

Corporate governance statement

The Code requires Dutch companies to publish a statement concerning their approach to corporate governance and compliance with the Code. CTP adheres to the Code.

The information required to be included in this corporate governance statement as described in Section 3 of the Decree on the Management Report, which is incorporated and repeated here by reference, can be found in the following sections of CTP's Annual Report:

Section 5.6.1	Information on how CTP deviates from some of the principles and best practice provisions of the Code, the reasons for the deviations, whether the deviations are of a temporary nature and when CTP intends to comply with these principles and best practice provisions.
Section 5.7	Information regarding CTP's risk management and control framework relating to the financial and sustainability reporting process, as required by Section 3a sub a of the Decree on the Management Report.
Section 5.1.2	Information regarding the functioning of CTP's General Meeting and the authority and rights of its shareholders, as required by Section 3a sub b of the Decree on the Management Report.
Section 5.1.2	Information regarding the composition and functioning of a (two-tier) management board, supervisory board and its committees, as required by Section 3a sub c of the Decree on the Management Report, which has been rephrased to fit a one-tier governance structure.
Section 5.5.1	Information regarding CTP's diversity & inclusion policy, as required by Section 3a sub d of the Decree on the Management Report and best-practice provision 2.1.6 of the Code.
Section 5.5.1	Information regarding the number of men and women on the Board and in the management positions below the Board, goals and plan to achieve these goals, as required by Section 3d of the Decree on the Management Report and best-practice provision 2.1.6 of the Code.

Section 5.6.2

Information concerning the inclusion of the information required by the Decree on the Directive on Takeover Bids, as required by Section 3b of the Decree on the Management Report.

The Board discusses annually with the Audit Committee the effectiveness of the design and operation of the internal risk management and control systems, the effectiveness of internal and external audit processes, and the way material risks and uncertainties referred to in best-practice provision 1.4.3 of the Code are analysed.

The Head of Internal Risk and Modelling and the Internal Audit Director carried out an assessment of the design and effectiveness of the internal risk management and control systems covering strategic, operational, financial and sustainability reporting and compliance risks. The result was presented to the Audit Committee and to the Board, and the outcome of this assessment was that no major failings were observed in the internal risk management and control systems in the year under review, that ongoing improvements are needed, and that these will be implemented going forward.