



Dutch Star Companies Two B.V.

# Code of Conduct

November 2020

## Introduction to the Code of Conduct

Compliance with laws and regulations is a basic principle for Dutch Star Companies Two B.V. (the Company). Having a Code of Conduct (the Code) is an excellent way to show all of the Company's stakeholders that the Company cares about doing business ethically. It also guides us in making smart, sound decisions in our day-to-day work and professional relationships. To put it simple, the Code represents the Company's culture of compliance.

All staff members of the Company must comply with the relevant legislation, in addition to this Code. If one or more provisions of this Code conflicts with the applicable legislation, the legislation shall prevail.

Violations of this Code and applicable legislation will not be accepted and may also involve risks for the Company in the form of, for example, damages and/or unfavorable publicity. Independently of the measures that may be imposed by law, the Company will with regard to staff members who violate the Code or other regulations or policies applicable at the Company take appropriate disciplinary measures (which may, where appropriate, lead to a termination of the (employment) relationship).

If you are ever concerned about how to make the most appropriate decision in a given circumstance, consider the following questions about the available options:

- What represents the highest level of integrity and honesty?
- What is the “right thing” to do?
- What would happen if my decision appeared in the news?
- How will the outcome affect the Company’s reputation?

The highest ethical standards must shape our decisions—it is never acceptable to deviate from any of these guidelines to achieve a business objective.

## Applicability of the Code

The Code applies equally to all persons working for the account of the Company. No one is exempt from the Code, regardless of position or tenure.

## Responsibilities under the Code

All staff members have a responsibility to read the Code, understand the values behind it, and adhere to its guidance. Where staff members are unsure what is expected of them, staff members should seek advice from the appropriate resource, and take the time to educate their selves on proper protocol and decision-making.

Staff members will be hired on the basis of objective criteria (such as knowledge, expertise, proven qualities, performance and behaviour).

It is important that every staff member stresses the importance of correct and responsible behavior and also promotes it itself. We believe in leading by example. It is the responsibility of staff members to ensure that no violations of the law take place. Each staff member remains ultimately responsible, even if he or she has certain tasks delegated.

We must work together to ensure that applicable legislation and this Code and other policies are complied with.

If applicable, make yourself available to those who report to you, for questions, comments, concerns, and reports. If you find yourself receiving a report of known or suspected wrongdoing, take the appropriate steps

in conformity with our policies to escalate the matter. Further, never retaliate or tolerate retaliation against a staff member for making a good faith-report that does not yield proven misconduct.

## Integrity within the Company

### Respect and dignity

The Company places significance on fostering a diverse, inclusive work environment where all ideas, perspectives, and backgrounds are considered. None of the staff members should face discrimination on the basis of race, colour, sex, sexual orientation, marital status, religion, political affiliation, nationality, ethnic background, social origin, age, disability, works council membership, or any other trait protected by law.

Similarly, the Company does not tolerate any form of unlawful harassment or bullying. In general terms, “harassment” is unwelcome behaviour towards a person that stems from that individual’s characteristics. Harassing behaviours may vary, but typically all share the purpose or effect of creating an intimidating, hostile, or offensive work environment.

Staff members must act in the interests of the Company and its stakeholders. This is expressed, *inter alia*, in the will and ability to cooperate, among themselves and together with relationships.

### Reporting misconduct

Reports of possible misconduct are taken seriously. The Company will keep the matter confidential and investigate it carefully. The Company will, if necessary, take appropriate corrective action.

Staff members are expected to report any actual or suspected misconduct (for example fraud or irregularities), be it a violation of this Code or applicable legislation. Doing so helps the Company maintain a culture of transparency and integrity. It also helps the Company to address potential problems before they can negatively affect the Company or its valued stakeholders.

The Company expects staff members who become involved in an investigation to be fully available for such investigation, cooperate and provide full and honest answers to all questions.

### No retaliation

The Company does not tolerate discrimination or retaliation against anyone who, in good faith, makes a report of suspected wrongdoing. When we voice our concerns truthfully and accurately, we may do so without fear of negative consequences. If a staff member knows or suspects that an act of retaliation has occurred— against him/her, another associate, or a supplier—he/she is expected to report it.

However, if the staff member concerned is also personally involved in irregularities, whether or not he is the one that reported it, the Company is free to take any measure it deems appropriate in relation to the staff member concerned (including the possibility of dismissal).

For further details on the Company's whistleblowing policy, we refer to the Company's whistleblowing policy. The Company's whistleblowing policy can be found on its website.

## Use of non-public information

Every staff member is careful with the information that is made available to him. Non-public information should at all times be kept secret and should not be shared with third parties, including family and friends. Also, no information should be shared with colleagues if which is not necessary for the proper performance of the activities of the staff member. Non-public information is information that the Company has not disclosed or does not make generally available to the public.

## Data protection and data security

The Company respects the privacy of all staff members and business partners. Personal data may be collected, processed and used only if they are necessary for a predetermined clear and legitimate aim. In addition, personal data must be kept in a secure manner and appropriate measures must be taken when they are made available.

## Ethics towards the Company and others

### The Company's best interest

To maintain our market position and preserve the integrity of our brand, we have a duty to act in our Company's best interest at all times. This includes actively avoiding conflict of interest situations—or disclosing pre-existing conflicts. A “conflict of interest” occurs when our personal interests and activities conflict with those of our Company. Such conflicts may arise not just from our dealings with others, like customers and suppliers, but also from relationships we share with fellow staff members.

If a staff member believes to have a conflict of interest, or may have the potential to enter into one, he/she should disclose the matter immediately.

### Gifts, entertainment & hospitality

A common manner of keeping good business relationships is through the exchange of gifts, entertainment and hospitality. However, this practice can easily lead to a conflict of interest, or the appearance of one, if crucial guidelines are not followed when giving or accepting gifts, favours, entertainment or hospitality. Anything we provide to or accept from a third party must be:

- reasonable in value per calendar year from the same third party;
- infrequent;
- unsolicited;
- of the type customarily offered to others having a similar relationship;
- not cash or cash equivalents, such as gift cards;
- business related; and
- in compliance with applicable laws and regulations.

Even when giving or receiving gifts or offers of entertainment that meet these criteria, staff members must always remember to do nothing that could create even the appearance of bias.

No staff member may directly or indirectly offer, promise valuable things to government officials, or allow any government official to influence official actions or to receive illicit benefits. The same applies to commercial counterparties in private companies in business transactions in exchange for illicit benefits. The term "government official" should be interpreted in a (very) broad sense.

Offers, promises, grants or donations must comply with applicable national laws and policies of the Company and must not give the appearance of bad faith or other inappropriateness.

This means that such offers, promises, grants or donations are not permitted if they can be regarded as an attempt to improperly influence a government official or as bribery of a commercial counterparty to provide the Company with a business advantage.

### Anti-corruption

The Company believes in doing business fairly, and free of any corrupt influence. Engaging in bribery or other forms of corruption yields no long-term benefit for the Company. In fact, by offering or accepting a bribe, we compromise the Company's integrity and put our Company, and ourselves, at risk. For clarity, a “bribe” can be anything of value, such as money, gifts, entertainment, or special favours.

Money laundering is a procedure to hide the nature and origin of money linked to criminal activities (e.g.

terrorism, drug trafficking or bribery). This can be done by including dishonestly obtained money in the flow of trade so that it appears legitimate or so that its true origin or owner cannot be identified.

The Company aims to do business only with reliable business partners who do business legally and whose funds and cash flows come from legitimate sources.

The Company does not cooperate in money laundering. All staff members must comply with the relevant legislation. In order to avoid problems with money laundering practices, staff members must be attentive and report suspicious behaviour of any customers, suppliers and business partners, as the case may be. Staff members must also comply with all accounting, registration and financial reporting guidelines applicable to cash and payments.

## Company's Assets

Staff members are responsible for protecting the Company's assets—including all equipment, facilities, funds, and documents - and take reasonable precautions to prevent them from being stolen, damaged, or misused.

Staff members must also use the Company's computers, data, and telecommunication resources in a way that is safe, ethical, and lawful. The use should be productive and not interfere with our daily work. Staff members should never use our Company's computer and information systems to send or view statements or materials that are inappropriate, illegal, sexually explicit, or offensive.

## Company's reputation in the media

Staff members are expected not to communicate with the public regarding matters concerning the Company unless this is a clear part of their role. When communicating to the public about the Company, the Company strives to give an accurate and fair account of its business. The Company does this by carefully controlling the type of information it shares and how its shared. If a staff member is approached by a member of the media or a financial analyst requesting Company information, the staff member should refer these individuals to the designated person he/she reports to. Misrepresenting or mischaracterizing the Company, even unintentionally, can interfere with the integrity of the Company's reputation.

## Company's bookkeeping

The Company values honesty and transparency in all that it does. These values lend themselves to the Company's financial books and records, which give the Company's owners and the public a look inside the Company's current market position and financial condition. The Company and its staff members will do their part to make certain that this view is an honest, accurate, and complete one. Every piece of data that is submitted in the Company records—be it personnel, time, expense, or safety records—must be truthful, factual, and comprehensive. The Company and its staff members must follow all applicable accounting requirements and internal controls when recording this information.