	0	0	0
Non-hazardous waste	119	90	119	90	119	90
Total weight of waste by disposal route (metric tonnes)						
Recycling	54	38	54	38	54	38
Composting	0	0	0	0	0	0
Energy from Waste	50	41	50	41	50	41
Incineration without energy recovery	0	0	0	0	0	0
Landfill	0	0	0	0	0	0
other	15	13	15	13	15	13
Proportion of waste by disposal route (%)						
Recycling	45%	42%	0%	0%	0%	0%
Composting	0%	0%	0%	0%	0%	0%
Energy from Waste	42%	45%	0%	0%	0%	0%
Incineration without energy recovery	0%	0%	0%	0%	0%	0%
Landfill	0%	0%	0%	0%	0%	0%
other	13%	13%	0%	0%	0%	0%

Environmental intensity indicators - Office

			Absoluteportfolio		Like for like portfolio			
					Belgium		Total	
Impact areas			2022	2021	2022	2021	2022	2021
Building energy intensity	CRESSCRE1	kWh/m²/year	83.0	97.8	83.0	97.8	83.0	97.8
Greenhouse gas intensity from building energy	CRESSCRE3	$kgCO_2e/m^2/year$	6.0	8.0	6.0	8.0	6.0	8.0
Building water intensity	CRESSCRE2	$m^3/m^2/year$	0.1	0.1	0.1	0.1	0.1	0.1

BREEAM certificates

		Total		Netherlands		Belgium		France	
		2022	2021	2022	2021	2022	2021	2022	2021
BREEAM certifications in place	% of retail center GLA								
Outstanding		0%	0%	0%	0%	0%	0%	0%	0%
Excellent		9%	21%	0%	0%	0%	36%	100%	100%
Very Good		71%	55%	62%	71%	84%	43%	0%	0%
Good/Pass		6%	0%	9%	0%	3%	0%	0%	0%
Percentage of GLA which is BREEAM rated		**76%**	**76%**	**71%**	**71%**	**87%**	**79%**	**100%**	**100%**
Percentage of eligible centers GLA which is BREEAM rated		**86%**	**100%**	**83%**	**100%**	**100%**	**100%**	**100%**	**100%**

Energy Performance Certificates (EU EPC)

		2022
EU EPC labels in place	% of total GLA	
A		37%
B		0%
C		12%
D		5%
E		3%
No label (Belgian assets)		42%
		100%

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