

## Insider Regulation - Ctac N.V.

### Article 1. Definitions

In the present Insider Regulation, the following definitions apply:

<b>Compliance Officer</b>	The employee designated as such by the Company's Board of Directors (hereinafter: "BoD"). A member of the BoD acts as Compliance Officer for the employee designated as the Compliance Officer.
<b>Financial Instruments</b>	Shares or debt instruments, or derivatives of Ctac N.V. (hereinafter: "the Company") or other financial instruments related thereto.
<b>Related Persons</b>	<ul style="list-style-type: none"><li>a) Spouses, registered partners or companions of an Insider.</li><li>b) Children of an Insider who are under their authority or guardianship.</li><li>c) Other relatives by blood or marriage of an Insider who have lived with them for at least one year.</li><li>d) A legal entity, trust or partnership whose management responsibility lies with an Insider or a person referred to under a, b, or c above, which is controlled by such a person, which has been established for their benefit, or whose economic interests are essentially equivalent to theirs.</li></ul>
<b>Closed Period</b>	A period in which no transactions in Financial Instruments may be conducted or executed.
<b>Insider</b>	Executives, Related Persons and Employees with Reporting Obligations, excluding members of the Company's Supervisory Board (hereinafter: "SB").
<b>Insider List</b>	A list of Employees with Reporting Obligations.
<b>Insider Regulation</b>	The present Insider Regulation.
<b>Executives</b>	Employees (including members of the Board of Directors, but excluding members of the Supervisory Board) who hold a managerial position within the Company, a subsidiary or a Group company and who, by virtue of their position, have the authority to make decisions

that may affect the future developments of the Company and who may have access to Inside Information.

<b>Employees with Reporting Obligations</b>	Individuals within the Company, a subsidiary or a Group company thereof who may have access to Inside Information on a regular or irregular basis and who are designated as Insiders.
<b>Inside Information</b>	Awareness of precise information that has not been made public, directly or indirectly related to the Company or one or more Financial Instruments, and which, if made public, would have a significant effect on the prices of those Financial Instruments.
<b>Employees</b>	Persons who are employed by, or otherwise have a hierarchical relationship with, the Company, a subsidiary or a Group company, including Executives and Employees with Reporting Obligations.
<b>Wft</b>	The Dutch Financial Supervision Act and all resulting rules, regulations and directives, as amended from time to time.

## **Article 2. General Provisions for Employees**

### **2.1 Prohibitions for Employees**

- i. All Employees with Inside Information are prohibited from conducting transactions in Financial Instruments.
- ii. All Employees with Inside Information are prohibited from recommending or encouraging others to conduct transactions in Financial Instruments.
- iii. Transactions in Financial Instruments are prohibited if they reasonably create the appearance that the persons involved have or could use Inside Information.
- iv. All Employees with Inside Information are prohibited from disclosing Inside Information regarding the Company or transactions in Financial Instruments to third parties, unless:
  - a. this is done as part of the normal exercise of work or duties; and
  - b. the recipient of the information is bound by a confidentiality obligation in that respect.

### **2.2 Other Provisions for All Employees**

- i. All Employees must refrain from using sensitive information and avoid mixing business and private interests or any reasonably foreseeable appearance thereof.
- ii. All Employees must handle available business information carefully and keep it separate from their private sphere.

- iii. All Employees acknowledge that the Compliance Officer is authorised to investigate transactions in Financial Instruments conducted by, on behalf of or for the benefit of Employees.
- iv. All Employees are obliged to provide all requested information regarding transactions in Financial Instruments conducted by or for their benefit to the Compliance Officer in order to maintain strict compliance with the present Insider Regulation.
- v. All Employees are required to instruct the investment firm where they hold their securities account to provide all information about any transactions in Financial Instruments conducted on their behalf or for their benefit to the Compliance Officer.

### 2.3 Exceptions

The prohibition described in Article 2.1i does not apply to:

- i. an Employee conducting transactions in Financial Instruments due to an obligation existing before the Employee came into possession of Inside Information;
- ii. the acceptance of options under a stock option scheme, provided there is a consistent policy regarding the terms and periodicity of the scheme;
- iii. the exercise of options under a stock option scheme on the option's expiration date or within five (5) working days before that, or the sale of Financial Instruments obtained by exercising the options during this period, provided the person concerned notified the Compliance Officer in writing at least four (4) months before the expiration date of their intention to sell or gave the Company an irrevocable power of attorney for the sale;
- iv. the receipt of Financial Instruments by way of a dividend distribution, other than a stock dividend;
- v. the sale of Financial Instruments obtained under a stock option scheme, provided there is a consistent policy regarding the terms and periodicity of the scheme, provided:
  - a. the Financial Instruments are sold immediately after the sale is possible under the scheme's terms; and
  - b. the sale proceeds are immediately used to pay a tax debt arising from accepting the Financial Instruments under the scheme;
- vi. all circumstances falling within the scope of all other exemptions or exceptions applicable to the Employee under the Wft.

## Article 3. Additional Rules for Insiders

### 3.1 Additional Prohibitions for Insiders

- i. Insiders are not allowed to conduct transactions in Financial Instruments during a Closed Period unless they have received a written exemption from the Compliance Officer and do not possess Inside Information.

- ii. During a non-Closed Period, Insiders are prohibited from conducting transactions in Financial Instruments if the Compliance Officer has prohibited them based on the present Insider Regulation.
- iii. The Compliance Officer may determine in specific cases that Insiders are prohibited from conducting transactions in listed financial instruments of third parties, to avoid the appearance of market abuse.
- iv. Insiders are prohibited from conducting transactions in options on Financial Instruments or other financial instruments where the value is determined, in whole or in part, by the value of Financial Instruments, except for options granted by the Company under a stock option scheme, provided they have written permission from the Compliance Officer and do not possess Inside Information.

### 3.2 Exceptions

The prohibitions referred to in Article 3.1 do not apply to transactions as referred to in Article 2.3.

### 3.3 Reporting Obligations for all Insiders

- i. Insiders are required to report transactions in Financial Instruments conducted by or on behalf of them to the Compliance Officer immediately using the form attached as Appendix II to the present Insider Regulation.
- ii. The Compliance Officer will then notify the AFM on behalf of the Insider within two (2) working days after the transaction.
- iii. Insiders remain fully responsible at all times, and as far as they can influence it, for complying with their reporting obligation within the set term.

### 3.4 Other Provisions for Insiders

- i. The above prohibitions remain applicable to Insiders for six (6) months after the termination of their position or their removal from the Insider List.
- ii. After becoming aware of the contents of the present Insider Regulation, Insiders must send a signed copy of the Declaration of Agreement with the Insider Regulation, as attached in Appendix I, to the Compliance Officer.

## **Article 4. Rules Regarding Closed Periods**

### 4.1 An Insider will not directly or indirectly buy or sell Financial Instruments:

- i. during the period of thirty (30) days immediately preceding the first publication of an annual report;
- ii. during the period of thirty (30) days immediately preceding the publication of a half-yearly or quarterly report, or an announcement of an (interim) dividend;
- iii. during the period of thirty (30) days immediately preceding the first publication of a prospectus for a share issue, unless the issuing institution demonstrates that the decision-making period is shorter than one month, in which case this shorter period applies.

- 4.2 An Insider will not sell Financial Instruments within six (6) months after purchasing such instruments, nor purchase Financial Instruments within six (6) months after selling such instruments.

## **Article 5. Rules Regarding the Board of Directors**

- 5.1 Members of the BoD are authorised to build up an interest of up to 3%.
- 5.2 All transactions are reported to the Supervisory Board on a quarterly basis. The aforementioned reporting obligation does not affect the reporting obligation as stated in the aforementioned Article 3.3.

## **Article 6. Tasks and Powers of the Compliance Officer**

- 6.1 The current Compliance Officer at the Company is Daan Snellen:
- i. Mobile: +31 (6)213 989 62
  - ii. E-mail: [daan.snellen@ctac.nl](mailto:daan.snellen@ctac.nl)
- 6.2 The tasks of the Compliance Officer:
- i. Announcing the periods that are considered Closed Periods for the respective calendar year in a timely manner, no later than before the start of each calendar year. Changes or additions are announced in the same manner during the calendar year.
  - ii. Maintaining an Insider List and notifying persons who are added to this list in writing about their placement, the prohibitions regarding possessing Inside Information, and the sanctions applied for violating these provisions according to the Wft.
  - iii. Designating Employees for a certain period as Insiders.
  - iv. Prohibiting Insiders, when and if necessary, from conducting transactions in Financial Instruments outside a Closed Period.
  - v. Prohibiting Insiders from conducting transactions in financial instruments of third parties outside a Closed Period, to the extent necessary to avoid the appearance of market abuse.
  - vi. Granting exemptions concerning the prohibitions as referred to in paragraph 3.1.
  - vii. Reporting transactions in Financial Instruments by Insiders to the AFM, as referred to in paragraph 3.3, if and to the extent required by law.
  - viii. Advising and informing Employees upon request about the content and interpretation of various regulations, without thereby relieving Employees of their legal responsibilities and duties.
  - ix. Maintaining a register that includes notifications, requests, decisions and other relevant documents related to the present Insider Regulation.
  - x. Conducting or ensuring that investigations are conducted regarding the correct adherence to the present Insider Regulation. The Compliance Officer is authorised to report the results of such investigations in writing to (the chair of) the Board of Directors. Before the Compliance Officer reports in writing on the outcome of the

investigation, the person involved must have the opportunity to respond to (the outcome of) the investigation.

- xi. Overseeing the correct adherence to the present Insider Regulation. When an act or omission that violates any provision of the present Insider Regulation is discovered, appropriate measures will be taken against the person involved.

's-Hertogenbosch, 16 March 2023

The Board of Directors

**Appendix I: Declaration of Agreement with the Insider Regulation**

I, the undersigned:

Name:.....

Address:.....

Postcode & City:.....

Date of Birth:..... Place of Birth:.....

Employee Number:..... Department:.....

Date of Employment:.....

External Employee (seconded, temporary worker, etc.): Yes/No

Hereby declare:

- to have read and understood the Insider Regulation;
- to understand the contents of the Insider Regulation;
- to act in accordance with the provisions of the Insider Regulation.

Date:..... Place:.....

Signature:.....

**Appendix II: (Internal) Reporting Form for Transactions in Financial Instruments Related to Ctac N.V. by or on Behalf of Insiders**

1. Name and Address of the Reporting Person:

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2. Type of Financial Instrument (e.g., share, debt instrument, option, warrant):

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3. Type of Transaction (purchase/sale):

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4. Issuing Company of the Financial Instrument (if other than Ctac N.V.):

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5. Reason for Reporting the Transaction:

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6. If applicable, complete the following:

• Nominal Value of the Financial Instrument (in €):

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• Options Series (call option / put option):

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• Exercise Price (in €):

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• Expiration Date:

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7. Date of the Transaction:

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8. Total Number of Financial Instruments or Related Financial Instruments related to Ctac N.V. held before the transaction:

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9. Number of Financial Instruments Purchased or Sold:

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10. Total Number of Ctac N.V. Financial Instruments held after the transaction:

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11. Price of the Financial Instruments (in €):

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Truthfully completed:

Place:.....

Date:.....

Name:.....

Signature:.....