

# Related party transactions policy



## 1 INTRODUCTION

- 1.1 The Board recognizes that transactions with related parties may cause prejudice to the Company and its shareholders and that adequate safeguards for the protection of the interests of the Company and its shareholders are of importance.
- 1.2 The purpose of the Policy is to provide for a procedure that prevents a Director and any other Related Party from taking advantage of their position and provide adequate protection for the interests of the Company and its stakeholders.
- 1.3 This related party transactions policy is adopted by the Non-Executive Directors with due observance of the requirements of Dutch law, the Code, the Board Rules and the Company's articles of association, as amended from time to time (the "Policy").

## 2 DEFINITIONS

- 2.1 In this Policy, capitalized terms have the meaning set out below.

**"Adoption Date"** means the date this Policy is adopted by the Non-Executive Directors, for the first time on 29 March 2021 and is amended from time to time;

**"Board"** means the Company's board of Directors;

**"Board Rules"** means the Board's rules of procedure;

**"Company"** means CTP N.V.;

**"Code"** means the best practice provisions as contained in the Dutch Corporate Governance Code;

**"Code Related Party"** means

- (a) a Director, a Directors Interest Entity or a Family Member, and
- (b) a holder of at least 10% of the Company's issued share capital;

**"Code Related Party Transaction"** means any transaction entered into by the Company or a Subsidiary and a Code Related Party, that is of material significance to the Company or the Code Related Party;

**"Company Secretary"** means the company secretary of the Company as appointed by the Board;

**"DCC"** means the Dutch Civil Code (Burgerlijk Wetboek);

**"Director"** means an Executive Director or a Non-Executive Director;

**“Directors Interest Entity”** means a legal entity in which a Director holds a material financial interest;

**“Excluded Transaction”** means a transaction:

- (a) entered into between the Company and a Subsidiary;
- (b) regarding the remuneration of Directors, or elements thereof that are awarded or due pursuant to section 2:135 DCC;
- (c) offered to all the Company's shareholders on the same terms, provided equal treatment of all shareholders and protection of the interests of the Company and is affiliated enterprise is ensured, or
- (d) entered into in the ordinary course of business and under normal market conditions;

**“Executive Director”** means a director of the Company appointed as executive director;

**“Family Member”** means a Director's spouse, registered partner or other life companion, foster child or relative by blood or marriage up to the second degree.

**“Material Transaction”** means:

- (a) a transaction entered into by the Company or a Subsidiary that meets the following criteria:
  - (i) the transaction is not an Excluded Transaction;
  - (ii) information regarding the transaction constitutes inside information as defined in article 7 of the Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse (the Market Abuse Regulation, MAR); and
  - (iii) the transaction is entered into with a Related Party, including in any case (y) one or more holders of shares individually or jointly representing at least one-tenth of the Company's issued share capital, or (z) a Director; or
- (b) a transaction that, taken together with the other transactions entered into in the course of the same financial year with the same party, meets the criteria referred to under (a);

**“Non-Executive Director”** means a director of the Company appointed as non-executive director;

**“Related Party”** means a Code Related Party or a Statutory Related Party;

**“Related Party Transaction”** means a Code Related Party Transaction or a Statutory Related Party Transaction;

**“Senior Independent Director”** means the Non-Executive Director with the title Senior Independent Director in accordance with the Board Rules;

**“Statutory Related Party”** means a related party in the meaning of section 2:167 (2) DCC, being a related party in the meaning of the standards adopted by the International Accounting Standards Board as adopted by the European Commission (International Accounting Standards 24 - Related Party Disclosures (“IAS 24")), being:

- A person or a close member of that person's family is related to the Company if that person has control, joint control, or significant influence over the Company or is a member of the Company's key management personnel or the Board.

- An entity is related to the Company if any of the following conditions applies: it is a parent, subsidiary, fellow subsidiary, associate, or joint venture of the Company, or it is controlled, jointly controlled, or significantly influenced or managed by a person who is a Statutory Related Party.

The following persons or entities will in any event be considered a Statutory Related Party:

- enterprises that directly or indirectly through one or more intermediaries, control or are controlled by, or are under common control with, the Company;
- associates, in or over which the Company has a significant influence or who/which have significant influence over the Company;
- individuals owning, directly or indirectly, an interest in the voting power of the Company representing at least one-tenth of the Company's issued share capital that gives them significant influence over the Company, and Family Members of any such individuals;
- key management personnel (i.e., persons having authority and responsibility for planning, directing and controlling the activities of the Company, including any Director) and Family Members of any such individual; and
- enterprises in which a substantial interest in the voting power is owned, directly or indirectly, by any person described in (c) or (d). or over which such a person is able to exercise significant influence, including enterprises owned by directors or major shareholders of the Company and enterprises that have a member of key management in common with the Company.

**“Statutory Related Party Transaction”** means a Material Transaction with a Statutory Related Party;

**“Subsidiary”** means a subsidiary in the meaning of section 2:24a DCC;

**“Vice-Chairperson”** means the Non-Executive Director with the title Vice-Chairperson in accordance with the Board Rules.

### 3 IDENTIFYING AND REPORTING RELATED PARTY TRANSACTIONS

- 3.1 Related Party Transactions must be reported in accordance with this Clause 3 before such transaction is entered into.
- 3.2 Related Party Transactions must be reported to the Senior Independent Director. The Senior Independent Director must report any (potential) Related Party Transactions relating to him/her to the Vice-Chairperson. In addition, a Director must report such Related Party Transaction to the (other) Directors and the Company Secretary.
- 3.3 The reporting Director shall provide all relevant information regarding the (potential) Related Party Transaction available to him/her, including, if applicable, the information relevant to the situation concerning his or her Family Member.
- 3.4 A Director shall not participate in the deliberations and decision-making regarding a (potential) Related Party Transaction relating to him/her or to his/her Family Member.
- 3.5 This clause 3 equally applies to potential Related Party Transactions. The Non-Executive Directors, with due observance of clause 3.4, decide whether a potential Related Party Transaction qualifies as a Related Party Transaction.

## 4 APPROVAL OF RELATED PARTY TRANSACTIONS

- 4.1 Related Party Transactions, other than Statutory Related Party Transactions entered into by a Subsidiary, require the approval of the Non-Executive Directors. A Non-Executive Director shall not participate in the deliberations and decision-making regarding the approval of a Related Party Transaction relating to him/ her or to a Family Member.
- 4.2 In determining whether to approve a Related Party Transaction, the Non-Executive Directors will take into account, among other factors it deems appropriate:
- (i) whether the Related Party Transaction is on terms no less favourable than terms generally available to an unaffiliated third-party under the same or similar circumstances, and the extent of the Related Party's interest in the Related Party Transaction;
  - (ii) the approximate monetary value of the amount involved in the Related Party Transaction;
  - (iii) the approximate monetary value of the amount of the Related Party's interest in the Related Party Transaction;
  - (iv) the purpose of, and the potential benefits to the Company of the Related Party Transaction;
  - (v) if the Related Party is a Director or a Family Member, whether the Related Party Transaction would impair the independence of the Director concerned;
  - (vi) in case of a Code Related Party Transaction, whether the transaction constitutes a deviation from best practice provision 2.7.4 or 2.7.5, as the transaction is not entered into on terms that are customary in the market, and whether such deviation is justified; and
  - (vii) any other information regarding the Related Party Transaction or the Related Party that would be material to the Company and its stakeholders.

## 5 DISCLOSURE AND REPORTING

- 5.1 The Company shall publicly disclose each Statutory Related Party Transaction ultimately at the moment the Statutory Related Party Transaction is entered into. The public disclosure shall in any event include the following information:
- (i) the Statutory Related Party's name;
  - (ii) the nature of the relationship with the Statutory Related Party;
  - (iii) the date the Statutory Related Party Transaction is, or will be, entered into;
  - (iv) the value of the Statutory Related Party Transaction;
  - (v) such other information that is necessary for assessing whether the Statutory Related Party Transaction is reasonable and fair from the Company's perspective and from the perspective of the Company's shareholders that are not involved in the transaction as a Statutory Related Party; and
  - (vi) if applicable, the information under (i)-(v) on the other transactions entered into in the course of the same financial year with the same party, which causes the Statutory Related Party Transaction to qualify as a Statutory Related Party Transaction.
- 5.2 Notwithstanding any other obligations under applicable reporting requirements to disclose Related Party Transactions in the Company's financial statements of the annual report in accordance with IAS 24, Code Related Party Transactions shall be disclosed in the board report of Company's annual report in accordance with best practice provision 2.7.4 or 2.7.5, as applicable, of the Code.

## 6 PERIODIC REVIEW OF CERTAIN EXCLUDED TRANSACTIONS

- 6.1 The Non-Executive Directors will periodically assess whether transactions that were considered Excluded Transactions on the ground that they were entered into in the ordinary course of business and under normal market conditions, indeed qualified as Excluded Transaction on this ground. In conducting this review, the Non-Executive Directors may obtain information from individual Directors, employees and external advisors of the Company.

### Annex 1 – Best practice provisions Corporate Governance Code

#### **2.7.4 Accountability regarding transactions: management board and supervisory board members**

All transactions in which there are conflicts of interest with management board members or supervisory board members should be agreed on terms that are customary in the market. Decisions to enter into transactions in which there are conflicts of interest with management board members or supervisory board members that are of material significance to the company and/or to the relevant management board members or supervisory board members should require the approval of the supervisory board. Such transactions should be published in the management report, together with a statement of the conflict of interest and a declaration that best practice provisions 2.7.3 and 2.7.4 have been complied with.

#### **2.7.5 Accountability regarding transactions: majority shareholders**

All transactions between the company and legal or natural persons who hold at least ten percent of the shares in the company should be agreed on terms that are customary in the market. Decisions to enter into transactions with such persons that are of material significance to the company and/or to such persons should require the approval of the supervisory board. Such transactions should be published in the management report, together with a declaration that best practice provision 2.7.5 has been complied with.