

CODE OF CONDUCT PREVENTING ABUSE OF INSIDE INFORMATION

This code of conduct sets down the internal policy of Van de Velde NV (hereinafter: “the **Company**”).

1. Purpose of this code of conduct

The following rules (hereinafter referred to as the “**Rules**”) have been drawn up to prevent the people stated below, who have access to the financial results of the Company or other price-sensitive information from using this privileged information in an unlawful manner or generating the impression of such illegal use:

- directors
- shareholders
- members of management
- employees

These prohibitory provisions and the supervision of compliance with them are primarily oriented to the protection of the market as such. That is because insider dealing affects the essence of the market. Investors turn their back on the market if Insiders (as defined below) are given the opportunity to make profits (or the impression of this is generated) by virtue of Inside Information. Reduced interest may affect the liquidity of the quoted shares and impedes the optimal financing of the Company.

It is consequently desirable that a number of preventive steps be taken in the form of a code of conduct to ensure compliance with the statutory provisions and to protect the Company’s reputation.

2. Legal basis of this code of conduct

The legal basis for these Rules is Regulation No 596/2014 of 16 April 2014 on market abuse (**MAR**). This Regulation is supplemented by implementing national provisions and the regulatory standards of the European Securities and Markets Authority (**ESMA**). These Rules in no way serve to replace the applicable European Union and national law.

3. Responsibility Insiders

Compliance with the Rules contained in this code of conduct does not however release the Insider in question from his or her individual responsibilities. The Board of Directors of the Company reserves the right to amend the rules and notify Insiders of this if necessary.

Every Insider must fill out and return to the Compliance Officer of the Company the declaration of acknowledgement in appendix I (see also 3.4). Each person with leadership responsibilities must also notify the persons with which he or she is closely associated of their obligations under MAR by means of the letter in appendix II and furthermore provide the Company with a list of the persons with which he or she is closely associated by means of the letter in Appendix III (see also 3.6).



Furthermore, if anyone knows or strongly suspects someone is abusing inside information, Van de Velde asks that person to report this via our **internal reporting channel** ([Internal reporting | Van de Velde](#)). In accordance with Van de Velde's Whistleblowing policy, the report is treated confidentially and the reporting person is protected against possible retaliation. The report can also be made anonymously. The Whistleblowing policy can be consulted via [this link](#). The procedure for making and following up a report can be consulted in the diagram "Internal reporting" in our Whistleblowing Policy. For questions, please contact whistleblowing@vandevelde.eu.

4. Basic principles of offences of abuse of inside information

An Insider may gain access to Inside Information in the practice of normal business activities.

The Insider has an important obligation to handle this information confidentially and not to trade in the Company's financial instruments to which this Inside Information relates.

5. Definitions

For the purposes of these Rules, "Insider" means:

- any member of the Company's management, administrative or supervisory body;
- anyone who has a stake in the equity or anyone with access to information by reason of his or her work, occupation or position who can be reasonably expected to know that the information in question is Inside Information to which the Rules apply and who has accepted the Rules.

The law calls these people "Primary Insiders".

5.1 What is Inside Information?

For information to be considered as Inside Information, it must fulfil four cumulative conditions:

- **The information must be concrete.** The information must relate to (i) a situation that exists or that can be reasonably expected to come into existence, or (ii) an event that has occurred or that can be reasonably expected to occur. Furthermore, the information must be sufficiently specific for conclusions to be drawn from it on the possible impact of the situation or event on the price of the Company's financial instruments.

In case of a process spread over time, oriented towards the occurrence of a given situation or event or that results in a given situation or event, that future situation or future event, as well as the intermediate steps in the process that are linked to the existence or the occurrence of that future situation or future event, can be considered to be concrete information in this context. An intermediate step in a process spread over time is considered to be Inside Information, if this intermediate step as such fulfils the criteria for Inside Information as referred to in this clause.

- **The information must relate, directly or indirectly, to the Company or to financial instruments of the Company.** This information may, for instance, relate to results of the Company, an impending merger, increases or decreases of dividends, issuing of financial

instruments, signing of contracts, changes in management, technological innovations or strategic changes.

- **The information may not yet have been made public.** In other words, the information must not have been generally disseminated to the investor public. Information is not considered to have lost its privileged character until it has been made public.
- The information must have the potential to have a considerable **impact on the price of the financial instruments of the Company**, if it is made public. The question of whether a later announcement did actually impact the price is irrelevant. It is assumed that information could have a significant impact on the price, if an investor acting reasonably would in all probability use the information as a partial basis for his or her investment decisions.

5.2 What actions are prohibited?

The following actions are prohibited in Belgium and abroad:

- **Prohibition on insider dealing:** Insider dealing means that a person who has inside information, uses this information to acquire or dispose of, or issues an instruction to acquire or dispose of, financial instruments of the Company to which the privileged information relates for its own account or for the account of a third party, both directly and indirectly.

Insider dealing also occurs when cancelling or adjusting an order with regard to a financial instrument to which the privileged information relates, when that order was placed before the person in question held the inside information. Each attempt to acquire or dispose of financial instruments or cancel or adjust orders will be considered to be insider dealing.

This prohibition covers actions on the market in question and elsewhere.

- **Prohibition on communication:** Sharing inside information with a third party, other than in the normal performance of their work, occupation or duties.

As a consequence, the Insider that possesses Inside Information has a duty of confidentiality. Only if he or she breaks this duty of confidentiality in the normal performance of his or her work, occupation or duties shall the Insider be exempt from prosecution.

- **Prohibition on tip offs:** Recommending that a third party acquires or disposes of, or having a third party acquire or dispose of, financial instruments of the Company based on Inside Information. Recommending that a third party cancels or adjusts, or having a third party cancel or adjust, orders with regard to financial instruments of the Company based on Inside Information.
- **Prohibition on market manipulation:** Market manipulation means entering into a transaction, placing an order to trade or any other behaviour, including spreading information via social or other media that gives or is likely to give false or misleading signals with regard to financial instruments of the Company.

The activities stated above are also prohibited with regard to secondary insiders: any person who is not an Insider and who knowingly has information that he or she can be reasonably expected to know is Inside Information and that directly or indirectly comes from an Insider. This may be the partner or children of the Insider, for example.

5.3 Criminal and administrative sanctions

The Rules constitute a code of conduct for the Insiders of the Company with respect to the offence of market abuse, but do not release the persons involved from their individual criminal and civil liability. The possible criminal sanctions consist of fines and custodial sentences.

As the regulatory authority the FSMA can also impose administrative measures, including administrative fines between EUR 500,000 and EUR 5,000,000 for natural persons and administrative fines between EUR 1,000,000 and EUR 15,000,000 or 15% of total annual turnover for legal entities.

If the violation results in a capital gain for the offender, this maximum may be increased to three times the amount of this gain.

Not only dealing, communicating and tipping off, as stated above, are punishable, but also an attempt to trade financial information based on Inside Information.

6. Code of Conduct

6.1 Compliance Officer

The Board of Directors has appointed a compliance officer (**Compliance Officer**). Among other things, this Compliance Officer shall monitor compliance with the Rules by Insiders. The CFO shall assume the role in the event of the non-availability of the Compliance Officer. In this case the Compliance Officer must subsequently ratify the decisions taken by the CFO.

6.2 Prohibited periods

Insiders may not conduct any transactions with regard to the financial instruments of the Company, for the duration of a 'closed period' or any other period that can be considered to be sensitive in the light of developments within the Company and that has been announced by the Board of Directors or the Compliance Officer as such (a '**Blocked Period**').

Insiders are prohibited from conducting transactions in financial instruments in the following closed periods:

- (i) the period between **January 1 and the moment the annual figures of the Company are announced**
- (ii) the period of **two months immediately prior to the announcement of the interim results of the Company.**

6.3 Preventive measures

The list of guidelines stated below is not exhaustive. In practice, all other appropriate steps must be taken. In case of doubt, the Insider should contact the Compliance Officer.

Insiders must comply with the following **guidelines** for preserving the **confidential character** of **privileged information**:

- refuse to comment on the Company with respect to external studies (by analysts, agents, journalists and so on) that could lead to the publication of Inside Information and immediately refer these persons to the CFO;
- use code names for sensitive projects;
- use passwords to restrict access to computer systems on which documents containing privileged information are stored;
- restrict access to spaces where privileged information can be found or where privileged information is discussed;
- store privileged information securely;
- refrain from discussing confidential information in public places (lifts, halls, restaurants, etc.);
- mark sensitive documents 'confidential' and use sealed envelopes marked 'confidential';
- minimise the copying of sensitive documents;
- restrict access to especially sensitive information to persons on a strictly need-to-know basis;
- never leave privileged information unguarded;
- always make clear to employees who come into contact with privileged information that the information is confidential and that confidentiality is demanded in respect of it;
- when faxing privileged information, always check the fax number and verify that a person with access to this information is present to receive this information.

6.4 List of Insiders

The Company keeps one or more lists of all persons who work for it, by virtue of an employment contract or otherwise, that have regular or occasional access to Inside Information directly or indirectly related to the Company. This list shall be updated regularly and sent to FSMA if requested.

The lists contain the following information:

- The identity of all persons that have access to this Inside Information
- The reason why these persons are on the list
- The date and time they gained access to this Inside Information; and

- The date on which the list was drawn up and updated.

The lists will be immediately updated by the Company:

- every time the reason that a person is on the list changes
- every time a new person must be added to the list
- by stating that a person on the list no longer has access to Inside Information and when this new situation first arose.

The persons on these lists shall be notified of this. These persons will also be asked to state in writing that they have received, read and understood these Rules and that they will follow the Rules. This written statement is made by filling out the letter appended in appendix I and returning it to the Compliance Officer. These persons will also be asked to immediately disclose the shared information to the Compliance Officer.

6.5 Notification of market transactions (intention and effective trade)

(a) Notification of the Intention to trade and advice of the Compliance Officer

Every Insider that wishes to acquire or dispose of the financial instruments of the Company shall notify the person designated by the Compliance Officer (CFO) of this by email no later than two stock exchange days before the transaction. In his or her notification, the Insider must confirm that he or she does not possess Inside Information.

(b) Advice of the Compliance Officer

Following the notification by the Insider, the Compliance Officer (or in his or her absence the CFO) can issue a negative advice on the planned transaction. In the event of a negative advice, the Insider must consider this advice to be an expression of the explicit disapproval of the transaction by the Company. However, the lack of a negative advice does not prejudice the application of the statutory provisions as referred to above. Any silence of the Compliance Officer (or CFO) on the transaction cannot be considered to be an expression of the approval of the transaction by the Compliance Officer (or CFO).

(c) Notification of the actual transaction

If the transaction is completed, the Insider must notify the Compliance Officer or the person designated by the Compliance Officer no later than the first working day after the transaction, stating the number of traded financial instruments and the price at which they were traded. This should be done in an email to the CFO.

6.6 External notification of transactions by persons with leadership responsibilities and persons with whom they are closely associated

Persons with leadership responsibilities within the Company – and, where applicable, persons with whom they are closely associated – must notify the FSMA and the Compliance Officer of transactions for their own account in shares that are issued by the Company or in derivatives or other related financial instruments and transactions conducted by a person who enters into or conducts transactions in a professional capacity or any other person on behalf of a person with leadership responsibilities or a person with whom he or she is closely associated, also if discretionary power is exercised.

This notification must occur by means of an application for online notification known as “eMT”, which entails notification of both FSMA and the Company.

These persons may authorise another person, such as a discretionary asset manager, to report their transactions, but they remain responsible for the fulfilment of their notification obligation at all times.

The Company must confirm the notifications made by means of “eMT” and notify the FSMA of them in turn. The FSMA expects the Company to take reasonable precautions to check the origin of the notifications and, where necessary, to check that agents are properly authorised to report transactions on behalf of persons subject to a notification obligation.

The term "**person with leadership responsibilities**" is applicable to any person who:

- (a) is a member of the Board of Directors or one of the committees or the management team of the Company
- (b) has leadership duties but who does not belong to the bodies referred to in a) and who has regular access to Inside Information, and who is also authorised to take management decisions that have consequences for the future development and corporate prospects of the Company.

The term "**person closely associated with a person with leadership responsibilities**" is applicable to the following persons:

- (a) The spouse of the person with leadership responsibilities, or the registered partner of this person, who is considered to be the legal equal of a spouse
- (b) Children that fall under the legal responsibility of the person with leadership responsibilities
- (c) Other family members of the person with leadership responsibilities who have been part of the same household as the person in question for at least one year on the date of the transaction
- (d) Any legal person, trust or personal partnership, the leadership responsibility for which rests with one of the abovementioned persons, that is directly or indirectly under the control of such a person or that is established for the benefit of such a person.

The notification must be made:

- with respect to transactions of at least EUR 5.000: within two working days of the transaction
- with respect to transactions of less than EUR 5.000: within two working days of the date on which the total amount of the relevant transactions exceeds the upper limit of EUR 5.000 in a calendar year.

The total amount of the transactions consists of the sum of all transactions for the account of the person with leadership responsibilities in question and all transactions for the account of the persons with whom he or she is closely associated, without offsetting.

The notification to FSMA must contain the following information:

- The name of the person with leadership responsibilities or, where applicable, the name of the person with whom this person is closely associated
- The reason for the notification obligation
- The name of the company
- A description of the financial instrument (e.g. share or warrant)
- The nature of the transaction (e.g. acquisition or disposal)

- The date and place of the transaction
- The price and size of the transaction.

Each person with leadership responsibilities must notify the persons with whom he or she is associated in writing of the aforementioned procedures by means of the letter appended in appendix II. The person with leadership responsibilities must also provide the Company with a list of the persons with whom he or she is associated by means of the letter appended in appendix III, which letter must be filled out and returned to the Compliance Officer. The Company shall in turn add these closely associated persons to the List of Insiders as set down in point 3.5.

6.7 Management of financial resources by third parties

If an Insider has a third party manage his or her financial resources, including under a discretionary asset manager system, the Insider shall impose on that third party an obligation to comply with the same restrictions on transactions in the financial instruments of the Company as are applicable to the Insider with respect to the trading of financial instruments.

6.8 Duration

Insiders are bound by these Rules until the end of the first six months after they terminate their position at the Company.