

## INSIDER TRADING POLICY

OF

MOTORK PLC

### 1. Introduction

- 1.1. The ordinary shares of MotorK plc (the **Company**) are admitted to listing and trading on the regulated market of Euronext Amsterdam N.V., and, as such, the Company is subject to the Market Abuse Regulation (**MAR**).
- 1.2. This insider trading policy (the **Policy**) has been adopted by the Board with effect as of 5 November 2021 and sets out the prohibitions, restrictions and obligations for the Company and affiliated persons with respect to the ownership of, and transactions in, the Securities of the Company. The MAR also requires the Company to keep an Insider List.
- 1.3. This Policy aims to promote compliance with the relevant prohibitions, restrictions and obligations under applicable laws and regulations, including the MAR. This Policy intends to limit the risk of the Company's reputation and business integrity being harmed as a result of prohibited or undesirable dealing in the Securities. These include the ordinary shares issued by the Company.
- 1.4. Inside Information is a crucial term in this Policy. For the purposes of this Policy, Inside Information means information:
  - (a) of a precise nature;
  - (b) which has not been made public;
  - (c) relating, directly or indirectly, to the Company or to one or more of the Securities; and
  - (d) which, if it were made public, would be likely to have a significant effect on the prices of those Securities or on the price of related derivative financial instruments.
- 1.5. Employees who are required to make a notification pursuant to this Policy are responsible for the correctness and timeliness of such notification even if the Compliance Officer conducts such notification on behalf of such person. Non-compliance with the provisions of this Policy may lead to internal disciplinary measures and to administrative or criminal sanctions or penalties.
- 1.6. A list of defined terms used in this Policy is attached as Annex 1.
- 1.7. For questions relating to this Policy or your obligations hereunder, please contact the Compliance Officer, being Andrea Servo. You can do so at [andrea.servo@motork.io](mailto:andrea.servo@motork.io).

### 2. Scope and Definitions

- 2.1. This Policy applies to all persons working, under a contract of employment or otherwise, for the Group, including independent contractors, Directors and other PDMRs (together, the (Employees).
- 2.2. As indicated in this Policy, certain parts of this Policy apply to a particular group of people within the Company or Group only.

### **3. Rules for all Employees**

#### No Insider Dealing

- 3.1. If an Employee possesses Inside Information, he or she may not use that information to Deal, or attempt to Deal, in Securities.
- 3.2. Notwithstanding clause 3.1, it is not prohibited for an Employee who possesses Inside Information to Deal in Securities if such Deal is executed by a financial undertaking in its sole and absolute discretion under a discretionary asset management services agreement if all of the following conditions are met:
  - (a) the arrangements for the discretionary asset management services are formalized in a written agreement with the financial undertaking that is submitted to the Compliance Officer before being signed. The discretionary asset management services agreement must provide for a strict segregation between ownership and management;
  - (b) during the term of the discretionary asset management services agreement, the Employee will not give the financial undertaking any instructions, nor will it influence the financial undertaking in its discretionary asset management decisions. The Employee is only permitted to give the financial undertaking generally worded policy instructions, for instance about how to diversify the financial instruments under the financial undertaking's management by class, geographical origin or sector;
  - (c) there is no communication between the Employee and the financial undertaking about transactions before they are conducted;
  - (d) upon request, the Employee will instruct the financial undertaking to provide a statement of his or her portfolio and the conducted transactions to the Compliance Officer;
  - (e) the Employee will not change the arrangements set out in the discretionary asset management services agreement and the generally worded policy instructions more often than once every six months; and
  - (f) the Employee will notify the Compliance Officer of any changes to or the termination of the discretionary asset management services agreement in advance.

- 3.3. Subject to consultation with the Compliance Officer pursuant to Article 3.15 and Article 6.3, the prohibition in Article 3.1 does not apply if the Employee Deals in Securities in the discharge of an obligation that has become due in good faith (and not to circumvent the insider dealing prohibition or not for any other illegitimate reason) and where:
- (a) the obligation results from an order placed or an agreement concluded; or
  - (a) the transaction is carried out to satisfy a legal or regulatory obligation that arose,
- in each case before the Employee concerned possessed Inside Information.

No Unlawful Disclosure or Tipping

- 3.4. An Employee may not disclose Inside Information to anyone. As an exception to the foregoing, a disclosure of Inside Information is permitted when made on a need-to-know basis in the normal exercise of an employment, a profession or duties, but only if the person receiving the information (i) owes a duty of confidentiality, regardless of whether such duty is based on a law, on regulations or on a contract, and (ii) has acknowledged and confirmed to comply with its obligations under applicable market abuse legislation with respect to such disclosed Inside Information.
- 3.5. If an Employee possesses Inside Information, he or she may not recommend or induce anyone to engage in Dealing in Securities.

No Dealing during Closed Periods

- 3.6. PDMRs and other Appointed Employees may not Deal in Securities during a Closed Period, regardless of whether they possess Inside Information.
- 3.7. The Closed Periods are the periods of thirty calendar days prior to the publication of the annual financial statements and semi-annual financial statements of the Company.
- 3.8. A Closed Period may furthermore be any other period that will be announced by the Company if there is a risk that persons dealing during such period could abuse or put themselves under suspicion of abusing Inside Information, such as for instance periods leading up to the announcement of important news.
- 3.9. The Compliance Officer will communicate the specific dates of the Closed Periods in any financial year via e-mail prior to the start of each financial year. Any changes or additions will be announced in the same manner.

No Dealing in Securities if on Insider List

- 3.10. An Employee may not Deal in Securities if he or she is included on the Insider List as a person having access to incidental Inside Information (see clause 5.5), regardless of whether he or she possesses Inside Information. In accordance with clause 3.14 the Compliance Officer can give a positive or negative advice regarding such transaction.
- 3.11. Notwithstanding any of the foregoing, any Dealing in Securities by any Restricted Person should be in accordance with this Policy, including the prohibition to Deal in Securities during a Closed Period, and the MAR. To the extent there is a conflict between this Policy and the MAR, the MAR will prevail.

No dealing in Securities in violation of instructions

- 3.12. An Employee may not Deal in Securities when the Compliance Officer has prohibited him or her from doing so, regardless of whether he or she possesses Inside Information.

No Market Manipulation

- 3.13. An Employee shall not engage or attempt to engage in Market Manipulation.

Dispensation

- 3.14. The Compliance Officer can formulate a positive or negative advice on an intended transaction. Even a positive advice from the Compliance Officer never dismisses an Employee of his or her responsibility to comply with all applicable laws and provisions of this Policy.

Consultation Compliance Officer

- 3.15. An Employee may consult the Compliance Officer on whether a particular Dealing in Securities or other behaviour is permitted under this Article 3 (see also Article 6.3).

Miscellaneous

- 3.16. The prohibitions and restrictions included in clause 3.6 through 3.12 will continue to have effect until the end of the first Closed Period following the date on which the Employee will have ceased to be an Employee, and without prejudice to the statutory market abuse prohibitions.

**4. Additional Rules for Directors, PDMRS and Closely Associated Persons**

Notifications by Directors

- 4.1. Each Director in his or her capacity of substantial shareholder of the Company must notify the AFM:

(a) **without delay:** in case he or she acquires or loses the disposal of a capital interest and/or voting rights in the Company as a result of which his or her percentage of capital interest and/or voting rights reaches, exceeds or falls below one of the following thresholds: 3%, 5%, 10%, 15%, 20%, 25%, 30%, 40%, 50%, 60%, 75% and 95%; and

(b) **promptly and no later than on the fourth trading day after the AFM has published such change:** in case he or she acquires or loses the disposal of a capital interest and/or voting rights in the Company as a result of which his or her percentage of capital interest and/or voting rights passively reaches, exceeds or falls below one of the above thresholds due to a change in the Company's issued share capital and/or voting rights.

4.2. Notifications referred to in this clause shall be made by using the electronic portal of the AFM.

Notifications by PDMRs and Closely Associated Persons

4.3. Each PDMR and any Closely Associated Person must **promptly and ultimately within three business days** after the transaction notify both the AFM and the Compliance Officer of **every transaction** in Securities conducted by him or her or on his or her account. A non-exhaustive list of transactions in Securities that must be notified is included in Annex 2.

4.4. Notifications referred to in this clause shall be made by using the electronic portal of the AFM.

Other Rules relating to Notifications for PDMRS and Closely Associated Persons

4.5. PDMRs and Closely Associated Persons must instruct any person arranging or executing transactions on their behalf, such as individual portfolio managers, to timely inform them of any transaction that is notifiable under this Policy, or to make the required notification on their behalf.

4.6. PDMRs must inform the Compliance Officer of all persons that qualify as their Closely Associated Persons.

4.7. PDMRs must inform their Closely Associated Persons in writing (and keep a copy thereof) of their obligation to notify both the AFM and the Compliance Officer promptly and ultimately within three business days of every transaction in Securities.

**5. Insider List**

5.1. The Company will keep an Insider List. The Insider List is divided into sections with a separate section for each piece of incidental Inside Information, as well as a section for Permanent Insiders. New sections will be added to the Insider List upon the identification of a new piece of Inside Information. The various sections of the Insider List will be maintained by either the Compliance Officer or a person working on the relevant project or event.

- 5.2. The Insider List includes the following details of individuals who have access to Inside Information:
- (a) first name(s) and surname(s), as well as birth surname(s);
  - (b) professional telephone number(s);
  - (c) company name and address;
  - (d) function and reason for being insider;
  - (e) date and time at which a person obtained access to Inside Information, or, in relation to Permanent Insiders, date and time at which a person was included in the permanent insider section;
  - (f) date and time at which a person ceased to have access to Inside Information;
  - (g) date of birth;
  - (h) national identification number;
  - (i) personal telephone numbers; and
  - (j) personal full home address.
- 5.3. The Company is the data controller with regard to the processing of personal data (to be) included in the Insider List and may only use such data in accordance with applicable laws and regulations, and for the following purposes:
- (a) keeping the list in accordance with this Policy;
  - (b) complying with all applicable statutory obligations, including the MAR, and complying with requests from the AFM or other competent authorities;
  - (c) controlling the flow of Inside Information, thereby managing the Company's confidentiality obligations;
  - (d) informing certain Employees of Closed Periods;
  - (e) informing Employees of which other persons are in the same section of the Insider List; and
  - (f) holding or commissioning an inquiry into transactions conducted by or on behalf of an Employee or a Closely Associated Person.

- 5.4. The Insider List and all updates thereof will be dated. The Company will retain the Insider List for a period of at least five years after it is drawn up or updated. If such data is necessary for an internal or external investigation, the resolution of a dispute or in connection with legal proceedings the Company will retain the relevant data until the relevant investigation, dispute or legal proceeding has ended.
- 5.5. The Company will inform an Employee of his or her inclusion on the Insider List. An Employee included on the Insider List must acknowledge in writing that he or she is aware of the applicable prohibitions, restrictions and obligations included in this Policy, as well as the applicable sanctions included and referred to in Article 7.
- 5.6. The Company may provide (information from) the Insider List to the AFM or other competent authorities if required by applicable law or regulation. The Insider List and information from the Insider List will not be provided to other parties, except if required or permitted by applicable law or regulation or if a legitimate interest of the Company requires this.
- 5.7. Persons included on the Insider List are entitled to review their personal data processed by the Company and request necessary amendments. All processing of personal data shall occur in accordance with Regulation (EU) 2016/679 of the European Parliament and of the Council of 27 April 2016 on the protection of natural persons with regard to the processing of personal data and on the free movement of such data.

## **6. Compliance Officer**

- 6.1. The Compliance Officer has the obligations and powers granted to him or her in this Policy. The Board may grant additional obligations or powers to the Compliance Officer.
- 6.2. The Compliance Officer may in exceptional circumstances and in consultation with a Director grant dispensation from prohibitions, restrictions or obligations included in this Policy, to the extent permitted by applicable law or regulation.
- 6.3. Employees (for themselves and their Closely Associated Persons) may request the Compliance Officer to determine whether a prohibition, restriction or obligation included in this Policy applies to them. If an Employee is in doubt as to whether a prohibition, restriction or obligation applies, it is advisable that he or she consults the Compliance Officer and seeks advice. Employees will at all times remain fully responsible for compliance with this Policy and the relevant prohibitions, restrictions and obligations under applicable laws and regulations, including the MAR.
- 6.4. The Compliance Officer is authorised to hold or commission an inquiry into transactions conducted by or on behalf of an Employee or a Closely Associated Person. The Compliance Officer may report the outcome of the inquiry to the chair of the Board and/or other Directors, if deemed appropriate.

## **7. Sanctions**

- 7.1. In the event of a violation of any prohibition, restriction or obligation included in this Policy by an Employee, the Company or, as the case may be, the Employee's employer reserves the right to impose any sanctions which it is entitled to impose pursuant to applicable law or regulation and/or the (employment) agreement with the person in question. Such possible sanctions may include termination of the (employment) agreement with the person involved.
- 7.2. A description of the market abuse prohibitions under the MAR and related (maximum) sanctions can be found in [Annex 3](#).

## **8. Miscellaneous**

- 8.1. The Board has the right to take decisions in any circumstances not covered by this Policy, provided that it does so in accordance with any applicable laws and regulations, including the MAR.
- 8.2. The provisions of this Policy may be amended or supplemented by a resolution of the Board. Amendments and supplements will enter into force from the moment that they are announced, unless the announcement specifies otherwise.
- 8.3. Pursuant to a resolution to that effect, the Board may permit temporary deviations from this Policy without prejudice to the applicable laws and regulations, including the MAR.
- 8.4. This Policy shall be governed by and shall be construed in accordance with the laws of the Netherlands. Any dispute arising in connection with this Policy shall be submitted to the exclusive jurisdiction of the competent court in Amsterdam, the Netherlands.



## Annex 1

### Definitions

1.1 In this Policy, the following terms have the following meanings:

<b>AFM</b>	means the Authority for the Financial Markets ( <i>Autoriteit Financiële Markten</i> ).
<b>Appointed Employee</b>	An Employee who has regular access to Inside Information relating directly or indirectly to the Company and is appointed as such by the Compliance Officer.
<b>Board</b>	means the Company's one-tier board.
<b>Closed Period</b>	means the periods defined in clause 3.7.
<b>Closely Associated Person</b>	means, in relation to a PDMR: <ul style="list-style-type: none"><li>(a) a spouse, or a partner considered to be equivalent to a spouse in accordance with applicable national law;</li><li>(b) a dependent child, in accordance with applicable national law;</li><li>(c) a relative who has shared the same household for at least one year on the date of the transaction concerned; or</li><li>(d) a legal person, trust or partnership, the managerial responsibilities of which are discharged by a PDMR or by a person referred to in point (a), (b) or (c), which is directly or indirectly controlled by such a person, which is set up for the benefit of such a person, or the economic interests of which are substantially equivalent to those of such a person.</li></ul>
<b>Company</b>	Means MotorK plc.
<b>Deal or Dealing</b>	means, directly or indirectly, acquiring or disposing of, or conducting any other transaction relating to, or cancelling or amending an order concerning, financial instruments, on a person's own account or for the account of a third party.

<b>Compliance Officer</b>	means a person designated by the Company responsible for the notifications, instructions, communications and other tasks as set out in this Policy.
<b>Director</b>	means a member of the Board.
<b>Employees</b>	means any person working, under a contract of employment or otherwise employed by, or in any other type of relationship of authority with, the Company, or any member of its Group, irrespective of the duration of their employment, as well as the members of the management board and/or the members of the supervisory board of any subsidiary of the Company (if any).
<b>Group</b>	means the Company and its consolidated subsidiaries.
<b>Inside Information</b>	means information of a precise nature, including information regarding an intermediate step in a protracted process, which has not been made public, relating, directly or indirectly, to the Company or to one or more financial instruments of the Company (including Securities), and which, if it were made public, would be likely to have a significant effect on the prices of those financial instruments or on the price of related derivative financial instruments.
<b>Insider List</b>	means the list, kept by the Company, of all persons who on a permanent or incidental basis, may have access to Inside Information and who are working for the Group under a contract of employment or are otherwise performing tasks for the Group through which they have access to Inside Information, such as advisers, accountants or credit rating agencies;
<b>MAR</b>	means Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse, including any delegated or commission implementing regulation, each as amended from time to time.
<b>Market Manipulation</b>	means entering into a transaction, placing an order to trade or engaging in any other behaviour which gives, or is likely to give, false or misleading signals as to the supply of, demand for, or price of, a financial instrument and engaging in any other behaviour designated to constitute market manipulation under the MAR.
<b>PDMR</b>	means a person discharging managerial responsibilities, which means a person within the Company who is:

- (a) a Director; or
- (b) a senior executive who is not a Director who has regular access to Inside Information and power to take managerial decisions affecting the future developments and business prospects of the Company.

**Permanent Insiders** means persons who have access at all times to all Inside Information within the Company. Permanent Insiders are or will be placed on the permanent insider section of the Insider List, and receive an e-mail informing them thereof.

**Securities** means the ordinary shares, or any debt instruments issued by the Company, or any derivatives or any other financial instruments linked to them.

1.2 Save where the context dictates otherwise, in this Policy:

- (a) unless a different intention clearly appears, a reference to an Article or Annex is a reference to an article or annex of this Policy;
- (b) words and expressions expressed in the singular form also include the plural form, and vice versa;
- (c) words and expressions expressed in the masculine form also include the feminine form; and
- (d) a reference to a statutory provision counts as a reference to this statutory provision including all amendments, additions and replacing legislation that may apply from time to time.

1.3 Headings of Articles and other headings in this Policy are inserted for ease of reference and do not form part of this Policy for the purpose of interpretation.

## Annex 2

### **Non- Exhaustive List of Transactions that must be notified by PDMRS and Closely Associated Persons with PDMRS**

- 1.1 Transactions in Securities which need to be notified to the AFM and the Company under article 19 of the MAR include the following:
- (a) acquisition, disposal, short sale, subscription or exchange, including conversion of special shares or warrants into ordinary shares;
  - (b) transactions undertaken by persons professionally arranging or executing transactions or by other persons on behalf of a PDMR or a Closely Associated Person, including where discretion is exercised (e.g. under an individual portfolio or asset management services mandate);
  - (c) gifts and donations made or received, and inheritance received;
  - (d) acceptance or exercise of a stock option, including of a stock option granted to PDMRs as part of their remuneration package, and the disposal of shares stemming from the exercise of a stock option;
  - (e) subscription to a capital increase or debt instrument issuance;
  - (f) conditional transactions upon the occurrence of the conditions and actual execution of the transactions;
  - (g) automatic or non-automatic conversion of a financial instrument into another financial instrument, including the exchange of convertible bonds to shares;
  - (h) pledging (or creating a similar security interest), borrowing or lending;
  - (i) entering into or exercise of equity swaps;
  - (j) transactions in or related to derivatives, including cash-settled transactions;
  - (k) entering into a contract for difference on a financial instrument of the Company or on emission allowances or auction products based thereon;
  - (l) transactions in derivatives and financial instruments linked to a debt instrument of the Company, including credit default swaps;
  - (m) transactions executed in index-related products, baskets and derivatives;

- (n) transactions executed in shares or units of investment funds, including alternative investment funds (**AIFs**);
- (o) transactions executed by a manager of an AIF in which the PDMR or Closely Associated Person has invested; and

### Annex 3

#### Sanctions

Breach	Administrative sanctions in case of a breach	Criminal sanctions in case of an intentional breach
<i>Violation of prohibition on insider dealing and of unlawful disclosure of inside information (including tipping)</i>	<ul style="list-style-type: none"> <li>• Temporary ban for individuals from dealing on own account (for a period of up to one year, which can be extended once for another period of up to one year);</li> <li>• administrative fine of up to EUR 5,000,000 for individuals or EUR 15,000,000 (or up to 15% of the (consolidated) total annual turnover) for legal entities;</li> <li>• incremental penalty payment; and/or</li> <li>• additional penalties and measures can be imposed.</li> </ul>	<ul style="list-style-type: none"> <li>• Sentence to community service;</li> <li>• imprisonment of up to six years;</li> <li>• fine of up to EUR 87,000 (or EUR 870,000 if the value of the relevant assets with which or in relation to which the violation has been committed exceeds one-fourth of the maximum amount of the fine); and/or</li> <li>• additional penalties and measures can be imposed.</li> </ul>
<i>Violation of prohibition on market manipulation</i>	<ul style="list-style-type: none"> <li>• Temporary ban for individuals from dealing on own account (for a maximum period of one year, which can be extended once for another maximum period of one year);</li> <li>• administrative fine of up to EUR 5,000,000 for individuals or EUR 15,000,000 (or up to 15% of the (consolidated) total annual turnover) for legal entities;</li> </ul>	<ul style="list-style-type: none"> <li>• Sentence to community service;</li> <li>• imprisonment of up to six years;</li> <li>• fine of up to EUR 87,000 (or EUR 870,000 if the value of the relevant assets with which or in relation to which the violation has been committed exceeds one-fourth of the maximum amount of the fine); and/or</li> </ul>

Breach	Administrative sanctions in case of a breach	Criminal sanctions in case of an intentional breach
	<ul style="list-style-type: none"> <li>• incremental penalty payment; and/or</li> <li>• additional penalties and measures can be imposed.</li> </ul>	<ul style="list-style-type: none"> <li>• additional penalties and measures can be imposed.</li> </ul>
<i>Failure to notify the AFM on time of a transaction (by PDMRs and Closely Associated Persons)</i>	<ul style="list-style-type: none"> <li>• Administrative fine of up to EUR 500,000 for individuals or EUR 1,000,000 for legal entities;</li> <li>• incremental penalty payment; and/or</li> <li>• additional penalties and measures can be imposed.</li> </ul>	<ul style="list-style-type: none"> <li>• Sentence to community service;</li> <li>• imprisonment of up to two years;</li> <li>• fine of up to EUR 21,750 (or EUR 87,000 if the value of the relevant assets with which or in relation to which the violation has been committed exceeds one-fourth of the maximum amount of the fine); and/or</li> <li>• additional penalties and measures can be imposed.</li> </ul>
<i>Failure to disclose inside information on time (by issuer)</i>	<ul style="list-style-type: none"> <li>• Administrative fine of up to 2,500,000 (or up to 2% of the (consolidated) total annual turnover);</li> <li>• incremental penalty payment; and/or</li> <li>• additional penalties and measures can be imposed.</li> </ul>	<ul style="list-style-type: none"> <li>• Sentence to community service;</li> <li>• imprisonment of up to two years;</li> <li>• fine of up to EUR 21,750 (or EUR 87,000 if the value of the relevant assets with which or in relation to which the violation has been committed exceeds one-fourth of the maximum amount of the fine); and/or</li> <li>• additional penalties and measures can be imposed.</li> </ul>

Breach	Administrative sanctions in case of a breach	Criminal sanctions in case of an intentional breach
<i>Failure to keep insider list and list of PDMRs and Closely Associated Persons (by issuer)</i>	<ul style="list-style-type: none"> <li>• Administrative fine of up to EUR 1,000,000;</li> <li>• incremental penalty payment; and/or</li> <li>• additional penalties and measures can be imposed.</li> </ul>	<ul style="list-style-type: none"> <li>• Sentence to community service;</li> <li>• imprisonment of up to two years;</li> <li>• fine of up to EUR 21,750 (or EUR 87,000 if the value of the relevant assets with which or in relation to which the violation has been committed exceeds one fourth of the maximum amount of the fine); and/or</li> <li>• additional penalties and measures can be imposed.</li> </ul>
<i>Non-compliance with substantial shareholding provisions (by Directors in their capacity as substantial shareholders)</i>	<ul style="list-style-type: none"> <li>• Administrative fine of EUR 10,000,000 (or up to 10% of the (consolidated) total annual turnover); and/or</li> <li>• additional penalties and measures can be imposed.</li> </ul>	<ul style="list-style-type: none"> <li>• Sentence to community service;</li> <li>• imprisonment of up to two years;</li> <li>• fine of up to EUR 21,750 (or EUR 87,000 if the value of the relevant assets with which or in relation to which the violation has been committed exceeds one-fourth of the maximum amount of the fine); and/or</li> <li>• additional penalties and measures can be imposed.</li> </ul>