



Adoption Date: 29. 3. 2021
Last Modified: 8. 11. 2022

1. INTRODUCTION

- 1.1. The non-executive directors (the “**Non-Executive Directors**”) of the board of directors (the “**Board**”) of CTP N.V. (the “**Company**”) have adopted this diversity and inclusion policy (“**D&I Policy**”). The D&I Policy sets out the rules regarding the diversity of and inclusion regarding the composition of the Board and employees in a managerial position within the Company (the “**Senior Management**”).
- 1.2. This D&I Policy is prepared with due observance of best practice provision 2.1.5 of the Dutch Corporate Governance Code, was adopted on 29 March 2021 and was amended on 8 November 2022. This D&I Policy is published on the Company’s website.

2. DIVERSITY AND INCLUSION ASPECTS

- 2.1. The Board acknowledges the importance of diversity and inclusion among all individuals who are working for the Company. The Board and Senior Management should have a diversified composition, bringing along a well-balanced decision-making process and proper functioning of the Board and Senior Management. The purpose of this D&I Policy is therefore to lay down the aspects and to set appropriate and ambitious targets regarding diversity and inclusion within the Company and the intended implementation and reporting on it.
- 2.2. Considering the market in which the following diversity and inclusion aspects have been identified as relevant for the Company and its business and will therefore be considered by the Non-Executive Directors when preparing nominations of persons for the (re)appointment of the executive directors of the Board (the „**Executive Directors**“) and the Non-Executive Directors and when selecting persons for the (re)appointment for the Senior Management:
 - (a) expertise & experience;
 - (b) competencies;
 - (c) personal capabilities;
 - (d) age;

- (e) gender identity; and
- (f) nationality & cultural and other background.

2.3. The Board acknowledges that diversity and inclusion covers diversity and inclusion in terms of skills, geographical, commercial and industry experience, knowledge, background, culture, age, race, gender and other distinctions between members of the Board and Senior Management.

3. APPROPRIATE AND AMBITIOUS TARGETS

3.1. The following appropriate and ambitious targets regarding diversity and inclusion within the Company have been identified to safeguard the diversity and inclusion within the Board and Senior Management:

- (a) the gender diversity and inclusion is that at least 30% of the Non-Executive Directors jointly consists of men and at least 30% of the Non-Executive Directors jointly consists of women;
- (b) the gender diversity and inclusion is that at least 25% of the Executive Directors jointly consists of men and at least 25% of the Executive Directors jointly consists of women;
- (c) the gender diversity and inclusion is that at least 30% of the Senior Management jointly consists of men and at least 30% of the Senior Management jointly consists of women;
- (d) the diversity and inclusion with respect to the national & cultural and other background is that a maximum of 50% of one nationality and/or cultural background will be represented in the Board;
- (e) put in place a plan to achieve these targets whereby at least two out of the three targets referred to in (a), (b) and (c) above will be met each year; and
- (f) increase the nationality and age diversity and inclusion as well as creating and maintaining a variation in education and experience within the Board and Senior Management.

3.2. When preparing nominations of persons for the appointment as Non-Executive Director, the Non-Executive Directors will take into account the gender diversity quota which requires that at least one-third of the Non-Executive Directors consist of men and at least one-third of the Non-Executive Directors consist of women. If the composition of the Non-Executive Directors does not meet this quota, an appointment of a Non-Executive Director that does not contribute to the gender balance will be declared invalid (null and void). This rule is not applicable to a (re)appointment when the men/women ratio of the Non-Executive Directors already meets the one-third quota at the time the general meeting of the Company resolves upon the (re)appointment.

4. IMPLEMENTATION AND REPORTING

4.1. Meeting the diversity and inclusion objectives

- 4.1.1. In order to meet the objectives as referred to in clause 3.1., the diversity and inclusion aspects referred to in clause 2.2. will be taken into account for recruitment, talent development, appointment to roles, retention of employees, mentoring and coaching programs, succession planning, training and development.

4.2. Review and updates

- 4.2.1. The Non-Executive Directors shall review this D&I Policy and its implementation annually. The Non-Executive Directors shall update this D&I Policy if and when necessary.

4.3. Reporting

- 4.3.1. In the Company's corporate governance statement, this D&I Policy and the way it has been implemented in practice shall be explained, addressing more specifically:
 - (a) the objectives of this D&I Policy;
 - (b) how this D&I Policy has been implemented; and
 - (c) the results of this D&I Policy in the past financial year and the intake, advancement and retention of diverse talent in the organization.
- 4.3.2. If the composition of the Board and Senior Management diverges from the objectives referred to in clause 3.1., the Company's corporate governance statement shall include an outline of the current state of affairs, an explanation as to which measures are being taken to achieve the objectives and/or the statutory target and by when this is likely to be achieved.
- 4.3.3. The Company will report within ten months after the end of the financial year to the Social and Economic Council (Sociaal-Economische Raad) on the number of men and women in the Board and Senior Management at the end of the past financial year, as well as the objectives in the form of a target, the plan to achieve the diversity and inclusion objectives and if one of more objectives have not been achieved, the reason for this.