

Code of Conduct & Ethics

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Code of conduct and ethics

Introduction and Scope:

This Code of Conduct is established in accordance with the Dutch Corporate Governance Code and serves as a guide to ethical and responsible behavior for Spotbarga B.V. (the "Company"). The Code of Conduct lays down the business principles to be upheld by all persons within the Spotbarga group, including Management Board members, Supervisory Board members, employees, and officers, as well as third parties such as agents, advisers, consultants, work-experience students, secondees, temps, and any other third party designated as such by the Company. These individuals are collectively referred to as "employees".

The Code of Conduct sets out the Company's expectations for ethical behavior and provides guidance on how employees can uphold these standards. It is applicable to all employees of the Company and serves as a commitment to maintaining a high level of professionalism, integrity, and transparency in all business dealings.

The Code of Conduct sets a minimum standard for employee conduct, and the Company has established internal policies that further elaborate on prohibitions and obligations that may apply.

Culture:

We believe in fostering a culture of entrepreneurship, innovation, and teamwork that recognizes and rewards individuals for their contributions to the success of the Company as a whole, rather than just within their direct area of responsibility. Our culture is built on the foundation of the four-eyes principle, which ensures that critical decisions are made with input from multiple stakeholders, and disciplined risk awareness at every level of the organization. We continuously strive for improvement and hold ourselves to the highest compliance and regulatory standards in the industry.

We believe that promoting a culture of ethical behavior and professionalism is crucial to the long-term success of our business. We encourage all employees to speak up if they witness behavior that violates the Code of Conduct or our internal policies, and we have established reporting mechanisms to ensure that all concerns are addressed in a confidential and appropriate manner. We believe that by working together and holding ourselves to the highest standards of conduct, we can build a successful and sustainable business that benefits our employees, stakeholders, and the communities in which we operate.

Compliance

We operate in a highly regulated environment, and the integrity of our employees is critical to maintaining the integrity of the market. Our employees must be aware of all applicable laws, regulations, and internal policies that the Company and its subsidiaries have adopted as a benchmark for integrity. We are committed to complying with all applicable laws and regulations, and we expect all employees to do the same.

Conflict of Interest

We expect our employees to avoid any actual or perceived conflicts of interest. If an employee suspects a possible conflict of interest, or if a conflict of interest has materialized, they should immediately inform the team lead. We take conflicts of interest seriously and require that all employees always act in the best interests of the Company and its stakeholders.

In addition, we encourage our employees to disclose any personal relationships or financial interests that may pose a conflict of interest. We believe that transparency is essential to maintaining the trust of our stakeholders and upholding the highest standards of ethical conduct.

We have established procedures for reviewing and managing conflicts of interest, and we require that all employees comply with these procedures. We believe that by maintaining a strong culture of compliance and transparency,

we can build a successful and sustainable business that benefits all stakeholders.

Gifts:

As an employee, it is important to avoid accepting or providing any gifts, favors or entertainment that may create an obligation or the appearance of an obligation towards the giver. Our company has implemented a strict gift policy to prevent any potential conflicts of interest.

Gift Policy:

At spotbarga we value honesty, integrity, and transparency in all our business dealings. To ensure that we maintain the highest ethical standards, we have implemented a strict gift policy for all our employees.

Gifts from clients, suppliers, or other business partners can create a conflict of interest or the appearance of a conflict of interest. Therefore, employees must not accept gifts that exceed a nominal value of 100, - euro, nor should they provide gifts to clients or suppliers.

Employees must also avoid accepting gifts that could influence, or be perceived as influencing, business decisions, or that could place them under any obligation to the giver. If an employee receives a gift that exceeds the company's value threshold, they must immediately notify their supervisor and return the gift.

Exceptions to this policy may be granted in cases where refusing a gift could offend cultural norms or customs. In such cases, the employee should seek guidance from their supervisor or the Compliance officer before accepting the gift.

Any breach of this policy may result in disciplinary action, up to and including termination of employment.

By adhering to this policy, we can maintain the trust of our clients and partners and uphold our commitment to ethical business practices.

Fair and orderly markets

We take our responsibility to maintain fair and orderly markets seriously. Any suspicious orders or trades should be promptly reported to the relevant authorities. It is the responsibility of our employees to familiarize themselves with these obligations and immediately notify the manager of any alleged suspicious activity.

Honest and ethical conduct

We expect our employees to comply with applicable laws, regulations, and internal policies. They are responsible for ensuring the honest and ethical conduct of business at Spotbarga. They have the right but also the responsibility to report abuse or reasonable suspicion of it, without jeopardizing their legal position. We do not tolerate any form of bribery and/or corruption. We do not tolerate the use of a third party to pay or accept bribes or similar payments.

Equal treatment We wish to maintain a stimulating and fair working atmosphere. Such an atmosphere requires the active contribution of our employees, not only with regard to their own behavior but also in being alert to any form of inappropriate behavior involving themselves and others, including but not limited to (sexual) harassment, aggression or discrimination.

Use of corporate assets

Our employees are expected to use the Company's assets and services solely for legitimate business purposes and not for any personal benefit or the personal benefit of others.

Media

Media Inquiries: To ensure consistency and accuracy in our communications, all media inquiries regarding Spotbarga should be directed to the designated spokesperson(s). Our employees are not authorized to communicate any

information related to spotbarga on (social) media platforms without prior approval.

Code of Conduct

spotbarga reserves the right to modify or update this Code of Conduct at any time to ensure it remains relevant and effective. The Management Board is responsible for monitoring the adherence and effectiveness of this code and will provide the Supervisory Board with regular updates and observations.

This Code of Conduct is available to the public and is published on Spotbarga's official website, www.spotbarga.com. By following this code, we uphold our commitment to ethical business practices and maintain the trust of our clients, partners, and stakeholders.