The Dutch Corporate Governance Code

The Dutch Corporate Governance Code, as amended, entered into force on, and applies to any financial year starting on or after 1 January 2017 and finds its statutory basis in Book 2 of the Dutch Civil Code. The Dutch Corporate Governance Code contains principles and best practice provisions for management boards, supervisory boards, shareholders and general meetings of shareholders and audit and financial reporting. As the Company is listed on the regulated markets of the WSE and the PSE, it is required to apply the Dutch Corporate Governance Code as of the Admissions since the Code applies to all Dutch companies listed on a government-recognised stock exchanges, whether in the Netherlands or elsewhere in Europe.

However, the application of the principles and best practice provisions of the Dutch Corporate Governance Code is not compulsory and is subject to the "comply or explain" (pas toe of leg uit) principle. Dutch companies are required under the laws of the Netherlands to disclose in their annual reports whether or not they apply those provisions of the Dutch Corporate Governance Code that are addressed to the managing board or, if any, supervisory board of the company and, if they do not apply those provisions, to give the reasons for such non-application.

The Dutch Corporate Governance Code recognizes that non-application of its best practice provisions is not in itself objectionable and indeed may be justified under certain circumstances. If a company departs from a best practice or principle in the Dutch Corporate Governance Code, the reason for such departure must be properly explained in its management report. The table below presents information on the principles and best practice of the Dutch Corporate Governance Code the Company departs from as at the Prospectus Date along with a corresponding explanation.

Principle / Best Practice	Explanation of Departure from the Dutch Corporate Governance Code
Chapter 1. Long-Term Value Creation	
Internal Audit Function (Principle 1.3)	**Partially applied.** The Company partially adheres to this principle. An explanation of how the Company departs from the principle is based on the analysis of the individual best practises below.
Appointment and dismissal (Best practice 1.3.1)	**Not applied.** The Company does not apply this best practice as there is no formal internal audit unit in the Company. As of the date of this report the function of internal audit unit is performed by two senior employees ("**Audit Specialists**") with competence and knowledge of accounting and auditing procedures. These procedures are being supervised by the Board of Directors. The appointment of the Audit Specialists happened only informally by the Board of Directors. The Supervisory Board performed an annual assessment of internal audit procedures and included its conclusions with regards to the existing alternative measures, along with any resulting recommendations, in the report of the Supervisory Board.
Appointment and assessment of the functioning of the external auditor (Principle 1.6)	**Partially applied.** An explanation of how the Company departs from this principle is based on the analysis of the individual best practises discussed below.
Functioning and appointment (best practice 1.6.1)	**Not applied.** The Supervisory Board confirmed the nomination of the external auditor submitted by the Board of Directors in the course of the reporting period. Supervisory Board will **submit** the nomination of the external auditor to the general meeting in the year 2022.
Engagement (Best practise 1.6.3)	**Partially applied.** The Supervisory Board confirmed the nomination and recommended the engagement of the external auditor. The Management Board engaged the external auditor in the course of the reporting period.
Chapter 2. Effective Management and Supervision	
Composition and size (Principle 2.1)	**Partially applied.** An explanation how the Company deviates from this principle is based on the analysis of the individual best practises discussed below.
Executive committee (Best practice 2.1.3)	**Not applicable.** The Company does not work with an executive committee due to the limited size of the Company and the fact that its Board of Directors consists of only two members. The members of the Board of Directors perform the duties that would be performed by an executive committee. Nevertheless, the Articles of Association stipulate that the Board of Directors can appoint such executive committee should it be necessary in the future, for example as a necessity for the proper performance of the supervisory functions.
Diversity policy (Best practice 2.1.5)	**Not applied.** The diversity policy was drawn up as a part of the Supervisory Board profile, which is published on the Company's website Due to the size of the Board of Directors, which historically consisted of two founding members only, it was not possible to apply the same diversity policy to the Board of Directors. The Company is committed to ensure that the Supervisory Board defines diversity policy for the Board of Directors during the course of 2022, which will serve as a guidance in the recruitment process, in case there is a need to appoint new members to the Board of Directors

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Accountability about diversity (Best practice 2.1.6)	Not applied. The target minimum participation of the minority group of at least 30% was achieved in case of the composition of the Supervisory Board. Due to the size of the Board of Directors, the target minimum participation of the minority group of at least 30% was not achieved. For more details, please see explanation in point 2.1.5.
Appointment, succession and evaluation (Principle 2.2)	**Partially applied.** An explanation how the Company deviates from this principle is based on the analysis of the individual best practises discussed below. The Company believes that it adheres to this principle partially as transparency of the procedures is ensured by the formal rules set out in the current regulations of the Company, i.e. is Articles of Association.
Succession (Best practise 2.2.4)	**Not applied.** The succession plan for the Board of Directors and Supervisory Board was not implemented in the curse of the reporting period. Succession plan will be executed during the terms of the year 2022.
Duties of the selection and appointment committee (Best practice 2.2.5)	**Not applicable.** This best practice has not been applied as there is no selection and appointment committee appointed in the Company as this is not necessary yet due to the limited size of the Company and simplified governance structure. It should be noted that the Articles of Association allow that such committees are appointed by the Supervisory Board in the future, at the discretion of the Supervisory Board and according to the needs of the Company.
Culture (Principle 2.5)	**Partially applied.** An explanation how the Company deviates from this principle is based on the analysis of the individual best practises discussed below.
Employee participation (Best practice 2.5.3)	**Not applied.** The limited size of the Company, its distribution over several countries of operation and its flat managerial structure does not justify implementation of an employee participation body.
Misconduct and irregularities (Principle 2.6)	**Not applied.** The misconduct reporting procedure was not implemented in the course of the reporting period 2021.The procedure for reporting actual and suspicion of misconduct was approved and established within the Company in February 2022.
Procedure for reporting actual or suspicion of misconduct or irregularities (Best practise 2.6.1)	**Not applied.** The best practise was applied since February 2022 (Please see explanation in point 2.6)
Preventing conflict of interest (Principle 2.7)	**Partially applied.** An explanation how the Company deviates from this principle is based on the analysis of the individual best practises discussed below.
Personal loans (Best practice 2.7.6)	**Not applied.** This best practice has not been applied as the Company has granted such loans to its Board of Directors' members. All the details about those loans are disclosed in the annual report.
Chapter 3. Remuneration	
Determination of management board remuneration (Principle 3.2)	**Partially applied.** An explanation how the Company deviates from this principle is based on the analysis of the individual best practises discussed below.
Remuneration committee's proposal (Best practice 3.2.1)	**Not applied.** This best practise was not applied in the course of the reporting period. Proposal for the remuneration of individual members of the management board for the year 2022 will be submitted by the remuneration committee/Supervisory Board to the general meeting.
Accountability for implementation of remuneration policy (principle 3.4)	**Partially applied.** An explanation how the Company deviates from this principle is based on the analysis of the individual best practises discussed below.
Agreement of management board member (Best practice 3.4.2)	**Not applied.** This best practice is not applicable as there are no Board of Directors' agreements in place between the Company and Board of Directors members. The Board of Directors was appointed by notarial deed of incorporation in 2010 and re-appointed for the term of 4 years by the General Meeting on 4 December 2020.
Chapter 4. The General Meeting	
Provision of information (Principle 4.2)	**Partially applied.** An explanation how the Company deviates from this principle is based on the analysis of the individual best practises discussed below.
Policy on bilateral contacts with shareholders (Best practice 4.2.2)	**Not applied.** The Company does not have such policy in place. The Company was listed on the unregulated market and its investor base consisted mainly of retail investors.
Outline of anti-takeover measures (Best practice 4.2.6)	**Not applied.** This best practise has not been applied as there are no anti-takeover measures implemented by the Company. The Articles of Association state that anti-takeover measures may be adopted by the Supervisory Board, when necessary.

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Casting votes (principle 4.3)	**Partially applied.** An explanation how the Company deviates from this principle is based on the analysis of the individual best practises discussed below.
Voting right on financing preference shares (Best practice 4.3.4)	**Not applicable.** There are no preference shares.
Publication of institutional investors' voting policy (Best practice 4.3.5)	**Not applicable.** There are no institutional investors in the current shareholding structure.
Report on the implementation of institutional investors' voting policy (Best practice 4.3.6)	**Not applicable.** There are no institutional investors in the current shareholding structure.
Issuing depositary receipts for shares (Principle 4.4)	**Not applicable.** An explanation how the Company deviates from this principle is based on the analysis of the individual best practises discussed below.
Trust office board (Best practice 4.4.1)	**Not applicable.** There is no trust office in the Company.
Appointment of board members (Best practice 4.4.2)	**Not applicable.** See explanation under 4.4.1 above.
Board appointment period (Best practice 4.4.3)	**Not applicable.** See explanation under 4.4.1 above.
Attendance of the general meeting (Best practice 4.4.4)	**Not applicable.** See explanation under 4.4.1 above.
Exercise of voting rights (Best practice 4.4.5)	**Not applicable.** See explanation under 4.4.1 above.
Periodic reports (Best practice 4.4.6)	**Not applicable.** See explanation under 4.4.1 above.
Contents of the reports (Best practice 4.4.7)	**Not applicable.** See explanation under 4.4.1 above.
Voting proxies (Best practice 4.4.8)	**Not applicable.** See explanation under 4.4.1 above.