



ONTEX GROUP NV

**Statutory auditor's report to the general
shareholders' meeting on the annual accounts for
the year ended 31 December 2019**

9 April 2020



**STATUTORY AUDITOR'S REPORT TO THE GENERAL SHAREHOLDERS' MEETING
OF ONTEX GROUP NV ON THE ANNUAL ACCOUNTS FOR THE YEAR ENDED
31 DECEMBER 2019**

We present to you our statutory auditor's report in the context of our statutory audit of the annual accounts of Ontex Group NV (the "Company"). This report includes our report on the annual accounts, as well as the other legal and regulatory requirements. This forms part of an integrated whole and is indivisible.

We have been appointed as statutory auditor by the general meeting d.d. May 24, 2017, following the proposal formulated by the board of directors and following the recommendation by the audit committee. Our mandate will expire on the date of the general meeting which will deliberate on the annual accounts for the year ended 31 December 2019. We have performed the statutory audit of the Company's annual accounts for six consecutive years.

Report on the annual accounts

Unqualified opinion

We have performed the statutory audit of the Company's annual accounts, which comprise the balance sheet as at 31 December 2019, and the profit and loss account for the year then ended, and the notes to the annual accounts, characterised by a balance sheet total of EUR 3,172,826,682 and a profit and loss account showing a loss for the year of EUR 56,547,543.

In our opinion, the annual accounts give a true and fair view of the Company's net equity and financial position as at 31 December 2019, and of its results for the year then ended, in accordance with the financial-reporting framework applicable in Belgium.

Basis for unqualified opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs) as applicable in Belgium. Furthermore, we have applied the International Standards on Auditing as approved by the IAASB which are applicable to the year-end and which are not yet approved at the national level. Our responsibilities under those standards are further described in the "*Auditor's responsibilities for the audit of the annual accounts*" section of our report. We have fulfilled our ethical responsibilities in accordance with the ethical requirements that are relevant to our audit of the annual accounts in Belgium, including the requirements related to independence.

We have obtained from the board of directors and Company officials the explanations and information necessary for performing our audit.

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

Emphasis of matter - subsequent event

As far as the outbreak of COVID 19 is concerned, we draw your attention to point 5 of the directors' report and Note 3 Vol 6.19 ("Subsequent events") of the annual accounts in which the board of directors expresses their view that, although the consequences thereof may have a significant impact on the Company's operations in 2020, such consequences do not have a material impact on the Company's financial position for the year ended 31 December 2019. Our opinion is not qualified in respect of this matter.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the annual accounts of the current period. These matters were addressed in the context of our audit of the annual accounts as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Impairment testing on participations in affiliated companies***Description of the key audit matter***

The participations in affiliated companies of Ontex Group NV as at 31 December 2019 consist of a participation in Ontex BVBA for an amount of EUR 1,908 million.

We consider the impairment testing on participations in affiliated companies as most significant to our audit because of the fact that they represent a substantial amount of the total assets. Additionally, such impairment assessment involves significant judgement by management, in case of a permanent reduction in value, with respect to the future results and cash flow generation of the underlying entity.

How our audit addressed the key audit matter

For the evaluation of the impairment testing on the participation in Ontex BV, we have obtained management's assessment whereby the value in use has been considered.

In evaluating management's impairment assessment, we focused on the reasonableness and impact of key assumptions including cash flow forecasts of Ontex BVBA and its subsidiaries, discount rate, long term growth rate of revenue and EBITDA margin.

In assessing the reasonableness of the assumptions used by management we involved our internal valuation experts. Additionally, we have assessed whether the valuation models used have been consistently applied as part of the overall financial closing process.

Whilst recognizing that cash flow forecasting and impairment assessment are all inherently judgmental, we found that the assumptions used by management, in evaluating whether a permanent reduction in value exists, are reasonable.

Responsibilities of the board of directors for the preparation of the annual accounts

The board of directors is responsible for the preparation of annual accounts that give a true and fair view in accordance with the financial-reporting framework applicable in Belgium, and for such internal control as the board of directors determines is necessary to enable the preparation of annual accounts that are free from material misstatement, whether due to fraud or error.

In preparing the annual accounts, the board of directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the board of directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Statutory auditor's responsibilities for the audit of the annual accounts

Our objectives are to obtain reasonable assurance about whether the annual accounts as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. 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 annual accounts.

In performing our audit, we comply with the legal, regulatory and normative framework applicable to the audit of the annual accounts in Belgium. A statutory audit does not provide any assurance as to the Company's future viability nor as to the efficiency or effectiveness of the board of directors' current or future business management.

As part of an audit in accordance with ISAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the annual accounts, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain 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 for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
- Obtain 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 Company's internal control;
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the board of directors;
- Conclude on the appropriateness of the board of directors' 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 the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to



draw attention in our statutory auditor's report to the related disclosures in the annual accounts 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 statutory auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern;

- Evaluate the overall presentation, structure and content of the annual accounts, including the disclosures, and whether the annual accounts represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with the board of directors and with the audit committee regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the board of directors and the audit committee 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 board of directors and with the audit committee, we determine those matters that were of most significance in the audit of the annual accounts of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter.

Other legal and regulatory requirements

Responsibilities of the board of directors

The board of directors is responsible for the preparation and the content of the director's report, the report on non-financial information and the documents required to be deposited by virtue of the legal and regulatory requirements as well as for the compliance with the legal and regulatory requirements regarding bookkeeping, with the Companies' and Associations' Code as from 1 January 2020, the Companies' Code until 31 December 2019 and the Company's articles of association.

Statutory auditor's responsibilities

In the context of our mandate and in accordance with the Belgian standard which is complementary to the International Standards on Auditing (ISAs) as applicable in Belgium, our responsibility is to verify, in all material respects, the directors' report, the report on non-financial information and certain documents required to be deposited by virtue of legal and regulatory requirements, as well as compliance with the articles of association and of certain requirements of the Companies' and Associations' Code as from 1 January 2020 and of the Companies' Code until 31 December 2019, and to report on these matters.

Aspects related to the directors' report

In our opinion, after having performed specific procedures in relation to the directors' report, the directors' report is consistent with the annual accounts for the year under audit, and it is prepared in accordance with the articles 3:5 and 3:6 of the Companies' and Associations' Code.



In the context of our audit of the annual accounts, we are also responsible for considering, in particular based on the knowledge acquired resulting from the audit, whether the directors' report is materially misstated or contains information which is inadequately disclosed or otherwise misleading. In light of the procedures we have performed, there are no material misstatements we have to report to you.

The non-financial information is included in a strategic report which is part of the integrated annual report. This report of non-financial information contains the information required by virtue of article 3:6, §4 of the Companies' and Associations' Code, and agrees with the annual accounts for the same year. The Company has prepared the non-financial information, based on the Global Reporting Initiative Standards and with reference to the Sustainable Development Goals. However, in accordance with article 3:75, §1, 6° of the Companies' and Associations' Code, we do not express an opinion as to whether the non-financial information has been prepared in accordance with the Global Reporting Initiative Standards and with reference to the Sustainable Development Goals.

Statement related to the social balance sheet

The social balance sheet, to be deposited in accordance with article 3:12, §1, 8° of the Companies' and Associations' Code, includes, both in terms of form and content, the information required by virtue of this Code and does not present any material inconsistencies with the information we have at our disposition in our engagement.

Statement related to independence

- Our registered audit firm and our network did not provide services which are incompatible with the statutory audit of the annual accounts and our registered audit firm remained independent of the Company in the course of our mandate.
- The fees for additional services which are compatible with the statutory audit of the annual accounts referred to in article 3:65 of the Companies' and Associations' Code are correctly disclosed and itemized in the notes to the annual accounts



Other statements

- Without prejudice to formal aspects of minor importance, the accounting records were maintained in accordance with the legal and regulatory requirements applicable in Belgium.
- The appropriation of results proposed to the general meeting complies with the legal provisions and the provisions of the articles of association.
- There are no transactions undertaken or decisions taken in breach of the Company's articles of association or the Companies' and Associations' Code as 1 January 2020 and the Companies' Code until 31 December 2019 that we have to report to you.
- This report is consistent with the additional report to the audit committee referred to in article 11 of the Regulation (EU) N° 537/2014.

Ghent, 9 April 2020

The statutory auditor
PwC Réviseurs d'Entreprises SRL / PwC Bedrijfsrevisoren BV
Represented by

A handwritten signature in blue ink, appearing to read 'Peter Opsomer', written over a light blue horizontal line.

Peter Opsomer
Réviseur d'Entreprises / Bedrijfsrevisor

40				1	EUR	
NAT.	Filing date	Nr.	P.	U.	D.	F 1

**ANNUAL ACCOUNTS AND OTHER DOCUMENTS TO BE FILED UNDER
BELGIAN COMPANY LAW**

IDENTIFICATION DETAILS (on date of deposit)

NAME: ONTEX GROUP

Legal form: Public limited company

Address: Korte Keppestraat Nr.: 21 Box:

Postal code: 9320 Municipality: Erembodegem

Country: Belgium

Register of legal persons – Business court of: Gent, Division Dendermonde

Website address¹:

Company identification number BE 0550.880.915

DATE 02 / 06 / 2016 of filing the memorandum of association OR of the most recent document mentioning the date of publication of the memorandum of association and of the act amending the articles of association.

ANNUAL ACCOUNTS ANNUAL ACCOUNTS IN EUROS

approved by the general meeting of 25 / 05 / 2020

Regarding the financial year from 01 / 01 / 2019 to 31 / 12 / 2019

Preceding financial year from 01 / 01 / 2018 to 31 / 12 / 2018

The amounts for the preceding period ~~are~~ **are not**² identical to the ones previously published.

Total number of pages filed: 71 Numbers of sections of the standard form not filed because they serve no useful purpose:

Signature
(name and position)

Signature
(name and position)

¹ Optional information.

² Strike out what is not applicable.

Nr.	BE 0550.880.915	F 1
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THE SITUATION OF THE COMPANY

Does this annual account concern a company subject to the provisions of the new Code of Companies and Associations of March 23, 2019 ? no

**LIST OF DIRECTORS, BUSINESS MANAGERS AND AUDITORS
AND DECLARATION REGARDING A COMPLIMENTARY REVIEW
OR CORRECTION ASSIGNMENT****LIST OF THE DIRECTORS, BUSINESS MANAGERS AND AUDITORS**

COMPLETE LIST with surname, first names, profession, place of residence (address, number, postal code and municipality) and position within the company

Revalue BVBA
Nr.: BE 0839.566.573
Slijkstraat 67, 3212 Pellenberg, Belgium

Chairman of the board of directors
10/04/2015 - 25/05/2022

Represented by:

Luc Missorten
(Representative)
Slijkstraat 67, 3212 Pellenberg, Belgium

Inge Boets BVBA
Nr.: BE 0458.838.011
Onderheide 28, 2930 Brasschaat, Belgium

Director
02/06/2014 - 25/05/2022

Represented by:

Inge Boets
(Representative)
Onderheide 28, 2930 Brasschaat, Belgium

Michael Bredael
Groeselenbergstraat 158, 1180 Uccle, Belgium

Director
24/05/2017 - 25/05/2021

Tegacon Suisse GmbH
Nr.: CHE135958424
Rietbrunnen 28, 8808 Pfaffikon, Switzerland

Director
24/05/2017 - 25/05/2022

Represented by:

Gunnar Johansson
(Director)
Kammershof 2, 85354 Freising, Germany

Regina SARL
Nr.: CH393694785
Ch. Des Fontaines 20, 1297 Founex, Switzerland

Director
24/05/2017 - 25/05/2021

Represented by:

Regi Aalstad

Desarrollo Empresarial Joven Sustentable SC
Nr.: DEJ171124J29
Cda. Buena Vista 17-4, 72154 Puebla, Mexico

Director
24/05/2016 - 24/05/2020

Represented by:

Gilberto Marin Quintero

Esther Berrozpe Galindo
Vide del Golfo 1, 21018 Sesto Calende, Italy

Director
24/05/2019 - 25/05/2023

Nr.	BE 0550.880.915	F 2.1
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LIST OF THE DIRECTORS, BUSINESS MANAGERS AND AUDITORS (CONTINUED)

COMPLETE LIST with surname, first names, profession, place of residence (address, number, postal code and municipality) and position within the company

Aldo Cardoso
Cadogan square 14c, SW1X OJU Londen, SW

Director
24/05/2019 - 25/05/2023

Bcvba PricewaterhouseCoopers Bedrijfsrevisoren
Nr.: BE 0429.501.944
Woluwegarden Woluwedal 18, 1932 Sint-Stevens-Woluwe, Belgium
Membership nr.: B00009

Auditor
25/05/2017 - 25/05/2020

Represented by:

Peter Opsomer
(Auditor)
Rattepoelstraat 7, 9680 Maarkedal, Belgium
Membership nr.: B00748

DECLARATION REGARDING A COMPLIMENTARY REVIEW OR CORRECTION ASSIGNMENT

The managing board declares that no audit or correction assignment has been given to a person who was not authorised to do so by law, pursuant to art. 34 and 37 of the law of 22th April 1999 concerning accounting and tax professions.

The annual accounts ~~were~~ / **were not*** audited or corrected by an external accountant or by a company auditor who is not the statutory auditor.

If affirmative, mention hereafter: surname, first names, profession and address of each external accountant or company auditor and his membership number with his Institute as well as the nature of his assignment:

- A. Bookkeeping of the enterprise **,
- B. Preparing the annual accounts **,
- C. Auditing the annual accounts and/or
- D. Correcting the annual accounts.

If the tasks mentioned under A. or B. are executed by certified accountants or certified bookkeepers - tax specialists, you can mention hereafter: surname, first names, profession and address of each certified accountant or certified bookkeeper - tax specialist and his/her affiliation number with the Institute of Accounting Professional and Tax Experts and the nature of his/her assignment.

Surname, first names, profession and address	Affiliation number	Nature of the assignment (A, B, C and/or D)

* Strike out what is not applicable.

** Optional information.

ANNUAL ACCOUNTS

BALANCE SHEET AFTER APPROPRIATION

	Discl.	Codes	Period	Preceding period
ASSETS				
Formation expenses	6.1	20	981.811	1.588.393
FIXED ASSETS		21/28	3.014.718.349	3.077.343.209
Intangible fixed assets	6.2	21	16.119.424	45.362.510
Tangible fixed assets	6.3	22/27	1.631.072	2.097.848
Land and buildings		22	720	881
Plant, machinery and equipment		23	1.497.606	1.941.725
Furniture and vehicles		24	.....	.....
Leasing and similar rights		25	.....	.....
Other tangible fixed assets		26	.....	.....
Assets under construction and advance payments		27	132.746	155.242
Financial fixed assets	6.4/6.5.1	28	2.996.967.853	3.029.882.851
Affiliated enterprises	6.15	280/1	2.996.827.176	3.029.744.174
Participating interests		280	1.907.965.289	1.907.965.289
Amounts receivable		281	1.088.861.887	1.121.778.885
Enterprises linked by participating interests	6.15	282/3	.....	.....
Participating interests		282	.....	.....
Amounts receivable		283	.....	.....
Other financial assets		284/8	140.677	138.677
Shares		284	.....	.....
Amounts receivable and cash guarantees		285/8	140.677	138.677

	Discl.	Codes	Period	Preceding period
CURRENT ASSETS		29/58	157.126.522	203.518.467
Amounts receivable after more than one year		29	.....	.....
Trade debtors		290	.....	.....
Other amounts receivable		291	.....	.....
Stocks and contracts in progress		3	.....	.....
Stocks		30/36	.....	.....
Raw materials and consumables		30/31	.....	.....
Work in progress		32	.....	.....
Finished goods		33	.....	.....
Goods purchased for resale		34	.....	.....
Immovable property intended for sale		35	.....	.....
Advance payments		36	.....	.....
Contracts in progress		37	.....	.....
Amounts receivable within one year		40/41	87.803.041	121.346.625
Trade debtors		40	54.324.128	54.160.922
Other amounts receivable		41	33.478.913	67.185.703
Current investments 6.5.1/6.6		50/53	27.968.513	27.921.745
Own shares		50	27.968.513	27.921.745
Other investments		51/53	.....	.....
Cash at bank and in hand		54/58	39.157.738	52.083.962
Deferred charges and accrued income 6.6		490/1	2.197.230	2.166.135
TOTAL ASSETS		20/58	3.172.826.682	3.282.450.069

	Discl.	Codes	Period	Preceding period
EQUITY AND LIABILITIES				
EQUITY		10/15	1.937.488.549	1.994.036.092
Capital	6.7.1	10	823.587.466	823.587.466
Issued capital		100	823.587.466	823.587.466
Uncalled capital		101	.....	.....
Share premium account		11	412.742.142	412.742.142
Revaluation surpluses		12	.....	.....
Reserves		13	285.605.334	285.558.566
Legal reserve		130	29.660.184	29.660.184
Reserves not available		131	27.968.513	27.921.745
In respect of own shares held		1310	27.968.513	27.921.745
Other		1311	.....	.....
Untaxed reserves		132	.....	.....
Available reserves		133	227.976.637	227.976.637
Accumulated profits (losses)(+)/(-)		14	415.553.607	472.147.918
Investment grants		15	.....	.....
Advance to associates on the sharing out of the assets		19	.....	.....
PROVISIONS AND DEFERRED TAXES		16	10.391.936	4.376.400
Provisions for liabilities and charges		160/5	10.391.936	4.376.400
Pensions and similar obligations		160	.....	.....
Taxation		161	.....	.....
Major repairs and maintenance		162	.....	.....
Environmental obligations		163	.....	.....
Other liabilities and charges	6.8	164/5	10.391.936	4.376.400
Deferred taxes		168	.....	.....

	Discl.	Codes	Period	Preceding period
AMOUNTS PAYABLE		17/49	1.224.946.197	1.284.037.577
Amounts payable after more than one year	6.9	17	808.228.726	806.495.104
Financial debts		170/4	808.228.726	806.495.104
Subordinated loans		170	.....	.....
Unsubordinated debentures		171	.....	.....
Leasing and other similar obligations		172	.....	.....
Credit institutions		173	781.228.726	782.995.104
Other loans		174	27.000.000	23.500.000
Trade debts		175	.....	.....
Suppliers		1750	.....	.....
Bills of exchange payable		1751	.....	.....
Advances received on contracts in progress		176	.....	.....
Other amounts payable		178/9	.....	.....
Amounts payable within one year	6.9	42/48	415.781.549	476.613.961
Current portion of amounts payable after more than one year falling due within one year		42	.....	.....
Financial debts		43	157.955.489	241.519.879
Credit institutions		430/8	.....	82.400.000
Other loans		439	157.955.489	159.119.879
Trade debts		44	5.413.301	8.939.708
Suppliers		440/4	5.413.301	8.939.708
Bills of exchange payable		441	.....	.....
Advances received on contracts in progress		46	.....	.....
Taxes, remuneration and social security	6.9	45	5.084.270	5.409.381
Taxes		450/3	427.630	1.336.747
Remuneration and social security		454/9	4.656.640	4.072.634
Other amounts payable		47/48	247.328.489	220.744.993
Accruals and deferred income	6.9	492/3	935.922	928.512
TOTAL LIABILITIES		10/49	3.172.826.682	3.282.450.069

INCOME STATEMENT

	Discl.	Codes	Period	Preceding period
Operating income		70/76A	22.025.383	41.861.828
Turnover	6.10	70	.....	.....
Stocks of finished goods and work and contracts in progress: increase (decrease)(+)/(-)		71	.....	.....
Own work capitalised		72	.....	.....
Other operating income	6.10	74	22.025.383	41.861.828
Non-recurring operating income	6.12	76A	.....	.....
Operating charges		60/66A	83.001.149	69.541.996
Raw materials, consumables		60	.....	.....
Purchases		600/8	.....	.....
Stocks: decrease (increase)(+)/(-)		609	.....	.....
Services and other goods		61	26.695.071	18.202.066
Remuneration, social security costs and pensions(+)/(-)	6.10	62	13.714.497	12.543.988
Depreciation of and other amounts written off formation expenses, intangible and tangible fixed assets		630	36.545.241	35.538.123
Amounts written off stocks, contracts in progress and trade debtors: Appropriations (write-backs)(+)/(-)	6.10	631/4	.....	.....
Provisions for liabilities and charges: Appropriations (uses and write-backs)(+)/(-)	6.10	635/8	6.015.536	-2.680.748
Other operating charges	6.10	640/8	4.339	70.998
Operating charges carried to assets as restructuring costs (-)		649	.....	.....
Non-recurring operating charges	6.12	66A	26.465	5.867.569
Operating profit (loss)(+)/(-)		9901	-60.975.766	-27.680.168

	Discl.	Codes	Period	Preceding period
Financial income		75/76B	32.013.509	59.729.788
Recurring financial income		75	31.873.509	59.729.788
Income from financial fixed assets		750	665.554	21.610.288
Income from current assets		751	24.600.228	21.185.048
Other financial income	6.11	752/9	6.607.727	16.934.452
Non-recurring financial income	6.12	76B	140.000	.....
Financial charges		65/66B	28.308.660	35.227.076
Recurring financial charges	6.11	65	28.308.660	35.211.549
Debt charges		650	17.514.310	15.076.667
Amounts written off current assets except stocks, contracts in progress and trade debtors: appropriations (write-backs)(+)/(-)		651	.....	12.162.396
Other financial charges		652/9	10.794.350	7.972.486
Non-recurring financial charges	6.12	66B	.....	15.527
Gain (loss) for the period before taxes		9903	-57.270.917	-3.177.456
Transfer from deferred taxes		780	.....	.....
Transfer to deferred taxes		680	.....	.....
Income taxes	6.13	67/77	-723.374	1.430.475
Taxes		670/3	246.800	1.430.475
Adjustment of income taxes and write-back of tax provisions		77	970.174	.....
Gain (loss) of the period		9904	-56.547.543	-4.607.931
Transfer from untaxed reserves		789	.....	675.443
Transfer to untaxed reserves		689	.....	.....
Gain (loss) of the period available for appropriation ..(+)/(-)		9905	-56.547.543	-3.932.488

APPROPRIATION ACCOUNT

	Codes	Period	Preceding period
Profit (loss) to be appropriated(+)/(-)	9906	415.600.375	470.815.039
Gain (loss) of the period available for appropriation(+)/(-)	(9905)	-56.547.543	-3.932.488
Profit (loss) brought forward(+)/(-)	14P	472.147.918	474.747.527
Withdrawals from capital and reserves	791/2	.....	35.095.239
from capital and share premium account	791	.....	.....
from reserves	792	.....	35.095.239
Transfer to capital and reserves	691/2	46.768	.....
to capital and share premium account	691	.....	.....
to legal reserve	6920	.....	.....
to other reserves	6921	46.768	.....
Accumulated profits (losses)(+)/(-)	(14)	415.553.607	472.147.918
Owners' contribution in respect of losses	794	.....	.....
Profit to be distributed	694/7	.....	33.762.359
Dividends	694	.....	33.762.359
Directors' or managers' entitlements	695	.....	.....
Employees	696	.....	.....
Other beneficiaries	697	.....	.....

EXPLANATORY DISCLOSURES

STATEMENT OF FORMATION EXPENSES

	Codes	Period	Preceding period
Net book value at the end of the period	20P	xxxxxxxxxxxxxxxx	1.588.393
Movements during the period			
New expenses incurred	8002	.....
Depreciation	8003	606.582	
Other(+)/(-)	8004	.....
Net book value at the end of the period	(20)	981.811	
Of which			
Formation or capital increase expenses, loan issue expenses and other formation expenses	200/2	.....
Restructuring costs	204	.....

STATEMENT OF INTANGIBLE FIXED ASSETS

	Codes	Period	Preceding period
DEVELOPMENT COSTS			
Acquisition value at the end of the period	8051P	xxxxxxxxxxxxxxxx	6.490
Movements during the period			
Acquisitions, including produced fixed assets	8021	97.556	
Sales and disposals	8031	.....
Transfers from one heading to another(+)/(-)	8041	.....
Acquisition value at the end of the period	8051	104.046	
Depreciations and amounts written down at the end of the period	8121P	xxxxxxxxxxxxxxxx	30
Movements during the period			
Recorded	8071	6.220	
Written back	8081	.....
Acquisitions from third parties	8091	.....
Cancelled owing to sales and disposals	8101	.....
Transferred from one heading to another(+)/(-)	8111	.....
Depreciations and amounts written down at the end of the period	8121	6.250	
NET BOOK VALUE AT THE END OF THE PERIOD	81311	97.796	

RESEARCH COSTS INCURRED IN A FINANCIAL YEAR BEGINNING BEFORE 1 JANUARY 2016

Acquisition value at the end of the period

Movements during the period

Acquisitions, including produced fixed assets

Sales and disposals

Transfers from one heading to another(+)/(-)

Acquisition value at the end of the period

Depreciations and amounts written down at the end of the period

Movements during the period

Recorded

Written back

Acquisitions from third parties

Cancelled owing to sales and disposals

Transferred from one heading to another(+)/(-)

Depreciations and amounts written down at the end of the period

NET BOOK VALUE AT THE END OF THE PERIOD

Codes	Period	Preceding period
8055P	XXXXXXXXXXXXXXXX	.....
8025	
8035	
8045	
8055	
8125P	XXXXXXXXXXXXXXXX	.....
8075	
8085	
8095	
8105	
8115	
8125	
81312	

RESEARCH COSTS INCURRED IN A FINANCIAL YEAR BEGINNING AFTER 31 DECEMBER 2015

Acquisition value at the end of the period

Depreciations and amounts written down at the end of the period

NET BOOK VALUE AT THE END OF THE PERIOD

Codes	Period
8056
8126
81313

CONCESSIONS, PATENTS, LICENCES, KNOW-HOW, BRANDS AND SIMILAR RIGHTS
Acquisition value at the end of the period

Movements during the period

Acquisitions, including produced fixed assets

Sales and disposals

Transfers from one heading to another(+)/(-)

Acquisition value at the end of the period

Depreciations and amounts written down at the end of the period

Movements during the period

Recorded

Written back

Acquisitions from third parties

Cancelled owing to sales and disposals

Transferred from one heading to another(+)/(-)

Depreciations and amounts written down at the end of the period

NET BOOK VALUE AT THE END OF THE PERIOD

Codes	Period	Preceding period
8052P	xxxxxxxxxxxxxxxx	29.716.565
8022	5.781.503	
8032	.....
8042	129.141	
8052	35.627.209	
8122P	xxxxxxxxxxxxxxxx	14.060.243
8072	5.545.337	
8082	.....
8092	.....
8102	.....
8112	.....
8122	19.605.580	
211	16.021.629	

GOODWILL**Acquisition value at the end of the period**

Codes	Period	Preceding period
8053P	xxxxxxxxxxxxxxxx	148.498.638

Movements during the period

Acquisitions, including produced fixed assets

8023

Sales and disposals

8033

Transfers from one heading to another(+)/(-)

8043

Acquisition value at the end of the period

8053 148.498.638

Depreciations and amounts written down at the end of the period

8123P xxxxxxxxxxxxxxxx 118.798.911

Movements during the period

Recorded

8073 29.699.727

Written back

8083

Acquisitions from third parties

8093

Cancelled owing to sales and disposals

8103

Transferred from one heading to another(+)/(-)

8113

Depreciations and amounts written down at the end of the period

8123 148.498.638

NET BOOK VALUE AT THE END OF THE PERIOD

212

	Codes	Period	Preceding period
ADVANCE PAYMENTS			
Acquisition value at the end of the period	8054P	XXXXXXXXXXXXXXXX	.....
Movements during the period			
Acquisitions, including produced fixed assets	8024	.....
Sales and disposals	8034	.....
Transfers from one heading to another(+)/(-)	8044	.....
Acquisition value at the end of the period	8054	.....
Depreciations and amounts written down at the end of the period	8124P	XXXXXXXXXXXXXXXX	.....
Movements during the period			
Recorded	8074	.....
Written back	8084	.....
Acquisitions from third parties	8094	.....
Cancelled owing to sales and disposals	8104	.....
Transferred from one heading to another(+)/(-)	8114	.....
Depreciations and amounts written down at the end of the period	8124	.....
NET BOOK VALUE AT THE END OF THE PERIOD	213	.....

STATEMENT OF TANGIBLE FIXED ASSETS

	Codes	Period	Preceding period
LAND AND BUILDINGS			
Acquisition value at the end of the period	8191P	xxxxxxxxxxxxxxxx	3.214
Movements during the period			
Acquisitions, including produced fixed assets	8161	.....
Sales and disposals	8171	.....
Transfers from one heading to another(+)/(-)	8181	.....
Acquisition value at the end of the period	8191	3.214	
Revaluation surpluses at the end of the period	8251P	xxxxxxxxxxxxxxxx	.....
Movements during the period			
Recorded	8211	.....
Acquisitions from third parties	8221	.....
Cancelled	8231	.....
Transferred from one heading to another(+)/(-)	8241	.....
Revaluation surpluses at the end of the period	8251	.....
Depreciations and amounts written down at the end of the period	8321P	xxxxxxxxxxxxxxxx	2.334
Movements during the period			
Recorded	8271	160	
Written back	8281	.....
Acquisitions from third parties	8291	.....
Cancelled owing to sales and disposals	8301	.....
Transferred from one heading to another(+)/(-)	8311	.....
Depreciations and amounts written down at the end of the period	8321	2.494	
NET BOOK VALUE AT THE END OF THE PERIOD	(22)	720	

	Codes	Period	Preceding period
PLANT, MACHINERY AND EQUIPMENT			
Acquisition value at the end of the period	8192P	xxxxxxxxxxxxxxx	4.707.533
Movements during the period			
Acquisitions, including produced fixed assets	8162	.....
Sales and disposals	8172	.....
Transfers from one heading to another(+)/(-)	8182	.....
Acquisition value at the end of the period	8192	4.707.533	
Revaluation surpluses at the end of the period	8252P	xxxxxxxxxxxxxxx	.....
Movements during the period			
Recorded	8212	245.243	
Acquisitions from third parties	8222	.....
Cancelled	8232	194.145	
Transferred from one heading to another(+)/(-)	8242	.....
Revaluation surpluses at the end of the period	8252	51.098	
Depreciations and amounts written down at the end of the period	8322P	xxxxxxxxxxxxxxx	2.765.807
Movements during the period			
Recorded	8272	687.214	
Written back	8282	.....
Acquisitions from third parties	8292	.....
Cancelled owing to sales and disposals	8302	191.996	
Transferred from one heading to another(+)/(-)	8312	.....
Depreciations and amounts written down at the end of the period	8322	3.261.025	
NET BOOK VALUE AT THE END OF THE PERIOD	(23)	1.497.606	

FURNITURE AND VEHICLES**Acquisition value at the end of the period**

Codes	Period	Preceding period
8193P	xxxxxxxxxxxxxxxx	6.842

Movements during the period

Acquisitions, including produced fixed assets

8163

Sales and disposals

8173

Transfers from one heading to another(+)/(-)

8183

Acquisition value at the end of the period 6.842

8193 6.842

Revaluation surpluses at the end of the period

8253P xxxxxxxxxxxxxxxx

Movements during the period

Recorded

8213

Acquisitions from third parties

8223

Cancelled

8233

Transferred from one heading to another(+)/(-)

8243

Revaluation surpluses at the end of the period 8253**Depreciations and amounts written down at the end of the period**

8323P xxxxxxxxxxxxxxxx 6.842

Movements during the period

Recorded

8273

Written back

8283

Acquisitions from third parties

8293

Cancelled owing to sales and disposals

8303

Transferred from one heading to another(+)/(-)

8313

Depreciations and amounts written down at the end of the period 8323 6.842**NET BOOK VALUE AT THE END OF THE PERIOD** (24)

	Codes	Period	Preceding period
LEASING AND SIMILAR RIGHTS			
Acquisition value at the end of the period	8194P	XXXXXXXXXXXXXXXXX	.....
Movements during the period			
Acquisitions, including produced fixed assets	8164	.....
Sales and disposals	8174	.....
Transfers from one heading to another(+)/(-)	8184	.....
Acquisition value at the end of the period	8194	.....
Revaluation surpluses at the end of the period	8254P	XXXXXXXXXXXXXXXXX	.....
Movements during the period			
Recorded	8214	.....
Acquisitions from third parties	8224	.....
Cancelled	8234	.....
Transferred from one heading to another(+)/(-)	8244	.....
Revaluation surpluses at the end of the period	8254	.....
Depreciations and amounts written down at the end of the period	8324P	XXXXXXXXXXXXXXXXX	.....
Movements during the period			
Recorded	8274	.....
Written back	8284	.....
Acquisitions from third parties	8294	.....
Cancelled owing to sales and disposals	8304	.....
Transferred from one heading to another(+)/(-)	8314	.....
Depreciations and amounts written down at the end of the period	8324	.....
NET BOOK VALUE AT THE END OF THE PERIOD	(25)	.....
OF WHICH			
Land and buildings	250	.....
Plant, machinery and equipment	251	.....
Furniture and vehicles	252	.....

	Codes	Period	Preceding period
OTHER TANGIBLE FIXED ASSETS			
Acquisition value at the end of the period	8195P	xxxxxxxxxxxxxxxx	36.564
Movements during the period			
Acquisitions, including produced fixed assets	8165	.....
Sales and disposals	8175	.....
Transfers from one heading to another(+)/(-)	8185	.....
Acquisition value at the end of the period	8195	36.564	
Revaluation surpluses at the end of the period	8255P	xxxxxxxxxxxxxxxx	.....
Movements during the period			
Recorded	8215	.....
Acquisitions from third parties	8225	.....
Cancelled	8235	.....
Transferred from one heading to another(+)/(-)	8245	.....
Revaluation surpluses at the end of the period	8255	.....
Depreciations and amounts written down at the end of the period	8325P	xxxxxxxxxxxxxxxx	36.564
Movements during the period			
Recorded	8275	.....
Written back	8285	.....
Acquisitions from third parties	8295	.....
Cancelled owing to sales and disposals	8305	.....
Transferred from one heading to another(+)/(-)	8315	.....
Depreciations and amounts written down at the end of the period	8325	36.564	
NET BOOK VALUE AT THE END OF THE PERIOD	(26)	.....

	Codes	Period	Preceding period
ASSETS UNDER CONSTRUCTION AND ADVANCE PAYMENTS			
Acquisition value at the end of the period	8196P	xxxxxxxxxxxxxxxx	155.242
Movements during the period			
Acquisitions, including produced fixed assets	8166	106.645	
Sales and disposals	8176	.....
Transfers from one heading to another(+)/(-)	8186	-129.141	
Acquisition value at the end of the period	8196	132.746	
Revaluation surpluses at the end of the period	8256P	xxxxxxxxxxxxxxxx	.....
Movements during the period			
Recorded	8216	.....
Acquisitions from third parties	8226	.....
Cancelled	8236	.....
Transferred from one heading to another(+)/(-)	8246	.....
Revaluation surpluses at the end of the period	8256	.....
Depreciations and amounts written down at the end of the period	8326P	xxxxxxxxxxxxxxxx	.....
Movements during the period			
Recorded	8276	.....
Written back	8286	.....
Acquisitions from third parties	8296	.....
Cancelled owing to sales and disposals	8306	.....
Transferred from one heading to another(+)/(-)	8316	.....
Depreciations and amounts written down at the end of the period	8326	.....
NET BOOK VALUE AT THE END OF THE PERIOD	(27)	132.746	

STATEMENT OF FINANCIAL FIXED ASSETS

	Codes	Period	Preceding period
AFFILIATED ENTERPRISES - PARTICIPATING INTERESTS AND SHARES			
Acquisition value at the end of the period	8391P	xxxxxxxxxxxxxxxx	738.753.766
Movements during the period			
Acquisitions	8361	.....
Sales and disposals	8371	.....
Transfers from one heading to another(+)/(-)	8381	.....
Acquisition value at the end of the period	8391	738.753.766	
Revaluation surpluses at the end of the period	8451P	xxxxxxxxxxxxxxxx	1.169.211.523
Movements during the period			
Recorded	8411	.....
Acquisitions from third parties	8421	.....
Cancelled	8431	.....
Transferred from one heading to another(+)/(-)	8441	.....
Revaluation surpluses at the end of the period	8451	1.169.211.523	
Amounts written down at the end of the period	8521P	xxxxxxxxxxxxxxxx	.....
Movements during the period			
Recorded	8471	.....
Written back	8481	.....
Acquisitions from third parties	8491	.....
Cancelled owing to sales and disposals	8501	.....
Transferred from one heading to another(+)/(-)	8511	.....
Amounts written down at the end of the period	8521	.....
Uncalled amounts at the end of the period	8551P	xxxxxxxxxxxxxxxx	.....
Movements during the period(+)/(-)	8541	.....
Uncalled amounts at the end of the period	8551	.....
NET BOOK VALUE AT THE END OF THE PERIOD	(280)	1.907.965.289	
AFFILIATED ENTERPRISES - AMOUNTS RECEIVABLE			
NET BOOK VALUE AT THE END OF THE PERIOD	281P	xxxxxxxxxxxxxxxx	1.121.778.885
Movements during the period			
Additions	8581	294.118	
Repayments	8591	33.636.911	
Amounts written down	8601	.....
Amounts written back	8611	.....
Exchange differences(+)/(-)	8621	425.794	
Other movements(+)/(-)	8631	.....
NET BOOK VALUE AT THE END OF THE PERIOD	(281)	1.088.861.886	
ACCUMULATED AMOUNTS WRITTEN OFF AMOUNTS RECEIVABLE AT END OF THE PERIOD	8651	.....

	Codes	Period	Preceding period
ENTERPRISES LINKED BY A PARTICIPATING INTEREST - PARTICIPATING INTERESTS AND SHARES			
Acquisition value at the end of the period	8392P	XXXXXXXXXXXXXXXXX	.....
Movements during the period			
Acquisitions	8362	.....
Sales and disposals	8372	.....
Transfers from one heading to another(+)/(-)	8382	.....
Acquisition value at the end of the period	8392	.....
Revaluation surpluses at the end of the period	8452P	XXXXXXXXXXXXXXXXX	.....
Movements during the period			
Recorded	8412	.....
Acquisitions from third parties	8422	.....
Cancelled	8432	.....
Transferred from one heading to another(+)/(-)	8442	.....
Revaluation surpluses at the end of the period	8452	.....
Amounts written down at the end of the period	8522P	XXXXXXXXXXXXXXXXX	.....
Movements during the period			
Recorded	8472	.....
Written back	8482	.....
Acquisitions from third parties	8492	.....
Cancelled owing to sales and disposals	8502	.....
Transferred from one heading to another(+)/(-)	8512	.....
Amounts written down at the end of the period	8522	.....
Uncalled amounts at the end of the period	8552P	XXXXXXXXXXXXXXXXX	.....
Movements during the period(+)/(-)	8542	.....
Uncalled amounts at the end of the period	8552	.....
NET BOOK VALUE AT THE END OF THE PERIOD	(282)	.....
ENTERPRISES LINKED BY A PARTICIPATING INTEREST - AMOUNTS RECEIVABLE			
NET BOOK VALUE AT THE END OF THE PERIOD	283P	XXXXXXXXXXXXXXXXX	.....
Movements during the period			
Additions	8582	.....
Repayments	8592	.....
Amounts written down	8602	.....
Amounts written back	8612	.....
Exchange differences(+)/(-)	8622	.....
Other movements(+)/(-)	8632	.....
NET BOOK VALUE AT THE END OF THE PERIOD	(283)	.....
ACCUMULATED AMOUNTS WRITTEN OFF AMOUNTS RECEIVABLE AT END OF THE PERIOD	8652	.....

	Codes	Period	Preceding period
OTHER ENTERPRISES - PARTICIPATING INTERESTS AND SHARES			
Acquisition value at the end of the period	8393P	XXXXXXXXXXXXXXXXXX	.....
Movements during the period			
Acquisitions	8363	.....
Sales and disposals	8373	.....
Transfers from one heading to another(+)/(-)	8383	.....
Acquisition value at the end of the period	8393	.....
Revaluation surpluses at the end of the period	8453P	XXXXXXXXXXXXXXXXXX	.....
Movements during the period			
Recorded	8413	.....
Acquisitions from third parties	8423	.....
Cancelled	8433	.....
Transferred from one heading to another(+)/(-)	8443	.....
Revaluation surpluses at the end of the period	8453	.....
Amounts written down at the end of the period	8523P	XXXXXXXXXXXXXXXXXX	.....
Movements during the period			
Recorded	8473	.....
Written back	8483	.....
Acquisitions from third parties	8493	.....
Cancelled owing to sales and disposals	8503	.....
Transferred from one heading to another(+)/(-)	8513	.....
Amounts written down at the end of the period	8523	.....
Uncalled amounts at the end of the period	8553P	XXXXXXXXXXXXXXXXXX	.....
Movements during the period(+)/(-)	8543	.....
Uncalled amounts at the end of the period	8553	.....
NET BOOK VALUE AT THE END OF THE PERIOD	(284)	.....
OTHERS ENTERPRISES - AMOUNTS RECEIVABLE			
NET BOOK VALUE AT THE END OF THE PERIOD	285/8P	XXXXXXXXXXXXXXXXXX	138.677
Movements during the period			
Additions	8583	2.000	
Repayments	8593	.....
Amounts written down	8603	.....
Amounts written back	8613	.....
Exchange differences(+)/(-)	8623	.....
Other movements(+)/(-)	8633	.....
NET BOOK VALUE AT THE END OF THE PERIOD	(285/8)	140.677	
ACCUMULATED AMOUNTS WRITTEN OFF AMOUNTS RECEIVABLE AT END OF THE PERIOD	8653	.....

PARTICIPATING INTERESTS INFORMATION

PARTICIPATING INTERESTS AND SHARES IN OTHER ENTERPRISES

List of the enterprises in which the enterprise holds a participating interest, (recorded in heading 280 and 282 of assets) and the other enterprises in which the enterprise holds rights (recorded in headings 284 and 51/53 of assets) for an amount of at least 10 % of the capital issued.

NAME, full address of the REGISTERED OFFICE and for an enterprise governed by Belgian law, the COMPANY IDENTIFICATION NUMBER	Rights held				Data extracted from the most recent annual accounts			
	Nature	directly		subsidiaries	Annual accounts as per	Currency code	Capita land reserves	Net result
		Number	%	%			(+) or (-) (in units)	
<i>Ontex bvba</i> <i>BE 0419.457.296</i> <i>Private company with limited liability</i> <i>Genthof 5</i> <i>9255 Buggenhout</i> <i>Belgium</i>	Capital shares	371.481.132	99,99	0,0	31/12/2019	EUR	235.036.861	-230.633.096

Nr.	BE 0550.880.915	F 6.5.2
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LIST OF ENTERPRISES FOR WHICH THE ENTERPRISE HAS UNLIMITED LIABILITY AS ASSOCIATE OR MEMBER

The annual accounts of each enterprise for which the enterprise has unlimited liability is added to the present statement and published jointly, unless reason for not complying with this requirement is mentioned in the second column using the appropriate code (as defined below: A, B, C or D).

The annual accounts of the indicated company:

- A. will be published by filing with the National Bank of Belgium by this enterprise;
- B. will actually be published by this enterprise in another member state of the EC pursuant to art. 3 of the directive 2009/101/EC;
- C. will be fully or proportionally consolidated in the consolidated annual statements of the enterprise which is prepared, audited and published pursuant to the Code of companies on the consolidated annual accounts of enterprises;
- D. relates to a partnership under civil law, a consortium or a silent partnership.

NAME, full address of the REGISTERED OFFICE, LEGAL FORM and for an enterprise governed by Belgian law, THE COMPANY IDENTIFICATION NUMBER	Possible code

OTHER INVESTMENTS AND DEPOSITS, ALLOCATION DEFERRED CHARGES AND ACCRUED INCOME

	Codes	Period	Preceding period
INVESTMENTS: OTHER INVESTMENTS AND DEPOSITS			
Shares and current investments other than fixed income investments	51	.....	.....
Shares - Book value increased with the uncalled amount	8681	.....	.....
Shares - Uncalled amount	8682	.....	.....
Precious metals and works of art	8683	.....	.....
Fixed income securities	52	.....	.....
Fixed income securities issued by credit institutions	8684	.....	.....
Fixed term accounts with credit institutions	53	.....	.....
With residual term or notice of withdrawal			
up to one month	8686	.....	.....
between one month and one year	8687	.....	.....
over one year	8688	.....	.....
Other investments not mentioned above	8689	.....	.....

DEFERRED CHARGES AND ACCRUED INCOME

Allocation of heading 490/1 of assets if the amount is significant

	Period
<i>intrests recceived</i>	2.038.583
<i>other</i>	158.647
.....
.....

STATEMENT OF CAPITAL AND SHAREHOLDING STRUCTURE

STATEMENT OF CAPITAL

Social capital

Issued capital at the end of the period
 Issued capital at the end of the period

Codes	Period	Preceding period
100P	xxxxxxxxxxxxxxx	823.587.466
(100)	823.587.466	

Changes during the period

.....

Structure of the capital

Different categories of shares

Shares without nominal value

Registered shares
 Shares dematerialized

Codes	Value	Number of shares
	823.587.466	82.347.218
8702	xxxxxxxxxxxxxxx	16.355.265
8703	xxxxxxxxxxxxxxx	65.991.953

Capital not paid

Uncalled capital
 Called up capital, unpaid
 Shareholders having yet to pay up in full

Codes	Uncalled amount	Capital called but not paid
(101)	xxxxxxxxxxxxxxx
8712	xxxxxxxxxxxxxxx	.....

Own shares

Held by the company itself

Amount of capital held
 Corresponding number of shares

Held by the subsidiaries

Amount of capital held
 Corresponding number of shares

Commitments to issue shares

Owing to the exercise of conversion rights

Amount of outstanding convertible loans
 Amount of capital to be subscribed
 Corresponding maximum number of shares to be issued

Owing to the exercise of subscription rights

Number of outstanding subscription rights
 Amount of capital to be subscribed
 Corresponding maximum number of shares to be issued

Authorized capital not issued

Codes	Period
8721	14.918.628
8722	1.491.654
8731	.....
8732	.....
8740	.....
8741	.....
8742	.....
8745	.....
8746	.....
8747	.....
8751	411.793.733

Shares issued, non representing capital

Distribution

Number of shares
Number of voting rights attached thereto

Allocation by shareholder

Number of shares held by the company itself
Number of shares held by its subsidiaries

Codes	Period
8761
8762
8771
8781

SHAREHOLDER STRUCTURE OF THE ENTERPRISE AT THE DATE OF END-OF-YEAR PROCEDURE

according to the notifications that the enterprise has received pursuant to art. 631 §2, last subsection and art. 632 §2 last subsection of the Belgian company law; art. 14 fourth subsection of the law of 2nd May 2007 on the disclosure of major shareholdings; and article 5 of the royal decree of 21st August 2008 laying down further rules on certain multilateral trading facilities.

NAME of the persons who hold the rights of the enterprise, specifying the ADDRESS (of the registered office, when it involves a legal person) and the COMPANY IDENTIFICATION NUMBER, when it involves an enterprise under Belgian law	Rights held			
	Nature	Number of voting rights		%
		Linked to securities	Not linked to securities	

PROVISIONS FOR OTHER LIABILITIES AND CHARGES

ANALYSIS OF THE HEADING 164/5 OF LIABILITIES IF THE AMOUNT IS SIGNIFICANT

equity-based payments
.....
.....
.....

Period
10.391.936
.....
.....
.....

STATEMENT OF AMOUNTS PAYABLE, ACCRUED CHARGES AND DEFERRED INCOME

	Codes	Period
BREAKDOWN OF AMOUNTS PAYABLE WITH AN ORIGINAL PERIOD TO MATURITY OF MORE THAN ONE YEAR, ACCORDING TO THEIR RESIDUAL TERM		
Current portion of amounts payable after more than one year falling due within one year		
Financial debts	8801	.....
Subordinated loans	8811	.....
Unsubordinated debentures	8821	.....
Leasing and other similar obligations	8831	.....
Credit institutions	8841	.....
Other loans	8851	.....
Trade debts	8861	.....
Suppliers	8871	.....
Bills of exchange payable	8881	.....
Advance payments received on contract in progress	8891	.....
Other amounts payable	8901	.....
Total current portion of amounts payable after more than one year falling due within one year ..	(42)	.....
Amounts payable with a remaining term of more than one but not more than five years		
Financial debts	8802	808.228.726
Subordinated loans	8812	.....
Unsubordinated debentures	8822	.....
Leasing and other similar obligations	8832	.....
Credit institutions	8842	781.228.726
Other loans	8852	27.000.000
Trade debts	8862	.....
Suppliers	8872	.....
Bills of exchange payable	8882	.....
Advance payments received on contracts in progress	8892	.....
Other amounts payable	8902	.....
Total amounts payable with a remaining term of more than one but not more than five years	8912	808.228.726
Amounts payable with a remaining term of more than five years		
Financial debts	8803	.....
Subordinated loans	8813	.....
Unsubordinated debentures	8823	.....
Leasing and other similar obligations	8833	.....
Credit institutions	8843	.....
Other loans	8853	.....
Trade debts	8863	.....
Suppliers	8873	.....
Bills of exchange payable	8883	.....
Advance payments received on contracts in progress	8893	.....
Other amounts payable	8903	.....
Total amounts payable with a remaining term of more than five years	8913	.....

GUARANTEED AMOUNTS PAYABLE (included in headings 17 and 42/48 of the liabilities)**Amounts payable guaranteed by Belgian public authorities**

	Codes	Period
Financial debts	8921	.....
Subordinated loans	8931	.....
Unsubordinated debentures	8941	.....
Leasing and similar obligations	8951	.....
Credit institutions	8961	.....
Other loans	8971	.....
Trade debts	8981	.....
Suppliers	8991	.....
Bills of exchange payable	9001	.....
Advance payments received on contracts in progress	9011	.....
Remuneration and social security	9021	.....
Other amounts payable	9051	.....
Total amounts payable guaranteed by Belgian public authorities	9061	.....

Amounts payable guaranteed by real securities or irrevocably promised by the enterprise on its own assets

Financial debts	8922	781.228.726
Subordinated loans	8932	.....
Unsubordinated debentures	8942	.....
Leasing and similar obligations	8952	.....
Credit institutions	8962	781.228.726
Other loans	8972	.....
Trade debts	8982	.....
Suppliers	8992	.....
Bills of exchange payable	9002	.....
Advance payments received on contracts in progress	9012	.....
Taxes, remuneration and social security	9022	.....
Taxes	9032	.....
Remuneration and social security	9042	.....
Other amounts payable	9052	.....
Total amounts payable guaranteed by real securities or irrevocably promised by the enterprise on its own assets	9062	781.228.726

TAXES, REMUNERATION AND SOCIAL SECURITY**Taxes** (heading 450/3 of the liabilities)

Outstanding tax debts	9072	.....
Accruing taxes payable	9073	222.320
Estimated taxes payable	450	205.311

Remuneration and social security (heading 454/9 of the liabilities)

Amounts due to the National Social Security Office	9076	.....
Other amounts payable in respect of remuneration and social security	9077	4.656.640

ACCRUALS AND DEFERRED INCOME

Allocation of heading 492/3 of liabilities if the amount is significant

Commitment Fee	
Accrued interest	
.....	
.....	

Period
25.092
962.090
.....
.....

OPERATING RESULTS**OPERATING INCOME****Net turnover**

Allocation by categories of activity

.....
.....
.....
.....

Allocation into geographical markets

.....
.....
.....
.....

Other operating income

Operating subsidies and compensatory amounts received from public authorities

740

OPERATING CHARGES**Employees for whom the enterprise submitted a DIMONA declaration or who are recorded in the general personnel register**

Total number at the closing date	9086	65	71
Average number of employees calculated in full-time equivalents	9087	63,0	69,7
Number of actual worked hours	9088	107.492	118.369

Personnel costs

Remuneration and direct social benefits	620	10.773.872	9.636.571
Employers' contribution for social security	621	1.641.643	1.589.303
Employers' premiums for extra statutory insurance	622	804.892	763.231
Other personnel costs(+)/(-)	623	494.090	554.883
Retirement and survivors' pensions	624	.....	.....

	Codes	Period	Preceding period
Provisions for pensions and other similar rights			
Appropriations (uses and write-backs)(+)/(-)	635	6.015.536	-2.680.748
Amounts written off			
Stocks and contracts in progress			
Recorded	9110	.....	.....
Written back	9111	.....	.....
Trade debts			
Recorded	9112	.....	.....
Written back	9113	.....	.....
Provisions for liabilities and charges			
Additions	9115	6.015.536	.....
Uses and write-backs	9116	.....	2.680.748
Other operating charges			
Taxes related to operation	640	4.338	70.998
Other costs	641/8	.....	.....
Hired temporary staff and personnel placed at the enterprise's disposal			
Total number at the closing date	9096	.....	.....
Average number calculated in full-time equivalents	9097	0,1	0,5
Number of actual worked hours	9098	149	997
Costs to the enterprise	617	2.910	30.846

FINANCIAL RESULTS

	Codes	Period	Preceding period
RECURRING FINANCIAL INCOME			
Other financial income			
Subsidies granted by public authorities and recorded as income for the period			
Capital subsidies	9125	.....	.....
Interest subsidies	9126	.....	.....
Allocation of other financial income			
Exchange differences		6.607.727	7.754.119
Realized gain hedging purchasing		0	0
Early Redemption Premium		0	9.180.334
IRS variation fee		0	0
RECURRING FINANCIAL CHARGES			
Depreciation of loan issue expenses	6501	.....	.....
Capitalized Interests	6503	.....	.....
Amounts written off current assets			
Recorded	6510	.....	12.162.396
Written back	6511	.....	.....
Other financial charges			
Amount of the discount borne by the enterprise, as a result of negotiating amounts receivable	653	.....	.....
Provisions of a financial nature			
Appropriations	6560	.....	.....
Uses and write-backs	6561	.....	.....
Allocation of other financial charges			
Exchangerate differences(+)/(-)		8.360.647	6.750.633
Less value realisation current asset(+)/(-)		2.162.437	1.015.572
Factor fee(+)/(-)		-2.284	100.351
Agency fee(+)/(-)		105.000	35.000
Other financial costs(+)/(-)		168.550	70.930

INCOME AND CHARGE OF EXCEPTIONAL SIZE OR INCIDENCE

	Codes	Period	Preceding period
NON RECURRING INCOME	76	140.000	.....
Non-recurring operating income	(76A)	.....	.....
Write-back of depreciation and of amounts written off intangible and tangible fixed assets	760	.....	.....
Write-back of provisions for extraordinary operating liabilities and charges ...	7620	.....	.....
Capital gains on disposal of intangible and tangible fixed asset	7630	.....	.....
Other non-recurring operating income	764/8	.....	.....
Non-recurring financial income	(76B)	140.000	.....
Write-back of amounts written down financial fixed assets	761	.....	.....
Write-back of provisions for extraordinary financial liabilities and charges	7621	.....	.....
Capital gains on disposal of financial fixed assets	7631	.....	.....
Other non-recurring financial income	769	140.000	.....
NON-RECURRING EXPENSES	66	26.466	5.883.096
Non-recurring operating charges	(66A)	26.466	5.867.569
Non-recurring depreciation of and amounts written off formation expenses, intangible and tangible fixed assets	660	.....	.....
Provisions for extraordinary operating liabilities and charges: Appropriations (uses)	6620	.....	.....
Capital losses on disposal of intangible and tangible fixed assets	6630	.....	.....
Other non-recurring operating charges	664/7	26.466	5.867.569
Non-recurring operating charges carried to assets as restructuring costs .(-)	6690	.....	.....
Non-recurring financial charges	(66B)	.....	15.527
Amounts written off financial fixed assets	661	.....	.....
Provisions for extraordinary financial liabilities and charges - Appropriations (uses)	6621	.....	.....
Capital losses on disposal of financial fixed assets	6631	.....	.....
Other non-recurring financial charges	668	.....	15.527
Non-recurring financial charges carried to assets as restructuring costs ...(-)	6691	.....	.....

INCOME TAXES AND OTHER TAXES**INCOME TAXES**

	Codes	Period
Income taxes on the result of the period	9134	246.800
Income taxes paid and withholding taxes due or paid	9135	246.800
Excess of income tax prepayments and withholding taxes paid recorded under assets	9136	.....
Estimated additional taxes	9137	.....
Income taxes on the result of prior periods	9138	.....
Additional income taxes due or paid	9139	.....
Additional income taxes estimated or provided for	9140	.....
In so far as taxes of the period are materially affected by differences between the profit before taxes as stated in annual accounts and the estimated taxable profit		
Goodwill depreciation		29.699.728
Disallowed expenses		9.497.970
Increase tax provision		4.130.228
Less value own shares		2.162.437

Impact of non recurring results on the amount of the income taxes relating to the current period

	Period
.....
.....
.....
.....

Status of deferred taxes

	Codes	Period
Deferred taxes representing assets	9141	115.919.044
Accumulated tax losses deductible from future taxable profits	9142	115.919.044
Other deferred taxes representing assets		
<i>carry-forward of excess net borrowing costs</i>		8.776.730
.....	
.....	
Deferred taxes representing liabilities	9144	.....
Allocation of deferred taxes representing liabilities		
.....	
.....	
.....	

VALUE ADDED TAXES AND OTHER TAXES BORNE BY THIRD PARTIES**Value added taxes charged**

	Codes	Period	Preceding period
To the enterprise (deductible)	9145	5.037.642	4.730.969
By the enterprise	9146	1.795.674	1.100.098
Amounts withheld on behalf of third party			
For payroll withholding taxes	9147	4.853.474	4.568.657

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For withholding taxes on investment income

Codes	Period	Preceding period
9148	3.952.666	10.128.708

RIGHTS AND COMMITMENTS NOT REFLECTED IN THE BALANCE SHEET

	Codes	Period
PERSONAL GUARANTEES PROVIDED OR IRREVOCABLY PROMISED BY THE ENTERPRISE AS SECURITY FOR DEBTS AND COMMITMENTS OF THIRD PARTIES	9149	1.635.666.044
Of which		
Bills of exchange in circulation endorsed by the enterprise	9150	.....
Bills of exchange in circulation drawn or guaranteed by the enterprise	9151	.....
Maximum amount for which other debts or commitments of third parties are guaranteed by the enterprise	9153	.....
REAL GUARANTEES		
Real guarantees provided or irrevocably promised by the enterprise on its own assets as security of debts and commitments of the enterprise		
Mortgages		
Book value of the immovable properties mortgaged	9161	.....
Amount of registration	9171	.....
Pledging of goodwill - Amount of the registration	9181	.....
Pledging of other assets - Book value of other assets pledged	9191	.....
Guarantees provided on future assets - Amount of assets involved	9201	.....
Real guarantees provided or irrevocably promised by the enterprise on its own assets as security of debts and commitments of third parties		
Mortgages		
Book value of the immovable properties mortgaged	9162	.....
Amount of registration	9172	.....
Pledging of goodwill - Amount of the registration	9182	.....
Pledging of other assets - Book value of other assets pledged	9192	.....
Guarantees provided on future assets - Amount of assets involved	9202	.....

COMMITMENTS RELATING TO TECHNICAL GUARANTEES IN RESPECT OF SALES OR SERVICES

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Period
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AMOUNT, NATURE AND FORM CONCERNING LITIGATION AND OTHER IMPORTANT COMMITMENTS

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Period
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SUPPLEMENT RETIREMENTS OR SURVIVORS PENSION PLANS IN FAVOUR OF THE PERSONNEL OR THE EXECUTIVES OF THE ENTERPRISE

Brief description

Measures taken by the enterprise to cover the resulting charges

PENSIONS FUNDED BY THE ENTERPRISE

Estimated amount of the commitments resulting from past services

Methods of estimation

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.....

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Codes	Period
9220

NATURE AND FINANCIAL IMPACT OF SIGNIFICANT EVENTS AFTER THE CLOSING DATE NOT INCLUDED IN THE BALANCE SHEET OR THE INCOME STATEMENT

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Period
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RELATIONSHIPS WITH AFFILIATED ENTERPRISES, ASSOCIATED ENTERPRISES AND OTHERS ENTERPRISES LINKED BY PARTICIPATING INTERESTS

	Codes	Period	Preceding period
AFFILIATED ENTERPRISES			
Financial fixed assets	(280/1)	2.996.827.175	3.029.744.174
Participating interests	(280)	1.907.965.289	1.907.965.289
Subordinated amounts receivable	9271	.....	.....
Other amounts receivable	9281	1.088.861.886	1.121.778.885
Amounts receivable	9291	37.356.791	70.835.372
Over one year	9301	.....	.....
Within one year	9311	37.356.791	70.835.372
Current investments	9321	.....	.....
Shares	9331	.....	.....
Amounts receivable	9341	.....	.....
Amounts payable	9351	274.119.096	210.496.313
Over one year	9361	27.000.000	23.500.000
Within one year	9371	247.119.096	186.996.313
Personal and real guarantees			
Provided or irrevocably promised by the enterprise as security for debts or commitments of affiliated enterprises	9381	1.635.666.044	1.694.930.678
Provided or irrevocably promised by affiliated enterprises as security for debts or commitments of the enterprise	9391	1.539.450.395	1.601.974.407
Other significant financial commitments	9401	.....	.....
Financial results			
Income from financial fixed assets	9421	665.554	21.610.288
Income from current assets	9431	22.497.294	21.183.238
Other financial income	9441	.....	.....
Debt charges	9461	1.816.820	846.666
Other financial charges	9471	.....	.....
Disposal of fixed assets			
Capital gains obtained	9481	.....	.....
Capital losses suffered	9491	.....	.....

ASSOCIATED ENTERPRISES**Financial fixed assets**

Participating interests

Subordinated amounts receivable

Other amounts receivable

Amounts receivable

Over one year

Within one year

Amounts payable

Over one year

Within one year

Personal and real guarantees

Provided or irrevocably promised by the enterprise as security for debts or commitments of associated enterprises

Provided or irrevocably promised by associated enterprises as security for debts or commitments of the enterprise

Other significant financial commitments**OTHER ENTERPRISES LINKED BY PARTICIPATING INTERESTS****Financial fixed assets**

Participating interests

Subordinated amounts receivable

Other amounts receivable

Amounts receivable

Over one year

Within one year

Amounts payable

Over one year

Within one year

Codes	Period	Preceding period
9253		
9263		
9273		
9283		
9293		
9303		
9313		
9353		
9363		
9373		
9383		
9393		
9403		
9252		
9262		
9272		
9282		
9292		
9302		
9312		
9352		
9362		
9372		

Period

TRANSACTIONS WITH ENTERPRISES LINKED BY PARTICIPATING INTERESTS OUT OF MARKET CONDITIONS

Mention of these transactions if they are significant, including the amount of the transactions, the nature of the link, and all information about the transactions which should be necessary to get a better understanding of the situation of the company

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FINANCIAL RELATIONSHIPS WITH

DIRECTORS, MANAGERS, INDIVIDUALS OR BODIES CORPORATE WHO CONTROL THE ENTERPRISE WITHOUT BEING ASSOCIATED THEREWITH OR OTHER ENTERPRISES CONTROLLED BY THESE PERSONS

	Codes	Period
Amounts receivable from these persons	9500	.....
Conditions on amounts receivable, rate, duration, possibly reimbursed amounts, canceled amounts or renounced amounts		
.....		
Guarantees provided in their favour	9501	.....
Other significant commitments undertaken in their favour	9502	.....
Amount of direct and indirect remunerations and pensions, included in the income statement, as long as this disclosure does not concern exclusively or mainly, the situation of a single identifiable person		
To directors and managers	9503	801.000
To former directors and former managers	9504	.....

AUDITORS OR PEOPLE THEY ARE LINKED TO

	Codes	Period
Auditor's fees	9505	211.246
Fees for exceptional services or special missions executed in the company by the auditor		
Other attestation missions	95061	9.137
Tax consultancy	95062	.....
Other missions external to the audit	95063	9.000
Fees for exceptional services or special missions executed in the company by people they are linked to		
Other attestation missions	95081	.....
Tax consultancy	95082	.....
Other missions external to the audit	95083	.....

Mentions related to article 134 from the Companies Code

DERIVATIVES NOT MEASURED AT FAIR VALUE

FOR EACH CATEGORY OF FINANCIAL DERIVATIVES NOT MEASURED AT FAIR VALUE

Category derivative financial instruments	Hedged risk	Speculation / hedging	Scope	Period: Booked value	Period: Real value	Preceding period: Booked value	Preceding period: Real value
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FINANCIAL FIXED ASSETS CARRIED AT AN AMOUNT IN EXCESS OF FAIR VALUE

Amount of individual assets or appropriate groupings of those assets

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Booked value	Real value
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.....
.....
.....

Reasons for not reducing the book value

Informations that suggest than the book value will be recovered

INFORMATION RELATING TO CONSOLIDATED ACCOUNTS

INFORMATION TO DISCLOSE BY EACH ENTERPRISE THAT IS SUBJECT TO COMPANY LAW ON THE CONSOLIDATED ACCOUNTS OF ENTERPRISES

The enterprise has prepared and published consolidated accounts and a consolidated report

FINANCIAL RELATIONSHIPS OF THE GROUP LED BY THE ENTERPRISE IN BELGIUM WITH AUDITORS OR WITH PEOPLE THEY ARE LINKED TO

	Codes	Period
Mentions related to article 134, §4 and §5 from the Companies Code		
Auditor's fees according to a mandate at the group level led by the company publishing the information	9507	285.178
Fees for exceptional services or special missions executed in these group by the auditor		
Other attestation missions	95071	15.017
Tax consultancy	95072	.....
Other missions external to the audit	95073	9.000
Fees to people auditors are linked to according to the mandate at the group level led by the company publishing the information	9509	.....
Fees for exceptional services or special missions executed in the group by people they are linked to		
Other attestation missions	95091	.....
Tax consultancy	95092	.....
Other missions external to the audit	95093	.....

Mentions related to article 134 from the Companies Code

VALUATION RULES

BE 0550.880.915

Summary Accounting policies

"naamloze vennootschap" Ontex Group , Korte Keppestraat 21, 9320 Erembodegem

The accounting policies have been set in accordance with the Royal Decree of 30 January 2001 in execution of the Companies Act. These are applicable for the valuation of the whole set of receivables, liabilities and obligations, of whatever nature, related to Ontex Group NV and the own funds provided to this Company.

The accounting policies are in particular applicable for the determination and adjustment of depreciations, amortizations and provisions for liabilities and charges as well as revaluations.

1.General Accounting Policies

a) Individual valuation of each asset component

Every component of the assets is valued individually. The depreciations, amortizations and revaluations are specific to the related asset components. The provisions for liabilities and charges are valued individually.

b) Prudence, sincerity and good faith

The amortizations, depreciations, valuations and provisions for liabilities and charges meet the requirements of prudence, sincerity and good faith.

The depreciations, amortizations and provisions for liabilities and charges are systematically recorded and don't depend on the result of the year.

c) Acquisition value - nominal value - revaluation

As a general rule, each component of the assets is valued at its acquisition cost and shown in the balance sheet for that amount, minus any depreciation or write-downs.

However :

- The amounts receivable are shown, in principle, at their nominal value.
- The tangible assets as well as the investments and shares reported under the financial assets can be valued according to the cases indicated in article 57 of the abovementioned Royal Decree.

2.Specific Accounting Policies

Formation expenses

These expenses are shown at their acquisition value and are amortized using the straight-line method over 5 years as from the year of acquisition on a prorated daily basis.

The capitalized issuance costs relating to the borrowings are amortized over the term of the loan.

Restructuring costs are recognized in the section "Formation expenses" from the balance sheet and amortized using the straight-line method over a period of 5years on a prorated basis.

Tangible and intangible fixed assets

a) Valuation gross value

Tangible assets are carried at acquisition value and recorded for that amount in the balance sheet less any accumulated depreciation and impairment loss.

The acquisition value represents the acquisition cost or where appropriate, the manufacturing price.

The acquisition cost includes the acquisition price and any directly attributable costs.

The manufacturing price includes in addition to the acquisition cost of the raw materials, consumables and supplies also the production costs.

b) Depreciations

Tangible assets with finite useful lives are depreciated spreading the related cost over the probable useful life of the asset. The tax regulations concerning declining balance depreciations and other methods of accelerated depreciations can be used .

An exceptional depreciation is applied to disposed assets or assets that are no longer useful for the Company's activities in order to align their book value with their likely realization value.

The intangible assets are amortized as follows:

-Research and development costs	20 % straight-line 33% straight-line
-Concessions, patents and licenses	20 % straight-line
-Goodwill	20 % straight-line
-Prepayments	/

The tangible assets are depreciated as follows:

-Land and buildings	5 % straight-line 5 % declining balance
-Additional building costs	5 % straight-line 5 % declining balance
- Installation, machinery and equipment	20 % straight-line - 20 % declining balance - 33 % straight-line (second hand and small equipment)
-Furniture and vehicles	20 % straight-line - 20 % declining balance - 25 % straight-line 33 % straight-line (second hand)
-Leasing and similar rights	20 % straight-line - 20 % declining balance
-Other tangible assets	3 % straight-line - 33 % straight-line
-Assets under construction	/

The assets are depreciated as from the year of acquisition on a prorata daily basis.

The accounting year ending as per 31 december 2014 represents the Company's first accounting year.

Financial assets

Investments are recorded at their acquisition price or contribution value without supplementary costs.

Receivables and guarantees are recorded at their nominal value.

An impairment loss is accounted for in case of permanent capital loss or decline in value.

Amounts receivable within one year

Amounts receivable are recorded on the balance sheet at their nominal value.

An appropriate write-down will be made if part or all of the payment on the due date is uncertain, or if the recoverable amount on the balance sheet date is lower than the book value.

Cash investments

Cash investments are valued at their nominal value.

Repurchased own shares are valued at the acquisition value as calculated using the LIFO method.

Cash and cash equivalents

Balances held with financial institutions are valued at their nominal value.

Both positive and negative translation differences for cash and cash equivalents in foreign currency are recorded in the financial results.

Provisions for liabilities and charges

Management determines with prudence and good faith the provisions to be recorded for any pending disputes, charges and risks.

Amounts payable after more than 1 year and within 1 year

Amounts payable are shown in the balance sheet at their nominal value.

Receivables and payables in foreign currency

Receivables and payables are converted using the exchange rate on the last trading day of the accounting year where both the positive and negative translation results totalized per currency are recorded in the income statement.

Accruals and deferrals

Accruals and deferrals are valued at their acquisition cost and recorded in the balance sheet for the part that refers to the next accounting year or years.

3. Free disclosure

As the results for the financial years ending on 31 December 2018 and 2019 show a loss, the

application of the valuation rules under the assumption of going concern must be justified in accordance with Article 3:6, §1 6° New Companies Code.

The company is subject to the same continuity risk as the group as a whole. The Ontex group achieved positive net results in 2019, which will be continued in the budgets and plans for the coming years. Therefore, the Board of Directors considers it justified to continue to apply the valuation rules under the assumption of going concern.

COVID-19 is the infectious disease caused by the most recently discovered coronavirus. This new virus and disease were unknown before the outbreak began in Wuhan, China, in December 2019. Ontex sales in China and other countries of the Far East are not material, hence the outbreak of the virus in Asia had no significant impact on the financial performance of the Group at the publication date of this report.

However, based on its assessment of the evolution and spreading of the virus, the World Health Organization characterized it as a pandemic on March 11, 2020. We source several raw materials from suppliers all over the world and we deliver our products to customers located in all regions of the world. Further spread of the coronavirus leading to restrictions in the movement of goods and individuals could lead to disruptions to our supply chain and manufacturing organization, increased logistics costs and delayed shipments to customers. At the moment of the publication of these consolidated financial statements, the impact of the current spread of the virus on the financial performance of the Group is limited. We nevertheless will continue to monitor the situation closely as continuing restrictions due to the virus could adversely affect the results of operations, financial position and performance in 2020. Based on our analysis and modelling using currently available information, as well as discussions with the Management of Ontex, we believe the company has taken the required measures to mitigate the impacts of the pandemic on its operations and strengthened its funding; even though visibility remains limited as the pandemic is still progressing, the going concern is not considered to be at risk.

On September 26, 2017 the Group entered into a syndicate credit facilities agreement in an amount of 600,0 million (Syndicated Term Loan A) and a revolving credit facility (Syndicated Term Loan B) in an amount of up to 300,0 €. At December 31, 2017 30,0 € million of the senior revolving facility was drawn.

Furthermore the Group has also closed a term loan of 150,0 € million due 2024. This agreement also includes an accordion option of 100,0 €.

Due to the new refinancing, the structure and content of the guarantees have changed. The old real guaranties were cleared by a general release agreement fulfilling all local formalities.

The new guarantees, included under code 9149, 9381 and 9391, are determined in accordance with the syndicate credit facilities agreement and were calculated on the equity of the Guarantor (Ontex Group NV) and the Co-guarantors (listed below)

Guarantors SFA

Ontex Group NV (Belgium)
 Ontex BVBA (Belgium)
 Ontex CZ (Czech Republic)
 Ontex Mayen GmbH (Germany)
 Ontex Hygiëneartikel GmbH (Germany)
 Ontex Vertrieb GmbH (Germany)
 Ontex Manufacturing (Italy)
 Serenity Spa (Italy)
 Ontex Peninsular SA (Spain)
 Ontex ID SA (Spain)
 Ontex Retail UK Ltd (United Kingdom)
 Ontex Healthcare UK (United Kingdom)
 Grupo P.I. Mabe, S.A. de C.V.I. (Mexico)
 Productos Internacionales Mabe, S.A. de C.V. (Mexico)
 Falcon Distribuição, Armazenamento e Transporte SA (Brazil)
 Active Industria de Cosméticos SA (Brazil)

The company is part of a VAT unit that was established within the Ontex Group and of which the following companies are part of

- Ontex BVBA
- Eutima BVBA
- Ontema BVBA

As a consequence, the company is liable for the VAT debts of all the above mentioned companies.

With regard to note 6.16 of the annual report, code 9503 shows the amount that is in line with the remuneration report.

As the results for the financial years ending on 31 December 2018 and 2019 show a loss, the application of the valuation rules under the assumption of going concern must be justified in accordance with Article 3:6, §1 6° New Companies Code.

The company is subject to the same continuity risk as the group as a whole. The Ontex group achieved positive net results in 2019, which will be continued in the budgets and plans for the coming years. Therefore, the Board of Directors considers it justified to continue to apply the valuation rules under the assumption of going concern.

OTHER INFORMATIONS TO DISCLOSE

**OTHER DOCUMENTS TO BE FILED UNDER BELGIAN
COMPANY LAW**

MANAGEMENT REPORT

ACCOUNTANTS REPORT

PAYMENTS TO GOVERNMENTS REPORT

SOCIAL BALANCE SHEET

Number of joint industrial committee: 200

STATEMENT OF THE PERSONS EMPLOYED**EMPLOYEES FOR WHOM THE ENTERPRISE SUBMITTED A DIMONA DECLARATION OR WHO ARE RECORDED IN THE GENERAL PERSONNEL REGISTER****During the current period****Average number of employees**

Full-time
 Part-time
 Total in full-time equivalents

Number of hours actually worked

Full-time
 Part-time
 Total

Personnel costs

Full-time
 Part-time
 Total

Advantages in addition to wages

Codes	Total	1. Men	2. Women
1001	62,8	42,3	20,5
1002	0,6	.....	0,6
1003	63,0	42,0	21,0
1011	106.704	72.735	33.969
1012	788	.....	788
1013	107.492	72.735	34.757
1021	13.613.985	9.280.000	4.333.985
1022	100.513	.....	100.513
1023	13.714.497	9.280.000	4.434.497
1033	.....	.....	.....

During the preceding period

Average number of employees in FTE
 Number of hours actually worked
 Personnel costs
 Advantages in addition to wages

Codes	P. Total	1P. Men	2P. Women
1003	69,7	45,6	24,1
1013	118.369	78.140	40.229
1023	12.543.988	8.280.854	4.263.134
1033	95.292	63.340	31.952

EMPLOYEES FOR WHOM THE ENTERPRISE SUBMITTED A DIMONA DECLARATION OR WHO ARE RECORDED IN THE GENERAL PERSONNEL REGISTER (continued)
At the closing date of the period
Number of employees

By nature of the employment contract

Contract for an indefinite period

Contract for a definite period

Contract for the execution of a specifically assigned work

Replacement contract

According to gender and study level

Men

primary education

secondary education

higher non-university education

university education

Women

primary education

secondary education

higher non-university education

university education

By professional category

Management staff

Employees

Workers

Others

Codes	1. Full-time	2. Part-time	3. Total full-time equivalents
105	65	.....	65,0
110	65	.....	65,0
111	.....	.....	.....
112	.....	.....	.....
113	.....	.....	.....
120	42	.....	42,0
1200	1	.....	1,0
1201	4	.....	4,0
1202	16	.....	16,0
1203	21	.....	21,0
121	23	.....	23,0
1210	2	.....	2,0
1211	1	.....	1,0
1212	6	.....	6,0
1213	14	.....	14,0
130	.....	.....	.....
134	65	.....	65,0
132	.....	.....	.....
133	.....	.....	.....

HIRED TEMPORARY STAFF AND PERSONNEL PLACED AT THE ENTERPRISE'S DISPOSAL
During the period

Average number of persons employed

Number of hours actually worked

Costs for the enterprise

Codes	1. Hired temporary staff	2. Persons placed at the enterprise's disposal
150	0,1	.....
151	149	.....
152	2.910	.....

LIST OF PERSONNEL MOVEMENTS DURING THE PERIOD

ENTRIES

Number of employees for whom the enterprise submitted a DIMONA declaration or who have been recorded in the general personnel register during the financial year

By nature of employment contract

Contract for an indefinite period
 Contract for a definite period
 Contract for the execution of a specifically assigned work
 Replacement contract

Codes	1. Full-time	2. Part-time	3. Total full-time equivalents
205	16	.....	16,0
210	15	.....	15,0
211	1	.....	1,0
212	.....	.....	.....
213	.....	.....	.....

DEPARTURES

Number of employees whose contract-termination date has been entered in DIMONA declaration or in the general personnel register during the financial year

By nature of employment contract

Contract for an indefinite period
 Contract for a definite period
 Contract for the execution of a specifically assigned work
 Replacement contract

By reason of termination of contract

Retirement
 Unemployment with extra allowance from enterprise
 Dismissal
 Other reason
 the number of persons who continue to render services to the enterprise at least half-time on a self-employed basis ..

Codes	1. Full-time	2. Part-time	3. Total full-time equivalents
305	20	2	21,6
310	19	2	20,6
311	1	.....	1,0
312	.....	.....	.....
313	.....	.....	.....
340	.....	.....	.....
341	.....	.....	.....
342	2	1	2,8
343	18	1	18,8
350	.....	.....	.....

INFORMATION ON TRAINING PROVIDED TO EMPLOYEES DURING THE PERIOD

Total of initiatives of formal professional training at the expense of the employer

Number of employees involved	5801	6	5811	1
Number of actual training hours	5802	104	5812	175
Net costs for the enterprise	5803	1.995	5813	39.515
of which gross costs directly linked to training	58031	1.995	58131	39.515
of which fees paid and payments to collective funds	58032	.....	58132	.....
of which grants and other financial advantages received (to deduct)	58033	.....	58133	.....

Total of initiatives of less formal or informal professional training at the expense of the employer

Number of employees involved	5821	.....	5831	.....
Number of actual training hours	5822	.....	5832	.....
Net costs for the enterprise	5823	.....	5833	.....

Total of initiatives of initial professional training at the expense of the employer

Number of employees involved	5841	.....	5851	.....
Number of actual training hours	5842	.....	5852	.....
Net costs for the enterprise	5843	.....	5853	.....

Codes	Men	Codes	Women
5801	6	5811	1
5802	104	5812	175
5803	1.995	5813	39.515
58031	1.995	58131	39.515
58032	.....	58132	.....
58033	.....	58133	.....
5821	.....	5831	.....
5822	.....	5832	.....
5823	.....	5833	.....
5841	.....	5851	.....
5842	.....	5852	.....
5843	.....	5853	.....

REMUNERATION REPORT

for the companies in which the government or one or more legal person governed by public law perform an audit (article 100, §1, 6°/3 from the Belgian company law)

SPECIAL REPORT ONLY PARTNER (PLC)

about the decisions and/or acts that could lead to a conflict of interest relating to property rights between the only partner and the company and about the agreements concluded between the only partner and the company, unless it relates to common acts that take place under normal circumstances (article 261, 1st and 3rd subsection of the Belgian company law)

SOLE SHAREHOLDER REPORT (LTD)

about the agreements concluded between the sole shareholder and the company, unless it relates to common acts that take place under normal circumstances (article 646, §2, 4th subsection of the Belgian company law)

REPORT OF THE SUPERVISORY BOARD

of a European company (article 938 of the Belgian company law) or a European cooperative company (article 1001 of the Belgian company law)

ANNUAL ACCOUNT(S)

of the company(y)(ies) for which the depositing company has unlimited liability in its capacity of partner or member with unlimited liability (to be attached only when codes A, B, C and D in section F 6.5.2 are not applicable) (article 100, §1, 6°/1, 7th subsection of the Belgian company law)

OTHER DOCUMENTS

(to be specified by the company)

FREE TRANSLATION FOR INFORMATIONAL PURPOSES

**Ontex Group
Public limited Company
Korte Keppestraat 21
9320 Erembodegem
BTW BE 0550 880 915
RPR Dendermonde
(the “Company”)**

**BOARD OF DIRECTORS REPORT OF NV ONTEX GROUP TO THE ORDINARY SHAREHOLDERS MEETING
OF MAY 25, 2020**

1. General

The Board of Directors presents you the separate annual accounts and reports to you in respect of its management during the financial year started on January 1, 2019 and ended on December 31, 2019.

2. Introduction

Revenue was down -1.0% like-for-like: the solid revenue growth in AMEAA was largely offset by lower sales in Europe. Adjusted EBITDA, impacted by negative currencies impact and persistent high raw material costs in the first three quarters, was down -7% versus prior year (-1% at constant currencies). We delivered strong free cash flow up +51%, driving net debt down when compared with 2018 YE. T2G was launched in May 2019 with the objective of step-changing our operational efficiency and commercial practices, making Ontex a stronger and more profitable company, delivering growth and creating value for all stakeholders. Implementation of T2G is well on-track with more than 55% of the initiatives well underway. Initial tangible results are already visible and contributed to the improvement of Adjusted EBITDA throughout the second half of 2019. To faster address changing demand trends and accelerate time-to-market of new products, both for retail customers and our local Ontex brands, we redesigned our innovation and industrialization processes, and have invested in an assembly line fully dedicated to baby care innovation and product development.

3. Comments to the statutory accounts per December 31, 2019

3.1 Financial year

The financial year started on January 1, 2019 and ended on December 31, 2019, which is a period of 12 months.

3.2 Balance Sheet

The most important sections are disclosed here below.

The section ‘Formation expenses’ amounts to € 981.811 and consists out of the issuance costs of the new shares issued in view of the capital increases realized in previous years.

The section ‘Intangible fixed assets’ includes the concessions and licenses for the SAP and Microsoft software for an amount of € 16,021,629.

The section 'Tangible fixed assets' amounts to € 1,631,072 and mainly consists out of IT servers and IT related material (€ 1,497,606).

The section 'Financial fixed assets' includes the participation of Ontex Group NV in Ontex BVBA for an amount of € 1,907,965,289. This section also includes loans to affiliated companies for an amount of € 1,088,861,887 and guarantees for an amount of € 140,677 per December 31, 2019.

The section 'Amounts receivable within one year – trade debtors' amounts to € 54,324,128 and consists mainly of factored trade receivables.

The section 'Amounts receivable within one year - Other amounts receivable' amounts to € 33,478,913 per December 31, 2019 and consists mainly of current accounts with other members of the Ontex Group, which are managed on a daily basis and on which monthly interests are charged.

The accrued income and deferred expenses mainly include accrued interests of the above mentioned loans.

The section 'Current investments – Own shares' consists out of an amount of € 27,968,513 of treasury shares. The Group implemented a full hedging program through a total return swap on June 1, 2015 for the share-based payments LTIP 2014, LTIP 2015, LTIP 2016, LTIP 2017, LTIP 2018 and LTIP 2019.

This is extended on annual basis. As a consequence, Ontex Group NV recognized treasury shares for the above-mentioned amount.

De section 'Capital' amounts to € 823,587,466, represented by 82,347,218 shares without nominal value.

The 'Share premium' amounts to € 412,742,142 per December 31, 2019.

The section 'Reserves' amounts to € 272,429,779 per December 31, 2019 and consists out of the following reserves:

☐ Legal Reserve for an amount of € 29,660,184.

This reserve was established based on art. 7:211 of the Belgian company code. Each year, the annual shareholders should allocate at least 5% of the net result to a legal reserve. The obligation to provide for this reserve ends when 10% of the issued capital is reached.

☐ Unavailable reserves for own shares for an amount of € 27,968,513.

In view of the recognition of own shares, the company formed an unavailable reserve in accordance with art. 7:217 of the Belgian company code. An unavailable reserve should be formed equal to the value of the own shares included on the balance sheet of the company.

☐ Available reserves for an amount of € 227.976.637.

The section 'Provisions for other liabilities and charges' amounts to € 10,391,936 and consists of the provision in view of the Long Term Incentive Plan (LTIP), based on a combination of stock options, Restricted Stock Units – RSUs and Performance Stock Units – PSUs. For more information on this incentive plan, we refer to chapter 15 of this report.

The section 'Amounts payable after more than one year' amounts to € 808,228,726 per December 31, 2019 and is composed of Senior Term Loan Facilities (€ 600,000,000 and € 150,000,000); loans received from members of the Ontex Group (€ 27,000,000) and a loan issued by ING in view of the total return swap (€ 31,228,726) for share-based payments.

The section 'Amounts payable within one year' amounts to € 415.781.549 and mainly consists out of the outstanding debt in view of the factoring agreements in place for all the members of the Ontex Group (€ 157,955,489), trade debts (€ 5,413,301), tax payables (€ 427,630) and payables with regard to remuneration and social security (€ 4,656,640).

The section 'other amounts payable' amounts to € 247.328.489 and mainly consists out of current accounts with other members of the Ontex Group (€ 247,260,158).

The accrued expenses and deferred income consist mainly of the accrued interests on the above-mentioned borrowings.

3.3 Income Statement

The operational loss amounts to € 60,975,766 at the end of 2019, aside from the management costs of the Group in 2019, it is mainly composed of the depreciation expenses on the merger goodwill for an amount of € 29,699,728.

The financial result at the end of 2019 amounts to a gain of € 3,704,849. This is mainly the result of calculated on loans issued to different members of the Ontex Group (€ 20,056,293) and interest charges on the debt and current account positions with the different members of the Ontex Group.

The company closes the year 2019 with a loss of € 56,547,543.

4. Reporting & Analysis required by Article 3:6§ 1, 1° Belgian Companies Code

With regard to the analysis & reporting requirement as stated in Article 3:6 §1, 1° of the Belgian Companies Code, the following can be stated:

Considering the activity of the company, rendering of services within the Ontex group, the company stand alone is not exposed to operational risks other than those applicable for the Ontex Group. For an overview of the risks and uncertainties of the Ontex Group, we refer to chapter 19 of this report.

5. Events after the end of the reporting period ended December 31, 2019 (Article 3:6§ 1 ,2° Belgian Companies Code)

COVID-19 is the infectious disease caused by the most recently discovered coronavirus. This new virus and disease were unknown before the outbreak began in Wuhan, China, in December 2019. Ontex sales in China and other countries of the Far East are not material, hence the outbreak of the virus in Asia had no significant impact on the financial performance of the Group at the publication date of this report.

However, based on its assessment of the evolution and spreading of the virus, the World Health Organization characterized it as a pandemic on March 11, 2020. We source several raw materials from suppliers all over the world and we deliver our products to customers located in all regions of the world. Further spread of the coronavirus leading to restrictions in the movement of goods and individuals could lead to disruptions to our supply chain and manufacturing organization, increased logistics costs and delayed shipments to customers. At the moment of the publication of these consolidated financial statements, the impact of the current spread of the virus on the financial performance of the Group is limited. We nevertheless will continue to monitor the situation closely as continuing restrictions due to the virus could adversely affect the results of operations, financial

position and performance in 2020. Based on our analysis and modelling using currently available information, as well as discussions with the Management of Ontex, we believe the company has taken the required measures to mitigate the impacts of the pandemic on its operations and strengthened its funding; even though visibility remains limited as the pandemic is still progressing, the going concern is not considered to be at risk.

No other significant events occurred after the end of the reporting date which would affect the information mentioned in these consolidated financial statements.

6. Circumstances that may have a material impact on the development of the company (Article 3:6§ 1,3° Belgian Companies Code)

Unless mentioned otherwise in this report, no circumstances have occurred that could affect the company's development considerably.

7. Research and Development expenses (Article 3:6 § 1, 4° Belgian Companies Code)

Given the holding activity of the company, there were no significant expenses related to research and development in 2019.

8. Information in relation to branch offices (Article 3:6 § 1, 5° Belgian Companies Code)

The company does not have any branches.

9. Continuity of the Company (Article 3:6, §1 6° Belgian Companies Code)

Since the results of the financial years as per December 31, 2018 and 2019 close with a loss, the application of the valuation rules on the assumption of continuity, in accordance with article 3: 6, § 1 6° New Companies Code, must be justified.

The company is subject to the same continuity risk as the group as a whole. The Ontex group achieved positive net results in 2019, which is reflected in the budgets and plans for the coming years. The Board of Directors therefore considers it justified to continue to apply the valuation rules in the assumption of continuity.

10. Financial Instruments (Article 3:6 § 1, 8° Belgian Companies Code)

The Group enters into a variety of derivative financial instruments to manage its exposure to interest rate-, foreign exchange rate- and commodity price risks. Therefore, interest rate SWAP's and cross currency interest rate SWAP's contracts are used to fix the interest charges on the loans with variable interest rate. During 2019, the Group decided to enter into cross currency interest rate SWAP's and commodity hedging contracts for the raw material prices. The policy related to the currency risk hedging was followed appropriately. The Group also has a full hedging program for the share-based payments through a total return swap. The purpose of this financial instrument is to effectively hedge the risk that a price increase of the Ontex shares would negatively impact future cash flows related to the share-based payments.

11. Acquisition own shares

The company has own shares per December 31, 2019 for an amount of € 14,921,745 and were obtained in view of the full hedging of the share-based payments. We refer to paragraph 3.2 of this report.

12. Compliance with the 2009 Belgian Code on Corporate Governance (Article 3:6 §2, 1° & 2° 11. Belgian Companies Code)

The Company is committed to high standards of corporate governance and relies on the Corporate Governance Code as a reference code. The Corporate Governance Code is based on a “comply or explain” approach. Belgian listed companies must comply with the Corporate Governance Code but may deviate from those provisions which are not otherwise contained in the Belgian Companies Code, and provided they disclose the justification for any such deviations in their corporate governance statement included in the Annual Report in accordance with Article 3:6 §2, 2°, of the Belgian Companies Code. The Company complies with all provisions of the Corporate Governance Code, except in respect of the following:

- The Company’s Articles of Association allow the Company to deviate from all provisions of Article 520ter of the Belgian Companies Code and hence to grant shares, stock options and other share-based incentives vesting earlier than three years after their grant. However, the Company has not yet made use of such authorization and the LTIP, the LTIP 2014, LTIP 2015 as well as the LTIP 2016, LTIP 2017, LTIP 2018 and LTIP 2019, as described within the Remuneration Report, provides for a vesting period of three years for the stock options, RSUs and PSUs;
- The CEO and certain other members of the Management Committee are entitled, in certain circumstances, to a severance pay which is higher than 12 or 18 months of remuneration if the Company decides to apply the non-competition clauses in their respective agreements to the fullest extent provided by such agreements (see Remuneration Report for a detailed description thereof). In accordance with Article 554, 4th indent, of the Belgian Companies Code, with respect to Charles Bouaziz and Artipa BVBA, with Thierry Navarre as its permanent representative, the annual shareholders’ meeting of May 26, 2015 approved a severance payment exceeding 18 months, in certain circumstances. The Company deems such deviations from the Corporate Governance Code necessary to attract and retain competent executive directors and managers in the competitive environment in which the Company operates.

13. Capital and Shareholders

13.1 Capital and capital evolutions during 2019

At December 31, 2019, the capital of Ontex Group NV amounted to €823,587,466.38 and was represented by 82,347,218 shares without nominal value. Each share represents 1/82,347,218th of the capital and carries one vote. The shares are listed on Euronext Brussels.

In 2014, the Company adopted a Long-Term Incentive Plan approved by the Board and the Shareholder Meeting on June 3, 2014 and June 10, 2014 respectively (the ‘Long Term Incentive Plan’) which consists of a combination of stock options and restricted stock units (hereafter ‘RSUs’). The Board has previously approved grants under the Long-Term Incentive Plan, in 2014, 2015, 2016, 2017 and 2018 (respectively the ‘LTIP 2014’, the ‘LTIP 2015’, the ‘LTIP 2016’, the ‘LTIP 2017’, the ‘LTIP 2018’, and the Long-Term Incentive Plan including the LTIP 2014, the LTIP 2015, the LTIP 2016, the LTIP 2017, and the LTIP 2018 being referred to as the ‘LTIP’). In 2018, the Company adopted a revised Long Term Incentive Plan, as adopted by the shareholders meeting on 25 May. Going forward, the LTIP consists of 1/3 of stock options, restricted stock units and performance shares each (hereafter referred to as “LTIP 2”). In 2019 the Board has approved a grant under the LTIP 2.

The stock options, performance shares and RSUs granted under the LTIP do not confer any shareholder rights. The grants made by Ontex under its LTIP typically consist of Restricted Stock Units (RSU) and stock options and provided for a three-year vesting period. The shares to be delivered to participants upon exercise of their stock options or upon vesting of their RSUs or performance shares are existing

shares of the Company with all rights and benefits attached to such shares. A more detailed description of the LTIP and the LTIP 2019 and the LTIP 2 is set out in the Remuneration Report.

The grants made by Ontex under its LTIP provide for a three-year vesting period. Accordingly, the grants that were made in 2016 vested as from 2019. In order to meet its obligations thereunder, Ontex has partially exercised a forward purchase agreement with the following characteristics:

Ontex has exercised the relevant forward purchase agreement in order to meet its obligation to deliver its own shares under grants made under its Long-Term Incentive Plan (LTIP) in 2016.

Date	Number of shares	Strike Price	Highest Price	Lowest Price
Originally entered into on 21 July 2015	36,589	€ 27.070	€ 28.685*	€ 25.800*

* The highest price and lowest price, respectively, reflects the highest price and lowest price of Ontex shares on Euronext Brussels during the period 1 July 2015 until 21 July 2015 during which underlying Ontex shares were bought by its counterparty under the forward purchase agreement and on the basis of which the strike price of € 27.070 was determined.

Date	Number of shares	Strike Price	Highest Price	Lowest Price
Originally entered into on 1 July 2016 and extended on 22 June 2018	26,788	€ 28.965	€ 30.515**	€27.145**

* The highest price and lowest price, respectively, reflects the highest price and lowest price of Ontex shares on Euronext Brussels during the period 20 June 2016 until 1 July 2016 during which underlying Ontex shares were bought by its counterparty under the forward purchase agreement and on the basis of which the strike price of € 28.965 was determined.

In addition, Ontex has entered into the following forward purchase agreements in order to hedge its obligations under grants made under its LTIP in 2016, 2017 and 2018. These consist of (i) one-year forward purchase agreements entered into in 2015, 2016 and 2017 which have been extended on 22 June 2018 to cover its future delivery obligations under grants made under its 2016 and 2017 LTIP and (ii) a new one-year forward purchase agreement entered into on 21 June 2019 to cover its future delivery obligations under grants made under its 2018 LTIP.

As of today, the following purchase agreements are outstanding in respect of Ontex's own shares:

Date	Maturity	Number of shares	Strike Price	Highest Price	Lowest Price
Originally entered into on 1 July 2016 and extended on 21 June 2019	21 June 2020	291,757	€ 28.965	€ 30.515*	€ 27.145*
Originally entered into on 22 June 2017 and extended on 21 June 2019	21 June 2020	332,043	€ 32.2982	€ 33.405**	€ 31.555**

Originally entered into on 22 June 2018 and extended on 21 June 2019	21 June 2019	536,409	€ 22.4709	€ 24.240***	€ 19.200***
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** The highest price and lowest price, respectively, reflects the highest price and lowest price of Ontex shares on Euronext Brussels during the period 20 June 2016 until 1 July 2016 during which underlying Ontex shares were bought by its counterparty under the forward purchase agreement and on the basis of which the strike price of € 28.965 was determined.*

*** The highest price and lowest price, respectively, reflects the highest price and lowest price of Ontex shares on Euronext Brussels during the period 7 June 2017 until 22 June 2017 during which underlying Ontex shares were bought by its counterparty under the forward purchase agreement and on the basis of which the strike price of € 32.298 was determined.*

**** The highest price and lowest price, respectively, reflects the highest price and lowest price of Ontex shares on Euronext Brussels during the period 29 May 2018 until 22 June 2018 during which underlying Ontex shares were bought by its counterparty under the forward purchase agreement and on the basis of which the strike price of € 22.4709 was determined.*

More details about the vested Stock Options and RSUs can be found in the Remuneration Report.

More details about the forward purchase agreement can be found in the consolidated financial statements, note 7.5.3.

Pursuant to the above, on December 31, 2019, 335.273 shares of the Company were held by the Company.

On December 31, 2019, 82.218 shares of the Company were registered shares.

13.2 Shareholder Evolution

Pursuant to the Company's Articles of Association and the Corporate Governance Charter, the applicable successive thresholds as regards the application of the Law of May 2, 2007, on the disclosure of significant shareholdings in issuers whose shares are admitted to trading on a regulated market and other provisions (hereafter the 'Law of May 2, 2007') and the Royal Decree of February 14, 2008 on the disclosure of significant shareholdings, are set at 3%, 5%, 7.5%, 10% and any subsequent multiples of 5%.

In the course of 2019, the Company received the following transparency declarations:

On February 26, 2019, Axa Investment Managers SA notified Ontex that it has, as a result of sales of shares, crossed below the threshold of 3.00% of the total number of voting rights in Ontex.

On March 13, 2019, Zadig Gestion (Luxembourg) SA notified Ontex that it holds, as a result of the acquisition of voting securities or voting rights, has crossed the threshold of 3.00% of the total number of voting rights in Ontex to 3.69%.

On March 25, 2019, Black Creek Investment Management Inc. notified Ontex that it had, as a result of sales of shares, crossed below the threshold of 3.00% of the total number of voting rights in Ontex.

On May 13, 2019, Zadig Gestion (Luxembourg) SA notified Ontex that it had, as a result of sales of shares, crossed below the threshold of 3.00% of the total number of voting rights in Ontex.

On May 14, 2019, Bank of America Corporation notified Ontex that it holds, as a result of the acquisition of voting securities or voting rights, has crossed the threshold of 5.00% of the total number of voting rights in Ontex to 8.51%.

On May 16, 2019, Bank of America Corporation notified Ontex that it had, as a result of sales of shares, crossed below the threshold of 5.00% of the total number of voting rights in Ontex.

On May 30, 2019, Bank of America Corporation notified Ontex that it holds, as a result of the acquisition of voting securities or voting rights, has crossed the threshold of 5.00% of the total number of voting rights in Ontex to 5.52%.

On May 30, 2019, Bank of America Corporation also notified Ontex that it had, as a result of sales of shares, crossed below the threshold of 5.00% of the total number of voting rights in Ontex.

On June 5, 2019, ENA Investment Capital notified Ontex that it holds, as a result of the acquisition of voting securities or voting rights, has crossed the threshold of 3.00% of the total number of voting rights in Ontex to 3.18%.

On August 2, 2019, Bank of America Corporation notified Ontex that it holds, as a result of the acquisition of voting securities or voting rights, has crossed the threshold of 5.00% of the total number of voting rights in Ontex to 5.07%.

On August 5, 2019, Bank of America Corporation notified Ontex that it had, as a result of sales of shares, crossed below the threshold of 3.00% of the total number of voting rights in Ontex.

On August 6, 2019, Bank of America Corporation notified Ontex that it holds, as a result of the acquisition of voting securities or voting rights, has crossed the threshold of 5.00% of the total number of voting rights in Ontex to 5.35%.

On August 13, 2019, Black Creek Investment Management Inc. notified Ontex that it holds, as a result of the acquisition of voting securities or voting rights, had crossed the threshold of 3.00% of the total number of voting rights in Ontex to 3.02%.

On August 21, 2019, ENA Investment Capital notified Ontex that it holds, as a result of the acquisition of voting securities or voting rights, has crossed the threshold of 5.00% of the total number of voting rights in Ontex to 5.13%.

On September 10, 2019, CIAM notified Ontex that it holds, as a result of the acquisition of voting securities or voting rights, had crossed the threshold of 3.00% of the total number of voting rights in Ontex to 3.18%.

On September 18, 2019, Black Creek Investment Management Inc. notified Ontex that it had, as a result of sales of shares, crossed below the threshold of 3.00% of the total number of voting rights in Ontex.

On September 26, 2019, ENA Investment Capital notified Ontex that it holds, as a result of the acquisition of voting securities or voting rights, has crossed the threshold of 5.00% of the total number of voting rights in Ontex to 5.13%.

On October 7, 2019, Assenagon SA notified Ontex that it holds, as a result of the acquisition of voting securities or voting rights, has crossed the threshold of 3.00% of the total number of voting rights in Ontex to 3.60%.

On October 8, 2019, Assenagon SA notified Ontex that it holds, as a result of the disposal of voting securities or voting rights, has crossed below the threshold of 3.00% of the total number of voting rights in Ontex.

On October 21, 2019, Bank of America Corporation notified Ontex that it had, as a result of sales of shares, crossed below the threshold of 5.00% of the total number of voting rights in Ontex.

On November 6, 2019, ENA Investment Capital notified Ontex that it holds, as a result of the acquisition of voting securities or voting rights, has crossed the threshold of 10.00% of the total number of voting rights in Ontex to 10.19%.

On December 3, 2019, Morgan Stanley notified Ontex that it holds, as a result of the acquisition of voting securities or voting rights, has crossed the threshold of 5.00% of the total number of voting rights in Ontex to 5.10%.

On December 24, 2019, Bank of America Corporation notified Ontex that it holds, as a result of the acquisition of voting securities or voting rights, crossed the threshold of 5.00% of the total number of voting rights in Ontex to 7.46%.

On December 27, 2019, Bank of America Corporation notified Ontex that it had, as a result of the disposal of voting securities or voting rights, crossed below the threshold of 5.00% of the total number of voting rights in Ontex.

On December 27, 2019, ENA Investment Capital notified Ontex that it holds, as a result of the disposal of voting securities or voting rights, 1,757,385 shares in Ontex and has so crossed below the threshold of 3.00% of the total number of voting rights in Ontex to 2.13%. ENA Investment Capital also notified Ontex that it holds 8,562,481 equivalent financial instruments in Ontex or 10.40% of the total number of voting rights in Ontex if all the instruments are exercised. Consequently, ENA Investment Capital remained above the threshold of 10.00% of the total number of voting rights in Ontex with 12.53%.

We refer to our website for transparency declarations received after December 31, 2019.

13.3 Shareholder structure

The shareholder structure of the Company on December 31, 2019¹ was, based on the transparency declarations received by the Company, as follows:

Shareholders	Shares	% ²	Date threshold crossed
Groupe Bruxelles Lambert SA	16,454,453	19.98%	December 3, 2018
ENA Investment Capital	8,562,481	12,53%	November 6, 2019
Morgan Stanley	4,202,626	5,10%	December 3, 2019
Janus Capital Management LLC	3,424,055	4,75%	November 10, 2018
The Pamajugo Irrevocable Trust	2,722,221	3,64%	February 29, 2016
CIAM	2,614,990	3,18%	September 10, 2019

¹ Updates subsequent to December 31, 2019 are described on our website (<http://www.ontexglobal.com/ShareInformation>).

² Percentage based on the outstanding share capital of the Company at the time of the declaration.

14. Dealing and Disclosure Code

On June 3, 2014, the Board approved the Ontex Dealing and Disclosure Code (the “Dealing and Disclosure Code”) in accordance with provision 3.7 of the 2009 Corporate Governance Code. The Dealing and Disclosure Code was subsequently amended on April 2, 2015 and most recently on June 28, 2016. The Dealing and Disclosure Code restricts transactions in Ontex Group NV securities by members of the Board and of the Management Committee, and by certain senior employees of the Ontex Group during closed and prohibited periods. The Dealing and Disclosure Code also contains rules concerning the internal approval of intended transactions, as well as the disclosure of executed transactions through a notification to the Belgian Financial Services and Markets Authority, and disclosure of inside information. The Corporate Legal Counsel is the Compliance Officer for purposes of the Dealing and Disclosure Code.

15. Risk management and internal control framework (Article 3:6 § 2, 3° Belgian Companies Code)

15.1 Introduction

The Ontex Group operates a risk management and control framework in accordance with the Belgian Companies Code and the Corporate Governance Code.

The Ontex Group is exposed to a wide variety of risks within the context of its business operations that can result in its objectives being affected or not achieved. Controlling those risks is a core task of the Board (including the Audit and Risk Committee), the Management Committee and all other employees with managerial responsibilities.

The risk management and control system has been set up to reach the following goals:

- Achievement of the Ontex Group objectives;
- Achieving operational excellence;
- Ensuring correct and timely financial reporting; and
- Compliance with all applicable laws and regulations.

15.2 Control Environment

15.2.1 Three lines of defense

The Ontex Group applies the “three lines of defense model” to clarify roles, responsibilities and accountabilities, and to enhance communication within the area of risk and control. Within this model, the lines of defense to respond to risks are:

First line of defense: line management is the first responsible for assessing risks on a day-to-day basis and implementing controls in response of these risks.

Second line of defense: the oversight functions like Finance and Controlling, Quality, Compliance, Tax and Legal oversee and challenge risk management as executed by the first line of defense. The second line of defense actors provide guidance and direction and develop a risk management framework.

Third line of defense: independent assurance providers like internal audit and external audit challenge the risk management processes as executed by the first and second line of defense.

15.2.2 Policies, procedures and processes

The Ontex Group fosters an environment in which its business objectives and strategy are pursued in a controlled manner. This environment is created through the implementation of different company-wide policies, procedures and processes such as the Ontex values, the Ontex Code of Ethics (and its related policies such as the anti-bribery, anti-money laundering and fair competition policies), the

Quality Management System and the Delegation of Authorities ruleset. The Management Committee fully endorses these initiatives. The employees are regularly informed and trained on these subjects in order to develop sufficient risk management and control at all levels and in all areas of the organization.

15.2.3 Group-wide ERP system

The main portion of the Group entities operate the same group-wide ERP systems which are managed centrally. These systems embed the roles and responsibilities defined at the Ontex Group level. Through these systems, the main flows are standardized and key controls are enforced. The systems also allow detailed monitoring of activities and direct access to data.

15.3 Risk management

Sound risk management starts with identifying and assessing the risks associated with the Company's business and external factors. Once the relevant risks are identified, the Company strives to prudently manage and minimize such risks, acknowledging that certain calculated risks are necessary to ensure that the Ontex Group achieves its objectives and continues to create value for its stakeholders.

All employees of the Ontex Group are accountable for the timely identification and qualitative assessment of the risks within their area of responsibility.

The Ontex Group has identified and analyzed its key corporate risks as disclosed under the Strategic Report of this Annual Report. These corporate risks are communicated to the various levels of management.

15.4 Control activities

Control measures are in place to minimize the effect of risk on Ontex Group's ability to achieve its objectives. These control activities are embedded in the Ontex Group's key processes and systems to assure that the risk responses and the Ontex Group's overall objectives are carried out as designed. Control activities are conducted throughout the organization, at all levels and within all departments.

Key compliance areas are monitored for the entire Ontex Group by Local Compliance Coordinators, the Compliance Manager, the Head of Compliance, and the Compliance Steering Committee. The Compliance function supports the compliance with the Ontex Code of Ethics and the adoption of clear processes and procedures with respect to the Code policies, such as anti-bribery and corruption, anti-money laundering, economic sanctions, fair competition, personal data and privacy and insider trading. The Compliance Steering Committee is composed of the COO, the CFO, the Group HR Director, the Group General Counsel and the Head of Compliance and meets regularly to discuss and decide on compliance strategy, issues and action plans. The Compliance Steering Committee reports on its activities to the Management Committee.

In addition to these control activities, an insurance program is being implemented for selected risk categories that cannot be absorbed without material effect on the Company's balance sheet.

15.5 Information and communication

The Ontex Group recognizes the importance of timely, complete and accurate communication and information both top-down as well as bottom-up. The Ontex Group therefore put several measures in place to assure amongst others:

- Security of confidential information;
- Clear communication about roles and responsibilities; and

- Timely communication to all stakeholders about external and internal changes impacting their areas of responsibility.

15.6 Monitoring of control mechanisms

Monitoring helps to ensure that internal control systems operate effectively.

The quality of the Ontex Group's risk management and control framework is assessed by the following actors:

Internal Audit. The tasks and responsibilities assigned to Internal Audit are defined in the Internal Audit Charter, which has been approved by the Audit and Risk Committee. The key mission of Internal Audit as defined in the Internal Audit Charter is "to add value to the organization by applying a systematic, disciplined approach to evaluating the internal control system and providing recommendations to improve it".

External Audit. In the context of its review of the annual accounts, the statutory auditor focusses on the design and effectiveness of internal controls and systems relevant for the preparation of the financial statements. The outcome of the audits, including work on internal controls, is reported to management and the Audit and Risk Committee and shared with Internal Audit.

Audit and Risk Committee. The Board and the Audit and Risk Committee have the ultimate responsibility with respect to internal control and risk management. For more detailed information on the composition and functioning of the Audit and Risk Committee, see chapter 16.5.1 of this Corporate Governance Statement.

15.7 Risk management and internal control with regard to the process of financial reporting

The accurate and consistent application of accounting rules throughout the Ontex Group is assured by means of a Finance and Accounting Manual.

On a quarterly basis, a bottom-up risk analysis is conducted to identify risk factors. Action plans are defined for all key risks. Specific identification procedures for financial risks are in place to assure the completeness of financial accruals.

The accounting teams are responsible for producing the accounting figures, whereas the controlling teams check the validity of these figures. These checks include coherence tests by comparison with historical and budget figures, as well as sample checks of transactions according to their materiality.

Specific internal control activities with respect to financial reporting are in place, including the use of a periodic closing and reporting checklist. This checklist assures clear communication of timelines, completeness of tasks, and clear assignment of responsibilities.

Uniform reporting of financial information throughout the Ontex Group ensures a consistent flow of information, which allows the detection of potential anomalies. The Group's ERP systems and management information tools allow the central controlling team direct access to disaggregated financial and non-financial information.

An external financial calendar is planned in consultation with the Board and the Management Committee, and this calendar is announced to the external stakeholders. The objective of this external financial reporting is to provide Ontex stakeholders with the information necessary for making sound business decisions. The financial calendar can be consulted on <http://www.ontex.com/calendar>

16. Remuneration policy and report (Article 3:6 §3 Belgian Companies Code)

The remuneration report provides a comprehensive overview of the remuneration awarded to non-executive Directors and members of the Management Committee of Ontex during 2019. The

remuneration report should be read in close conjunction with the remuneration policy, as the remuneration report contains the result of the application of the remuneration policy during financial year 2019.

This remuneration report contains more detailed information on the 2019 remuneration and on our remuneration policy than we have provided in the past. By doing so we wish to become more transparent about the remuneration of the Members of the Management Committee. This is our response to the request from the investor community to increase transparency on the alignment between company performance and executive pay.

16.1. Remuneration for Non-Executive Directors

Non-Executive Directors at Ontex receive an annual fixed fee as well as attendance fee. The amounts paid to non-executive Directors in 2019 are shown in the table below.

Name	Mandate	Fixed fee (EUR)	# meetings attended	Board attendance (EUR)	N&R		A&R		Total fee for 2019 (EUR)
					# N&R Committee meetings attended	attendance fee	# A&R Committee meetings attended	attendance fee	
Revalue BVBA, represented by Luc Missorten	Chairman of the Board, Independent Director	120,000	10/10	5.000	5/5	2,500	4/4	2,500	192,500
Inge Boets BVBA, represented by Inge Boets	Chairwoman of the Audit and Risk Committee, Independent Director	70,000	10/10	2.500			4/4	4,000	111,000
Tegaco n Suisse GmbH, represented by Gunnar Johanson	Chairman of the Remuneration and Nomination Committee, Independent Director	70,000	10/10	2.500	5/5	4,000			115,000
Desarr ollo Empres	Non-Executive	60,000	9/10	2.500					82,500

arial Joven Sustentable SC, represented by Juan Gilbert o Marin Quintero	e Director									
Regina SARL, represented by Regi Aalstad	Independent Director	60,000	10/10	2.500	5/5	2,500				97,500
Michael Bredael	Non-Executive Director	60,000	10/10	2.500	5/5	2,500	4/4	2,500		107,500
Ester Berrozpe (1)	Independent Director	35,000	5/5	2.500						47,500
Aldo Cardoso (1)	Non-Executive Director	35,000	3/5	2.500						42,500

(1) Ester Berrozpe and Aldo Cardoso were appointed as non-executive Director by the AGM on 24 May 2019. Their fixed fee for 2019 has been pro-rated and represents 7/12ths of the annual fixed fee for their Board mandate.

16.2. Remuneration for Members of the Management Committee

16.2.1. Introduction

2019 was marked by a change in the operating model of the company. We moved from 5 to 3 Commercial Divisions, we consolidated manufacturing and supply chain under one head and changed some of the reporting lines. As a result, the composition of the Management Committee, including the CEO, changed from 14 members in 2018 to 11 members in 2019.

16.2.2. 2019 Short-term Incentive

As outlined in the Remuneration Policy, the short-term incentive of the CEO and the other members of the Management Committee is determined based on a set of KPIs including net sales, profitability and cash generation. The Ontex Group results against these targets show a close to on-target performance in terms of net sales, a below target performance against the profitability target, and a significant over-performance on cash generation. The Divisional performance showed a significant variance, with the Europe Division performing close to target on net sales and cash, but

underperforming on profitability, while the AMEAA and HealthCare Divisions have been performing on target or above.

The achievement against the 2019 Group and Divisional KPIs driving the 2019 short-term incentive for the CEO and the other members of the Management Committee and the resulting pay-out factors are shown in the table below.

KPI	Metrics	Group	Europe	AMEAA	Healthcare
Revenue	Achievement	99%	99%	98%	102%
	Pay-out Factor	90%	90%	80%	120%
	Weighting	25%	25%	25%	25%
	Corresponding Pay-out Factor	22.50%	22.50%	20.00%	30.00%
EBITDA	Achievement	95%	92%	103%	100%
	Pay-out Factor	50%	20%	130%	100%
	Weighting	50%	50%	50%	50%
	Corresponding Pay-out Factor	25%	10%	65%	50%
Cash (*)	Achievement	159%	99%	106%	107%
	Pay-out Factor	150%	90%	150%	150%
	Weighting	25%	25%	25%	25%
	Corresponding Pay-out Factor	38%	23%	38%	38%
Total	Total Bonus Factor				
	Weighted Pay-out	85%	55%	122.50%	117.50%

The resulting gross bonus amounts for the CEO and the other members of the Management Committee are reported in the column one-year variable in the total remuneration table below. The short-term incentive is not subject to any claw-back provision.

2019 has also been the year in which the Transform to Grow program (T2G) has been kicked off. To underpin the importance of this transformation program, the Board has approved a specific and temporary incentive plan related to T2G. The first part of the T2G Incentive as described in the Remuneration Policy was delivered in 2019 and is reported in the column extra-ordinary items in the total remuneration table below.

16.2.3. 2019 Long-term incentives

This section contains information on the long-term incentive plan (LTIP) granted in 2019 as well as on former LTIP grants which vested in 2019.

The value of the LTIP grants which vested in 2019 is shown in the total remuneration table below, in the column multi-year variable. The way in which this value has been calculated is explained in note 4 below the table.

The members of the Management Committee also received a new LTIP grant in 2019, which took place on 13 June 2019. The 2019 grant was the first year of the new LTIP as approved at the general meeting of shareholders on May 25, 2018. The 2019 grant consisted of a combination of Restricted Stock Units, Stock Options and Performance Shares, each representing one third of the LTIP grant value. This is a change compared to previous LTIP grants, which consisted of Restricted Stock Units (50%) and Stock Options (50%). The performance shares were added to make the LTIP more performance based. Furthermore, it was decided to keep the restricted stock units (with a reduced weight), despite the absence of performance vesting, retaining their presence requirement. As such, they are a counter weight to the financial risk associated with stock options which, for Belgian beneficiaries, such as the CEO and other Belgian residents on the Management Board, are taxed at grant with no possibility to recover taxes in case the options remain below their exercise price.

The 2019 LTIP has a vesting period of 3 years. For the vesting of the Performance Shares granted in 2019, the Board has set targets for the 2019-2021 performance period in terms of like-for-like sales growth (weight 30%), Adjusted EBITDA (weight 35%) and Earnings per share growth (weight 35%). The vesting schedule for these 3 performance measures is shown below.

Achievement vs target	Threshold	80% vesting	100% vesting	200% vesting
Sales Growth	75%	90%	100%	110%
EBITDA	87%	93%	100%	105%
EPS Growth	44%	72%	100%	119%

Because the 3-year targets for the performance shares are commercially sensitive, the Company has opted not to disclose them upfront. However, the Company commits to publish both the targets and the achievement levels for the performance shares KPIs at the end of the 3-year performance period.

The stock options which were granted on 13 June 2019 have a strike price of 14,00 EUR, which is the closing price of the day preceding the grant date.

The tables below provide the details of the 2019 LTIP for the members of the Management Committee. They also provide an overview of share related transactions which occurred during the year.

Shares awarded during the reported financial year

Name of Director	Position	Number of RSUs awarded and accepted	Number of PSUs awarded and accepted	Award date	Vesting date	Share value at the time of the grant	Total value awarded
Agostini, Philippe	Executive VP Procurement	3,986	3,986	13/06/2019	14/06/2022	€14	€111,608
Amselem, Armando	President AMEAA division	4,420	4,420	13/06/2019	14/06/2022	€14	€123,760
Bonnard, Laurent	Executive VP Sales & Marketing	4,518	4,518	13/06/2019	14/06/2022	€14	€126,504
Bouaziz, Charles	Chief Executive Officer	18,414	18,414	13/06/2019	14/06/2022	€14	€515,592
De Lathauwer, Astrid	Executive VP Human Resources	4,766	4,766	13/06/2019	14/06/2022	€14	€133,448
De Poorter, Annick	Executive VP R&D, Quality & Sustainability	4,595	4,595	13/06/2019	14/06/2022	€14	€128,660
Desmartis, Charles (1)	Chief Finance Officer	18,333	18,333	13/06/2019	14/06/2022	€14	€513,324
Lambrecht, Xavier	President Healthcare Division	4,377	4,377	13/06/2019	14/06/2022	€14	€122,556
Loebel, Axel	Executive VP Operations	3,601	3,601	13/06/2019	14/06/2022	€14	€100,828
Navarre, Thierry	CTO	9,167	9,167	13/06/2019	14/06/2022	€14	€256,676
Viale, Thierry	President Europe Division	4,780	4,780	13/06/2019	14/06/2022	€14	€133,840

(1) Charles Desmartis received twice the regular LTIP grant, as part of a sign-on arrangement upon joining the company

Shares vested and sold during the reported financial year

Name of Director Position		Balance at start of the year		Changes during the year						Balance at end of the year		
		Number of unvested RSUs at start of the year	Number of unvested PSUs at start of the year	Number of vested shares at start of the year	Number of RSUs vested during the year	Number of PSUs vested during the year	Number of Shares sold during the year	Price of sale	Total value of shares sold	Number of unvested RSUs at end of the year (1)	Number of unvested PSUs at end of the year (2)	Number of vested shares at end of the year (3)
Agostini, Philipp e	Executive VP Procurement	9,411	-	2,511	2,760	-	-	-	-	10,637	3,986	5,271
Amsel em, Armando	President AMEAA division	11,558	-	-	3,526	-	1,134	€15.66	€17,761	12,452	4,420	2,392
Bonnard, Laurent	Executive VP Sales & Marketing	8,697	-	1,744	2,738	-	-	-	-	10,477	4,518	4,482
Bouaziz, Charles	Chief Executive Officer	39,811	-	14,752	14,522	-	-	-	-	43,703	18,414	29,274
De Lathauwer, Astrid	Executive VP Human Resources	9,015	-	1,092	2,723	-	1,449	€15.66	€22,694	11,058	4,766	2,366
De Poorter, Annick	Executive VP R&D, Quality & Sustainability	7,695	-	957	1,989	-	1,058	€15.66	€16,568	10,301	4,595	1,888
Desmarts,	Chief Finance Officer	-	-	-	-	-	-	-	-	18,333	18,333	-

Charles (1)												
Lambricht, Xavier	President Healthcare Division	9,136	-	1,216	2,524	-	-	-	-	10,989	4,377	3,740
Loebel, Axel	Executive VP Operations	-	-	-	-	-	-	-	-	3,601	3,601	-
Navarre, Thierry	Chief Transformation Officer	17,112	-	5,814	4,641	-	-	-	-	21,638	9,167	10,455
Viale, Thierry	President Europe Division	8,396	-	1,475	3,697	-	1,366	€15.66	€21,392	9,479	4,780	3,806

(1) Number of unvested RSUs at start of the year plus number of RSUs awarded during the year minus number of RSUs vested during the year

(2) Number of unvested PSUs at start of the year plus number of PSUs awarded during the year minus number of PSUs vested during the year

(3) Number of vested shares at start of the year plus number of PSUs and RSUs vested during the year minus number of shares sold during the year

Share options awarded during the reported financial year

Name of Director	Position	Share options awarded during the year					Strike price of the share
		Number of options awarded	Number of options accepted	Award date	Vesting date	Exercise period	
Agostini, Philippe	Executive VP Procurement	13,987	13,987	13/06/2019	14/06/2022	start 14/06/2022 - end 13/06/2027	€14
Amselem, Armando	President AMEAA division	15,508	15,508	13/06/2019	14/06/2022	start 14/06/2022 - end 13/06/2027	€14
Bonnard, Laurent	Executive VP Sales & Marketing	15,852	15,852	13/06/2019	14/06/2022	start 14/06/2022 - end 13/06/2027	€14
Bouaziz, Charles	Chief Executive Officer	64,610	64,610	13/06/2019	14/06/2022	start 14/06/2022 - end 13/06/2027	€14
De Lathauwer, Astrid	Executive VP Human Resources	16,722	16,722	13/06/2019	14/06/2022	start 14/06/2022 - end 13/06/2027	€14
De Poorter, Annick	Executive VP R&D, Quality & Sustainability	16,125	16,125	13/06/2019	14/06/2022	start 14/06/2022 - end 13/06/2027	€14
Desmartis, Charles (1)	Chief Finance Officer	64,327	64,327	13/06/2019	14/06/2022	start 14/06/2022 - end 13/06/2027	€14
Lambrecht, Xavier	President Healthcare Division	15,356	-	13/06/2019	14/06/2022	start 14/06/2022 - end 13/06/2027	€14

Loebel, Axel	Executive VP Operations (01/02/2019)	12,636	12,636	13/06/201 9	14/06/202 2	start 14/06/202 2 - end 13/06/202 7	€14
Navarre, Thierry	CTO	32,164	32,164	13/06/201 9	14/06/201 9	Start 14/06/202 2 – end 13/06/201 7	€14
Viale, Thierry	President Europe Division	16,771	16,771	13/06/201 9	14/06/202 2	start 14/06/202 2 - end 13/06/202 7	€14

(1) Charles Desmartis received twice the regular LTIP grant, as part of a sign-on arrangement upon joining the company

Share options vested, exercised or lapsed during the reported financial year

Name of Director	Position	Balan ce at start of the year	Changes during the year								Balan ce at end of the year	Num ber of veste d optio ns at the end of the year (2)
		Num ber of unves ted optio ns at the start of the year	Num ber of veste d optio ns at the start of the year	Num ber of optio ns veste d durin g the year	Numb er of optio ns exerci sed durin g the year	Exer cise date	Exer cise price	Gro ss gai n	Num ber of optio ns lapse d durin g the year	Num ber of unves ted optio ns at the end of the year (1)		
Agosti ni, Philipp e	Executiv e VP Procure ment	43,17 6	11,6 18	11,8 26	-	N/A	N/A	N/ A	-	45,33 7	23,4 44	
Amsele m, Arman do	Presiden t AMEAA division	53,18 1	-	15,1 06	-	N/A	N/A	N/ A	-	53,58 3	15,1 06	
Bonnar d, Lauren t	Executiv e VP Sales & Marketi ng	40,04 7	11,6 50	11,7 30	-	N/A	N/A	N/ A	-	44,16 9	23,3 80	
Bouazi z, Charles	Chief Executiv e Officer	182,3 86	67,5 91	62,2 20	-	N/A	N/A	N/ A	-	184,7 76	129, 811	
De Lathau wer, Astrid	Executiv e VP Human Resourc es	41,66 6	10,9 29	11,6 66	-	N/A	N/A	N/ A	-	46,72 2	22,5 95	
De Poorte r, Annick	Executiv e VP R&D, Quality & Sustaina bility	35,76 9	9,65 7	8,52 2	-	N/A	N/A	N/ A	-	43,37 2	18,1 79	
Desma rtis, Charles	Chief Finance Officer	-	-	-	-	N/A	N/A	N/ A	-	64,32 7	-	

Lambr echt, Xavier	Presiden t Healthc are Division	42,23 0	12,1 34	10,8 13	-	N/A	N/A	N/ A	-	31,41 7	22,9 47
Loebel, Axel	Executiv e VP Operati ons (01/02/ 2019)	-	-	-	-	N/A	N/A	N/ A	-	12,63 6	-
Navarr e, Thierry	CTO	79,34 0	26,8 39	19,8 86	-	N/A	N/A	N/ A	-	91,61 8	46,7 25
Viale, Thierry	Presiden t Europe Division	38,15 8	11,1 96	15,8 39	-	N/A	N/A	N/ A	-	39,09 0	27,0 35

(1) Number of unvested options at the start of the year minus number of options vested during the year plus number of options accepted during the year

(2) Number of vested options at the start of the year plus number of options vested during the year minus number of options exercised and lapsed during the year

16.2.4. Total 2019 remuneration for the CEO and Members of the Management Committee

The table below set out the total 2019 remuneration for the CEO and the other Members of the Management Committee.

All amounts in EUR	Fixed Remuneration		Variable Remuneration		Extraordin ary items (5)	Pension expense (6)	Total Remunera tion (7)
	Base Salary (1)	Other Benefi ts (2)	One-year Variable (3)	Multi- year Variable (4)			
CEO	1,031,169	83,189	886,805	225,091	344,000	-	2,570,254
Other Members of the Managemen t Committee	4,188,480	334,573	2,376,284	381,269	1,134,873	642,146	9,057,625

(1) This represents the annual base salary on a full year basis.

(2) Other benefits include the cost of medical, life and disability insurance, company car and school fees, on a full year basis.

(3) This represents the short-term incentive for performance year 2019.

(4) This represents the value, at the day of vesting, of the long-term incentives granted in previous years and vested during 2019. For the Restricted Stock Units (RSUs) vested in 2019, the value reported is the number of RSUs vested times the share price at the time of vesting. For the stock options vested in 2019, the value reported is the number of options vested times the difference between the share price at the time of vesting and the exercise price, if positive.

(5) This represents the first part of the T2G Incentive paid in 2019.

(6) This represents the company contributions towards a defined contribution pension plan, on a full-year basis.

(7) This is the sum of items 1 through 6.

16.3. Remuneration Policy

The remuneration policy describes the principles and policies that determine the composition and level of remuneration for Non-Executive Directors and members of the Management Committee of Ontex. The Board of Directors sets the principles and policies following recommendation by the Remuneration and Nomination Committee.

The principles and policies governing the remuneration for Non-Executive Directors and for members of the Management Committee address the following topics:

- The way in which the Remuneration Policy contributes to the strategy, the long-term ambitions, performance and sustainability of Ontex
- A description of the different remuneration components and their respective weights in the total remuneration package.

For the variable components of remuneration, the policy defines the performance criteria that are used to determine the variable compensation. It also sets out the minimum performance threshold required for any variable compensation to pay out, as well as the performance level at which the maximum bonus pay out is reached.

For equity-based components, the policy addresses the nature of the equity compensation, the vesting criteria and the performance criteria linked to the grant or the vesting of equity instruments. It also covers how these performance criteria contribute to the strategy and the long-term ambitions and sustainability of Ontex.

- Whether the measurement of performance, base pay evolution, short-term variable pay and long-term variable pay for members of the Management Committee is the same as for other managers in the company
- The principle terms of appointment of Non-Executive Directors and members of the Management Committee and the applicable end-of-contract provisions.

16.3.1. Remuneration Policy for Non-Executive Directors

As per the Corporate Governance Charter, the Board of Directors exercises the powers expressly reserved to the Board of Directors by law, addresses matters pertaining to the general policy of the company, and acts in a supervisory capacity with regard to the Management Committee.

It is believed that, in order to fulfil these tasks, Ontex must be able to attract a rich spectrum of Board Member profiles that mirror the company's diverse customer and consumer bases and its geographical footprint. Furthermore, the composition of the Board needs to embody a thorough knowledge of the business dynamics and markets in the personal hygiene sector.

With this ambition in mind, the Non-Executive Directors at Ontex are rewarded through a combination of a fixed annual fee and attendance fees. The total annual remuneration paid to Non-Executive Directors is aligned with remuneration levels for similar positions reported by BEL20 companies.

The Chairpersons of the Board and the Board Committees receive a higher fixed fee than the other members of the Board, given the broader time commitment required of these roles. The fixed fees are *pro-rata* based so that Board and/or Board Committee membership may start or end in the course of a calendar year.

In addition to fixed remuneration, Board members also receive a fee for every Board and Board Committee meeting they attend.

The fixed remuneration and attendance fees for Non-Executive Directors are shown in the table below.

Role	Fixed Fee	Attendance Fee
Non-Executive Director	60,000 EUR	2,500 EUR
Board Chairperson	+ 60,000 EUR	+ 2,500 EUR
Committee Chairperson	+ 10,000 EUR	+ 2,500 EUR
Committee Member		+ 1,500 EUR

An analysis is being conducted whether, going forward, a part of the remuneration for Non-Executive Directors will be paid in shares. Should that be the case, the remuneration policy will be updated accordingly.

Non-Executive Directors are appointed for a period of 4 years, in accordance with the guidance laid down in the corporate governance charter.

16.3.2. Remuneration Policy for Members of the Management Committee

General reward principles and alignment with the company's strategy

Ontex aspires to be the preferred company for its consumers, customers, employees and investors, as well as a socially responsible company.

In order to attract, motivate and retain people who are committed to helping Ontex realize its commitments towards its consumers, customers, employees and investors, we have built our remuneration policy on the following pillars:

- We reward the successful implementation of strategy. This is done by linking a significant part of remuneration to the achievement of financial goals which reflect our commitment to our consumers, customers and investors.
- We reward performance by making a significant portion of remuneration dependent on both individual contribution and collective (Group and divisional) achievements.
- We foster a bias towards long-term shareholder value creation through granting share-based remuneration to employees who have an important influence on the company's success.
- Our pay practices are aligned with local market practices for the talent pools we are recruiting from.

16.3.3. Executive Remuneration Policy

Decision-making process

The remuneration policy for members of the Management Committee is decided on by the general meeting of shareholders upon recommendation by Board of Directors and the Remuneration and Nomination Committee. Within the confines of the remuneration policy as approved by the general meeting of shareholders, the Board of Directors:

- Evaluates and reviews the appropriate market positioning of the rewards offered to the members of the Management Committee compared with the relevant benchmarks.
- Determines the individual compensation levels of the members of the Management Committee taking into consideration their role and contribution to the business.
- Evaluates and determines the appropriate pay mix.
- Sets and reviews the financial targets for the performance-based remuneration components.

The Board evaluates the effectiveness of the remuneration policy for members of the Management Committee. As and when needed, the Board calls upon the help of reputable external compensation consultants to assist them in this task.

Competitive Positioning

To attract, motivate and retain talented executives with the necessary knowledge, skills and values to deliver Ontex' growth ambitions, our levels of remuneration and the various instruments at our disposal need to be aligned with those of companies who are recruiting from the same talent pool. For that reason, Ontex periodically benchmarks its total compensation against a peer group of companies with the following characteristics:

- Active in FMCG
- Headquartered in Europe
- Internationally present
- Mix of publicly traded and privately held companies

In terms of cash and equity-based compensation elements, the targeted competitive positioning is the median pay level in the peer group. Where there is a significant difference in scope and size between Ontex and the peer group companies, appropriate adjustments are being made. For pensions and fringe benefits, the target is the median of local general industry practices. The company aims for individual compensation levels to be within a competitive range around this benchmark, taking into consideration an individual's tenure, experience and contribution to the business.

Compensation components and mix

Members of the Management Committee are compensated for their responsibilities as well as individual and company performance, both short and long-term. The total compensation of executives consists of:

- A fixed compensation component: base salary
- Variable compensation components: annual bonus and a long-term incentive plan

The charts below show the weight of these elements in the total target compensation for the CEO and for other members of the management committee.



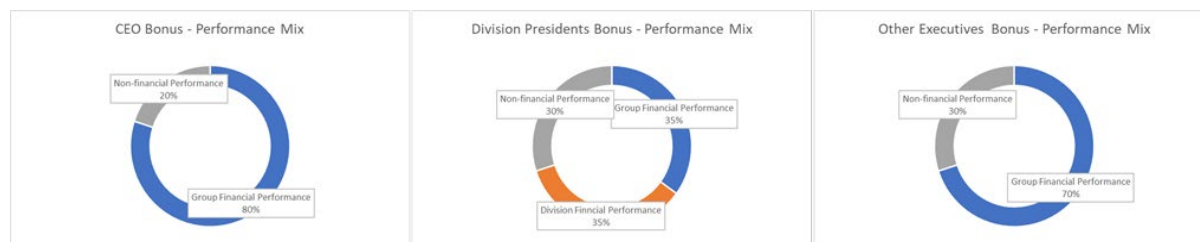
Fixed Compensation Component – Base Salary

The target base salary for members of the Management Committee is within a competitive range of the median base salary for comparable positions in the peer group mentioned above. The actual salary reflects the individual's tenure, experience and contribution to the business. Base salary levels are reviewed annually, and their development depends on the individual's performance and salary in

relation to the said benchmark. Where there is a considerable gap between the actual base pay and the benchmark, the Board of Directors may consider a multi-year catch-up programme to bring the base pay level up to a competitive range of the benchmark.

Variable Compensation Component – Annual Bonus

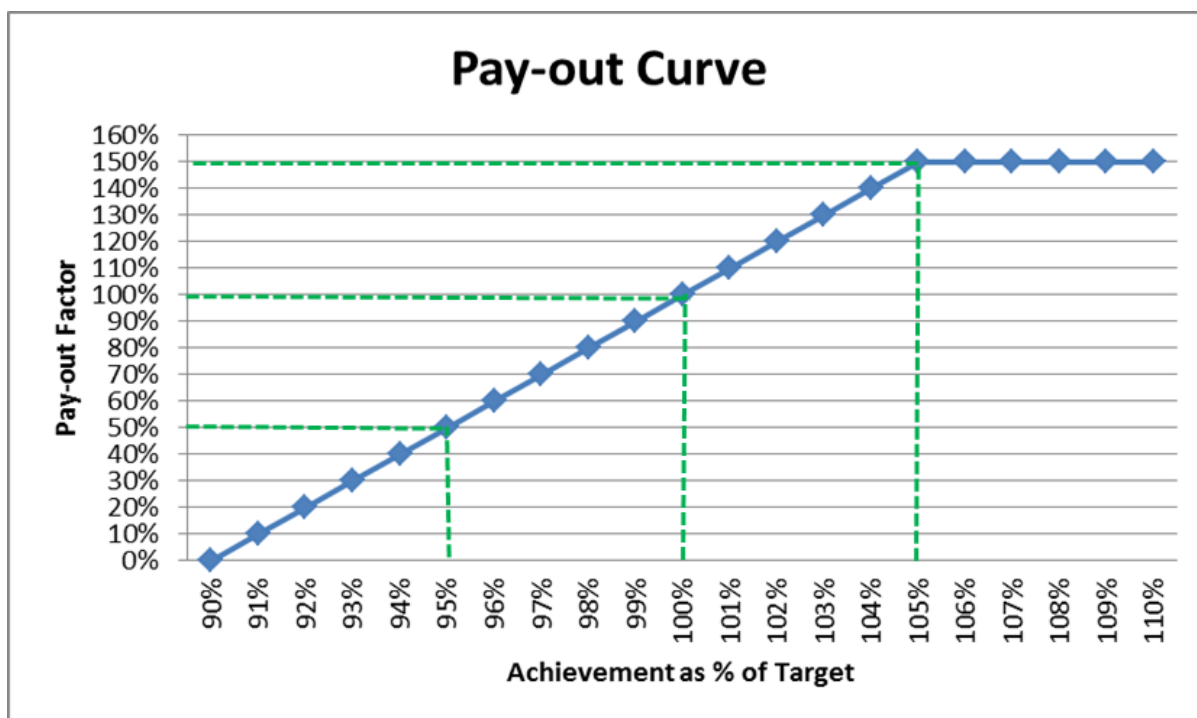
The annual bonus programme is designed to reward executives for individual and collective performance over a one-year horizon. The table below sets out the weight of the financial and non-financial performance indicators in the bonus calculation for the different executive positions.



The metrics used for the assessment of the **Group Financial Performance** reflect Ontex' ambition to focus on business growth, profitability and the generation of sufficient cash to allow us to continuously fuel R&D, innovation, organic expansion and strategic acquisitions. The group financial performance KPIs and their respective weights are shown in the table below.

KPI - Group	KPI Definition	KPI Weight
Net Sales	Actual Group revenue, adjusted for exchange rate fluctuations vs budgeted Group revenue	25%
EBITDA	Actual Group EBITDA, adjusted for exchange rate fluctuations vs budgeted Group EBITDA	50%
OFCF	Actual Group Operating Free Cash Flow vs budgeted Group OFCF	25%

The targets for each of the Group financial performance KPIs are set annually by the Board of Directors. As these targets are commercially sensitive, they are not being disclosed ex ante. However, both targets and actual achievements will be published ex post. The weighted Group financial performance score (based on the table above) is subsequently translated into a pay-out curve which has a threshold and a cap. The threshold is set at the minimum acceptable level of performance to trigger the Group financial performance part of the bonus. For each of the above-mentioned KPIs at least 91% of the objective needs to be achieved for any bonus to be paid. At 91% performance, bonus pay-out is only 10%. 95% achievement yields a bonus pay-out of 50%. The cap reflects a considerable over-achievement of the targets. This achievement level is set at 105% of target, resulting in a bonus pay-out of 150%. The pay-out curve for the Group financial performance is shown below.



The KPIs, KPI definition and respective weights for the **Division Financial Performance** are shown in the table below. The targets for each of the Division financial performance KPIs are set annually by the Board of Directors. The performance threshold, cap and pay-out curve for the Division financial performance are the same as for the Group financial performance.

KPI - Division	KPI Definition	KPI Weight
Net Sales	Actual Division revenue, adjusted for exchange rate fluctuations vs budgeted Division revenue	25%
EBIT	Actual Division EBIT, adjusted for exchange rate fluctuations vs budgeted Division EBIT	50%
DSO	Actual days of sales outstanding vs targeted days of sales outstanding	25%

The **non-financial Performance** of each executive is assessed against a set of quantitative and qualitative objectives, including sustainability targets, employee engagement, succession, quality of leadership and others.

The non-financial performance criteria for the CEO are set and assessed annually by the Board of Directors. The non-financial performance criteria for the other executives are set and assessed annually by the Board of Directors based on recommendations by the CEO. The degree to which the non-financial objectives have been achieved and the corresponding pay-out levels are shown in the table below.

Non-financial performance assessment	Pay-out factor
Consistently exceeded	150%
Frequently exceeded	115% - 140%
Met	90% - 115%
Partially met	50% - 90%

Not met

0%

The target bonus for the CEO is set at 100% of base salary. For other members of the Management Committee, the target bonus ranges from 50% to 70% of base salary.

The KPIs, KPI weights and pay-out curves that are used to calculate the annual bonus for the members of the Management Committee also apply to the bonus calculation of other management positions in the organization. However, the balance between the financial and the non-financial performance indicators may be different.

In line with the dominant practice in Belgium, the annual bonus is not subject to any deferrals or claw-back provisions as it is unclear whether such clauses would be enforceable. Moreover, some of the customary triggers included in claw-back provisions, such as fraud or gross misconduct can be addressed in other ways such as dismissal (for cause), recovery, exclusion from D&O insurance coverage and others.

Variable Compensation Component – Long-term Incentive

With a view to fostering long-term sustained performance, and aligning the interests of senior management with those of the shareholders, a significant proportion of the variable compensation of the members of the Management Committee is linked to tenure and financial goals measured over a three-year period, and is delivered in the form of equity instruments.

The long-term incentive plan was approved by the shareholders in May 2018 for a five-year period, starting in 2019. Long-term incentives are delivered in the form of restricted stock units, stock options and performance shares, all vesting over a three-year period.

The long-term incentive target for the members of the Management Committee is expressed as a percentage of base salary. The target incentive for the CEO represents 80% of base salary. For the other members, the target incentive amounts to 55% of base salary. These target incentive levels are aligned with the benchmark as described in the section on competitive positioning above.

The weights, vesting term and vesting conditions of the 3 LTIP instruments are specified in the table below.

LTIP Instrument	Weight in total grant	Vesting Term	Vesting Conditions
Performance Shares	33,33%	3 years	Performance vesting (threshold – target – cap)
Stock Options	33,33%	3 years	Performance vesting (share price performance) + upfront tax investment (*)
Restricted Stock Units	33,33%	3 years	Time vesting

Restricted stock units remain part of the LTIP despite the absence of performance vesting. As such, they are a counter-weight for the financial risk and upfront cash investment associated with the grant of stock options to Belgium based executives. Taxes on stock options granted to Belgium based executives are payable up-front, at the time of grant, with no refund in case the options remain out of the money.

Stock Options

A stock option gives the beneficiary the right to purchase from the company one share in the company per vested stock option, during a predetermined timeframe, by paying a predetermined exercise price.

Stock options at Ontex vest three years after the grant and are valid eight years from the date of grant. They lapse automatically if they have not been exercised by the ninth anniversary of the grant date. The exercise price is the share price on the date of grant. Stock options will only deliver value if, between the vesting date and the expiry of the options, the share price exceeds the value of the share at grant. This focuses the efforts of members of the Management Committee on increasing the value of the Ontex share over the vesting period.

The number of stock options awarded to members of the Management Committee is determined by dividing one third of the total long-term incentive grant value by the value of one stock option. The value of a stock option is calculated using the Black and Scholes valuation methodology based on the share price on the grant date.

Members of the Management Committee who are subject to income taxes in Belgium need to pay the income tax on the value of the stock options at the time of the grant. These taxes may not be claimed back if the options cannot be exercised, and therefore represent a substantial financial risk.

Ontex does not facilitate the entering into derivative contracts related to stock options, nor the hedging of the risks associated with these instruments.

Restricted Stock Units (RSUs)

A restricted stock unit entitles the beneficiary to receive from the company for no consideration one share in the company per vested restricted stock unit.

The number of restricted stock units awarded to members of the Management Committee is determined by dividing one third of the total long-term incentive grant value by the value of the Ontex share on the grant date.

Restricted stock units at Ontex vest three years after the grant provided the member of the Management Committee is still working for Ontex at that time.

In 2019, the company has reduced the share of RSUs in the overall value of the long-term incentive grant from 50% to 33%, in response to concerns in the investor community about the perceived deficit in performance-based pay.

Performance Shares

A performance share provides the beneficiary with the right to receive from the company one share in the company per vested performance share, where the vesting is subject to a three-year period as well as the achievement of performance conditions measured over the three-year period.

Performance shares at Ontex are subject to performance criteria and targets set by the Board of Directors at the time of grant. The performance criteria are chosen to foster long-term value creation and alignment with shareholder interests. As the performance targets for the Performance shares are commercially sensitive, the performance targets are not disclosed upfront. However, the performance targets and actual achievements will be disclosed at the end of the 3-year performance period.

The number of performance shares awarded to members of the Management Committee is determined by dividing one third of the total long-term incentive grant value by the value of the Ontex share on the grant date.

The number of performance shares that vest is adjusted according to the achievement of the performance goals over the three-year performance period. If the actual performance is below a specified threshold, no shares are awarded. The vesting is also subject to a 200% cap, at a performance level which exceeds the original targets in a significant way. The performance threshold and cap are set by the Board at the time of grant.

Members of the Management Committee are not required to hold a minimum value in company stock. It is the company's belief that, through successive annual grants, at any given time they will have a sufficiently important equity stake in the company (even though not vested) to focus their efforts and attention on the creation of long-term shareholder value.

The long-term incentive instruments, vesting periods, performance conditions and other plan features applicable to the members of the Management Committee are the same as those that apply to other Ontex staff who qualify for long-term incentive participation.

Variable Compensation – Specific and temporary incentive related to the Transform to Grow Transformation programme

In 2019, Ontex launched a comprehensive transformation programme called 'Transform to Grow' (T2G). The T2G programme is a key enabler of Ontex' strategy to accelerate value creation by step-changing its operational and commercial excellence. The programme is targeted to generate an incremental recurring EBITDA as well as a margin improvement between 125 and 175 basis points at the end of 2021 versus 2018.

To underpin the importance of this transformation programme, the Board has approved a specific and temporary incentive plan related to T2G ("temporary T2G incentive plan"). Participation in this plan is limited to restricted number of people, across all functions and levels in the organization, who are accountable for important levers in the transformation plan. The temporary T2G incentive plan for this restricted number of people is in addition to the annual bonus and long-term incentive plans to which they are normally entitled, and which continue to apply as per the rules described above during the T2G programme.

The temporary T2G incentive plan consists of two parts. The first part has been paid in 2019 upon delivery of a pipeline of initiatives the value of which is equivalent to the targeted margin improvement.

The large majority of the temporary T2G incentive plan is eligible to be paid in 2021 and 2022, subject to a strict evaluation by the Remuneration and Nomination Committee of the delivery of the financial objectives of the T2G programme, expressed as an incremental recurring EBITDA and the above-mentioned margin improvement. The temporary T2G incentive plan cannot be altered or extended, and will end after the evaluation performed in Q1 2022.

Other remuneration elements

Members of the Management Committee participate in the benefits plans applicable to this category of staff in the country of their contract. These usually include a company contribution to a pension plan, life insurance, disability insurance and health benefits. Members of the Management Committee may also be entitled to certain executive benefits such as company cars and other benefits in kind. The value of these elements is disclosed in the annual Remuneration Report.

Terms of Contract and Termination Provisions

The rights and obligations related to the office of 'Member of the Management Committee' at Ontex are formalized in a contract of indefinite duration. These contracts include the principle terms of office

as well as clauses covering the protection of intellectual property of the company, confidentiality (both during and after employment) regarding information to which members of the Management Committee have access, as well as termination and non-compete provisions. The termination and non-compete provisions for the current members of the Management Committee are shown in the table below.

Function & Name	Contractual Notice	Contractual and/or Termination Indemnity	Non-Compete Additional
CEO – C. Bouaziz			
CTO – Artipa BVBA, represented by T. Navarre	12 months	12 months fixed fee	
EVP R&D, Quality, Sustainability – A. De Poorter	3 months	15 months fixed fee	
All other Management Committee members	3 months	9 months fixed fee	

17. Board and Board Committees (Article 3:6 §2, 5° Belgian Companies Code)

17.1 Board and Board Committees (Article 3:6 §2, 5° Belgian Companies Code)

Pursuant to the 2009 Corporate Governance Code, at least half of the directors should be non-executive and at least three directors should be independent in accordance with the criteria set out in Article 526ter of the Belgian Companies Code and the 2009 Corporate Governance Code. The composition of the Board as at December 31, 2019 complies with these recommendations.

On December 31, 2019, the Board was composed as follows:

Name	Mandate Board	Other Mandates per December 31, 2019	Mandate Since	Mandate Expires
Revalue BVBA, represented by Luc Missorten ⁽¹⁾	Chairman, Independent Director	Barco NV, GIMV, Recticel NV, Scandinavian Tobacco Group, Mateco	2015	2022
Regina SARL, represented by Regi Aalstad ⁽²⁾	Independent Director	A drop in the ocean	2017	2021
Esther Berrozpe	Independent Director	Fluidra, Pernod Ricard, Roca, Tasty Bidco	2019	2023
Inge Boets BVBA, represented by Inge Boets	Independent Director	Euroclear SA, Econoholding NV, QRF Management NV, Triginta, La Scoperta BVBA, VZW Altijd Vrouw	2014	2022
Michael Bredael	Non-Executive Director	Upfield Group BV	2017	2021

Aldo Cardoso			Non-Executive Director	Bureau Veritas, Imerys, Worldline, DWS (Deutsche Wealth Management)	2019	2023
Tegacon Suisse GmbH, represented by Gunnar Johansson			Independent Director	Laeringsverkstede t AS, Laeringsverkstede t Gruppen AS, CK CreKids Germany GmbH, CreaKids GmbH	2017	2022
Desarrollo Empresarial SC, represented by Gilberto Marin Quintero	Joven Juan		Non-Executive Director	Member of the World Economic Forum	2016	2020

Jonas Deroo was appointed as Corporate Secretary by the Board on May 8, 2015.

(1) As communicated in our press release of March 3, 2020, Luc Missorten will resign from its position as Independent Director as of the General Meeting of 25 May 2020. The Board has decided, upon recommendation of the Remuneration and Nomination Committee, to propose to the general meeting to appoint Hans Van Bylen as Independent Director. Subsequent and subject to the approval of the appointment by the general meeting, the Board has expressed the intention to appoint Mr. Hans Van Bylen as Chairman.

(2) On 27/06/2019 the Board has resolved, by way of cooptation, on the replacement of Regi Aalstad by her management company, Regina SARL. The said replacement will be submitted for ratification at the ordinary general meeting of shareholders on 25 May 2020.

The following paragraphs set out the biographical information of the current members of the Board, including information on other director mandates held by these members.

Luc Missorten

Chairman, Independent Director

Luc Missorten was appointed as Independent Director of Ontex Group NV as of June 30, 2014. On April 10, 2015, Luc Missorten was appointed Chairman, as replacement for Paul Walsh. On May 26, 2015, Revalue BVBA, with Luc Missorten as its permanent representative, was appointed as Independent Director to replace Luc Missorten who resigned. Luc Missorten holds a law degree from the Catholic University of Leuven, a Certificate of Advanced European Studies from the College of Europe, Bruges and an LL.M from the University of California, Berkeley. In the past, Luc Missorten served as a Vice President of Citibank from 1981 to 1990, and held the function of Corporate Finance Director for Interbrew from 1990 to 1995. From 1995 to 1999, he served as CFO for Labatt Brewing Company. Afterwards, Luc Missorten held the function of Chief Financial Officer at Interbrew (now AB InBev) from 1999 until 2003, and of CFO at UCB from 2003 to 2007. Luc Missorten has been the Chief Executive Officer and a Board member of Corelio from 2007. As from September 2014, he resigned as Chief Executive Officer from Corelio. Currently, Luc Missorten is also an Independent Director of Barco, chairs its Audit Committee and is a member of its Remuneration Committee. In addition, he is an Independent Director of GIMV, where he chairs the Audit Committee. Further, Luc Missorten is an Independent Director at Recticel, where he chairs the Audit Committee and is a member of its Remuneration Committee. He is also Independent Director at Scandinavian Tobacco Group and is a

member of its Audit and Risk Committee and its Remuneration and Nomination Committee. He is also an Independent Board member at Mateco.

Regi Aalstad

Independent Director

Regi Aalstad has over 25 years of experience in global FMCG. Ms. Aalstad has held Regional General Manager and Vice President positions with Procter & Gamble in Asia, Europe, Middle East and Africa. She joined P&G in the Nordics in 1988 and from 1996 to 2014 held leadership roles in emerging markets. Regi chairs the humanitarian organization 'A Drop in the Ocean', supporting refugees in Greece. She advises and helps to found digital start-ups from Switzerland, where she resides. Regi has Non-Executive Director experience with public industry-leading companies operating globally in telecom, digital services and sanitary sector. She holds a Master of Business Administration in International Business from University of Michigan, USA.

Esther Berrozpe

Independent Director

Esther Berrozpe was appointed on May 24, 2019 as an Independent Director. Esther has over 25 years of experience in the consumer goods area through marketing roles within FMCG at Paglieri (personal care), Sara Lee (underwear) and Wella (cosmetics) and senior P&L leadership roles at Whirlpool (BTC and BTBTC) in Europe and in the USA. In her last role at Whirlpool, Esther was member of the Global Executive Committee as EVP and President of Europe, Middle East and Africa, having the full P&L responsibility for its \$5 billion business in EMEA, with 24M employees across 35 countries, 15 production sites and distribution to more than 140 countries. Esther is currently a member of the Board of Directors of Pernod Ricard, Fluidra, Roca and Tasty Bidco.

Inge Boets

Independent Director

Inge Boets BVBA, with Ms. Boets as its permanent representative, was appointed as Independent Director of Ontex Group NV as of June 30, 2014. Inge currently chairs the Audit and Risk Committee. She holds a master degree in applied economics from the University of Antwerp, Belgium. She was a partner with Ernst & Young from 1996 through 2011 where she was the Global Risk leader and held several other roles in audit and advisory. Currently, Inge is also an Independent Director and chairs the Audit and Risk Committee of Euroclear SA, She chairs the Board of the Econopolis Group and of QRF City retail. In addition, Inge Boets BVBA, with Ms. Boets as its permanent representative, is the manager of La Scoperta BVBA.

Michael Bredael

Non-Executive Director

Michael Bredael is Investment Officer at Groupe Bruxelles Lambert (GBL) since 2016. He started his career at Towers Watson as a consultant in the United States (Atlanta and New York) in 2003 before joining the BNP Paribas Group in 2007. Michael held various Investment Banking positions at BNP Paribas, across different offices (New York, Paris, Brussels and London), particularly focusing on cross-border M&A transactions. From 2014 to 2016, he was Head of the M&A Execution Group of BNP Paribas London. Michael holds a masters degree in applied economics from EHSAL (KU Leuven). He is Director of Upfield Group BV as a representative of Groupe Bruxelles Lambert. Upfield Group BV is a private company incorporated in The Netherlands, active in the consumer goods industry (plant-based nutrition).

Aldo Cardoso**Non-Executive Director**

On May 24, 2019, Aldo Cardoso was appointed as a Non-Executive Director. Aldo Cardoso is the Chairman of the Board of Directors at Bureau Veritas and a Senior Advisor to CVC. Aldo is a member of the Board of Directors of Imerys, Worldline and DWS (Deutsche Wealth Management – Frankfurt). Aldo spent 24 years with Arthur Andersen, joining as a junior staff member and rising to Senior Partner, with various audit and consulting assignments, and then multinational and multicultural management roles. Subsequently, Aldo held the functions of Non-Executive Chairman of Andersen Worldwide from 2000 to 2003, President of Andersen for the Western European region from 1998 to 2002, and President of Andersen France from 1993 to 2002. Aldo has been Senior Advisor at Deutsche Bank (Global Banking – Paris) from 2010 to 2014 and then at Deutsche Bank infrastructure fund in London from 2015 to 2018. Further, he has been a member of the Lehman Brothers European Advisory Committee (2004 to 2008), and has served on the Boards of various listed companies such as: Orange, Accor, Rhodia, Gecina, Mobistar, as well as numerous private companies in various countries.

Gunnar Johansson**Independent Director**

Gunnar Johansson was appointed as Independent Director of Ontex Group NV as of June 30, 2014. Gunnar Johansson was appointed Chairman of the Remuneration and Nomination Committee on April 10, 2015, replacing Luc Missorten. On May 26, 2015, Tegacon AS, with Gunnar Johansson as its permanent representative, was appointed as Independent Director to replace Gunnar Johansson who resigned. He holds an MBA from Norges Handelshøyskole in Bergen, Norway. Gunnar Johansson has vast experience in emerging markets, business-to-business and FMCG. Prior to starting Tegacon Suisse GmbH, he held a number of positions within SCA AB, a global company in the tissue, femcare, baby diaper and incontinence care industries. Gunnar Johansson worked with SCA from 1981 to 2009, the last years as Global President of the Hygiene Category. He was also a member of the board of Orkla Brands, the largest FMCG company in Norway. Currently, Gunnar Johansson works as a Senior Executive Advisor at his own company, Tegacon Suisse GmbH. He is also Chairman of the Board of Laeringsverkstedet AS, Laeringsverkstedet Gruppen AS, CK CreKids Germany GmbH and CreaKids GmbH.

Juan Gilberto Marín Quintero**Non-Executive Director**

Juan Gilberto Marín Quintero was appointed as Non-Executive Director of the Ontex Group as from May 25, 2016. Juan Gilberto Marín Quintero is the founder and former chairman of Grupo Mabe. He holds a degree in Business Administration from Universidad Iberoamericana, Mexico City, Mexico, an MBA from Instituto Panamericano de Alta Dirección, Mexico City and a postgraduate in International Business from the British Columbia University, Vancouver, Canada as well as a diploma in Mergers and Acquisitions from Stanford University. Formerly, Juan Gilberto Marín Quintero has been the President of the National Council of Foreign Trade, Conacex, former President of the Advisory Board of Citibanamex in Puebla, and former President of the Advisory Board of NAFINSA in Puebla and Tlaxcala, member of the Advisory Board of Telmex and Bancomext. In addition, Juan Gilberto Marín Quintero is a member of the World Economic Forum and has been president at the Latin America Entrepreneur Council and has been president of the Board of Universidad de las Américas. Furthermore, Juan Gilberto Marín Quintero currently also develops Eolic Energy, consumer products, restaurants, textile industry and real estate in Mexico.

17.2 Board: evolution in composition during 2019

On December 31, 2019, the Board of the Company was composed of eight members. All Board members are Non-Executive Directors.

There are currently five Independent Directors within the meaning of Article 526ter of the Belgian Companies Code: Revalue BVBA (with Luc Missorten as its permanent representative), Tegacon Suisse GmbH (with Gunnar Johansson as its permanent representative), Inge Boets BVBA (with Inge Boets as its permanent representative), Regina SARL (with Regi Aalstad as its permanent representative) and Esther Berrozpe. Further there are currently three Non-Executive Non-Independent Directors: Desarrollo Empresarial Joven Sustentable SC (with Juan Gilberto Marin Quintero as its permanent representative), Michael Bredael and Aldo Cardoso.

17.3 Gender diversity

As at December 31, 2019, the Company had 3 female Board members, *ie*, Inge Boets, as permanent representative of Inge Boets BVBA, Regi Aalstad, as permanent representative of Regina SARL and Esther Berrozpe, representing 37.5% of the Board members. Since its establishment, the Remuneration and Nomination Committee evaluates the composition of the Board on a yearly basis and formulates suggestions to the Board, while, among other things, taking into account the gender composition. The Company does comply with the requirement that at least one-third of the members of the Board is of the opposite gender as the gender of the majority of the Board in accordance with Article Art. 7:86. of the Belgian Code of Companies and Associations.

Second, the Company has developed a diversity policy.

17.4 Functioning of the Board

During 2019, the Board met ten times. The attendance rate was as follows:

Name	Board Attendance	Attendance Rate
Revalue BVBA, represented by Luc Missorten	10/10	100%
Regina SARL, represented by Regi Aalstad	10/10	100%
Esther Berrozpe	5/5(1)	100%
Inge Boets BVBA, represented by Inge Boets	10/10	100%
Michael Bredael	10/10	100%
Aldo Cardoso	3/5(2)	60%
Tegacon Suisse GmbH, represented by Gunnar Johansson	10/10	100%
Desarrollo Empresarial Joven Sustentable SC, represented by Juan Gilberto Marin Quintero	9/10	90%

(1) Esther Berrozpe has been appointed as a member of the Board of Directors on 24/05/2019 and only 5 meetings of the Board of Directors occurred after that date.

(2) Aldo Cardoso has been appointed as a member of the Board of Directors on 24/05/2019 and only 5 meetings of the Board of Directors occurred after that date.

On June 28, 2016 the Board established a management committee (the “Management Committee”) to which it has delegated all its management powers, except (i) those powers expressly reserved to the Board of Directors by law, (ii) matters belonging to the general policy of the Company, and (iii) the supervision of the Management Committee, such powers being further described under chapter 3.5 of this Corporate Governance Statement.

Major matters reviewed by the Board during 2019 include, among others:

The monitoring and review of the implementation of the T2G program to accelerate the delivery of value;

- The approval of the half-year and quarterly financial statements and corresponding financial reports;
- The financial and overall performance of the Ontex group;
- Various investments and assessments of M&A projects; and
- General strategic, financial and operational matters of the Company.

17.5 Board Committees

17.5.1 Audit and Risk Committee

In compliance with Article 7.99, §2 of the Belgian Code of Companies and Associations and the 2009 Corporate Governance Code, all members of the Audit and Risk Committee are Non-Executive and at least one Director is independent.

On December 31, 2019, the Audit and Risk Committee was composed as follows:

Name	Mandate A&R Committee	Mandate Since	Mandate Expires
Inge Boets BVBA, represented by Inge Boets	Chairwoman of the Committee, Independent Director	2018	2022
Revalue BVBA, represented by Luc Missorten	Member, Independent Director	2018	2022
Michael Bredael	Member, Non-Executive Director	2018	2022

During 2019, the Audit and Risk Committee met four times. The attendance rate was as follows:

Name	A&R Committee Meetings Attended	Attendance Rate A&R Committee
Inge Boets BVBA, represented by Inge Boets	4/4	100%
Revalue BVBA, represented by Luc Missorten	4/4	100%
Michael Bredael	4/4	100%

All members attended all meetings. Marc Gallet, VP Corporate Finance, is appointed as Secretary of the Audit and Risk Committee.

The Audit and Risk Committee is entrusted with the tasks set out in Article 7.99, §4 of the Belgian Code of Companies and Associations. It decided on the agenda, frequency and topics of its meetings, and reviewed the external and internal audit plan, the half year financial statements and the external review on the half-year financial statements, the quarterly financial information contained in the Q1 and Q3 trading updates, the key risks, and their role and responsibility.

As required by the 2009 Belgian Companies Code, Ontex Group NV confirms that (i) the Audit and Risk Committee is composed of Non-Executive Directors only and (ii) the Audit and Risk Committee

possesses the adequate expertise and experience in the field of the activities of the Company and (iii) Inge Boets, as permanent representative of Inge Boets BVBA, Chairman of the Audit and Risk Committee, is an Independent Director and possesses the adequate expertise and experience in the field of accounting and audit. Reference is made to her biography under chapter 3.1 of this Corporate Governance Statement.

The mandate of PricewaterhouseCoopers Bedrijfsrevisoren BV ("PwC") as statutory auditor of the Company will be proposed to be renewed at the upcoming shareholders meeting of 25 May 2020 and the replacement of the representative of PricewaterhouseCoopers Bedrijfsrevisoren BV ("PwC") will be submitted for approval.

17.5.2 Remuneration and Nomination Committee

In compliance with Article 526^{quater}, §2 of the Belgian Code of Companies and Association and the 2009 Corporate Governance Code, all members of the Remuneration and Nomination Committee are Non-Executive and the majority of the members are independent in accordance with the criteria set out in Article 526^{ter} of the Belgian Code of Companies and Associations and the 2009 Corporate Governance Code.

On December 31, 2019, the Remuneration and Nomination Committee was composed as follows:

Name	Position	Mandate Since	Mandate Expires
Tegacon Suisse GmbH, represented by Gunnar Johansson	Chairman of the Committee, Independent Director	2018	2022
Revalue BVBA, represented by Luc Missorten	Independent Director	2018	2022
Regina SARL, represented by Regi Aalstad	Independent Director	2018	2022
Michael Bredael	Non-Executive Director	2018	2022

During 2019, the Remuneration and Nomination Committee met five times. The attendance rate was as follows:

Name	R&N Committee Meetings Attended	Attendance Rate R&N Committee
Tegacon Suisse GmbH, represented by Gunnar Johansson	5/5	100%
Revalue BVBA, represented by Luc Missorten	5/5	100%
Regina SARL, represented by Regi Aalstad	5/5	100%
Michael Bredael	5/5	100%

All members attended all meetings. Astrid De Lathauwer, Executive VP HR is appointed as Secretary of the Remuneration and Nomination Committee. Charles Bouaziz attended all meetings.

The Remuneration and Nomination Committee is entrusted with the tasks set out in Article 526^{quater}, §5, of the Belgian Code of Companies and Associations. It decided on the agenda, frequency and topics of the meetings, and reviewed the context and history with respect to Board composition, executive remuneration and terms and conditions of employment. The Remuneration and Nomination

Committee also reviewed the performance of the Ontex Group against the key performance indicators (“KPI’s”) and targets determined for the 2019 performance year.

As required by the Belgian Companies Code, Ontex Group NV confirms that (i) the Remuneration and Nomination Committee is composed of Non-Executive Directors only and a majority of Independent Directors, and (ii) Luc Missorten, Gunnar Johansson, Regi Aalstad and Michael Bredael possess the adequate expertise and experience in the field of remuneration. Reference is made to their biography under chapter 3.1 of this Corporate Governance Statement.

17.5.3 Management Committee

On June 28, 2016, the Board has decided to establish a Management Committee (*directiecomité*) within the meaning of Article 524*bis* of the Belgian Companies Code to be effective as of July 1, 2016 which has the power to perform all actions that are necessary or useful for the realization of the Company’s purpose, except for those actions that are, by law or pursuant to the Articles of Association or the Corporate Governance Charter, reserved to the shareholders’ meeting or to the Board, including (i) matters belonging to the general policy of the Company, and (ii) the supervision of the Management Committee, or to other management bodies.³

Accordingly, the powers of the Management Committee include, without limitation, the operational management and organization of the Company, developing or updating on a yearly basis the overall strategy and business plan of the Company and submitting it to the Board for approval, monitoring the implementation of the overall strategy and business plan of the Company, supporting the CEO in the daily management of the Company and the exercise of his responsibilities, preparing the Company’s financial statements and presenting accurate and balanced evaluations of the Company’s financial situation to the Board and providing the Board with the information it needs in order to properly fulfil its duties, setting up and maintaining policies related to the risk profile of the Company and systems to identify, assess, manage and monitor financial and other risks within the framework set out by the Board and the Audit and Risk Committee.

The size and composition of the Management Committee is determined by the Board acting on a proposal of the CEO, who chairs the Management Committee. Members of the Management Committee are appointed by the Board based on a proposal of the CEO and upon recommendation of the Remuneration and Nomination Committee. Members of the Management Committee are appointed for an indefinite period and can be dismissed by the Board at any time or cease to be a member of the Management Committee if their management agreement with the Company terminates.

The CEO leads and chairs the Management Committee and decides on the allocation of responsibilities among the members of the Management Committee. The CEO is vested with the day-to-day management of the Company and the execution of the resolutions of the Board and the resolutions of the Management Committee, unless decided otherwise by the Management Committee. In addition, he exercises the special and limited powers assigned to him by the Board or the Management Committee. The CEO reports regularly to the Board, including on the actions taken by the Management Committee.

In the framework of bringing the Articles of Association and governance of the Company in accordance with the Belgian Code of Companies and Associations, the Board has thoroughly reviewed the available options, and will submit to the general meeting a proposed governance model for approval.

³ The specific powers as well as the composition and functioning of the Management Committee are further described in the Corporate Governance Charter.

On December 31, 2019, the Management Committee, consisted of the following members:

Name	Position	Member of the Management Committee Since	Appointed to Management Committee
Charles Bouaziz	Chairman of the Management Committee – Chief Executive Officer	2013	2016
Philippe Agostini	Executive Vice-President Procurement	2013	2016
Armando Amselem	President of the AMEAA Division	2016	2016
Laurent Bonnard	Executive Vice-President Sales & Marketing	2013	2016
Astrid De Lathauwer	Executive Vice-President Human Resources	2014	2016
Annick De Poorter	Executive Vice-President R&D, Quality & Sustainability	2009	2016
Charles Desmartis	Chief Financial Officer and Executive Vice-President Finance, Legal & IT	2019	2019
Marex BVBA with Xavier Lambrecht as its permanent representative	President Healthcare Division	2013	2016
Axel Löbel	Executive Vice-President Operations	2019	2019
Artipa BVBA with Thierry Navarre as its permanent representative	Chief Transformation Officer	2009	2016
Thierry Viale	President Europe Division	2013	2016

During 2019, the Management Committee met monthly and discussed strategic, business, financial and operating matters and Group projects.

The following paragraphs set out the biographical information of the current members of the Management Committee, including information on other Director mandates held by these members.

Charles Bouaziz

Chairman of the Management Committee and Chief Executive Officer

Charles Bouaziz was appointed Chief Executive Officer of the Ontex Group in early 2013. Prior to this, he held a number of senior positions during his 25 years in the consumer goods industry. He spent his early career at Michelin and Procter & Gamble. In 1991, he joined PepsiCo as Marketing Director for France & Belgium and held a range of senior positions until 2008, when he became President of PepsiCo Western Europe. In 2010, he left to become CEO of Monoprix, then in 2010 joined PAI Partners as member of the Food & Consumer Goods sector team and later as head of the Portfolio Performance Group. Charles graduated from Ecole Supérieure des Sciences Economiques et Commerciales (ESSEC 1985). Charles is a supervisory Board member at PAI Partners since 2013 and also holds position at Les Amis de Vaulserre et du Trieves.

Philippe Agostini**Executive Vice-President Procurement**

Philippe Agostini previously held various senior positions in Purchasing and Supply Chain for 30 years, at Mars, McDonald's, Lactalis, Pechiney-Alcan, JohnsonDiversey, and most recently Famar, where he held the position of Group Purchasing VP. Philippe holds a degree from the Engineer School École Nationale Supérieure des Arts et Métiers and a degree of Purchasing Master Management des Achats Industriels.

Armando Amselem**President of the AMEAA Division**

He joined the Ontex Group from Vita Coco where he served as Global Chief Financial Officer. Prior to Vita Coco, Armando Amselem held various management positions in Europe and the US during his 20-year career with PepsiCo, including General Manager of Tropicana North America and General Manager of PepsiCo France. He also worked for Santander Investment Bank, and Alella Vinicola. Armando holds an MBA from New York University Leonard Stern School of Business, USA, and a master's degree in Enology and a bachelor's degree in Agronomic Engineering and Food Sciences from Universidad Politecnica de Barcelona in Spain.

Laurent Bonnard**Executive Vice-President Sales & Marketing**

Laurent Bonnard was appointed Group Sales Director for the Ontex Group on September 9, 2013. As from 1 January 2019, he took up the function of Group Sales and Marketing Director for the Ontex Group NV. He has previously held various senior positions within Sales and Marketing in Mars and Quaker. Subsequently he joined PepsiCo, as Sales Director France, and last he held the function as VP Business Development for Europe.

Astrid De Lathauwer**Executive Vice-President Human Resources**

Astrid De Lathauwer joined the Ontex Group after holding a number of leading human resources functions. Astrid held international HR leadership roles at AT&T in Europe, at their US headquarters and at Monsanto. For 10 years, Astrid was the Chief HR Officer of Belgacom. Before joining the Ontex group, she was Managing Director of Acerta Consult. Astrid holds degrees in Political & Social Science and History of Art. Astrid was appointed as a manager of Ontex BVBA as of October 1, 2014. Astrid chairs the Remuneration Committee of Colruyt and Immoel.

Annick De Poorter**Executive Vice-President R&D, Quality and Sustainability**

Annick De Poorter joined the Ontex Group in 2003 as the R&D Manager of Feminine Hygiene and was promoted to R&D and Quality Director in January 2009. Before joining the Group, she worked at Libeltex NV in Belgium, and prior to that, she was a Scientific Researcher at University of Ghent, Belgium. Annick holds a master's degree in Civil Engineering in Textiles from the University of Ghent, Belgium.

Charles Desmartis**Chief Financial Officer and Executive Vice-President Finance, Legal & IT**

Charles Desmartis joined the Ontex Group in November 2018. Charles Desmartis holds an MBA from the Ecole des Hautes Etudes Commerciales in Paris and a Master of Science in Management from

Stanford University, US. Prior to joining the Ontex Group, Charles Desmartis has held senior finance and CFO positions at Schlumberger, Gemalto and subsequently Europcar before joining Carrefour as Group Financial Controller. Most recently, he held the CEO position for the Carrefour Group in Brazil, where he led the preparation and execution of the IPO of the company.

Xavier Lambrecht

President of the Healthcare Division

Xavier Lambrecht, permanent representative of Marex BVBA, joined the Ontex Group in early 2009 as Sales & Marketing Director of the Healthcare Division. Prior to that, he held different roles within Sales Development, Marketing and Business Planning at Imperial Tobacco. Xavier holds a master's degree of Commercial Engineering from the University of Leuven, Belgium.

Axel Löbel

Executive Vice-President Operations

Axel Löbel joined the Ontex Group in February 2019. He holds a Master's degree in Electrical Engineering – subject area communications – from one of the top German Universities, and has more than twenty-five years of professional experience in Operations. Prior to joining the Ontex Group, Axel Löbel has held various positions within Procter and Gamble Baby Care evolving from electrical support to production, logistics and then leading the development and implementation of global product upgrades. In 2008, he led a green field start-up of a Procter & Gamble diaper plant in Cairo, Egypt. In 2013 he joined Melitta as COO, leading the end-to-end supply chain of their consumer goods business. Most recently, he held the General Manager position of one of the key fulfilment centers of Amazon, based in Prague.

Thierry Navarre

Chief Transformation Officer

Thierry Navarre, permanent representative of Artipa BVBA, joined the Ontex Group in 2006 as the Group Supply Chain Director and was appointed Chief Operating Officer in 2009. Before 2006, he was Director of Strategy & Development at InBev in France (now, AB InBev), and held other senior management positions in supply and distribution at InBev between 2001 and 2005. Prior to this, between 1997 and 2001 he held various roles in logistics and distribution at Fort James (now Georgia Pacific), and between 1991 and 1997 at Jamont (now Georgia Pacific). Thierry is a Board member of Cemminerals and Idlegcy.

Thierry Viale

President of the Europe Division

Thierry Viale was appointed President Europe on January 1, 2019, prior to that, Thierry was General Manager of the Growth Markets Division and Strategic Development since October 1, 2013. Prior to joining the Ontex Group, Thierry held a number of senior positions at Procter & Gamble in Western Europe, Russia, Nigeria/West Africa, Greater China, the Balkans and in India. Thierry holds a Master degree from the Saint Cyr Military Academy, a Bachelor degree from the Neoma Business School, and a MBA from ESCP Europe.

Changes within the Management Committee composition within 2019

Following an international reorganization, effective January 1, 2020, the actual Management Committee is structured as follows:

Name	Position
Charles Bouaziz	Chairman of the Management Committee – Chief Executive Officer
Philippe Agostini	Executive Vice-President Procurement
Armando Amselem	President AMEAA
Laurent Bonnard	President Europe
Charles Desmartis	Chief Financial Officer and Executive Vice-President Finance, Legal & IT
Astrid De Lathauwer	Executive Vice-President Human Resources
Annick De Poorter	Executive Vice-President R&D, Quality and Sustainability
Marex BVBA with Xavier Lambrecht as its permanent representative	President Healthcare
Axel Löbel	Executive Vice-President Operations
Artipa BVBA with Thierry Navarre as its permanent representative	Chief Transformation Officer

18. Relevant information in the event of a takeover bid

Article 34 of the Royal Decree of November 14, 2007 on the obligations of issuers of securities which have been admitted to trading on a regulated market, requires that listed companies disclose certain items that may have an impact in the event of a takeover bid.

18.1 Capital Structure

A comprehensive overview of our capital structure as at December 31, 2019 can be found in chapter 2 of this Corporate Governance Statement.

18.2 Restrictions on transfers of securities

The Company's Articles of Association do not impose any restrictions on the transfer of shares in the Company. Furthermore, the Company is not aware of any such restrictions imposed by Belgian law except in the framework of market abuse rules.

18.3 Holders of securities with special control rights

There are no holders of securities with special control rights.

18.4 Employee share plans where the control rights are not exercised directly by the employees

The Company's shares to be delivered to participants upon exercise of the stock options or vesting of the RSUs or Performance Shares in the framework of the LTIP are existing ordinary shares in the Company with all rights and benefits attached to such shares. A more detailed description of the LTIP is set out in the Remuneration Policy and report.

The Company has not set up employee share plans where control rights over the shares are not exercised directly by the employees.

18.5 Restriction on voting rights

The Articles of Association of the Company do not contain any restrictions on the exercise of voting rights by the shareholders, provided that the shareholders concerned comply with all formalities to be admitted to the shareholders' meeting and their voting rights are not suspended in one of the events set out in the Articles of Association or the Belgian Companies Code. Pursuant to Article 11 of the Company's Articles of Association, the Board is entitled to suspend the exercise of rights attaching to shares belonging to several owners.

The Company is not aware of any restrictions imposed by Belgian law on the exercise of voting rights by the shareholders.

18.6 Rules on appointment and replacement of members of the Board

The term of office of directors under Belgian law is limited to six years (renewable) but the 2009 Corporate Governance Code recommends that it be limited to four years. The appointment and renewal of directors is proposed by the Board, based on a recommendation of the Remuneration and Nomination Committee and is subject to approval by the shareholders' meeting.

18.7 Rules on amendments to the Articles of Association

Save for capital increases decided by the Board within the limits of the authorized capital or a change of the registered office of the Company (such change not triggering the application of different rules on the use of languages by companies than those that currently apply to the Company), only an extraordinary shareholders' meeting is authorized to amend the Company's Articles of Association. A shareholders' meeting may only deliberate on amendments to the Articles of Association if at least 50% of the share capital is represented. If the above attendance quorum is not reached, a new extraordinary shareholders' meeting must be convened, which will validly deliberate regardless of the portion of the share capital represented at the shareholders' meeting. As a rule, amendments to the Articles of Association are only adopted if approved by at least 75% of the votes cast. The Belgian Companies Code provides for more stringent majority requirements in specific instances, such as for modifications of the Company's corporate purpose clause.

18.8 Authorized capital

On June 10, 2014, the extraordinary shareholders' meeting authorized the Board, subject to and with effect as from the closing of the IPO, to increase the capital of the Company in one or several times by an (aggregate) amount of maximum 50% of the amount of the registered capital (€340,325,414) as such amount was recorded immediately after the closing of the IPO. Within the framework of the authorized capital, the Board is authorized to proceed with a capital increase in any form, including, but not limited to, a capital increase in cash or in kind and by issuance of shares, convertible bonds, warrants or other securities.

The Board is authorized to limit or cancel the preferential subscription rights of the shareholders within the limits and in accordance with the provisions set out in the Company's Articles of Association and the Belgian Companies Code.

This authorization includes the limitation or cancellation of the preferential subscription rights for the benefit of one or more specific persons and in connection with capital increases in the event of a public takeover bid.

The authorization is valid for a term of five years as from the date of the publication of the authorization in the Annexes to the Belgian State Gazette (*Belgisch Staatsblad*), ie, five years from July 9, 2014.

On November 9, 2015, the Company recorded the realization of a capital increase in cash, within the limits of the authorized capital, resulting in a capital increase of €40,839,036.68 (excluding issue premium in an amount of €73,902,592.52), from €680,650,828 to €721,489,864.68 as described in chapter 2.1.1. of this Corporate Governance Statement.

On February 29, 2016, the Company recorded the realization of a capital increase in kind, within the limits of the authorized capital, resulting in a capital increase of €27,226,021.12 (excluding issue premium in an amount of €48,451,722.68), from €721,489,864.68 to €748,715,885.80 as described in chapter 2.1.2 of this Corporate Governance Statement.

On March 22, 2017, the Company recorded the realization of a capital increase in kind, within the limits of the authorized capital, resulting in a capital increase of €74,871,580.58 (excluding issue premium in an amount of €145,968,664.42), from €748,715,885.80 to €823,587,466.38 as described in chapter 2.1.2 of this Corporate Governance Statement.

On May 25, 2018, the extraordinary general meeting of shareholders renewed the authorization to the Board with respect to authorized capital under the following conditions;

The Board of Directors may increase the registered capital of the Company in one or several times by an amount cumulated over 5 years of:

- maximum 50% of the amount of the registered capital as such amount is recorded immediately after the general meeting of shareholders of 25 May 2018, of which maximum 20% of the amount of the registered capital as such amount is recorded immediately after the general meeting of shareholders of 25 May 2018, in the event of a capital increase with cancellation or limitation of the preferential subscription rights of the shareholders,

This authorization may be renewed in accordance with the relevant legal provisions. The Board of Directors can exercise this power of a period of five (5 years) as from the date of publication in the Annexes to the Belgian State Gazette of the amendment to these articles of association approved by the shareholders' meeting on 25 May 2018.

18.9 Acquisition of own shares

On May 25, 2018 the Extraordinary Shareholders' meeting renewed the authorization towards the Board with respect to the acquisition of own shares subject to the following conditions:

The Company may, without any prior authorization of the shareholders' meeting, in accordance with Articles 620 ff. of the Belgian Companies Code and within the limits set out in these provisions, acquire, on or outside the stock market, up to 10% of its own shares, profit-sharing certificates or associated certificates for a price which will respect the legal requirements, but which will in any case not be more than 10% below the lowest closing price in the last thirty trading days preceding the transaction and not more than 5% above the highest closing price in the last thirty trading days preceding the transaction. This authorization is valid for five years from 25 May 2018. This authorization covers the acquisition on or outside the stock market by a direct subsidiary within the meaning and the limits set out by Article 627, indent 1 of the Companies Code. If the acquisition is made by the Company outside the stock market, even from a subsidiary, the Company shall comply with Article 620, §1, 5° of the Companies Code.

On May 13, 2019, the Company bought 63,377 own shares, as further described above, cfr chapter “capital and capital evolutions”.

18.10 Material agreements to which Ontex is a party containing change of control provisions

18.10.1 Senior Facilities Agreement

The Company, and certain of its subsidiaries as guarantors, entered into a new 5-year multicurrency credit facilities agreement dated November 26, 2017 (the “Senior Facilities Agreement 2017”) for an amount of €900,000,000, comprising a term loan of €600,000,000 and a revolving credit facility of €300,000,000, for the purpose of among others repaying the Senior Facilities Agreement 2014 as amended and/or restated from time to time, and for general corporate purposes.

The Senior Facilities Agreement 2017 contains provisions that may be triggered in the event of a change of control over the Company. More specifically, the Senior Facilities Agreement provides, among others, that any person or group of persons acting in concert acquiring, directly or indirectly, beneficial ownership of the issued capital of the Company having the right to cast more than 50% of the votes capable of being cast at a shareholders’ meeting (“Change of Control”) may lead to a mandatory prepayment and cancellation under the Senior Facilities Agreement.

18.10.2 Facilities Agreements

The Company, and certain of its subsidiaries as guarantors, entered into a new 7-year multicurrency credit facilities agreement dated December 4, 2017 (the “Facilities Agreement 2017”) for an amount of €250,000,000, comprising a term loan of €150,000,000 and an accordion of €100,000,000, for the purpose of among others repaying the Senior Secured Notes, and for general corporate purposes.

The Facilities Agreement 2017 contains provisions that may be triggered in the event of a change of control over the Company. More specifically, the Senior Facilities Agreement provides, among others, that any person or group of persons acting in concert acquiring, directly or indirectly, beneficial ownership of the issued capital of the Company having the right to cast more than 50% of the votes capable of being cast at a shareholders’ meeting (“Change of Control”) may lead to a mandatory prepayment and cancellation under the Facilities Agreement.

18.10.3 Factoring Agreement

The Company entered into a Factoring Agreement dated February 21, 2018, with BNP Paribas Fortis Factor N.V. and KBC Commercial Finance N.V. (‘Factoring Agreement’); The Factoring Agreement contains provisions that may be triggered in the event of a change of control over the Company. More specifically, the Factoring Agreement provides, among others, that in the event the effective control of any party is transferred to others, the other party has the right to terminate the Factoring Agreement.

18.10.4 Hedging Agreement

The Company entered into a ISDA FX Hedging Agreement dated March 12, 2018 with Crédit Agricole Corporate and Investment Bank (“CACIB”) (“Hedging Agreement”). The Hedging Agreement contains provisions that may be triggered in the event of a change of control over the Company. More specifically, the Hedging Agreement, provides, among others, a change control, defined as any person or group of persons acting in concert acquiring, directly or indirectly, beneficial ownership of the issued share capital of the Company (“Change of Control”), provides CACIB the right to terminate the Hedging Agreement.

18.10.5 Guarantee Agreement

The Company entered into a guarantee agreement dated 6 November 2018 its subsidiary Hygiene Medica SAS and Euler Hermes NV (hereinafter “Guarantee agreement”), with respect to the guarantee issued by Euler Hermes SA to Land Rheinland, Finanzamt Mayen, dated 13 November 2018. The guarantee agreement includes provisions that may be triggered in the case of a change of control. More specifically, the guarantee agreement provides for acceleration in case Ontex Group NV has leased a substantial part of her assets to a third party, or the Client merges or decides to merge, splits or decides to split, or Ontex Group NV is absorbed by a third Party.

All Change of Control provisions as listed above are subject to shareholders’ consent in accordance with article 556 of the Belgian Companies Code, and were approved during by the general meeting of shareholders.

18.11 Severance pay pursuant to termination of contract of Board members or employees pursuant to a takeover bid

The Company has not concluded any agreement with its Board members or employees which would result in the payment of a specific severance pay if, pursuant to a takeover bid, the Board members or employees resign, are dismissed or their employment agreements are terminated.

Please see chapter 8.7 of this Corporate Governance Statement on termination provisions of the members of the Board and the Management Committee in general.

19. Conflicts of interests

Each Board member should arrange his or her personal and business affairs in such a way as to avoid any conflict of interests of a personal, professional or financial nature with the Company, directly or through relatives (including spouse or life companion, or other relatives (by blood or marriage) up to the second degree and foster children).

In accordance with Article 7.96 of the Belgian Code of Companies and Associations, if a Board member has a direct or indirect patrimonial interest in a decision or transaction which is the responsibility of the Board, he/she must inform the other Board members before any decision by the Board is taken and the statutory auditor must also be notified. The conflicted Board member cannot be present during the deliberations of the Board relating to these transactions or decisions and cannot vote.

No conflicts of interest within the meaning of Article 7.96 of the Belgian Code of Companies and Associations arose in 2019.

20. Risk and uncertainties

The table below sets out our principal risks and examples of relevant controls and mitigating factors.

The Board considers these to be the most significant risks faced by the Group that may impact the achievement of our strategic drivers as set out on page 10. They do not comprise all risks associated with our business and are not set out in priority order.

Description Risk	Main Potential Impact
Infectious diseases of epidemic and pandemic potential	As Ontex is operating around the globe, a global epidemic or pandemic outbreak may affect our business contingency.
	Global epidemic or pandemic outbreaks may have an impact on raw material availability & unavailability of

		employees. This could negatively impact our service level.
Competitive Environment	All Divisions face competition from branded product manufacturers and retailer brand manufacturers. We also face competition from competing manufacturers in production innovation. Rapid time-to-market is key to our competitiveness.	The fact that we would fail to deliver our value proposition and/or to adapt to the customer's needs could affect our performance, and could entail price and volume pressure, loss of market share or margin erosion.
Reputation and Stakeholder Management	As a public company, Ontex has stakeholders with various needs, and Ontex is subject to high transparency standard and periodic reporting obligations. Ontex may be subject to adverse publicity.	Such adverse publicity may adversely impact our reputation, and indirectly our business and financial condition.
Product Quality and Safety	Our reputation as a business partner relies heavily on our ability to supply quality products.	In case of quality issues, this may lead to adverse effects to consumer health, loss of market share, financial costs and loss of turnover as well as putting the Company reputation at stake.
Intellectual Property	Although we are monitoring changes in intellectual property rights, we may inadvertently infringe intellectual property rights owned by others. Secondly, the Company may fail to register intellectual property rights in a timely manner.	As a potential consequence thereof, the Company may face legal claims or have to pay royalties which erode our profit margins.
Manufacturing and Logistics	Our ability to serve our customers depends on the operation of our 18 manufacturing sites. We may experience disruptions at our production facilities or in extreme cases, our production facilities may shut down.	Such temporary shortfalls in production could affect our on-time delivery record, which could in turn adversely affect our ability to acquire new customers and retain existing customers.
Sourcing and Supply Chain	We are dependent upon the availability of raw materials for the manufacture of our products. On average the main raw materials and packaging costs account for between 75% and 80% of our cost of sales. Our raw materials are subject to price volatility due to a number of factors that are beyond our control, including but not limited to, the availability of supply, general economic conditions,	The price volatility of the underlying commodities can affect the cost and availability of our products. We may not always succeed in passing on these costs to the customer/consumer through pricing.

	commodity price fluctuations and market demand.	
Acquisitions	<p>From time to time, we evaluate possible acquisitions that would complement our existing operations and enable us to grow our business. The success of any acquisition depends on our ability to integrate acquired businesses effectively. The integration of acquired businesses may be complex and expensive and may present a number of risks and challenges. Furthermore, there can be no assurance that we will realize any or all of the anticipated benefits of any future acquisitions, including the expected business growth opportunities, revenue benefits, cost synergies and other operational efficiencies.</p>	<p>In case we would not be able to realise the objectives of the acquisition, the integration may lead to additional unforeseen difficulties or liabilities, failure to deliver on financial goals and internal disruption.</p>
Information Technology, Data Security and Cyber Attack	<p>We are increasingly reliant on IT systems and information management to run our business. There is a risk of disruption of our IT systems and that sensitive data may be compromised by malicious cyber-attack or technology failure.</p>	<p>A disruption of our IT systems could affect our sales, production and cash flows, ultimately impacting our results. Unauthorized access and misuse of sensitive information could interrupt our business and/or lead to loss of assets. It could also lead to negative reputational impact.</p>
Legal and Regulatory	<p>Ontex is subject to applicable laws and regulations in the global jurisdictions in which it operates.</p>	<p>Failure to comply with laws and regulations could expose us to civil and/or criminal actions, and changes to laws and regulations could have an impact on the cost of doing business.</p>
Economical and Political Instability	<p>Ontex operates around the globe, and as a result is subject to risks associated with operating internationally. Recent and ongoing instability in some of the countries in which we operate may adversely affect our business, including but not limited to Brexit.</p>	<p>Any such conditions or instability could impact our operations and result in additional expenditure and other commercial and financial impacts incurred in order to comply or adapt to such conditions and consequently have a material adverse effect on our business.</p>
Recruitment and Retention	<p>A skilled workforce and agile organization are essential for the continued success of our business. Failure to identify, attract, develop and retain talents to satisfy current and future needs of the business may affect our ability to compete.</p>	<p>In case of failure to recruit and retain adequately, this may result in a decline in business performance.</p>

Financial	As detailed in section 7.4 of the financial statements, the Group's activities expose it to a variety of financial risks including currency risk, interest rate risk and liquidity risk as well as counterparty default.	These risks may have a material adverse effect on our business, financial condition and results of operations.
Occupational Health and Safety	As Ontex is operating around the globe, it may fail to provide for the personal safety of employees in production and other facilities and during travel to high-risk locations.	This may lead to reputational damage and difficulties in hiring people.
Climate and Environment	Ontex risks not to be able to respond timely to the climate and environmental expectations and requirements from consumers, governments and other stakeholders. Ontex requires certain sensitive raw materials such as paper pulp and plastics to manufacture its products and Ontex produces disposable finished products.	Ontex risks losing market share if stakeholder expectations cannot be met at a competitive price. New regulations might increase the cost of doing business.

21. Reporting non-financial information (Article 3:6, §1, 9th Company Code)

In accordance with 3:6, §1, 9th Companies Code, Ontex Group NV is required to prepare a non-financial information statement.

Ontex Group NV hereby refers to the non-financial information statement as described in the consolidated annual report of the Company. Ontex Group NV furthermore declares that, with regard to the matters that are included in the non-financial information statement, no other policies, procedures, performance indicators or risks apply than those stated in the consolidated annual report of the Company.

22. Proposal for the resolution of the Ordinary Shareholders Meeting on May 25, 2020.

The Board of director proposes, amongst others, the following to the Ordinary shareholders meeting:

- Acknowledge the Board of Directors report and the report of the statutory auditor for the year ending December 31, 2019
- Approval of the separate annual accounts of December 31, 2019
- To appropriate the loss of the period as follows:

The Board of directors proposes to carry forward the loss of the period amounting to € - 56,547,543 to next year:

Profit carried forward from last year:	472,147,918 €
Loss of the year to be appropriated:	-56,547,543 €

Profit to be appropriated:	€ 415,600,375
Accumulated profits:	€415,553,607
Allocation to reserves:	€ 46,768
Allocation to legal reserves	€ 0

- Discharge for the directors for their mandate exercised in the financial year ended December 31, 2019.
- Discharge for the auditor PwC Bedrijfsrevisoren BV, represented by its liable partner Peter Opsomer BV, represented by Peter Opsomer for the financial year ended December 31, 2019.

Board of Directors, March 23, 2020
Erembodegem,

Revalue BVBA, represented by Luc Missorten, Director

Inge Boets BVBA, represented by Inge Boets, Director

Regina SARL, represented by Regi Aalstad, Director

Esther Berrozpe, Director

Desarrollo Empresarial Joven Sustentable SC, represented by Juan Gilberto Marin Quintero, Director

Tegacon Suisse GmbH, represented by Gunnar Johansson, Director

Michael Bredael, Director

Aldo Cardoso, Director