

CODE OF CONDUCT

OF

MOTORK PLC

1. Introduction

- 1.1. Compliance with laws and regulations is a basic principle for MotorK plc. (the **Company**). For this purpose, the board of directors of the Company (the **Board**) has prepared this Code of Conduct in accordance with best practice provision 2.5.2 of the Dutch Corporate Governance Code. It guides us in making smart, sound decisions in our day-to-day work and professional relationships. This Code of Conduct addresses our responsibilities to the Company, to each other and what our stakeholders may expect from us.
- 1.2. This code of conduct (the **Code of Conduct**) applies to all individuals who carry out or have carried out work (whether or not on the basis of an employment contract) for the Company or a direct or indirect subsidiary (the **staff members**).
- 1.3. This Code of Conduct has been adopted by the Board with effect as of 5 November 2021.
- 1.4. Any references in this Code of Conduct to one gender include all genders.

2. Applicability of the Code of Conduct

- 2.1. All our staff members are expected to comply with the Code of Conduct and all applicable legislation. No one is exempt from the Code of Conduct, regardless of position or tenure. If one or more provisions of this Code of Conduct conflicts with the applicable legislation, legislation shall prevail.
- 2.2. Violations of this Code of Conduct and applicable legislation will not be accepted and may also involve risks for the Company in the form of, for example, damages and/or unfavourable publicity. Independently of the measures that may be imposed by law, the Company may with regard to staff members who violate the Code of Conduct or other regulations or policies applicable at the Company, take appropriate disciplinary measures.

3. Responsibilities under the Code of Conduct

- 3.1. All staff members have a responsibility to read the Code of Conduct, 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 themselves on proper protocol and decision-making.

- 3.2. It is important that every staff member stresses the importance of correct and responsible behaviour and promotes such behaviour. It is the responsibility of staff members to ensure that no violations of this Code of Conduct or the law take place. Each staff member remains ultimately responsible, even if he has certain tasks delegated.
- 3.3. 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.

Ethics within the Company

4. Non-discrimination and harassment

- 4.1. The Company places significance on fostering a diverse, inclusive work environment where all ideas, perspectives, and backgrounds are considered. Staff members will be hired on the basis of objective criteria (such as knowledge, expertise, proven qualities, performance and behaviour). 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 way.
- 4.2. Every staff member has the right to work in a place that is free from any form of harassment, intimidation (sexual) abuse, and acts of threats of physical violence. We do not tolerate verbal or physical conduct that demeans another person, unreasonably interferes with another's work performance, or creates an intimidating, abusive, hostile or offensive work environment.

5. Reporting misconduct

- 5.1. Reports of any possible misconduct shall be made to the Company's compliance officer. 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.
- 5.2. Staff members are expected to report any actual or suspected misconduct (for example fraud or irregularities), be it a violation of this Code of Conduct 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.

- 5.3. 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.
- 5.4. For further details on the Company's whistleblowing policy, we refer to the Company's Whistleblowing Policy, which can be found on the Company's website.

6. Use of non-public information

Every staff member must take care of the information that is made available to him and act in accordance with the Insider Trading Policy of the Company. 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, unless this is 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.

7. Data protection and data security

- 7.1. The Company respects the privacy of all staff members and business partners. Personal data may be collected, processed and used only if it is necessary for a predetermined clear and legitimate aim.
- 7.2. Personal information relating to an individual that allows that individual to be identified, is protected, among other things, by laws in most of the jurisdictions where the Company is doing business. Any collection, retention, use or communication to third parties of personal information must be carried out in a manner that is respectful of the individual and in compliance with the law at all times.

Ethics towards the Company and external stakeholders

8. The Company's best interest

- 8.1. 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.
- 8.2. Staff members must not acquire any financial or other interest in any business or participate in any activity that could deprive the Company of the time or the scrupulous attention employees need to devote to the performance of his or her duties.

- 8.3. Staff members must not, directly or through any members of their families or persons living with the staff member or with whom such staff member is associated, or in any other manner:
- (a) have any financial interests that could have a negative impact on the performance of his or her duties, or derive any financial benefit from any contract between the Company and a third party where the employee is in a position to influence the decisions that are taken regarding that contract; or
 - (b) attempt to influence any decision of the Company concerning any matter with a view to deriving any direct or indirect personal benefit.
- 8.4. If a staff member believes to have a conflict of interest, or may have the potential to enter into one, he should disclose the matter immediately within the Company.

9. Gifts, favours and entertainment

- 9.1. A common manner to strengthen business relationships is through the exchange of gifts, favours and entertainment. 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, or entertainment. Anything we provide to or accept from a third party must be:
- (a) reasonable in value per calendar year from the same third party;
 - (b) infrequent;
 - (c) unsolicited;
 - (d) of the type customarily offered to others having a similar relationship;
 - (e) not cash or cash equivalents, such as gift cards;
 - (f) business related; and
 - (g) in compliance with applicable laws and regulations.
- 9.2. 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.
- 9.3. 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.

- 9.4. Offers, promises, grants or donations must comply with applicable 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.

10. Anti-corruption and anti-money laundering

- 10.1. 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 (i.e. offering, promising or giving anyone a financial or other advantage) with the intention of inducing the recipient to perform a function or activity improperly or securing an improper advantage of any kind.
- 10.2. 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.
- 10.3. 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.

11. Company's assets

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

12. Company's reputation in the media

- 12.1. Staff members are expected not to communicate with the public regarding matters concerning the Company unless this is a clear part of their role. If a staff member is approached by the media or a financial analyst requesting Company information, the staff member should refer these individuals to the designated person he reports to.

Misrepresenting or mischaracterizing the Company, even unintentionally, can interfere with the integrity of the Company's reputation.

- 12.2. 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 it is shared.

13. Company's bookkeeping

The Company values honesty and transparency in all that it does. These values also apply to the Company's financial books and records, which give the Company's shareholders and the public information about the Company's position. The Company and its staff members must 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.