

CORPORATE GOVERNANCE CHARTER

Objectives

In drawing up this corporate governance charter, Gefinor S.A. (“Gefinor” or “the Company”) confirms its commitment to compliance with the Ten Principles of Corporate Governance published by the Luxembourg Stock Exchange in April 2006. Gefinor upholds and will practice the highest standards of ethics and integrity in its relationships with its shareholders, directors, personnel, the business community, and with other third parties including government and regulatory agencies.

Group Structure

Gefinor is incorporated as a public limited company (*société anonyme*) in Luxembourg and is governed by the laws and jurisdiction of that country, a member of the European Union, in particular the Law of 13th August 1915, as amended, on commercial companies and the Law of 22nd March 2004 on securitization. The shares of the Company are listed on the Luxembourg Stock Exchange since January 1986. None of the companies of which the Company is a direct or indirect shareholder has presently any of its securities listed on any exchange.

Capital Structure

The Company has a single class of shares and no privilege or preference has been granted to any shareholder. Gefinor has an authorized and issued capital of 40 million shares of voting common stock with a par value \$1.25 per share. Over 60% of the Company’s outstanding shares are controlled, directly or indirectly, by its three largest shareholders. The remainder is held by institutional and individual investors who have long-term relationships with the Company and its affiliates.

Details of individual shareholdings in excess of 5% of the capital of the Company , to the extent that such details are known by the Company, are published in the annual report and updated periodically by information published on the Company web site.

Shares may be issued in registered or bearer form and there is no restriction on transferability. All shares carry voting rights on a one vote per share basis. The Company has never issued warrants or options to purchase Company stock.

Governance framework

1) Board of Directors

The Board of Directors (the “Board”) is responsible for the administration and management of the Company. Its functions are governed by articles 11 through 16 of the Company statutes. The Board acts in the best interests of the Company and protects the common interests of the shareholders in supervising the business conducted by companies in which the Company has a direct or indirect interest . The Company’s articles of association require that the Board consists of no less than three (3) members (“Directors”). Traditionally, the Company’s Board has consisted of between five (5) and ten (10) Directors, with a majority of independent members. The Directors are elected by the shareholders annually and serve a term of one year. There are no staggered elections of Directors and there is no limit on the number of terms that may be served.

The Directors must act in the best interests of the Company. Should a conflict of interest arise with regard to a matter submitted for the Board's approval, the Director concerned must inform the Board. He/she will not take part in the discussion or vote on this matter. Any such conflict of interest is recorded in the minutes of the meeting. The General Meeting of Shareholders is informed of such conflicts of interest as may be required by law. The Board includes a sufficient number of non-executive and independent Directors to give them a significant influence over the decision-making processes. The criteria of independence are as follows:

- They do not hold an executive position within the Company or any company in which the Company may have a direct or indirect interest;
- They do not have any family relationship with persons involved in the management of any company in which the Company has a direct or indirect interest that could influence their independent judgment;
- They do not represent a shareholder who owns at least 2% of the Company's share capital; and
- They do not provide to the Company any goods or services that are material and, in the opinion of the Board, would be likely to influence their judgment.

The Board elects a Chairman from among its members. The Chairman's powers are those defined by the articles of association and those specifically delegated to him/her by the Board. The Chairman prepares the agenda for Board meetings. The Chairman also ensures that the procedures for the preparation of meetings, deliberations, decision-making and the implementation of such decisions are correctly applied.

The Company’s objective is to give to shareholders an exposure to the investments and businesses, mainly real estate and private equity investments, which are held or pursued by companies in which the Company has a direct or indirect interest. The Board will monitor such activities to ensure that all investments are managed in accordance with the

investment policy approved by the Company. The Company will exercise its voting rights as a shareholder of the companies in which the Company or, as the case may be, the bondholder has a direct investment ("investment companies") in a manner to achieve this objective and ensure a proper monitoring the performance of its investments.

The Board has the broadest powers to administer and manage the Company and fulfil its corporate purpose. Without prejudice to the responsibilities it is legally required to perform, the Board shall review the strategic objectives as well as the general business plan proposed by for the companies in which the Company has a major holding, the allocation of resources for achieving their objectives, the implementation of their general business plans and their operations.

The Board may designate a Secretary to the Board for each meeting. The Secretary to the Board attends the meetings of the Board, helps to prepare meetings and drafts the minutes. He/she does not have a vote.

The Board will also ensure that each investment company has implemented a procedure of overall risk management, of monitoring internal controls and procedures, of compliance with laws and regulations, and delivery of timely and accurate financial information to their shareholders, for its own activities and at the level of its subsidiaries.

The Directors, who meet formally at least twice a year (including at least one meeting per year in the Grand Duchy of Luxembourg), are briefed in advance of Board meetings by the Chairman (assisted by senior management) on matters to be addressed and receive a detailed information package which includes recent operating and financial results for the Company.

The Board approves the following documents after recommendations by senior management:

- Company's consolidated financial statements and the proposed appropriation of earnings;
- Annual consolidated budget proposed by each investment company;
- 5-year business plan proposed by each investment company; and
- Reports to be submitted to the General Meeting of Shareholders.

The Board has a quorum only if a majority of its members are present or represented. Resolutions are passed by a simple majority of the validly cast votes. If a vote is tied, the Chairman has the casting vote.

At the beginning of each year the Directors are informed about the rules concerning insider trading, market manipulations and the "blackout" periods during which they must not undertake any transactions in the Company's shares. If the Directors hold shares of the Company, a set of rules regulating the behaviour and notification obligations in relation to transactions in the Company's shares shall be determined.

Directors and any other person called to attend the meetings of the Board are bound to secrecy regarding any information of a confidential nature of which they become aware as a result of their participation in said meetings. Directors undertake to devote sufficient time and attention to the Company's affairs to enable them to carry out their Board responsibilities.

This obligation of confidentiality remains in force even after they have left their positions within the Company.

2) Shareholder Rights

The Company holds an annual general meeting ("AGM") of the shareholders on the fourth Thursday of June at its registered office. At the AGM, the shareholders are asked to approve, at a minimum, the Company's consolidated and unconsolidated financial statements, share repurchases, allocation of profits, the appointment and discharge for their duties of auditors and Directors, and the approval of Directors' fees. Shareholders who are unable to attend the AGM in person are entitled to be represented by proxy. The AGM has a quorum irrespective of the number of shareholders in attendance and the shares they represent. Resolutions are passed with a simple majority of the votes validly cast by the shareholders present in person or represented.

Convening notices with details of general meetings of shareholders are published in the Luxembourg press and on the Company website.

Under Luxembourg law, the Company may not hold, directly or indirectly, more than 10% of its own shares. Such purchases are subject to the periodic authorization of the shareholders. The declaration of dividends must be approved by the shareholders.

Increases in authorized share capital require the consent of a majority of the votes of shareholders present or represented at an Extraordinary General Meeting.

3) Senior Management of Companies

The day to day running of the Company may be delegated by the Board to one or more of its members and officers appointed by the Board, constituting the Company's senior management. The Board will seek to ensure that all members of senior management of the investment companies and their major subsidiaries act as a collegiate body with shared values embodying a strong sense of the corporate identity and spirit, and manage various aspects of the operations. The senior management of each such company shall be composed of at least three members.

As part of the powers delegated by the Board, the senior management:

- Establishes the communications with the investment companies and gathers the information necessary for the Board to inform itself about the implementation of the investment policy;
- Prepares and presents the different financial statements, reports and analysis to be brought before the Board;
- Implements internal controls (systems for the identification, assessment, management and monitoring of financial and other risks) subject to the Board's monitoring role; and
- Exercises the shareholder rights of the Company at the shareholder meetings of all investments in line with the instructions given by the Board.

The members of the senior management must adhere to the strictest ethical and professional standards and give each other mutual assistance in achieving their objectives.

4) Internal Controls

The audit committee of the Board will be responsible for overseeing the internal controls and the financial reporting of the Company on a consolidated basis.

Its responsibilities include:

- Recommendation to the shareholders of the Company's independent audit firm;
- Examination and review of the draft financial statements, comments on accounting principles and rules, and comments on the valuation rules used by the Company when compiling these financial statements;
- Examination of the effectiveness of the financial reporting, internal controls and risk management systems adopted by the Company; and
- Ensuring that the Company and all companies in which the Company has a material direct or indirect investment act in compliance with all laws and regulations and other policies in the jurisdictions in which it operates.

Internal controls and financial reporting are maintained at each level, subject to an overall standard determined for the Company and each company in which it has a major holding.

On these matters the Board, through the audit committee, will consult directly with the senior management and the external audit firm.

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5) Compensation

The non-executive members of the Board shall review and approve the compensation policy for the Company and specifically compensation programs for the Company's Directors and senior management. Directors' remuneration consists of an annual attendance fee. The Board will also review the compensation method of the senior management of the investment companies and their major subsidiaries and make recommendations in that respect to the respective board of directors of the companies concerned. There are no retirement benefits for members of the Board.

The Board will be responsible for the annual review of the performance of its Directors and monitor the performance of the senior management of companies in which the Company has a major holding.

6) Risk Management System

The Board is also responsible for overall risk management, the monitoring of internal controls and procedures, and compliance with laws and regulations. Such monitoring and control is evaluated periodically as the Board deems necessary. The objective is the protection of the Company's interests.

(Document updated April 2011)