



INSIDER REGULATIONS

revision 6 April 2017

Statutory framework

Effective 3 July 2016, a new regime has been implemented in The Netherlands (and other European countries) concerning (the prevention) of market abuse. This new regime consists of the Market Abuse Regulation (MAR) and the Market Abuse Directive II. As a consequence, effective 3 July 2016, the Dutch market abuse stipulations as laid down in chapter 5.4 of the Financial Supervision Act were cancelled, and replaced by the directly applicable rules from the MAR (and the related laws). The obligations to keep an insiders list and to inform Board Members and other persons discharging managerial responsibilities are still in place, and Kardan N.V. is therefore of the opinion that its Insider Regulations should be maintained and implemented, regarding the holding of and Transactions in its shares and financial instruments of which the value is, at least in part, determined by the value of such shares, by its Board Members and Employees.

These regulations are additional to and do not in any way limit the obligations of an Insider under the applicable laws and regulations in all relevant jurisdictions.

Insiders are expected to have made themselves familiar with their legal obligations and to fully comply with those obligations. If required, they should obtain their own legal advice, since it is not the role of the Compliance Officer to advise Insiders on such applicable laws and regulations.

Article 1 - Definitions

In these Insider Regulations, the following capitalised terms shall have the following meanings:

- a. **Affiliates:** (In relation to the Managers and/or Insiders as applicable according to these Insider Regulations):
- i. family members, including (a) spouses, civil partners, life partners or other individuals who cohabit in a comparable manner with the Manager (or Insider), and (b) children or step children of members of the Manager (or Insider) under the age of 18 who fall under the authority of a Manager (or Insider) or who have been placed under guardianship and for whom such Manager has been appointed as receiver;
 - ii. other relations by blood or marriage who on the date of the relevant Transaction have shared the same household with such Manager (or Insider) for at least one year;
 - iii. legal entities, trusts or partnerships:
 - 1) whose managerial responsibilities are discharged by a Manager (or Insider) or a person referred to under (i) or (ii); or
 - 2) which are directly or indirectly controlled by a Manager (or Insider) or a person referred to under (i) or (ii); or
 - 3) which have been founded for the benefit of a Manager (or Insider) or a person referred to under (i) or (ii); or

- 4) whose economic interests are essentially equal to those of a Manager (or Insider) or a person referred to under (i) or (ii).
- b. **AFM:** Netherlands Authority for the Financial Markets (*Stichting Autoriteit Financiële Markten*);
 - c. **Board:** the board of directors of Kardan;
 - d. **Board Members:** executive and/or non-executive members of the Board of Kardan.
 - e. **Compliance Officer:** the person designated as such by the Board of Kardan;
 - f. **Employee:** any person working for Kardan, whether it be it on the basis of a temporary or indefinite employment contract or management agreement;
 - g. **Financial Supervision Act:** Wet op het financieel toezicht (*Wft*);
 - h. **Inside Information:** Information of a precise nature relating directly or indirectly to Kardan or the trading in Kardan Securities, which has not been made public and which, if it were made public, would be likely to have a significant effect on the price of the Kardan Securities;
 - i. **Insiders:** (a) Board Members, (b) Managers and (c) each Employee of Kardan who provides services to Kardan on a continuous day to day basis.
 - j. **Insider Regulations:** the Kardan Insider Regulations including any subsequent and future amendment thereof;
 - k. **Kardan:** Kardan N.V.;
 - l. **Kardan Group:** all companies that are affiliated with Kardan in a group as referred to in section 2:24b of the Dutch Civil Code;
 - m. **Kardan Securities:** all shares issued by Kardan, and/or other financial instruments issued by Kardan that are admitted to trading or for which admission has been requested, or of which the value is determined (at least in part) by the shares. Such financial instruments include, but are not limited to options and similar derivatives, warrants, convertible notes and convertible bonds.
 - n. **Managers:** persons discharging managerial responsibilities, i.e. Board Members and other persons with managerial responsibilities who have access to Inside Information pursuant to their positions in Kardan and Kardan Group;
 - o. **Transaction:** a direct or indirect purchase or sale of Kardan Securities, for one's own account or for another person's account, or any other legal act aimed at acquiring or disposing of financial instruments related to Kardan.

Article 2 - Duties and powers of the Compliance Officer

1. The Board shall appoint a Compliance Officer and may dismiss him or her at any time. The Board shall provide Insiders with the details of the Compliance Officer. Further, the Board shall provide Insiders with the details of the deputy to the Compliance Officer, to the extent a deputy has been appointed pursuant to article 2(3) of these Insider Regulations.
2. The Compliance Officer shall have the duties and powers assigned to him or her pursuant to these Insider Regulations. The Board may assign additional duties and powers to the Compliance Officer.
3. The Compliance Officer may appoint one or more deputies or a compliance panel who may be delegated powers of the Compliance Officer in consultation with the Board. Notwithstanding such delegation, the Compliance Officer shall remain the person responsible for the performance of the duties and powers described in these Insider Regulations.
4. The Compliance Officer is authorised to request information and/or conduct an investigation, or cause an investigation to be conducted, regarding Transactions in Kardan Securities carried out by or for an Insider.
5. The Compliance Officer is authorised to report the results of this investigation to the Board. Before the Compliance Officer reports the results of this investigation, the Insider in question shall be given the opportunity to respond to the results of the investigation. The Insider in question shall be informed on the outcome of the investigation by the Board.
6. The Compliance Officer shall in consultation with the Board designate "closed periods" during which Insiders or certain Insiders are prohibited from directly or indirectly conducting or performing Transactions in Kardan Securities.

Article 3 - Rules for all Insiders

1. Every Insider is prohibited from conducting or performing Transactions in Kardan Securities when he or she is in possession of Inside Information, unless an exception to this prohibition, as set out in Annex I to these Insider Regulations, applies. The cancellation of or an amendment to an order for the sale or purchase of Kardan Securities falls under the scope of this article.
2. Every Insider is prohibited from passing on Inside Information to any other person, unless this is strictly necessary in the normal conduct of his or her professional duties. For the avoidance of doubt it is noted that Insider Information may not be passed on to family members, including spouses and children.
3. Every Insider in possession of Inside Information is prohibited from recommending or inducing any other persons to perform Transactions in Kardan Securities. For the avoidance of doubt it is noted that this prohibition includes recommending or inducing Affiliates.

4. Insiders shall refrain from using Inside Information and shall avoid any mixing of business and private interests or any reasonably foreseeable appearance thereof.
5. Insiders shall exercise due care in handling all business information relating to Kardan or the Kardan Group.
6. Insiders acknowledge that the Compliance Officer is authorised to conduct an investigation or cause an investigation to be conducted regarding Transactions in Kardan Securities carried out by, on the instructions of or for the Insider.
7. An Insidershall be obliged, when requested, to provide the Compliance Officer with all available information relating to Transactions in Kardan Securities executed by or for the Insider. This information may also include information in the possession of a securities institution where the Insider has a securities account.
8. Insiders in respect of whom the Compliance Officer has declared a closed period, pursuant to article 2(6) of these Insider Regulations, are prohibited from conducting or performing, directly or indirectly, Transactions in Kardan Securities during any closed period applicable to them pursuant to article 2(6) of these Insider Regulations, unless permission is granted by the Compliance Officer following the stipulations as set out in Annex 2 to these Insider Regulations.

Article 4 - Rules for Managers

1. Managers and other Insiders designated as such by the Compliance Officer, are prohibited from conducting or performing, directly or indirectly, Transactions in Kardan Securities (i) during the period of 30 calendar days immediately preceding the publication of annual accounts or interim accounts of Kardan, unless permission is granted by the Compliance Officer in accordance with Annex 2 to these Insider Regulations or (ii) any other closed period designated as such by the Compliance Officer.

THE PROHIBITION SET OUT IN ARTICLE 3(1) OF THESE INSIDER REGULATIONS APPLIES AT ALL TIMES. THIS PROHIBITION IS NOT INFLUENCED BY THE PERIODS SET OUT IN ARTICLE 4(1) OF THESE INSIDER REGULATIONS. THIS MEANS THAT EVEN OUTSIDE A PERIOD AS SET OUT IN ARTICLE 4(1) OF THESE INSIDER REGULATIONS A MANAGER IS PROHIBITED FROM CONDUCTING OR PERFORMING TRANSACTIONS IN KARDAN SECURITIES WHEN HE OR SHE IS IN POSSESSION OF INSIDE INFORMATION, UNLESS AN EXCEPTION TO THIS PROHIBITION, AS SET OUT IN ANNEX I TO THESE INSIDER REGULATIONS, APPLIES.

2. Kardan shall inform Managers before the beginning of each calendar year which periods will, in any case, be periods as mentioned in article 4(1) of these Insider Regulations. Changes to such periods or additional periods will also be communicated with the Managers.

Article 5 - Statutory notification obligation for Managers

1. Managers and their Affiliates are obliged to notify the AFM of their Transactions in Kardan Securities in accordance with the applicable legislation. Such notification must be submitted to the AFM immediately when a Transaction is performed by the Managers and/or their Affiliates, in any case within 3 days after the (last) Transaction has been executed, and once the total amount of Transactions has reached a threshold of EUR 5,000 within a calendar year. Non compliance with this provision may result in sanctions by the AFM. The notification obligation also applies to Transactions executed by an asset manager under a fully discretionary asset management agreement.
2. At the request of a Manager, the Compliance Officer will make the relevant notification to the AFM on behalf of that Manager. However, a Manager will be responsible at all times for the accuracy and timely submission of notifications, even in situations where a Manager has expressly requested the Compliance Officer to submit the notification on his or her behalf. Simultaneously with the notification to the AFM, the Compliance Officer will inform the Manager that such notification has been made.

Article 6 - Other provisions

1. The provisions of these Insider Regulations are binding on all Insiders and may be amended and supplemented by a resolution of the Board.
2. These Insider Regulations are governed by Dutch law.

Annex 1

The prohibitions set out in articles 3(1) of these Insider Regulations do not apply to the following Transactions conducted or effected in the Netherlands (transactions outside the Netherlands are also subject to the laws of the relevant jurisdiction):

- a. the acquisition of Kardan shares as a stock dividend (except where there is a choice to receive a cash or stock dividend);
- b. Transactions performed by an asset manager under an asset management agreement on a fully discretionary basis. This means that the Insider involved may have no involvement or contact regarding the Transaction and that the asset management agreement stipulates that there will not be such involvement or contact;
- c. Insiders may conduct Transactions under certain specific circumstances, e.g. when options on Kardan Securities were granted under an employee stock option plan and these Securities were awarded under a defined framework under which any inside information cannot influence the award or grant of Securities. (art. 9 Delegated Regulation (EU) 2016.522.

Annex 2

The Company may allow Managers and other designated Insiders to trade during a closed period:

- (i) on a case-by-case basis due to the existence of exceptional circumstances, such as severe financial difficulty, which require the immediate sale of Kardan Securities;
- (ii) due to the characteristics of the trading involved for transactions made under, or related to, an employee share or saving scheme, qualification or entitlement of shares, or transactions where the beneficial interest in the relevant Kardan Security does not change,

provided that the Manager or the designated Insider is able to demonstrate that the particular transaction cannot be executed at another moment in time than in the closed period.

In the circumstances of (i) above, the Manager or the designated Insider shall provide a reasoned written request to the Compliance Officer for obtaining permission to proceed with immediate sale of the relevant Kardan Securities during a closed period. The written request shall describe the envisaged transaction and provide an explanation of why the sale is the only reasonable alternative to obtain the necessary financing.

The Compliance Officer shall only permit the immediate sale when the circumstances for such transactions may be exceptional. Circumstances shall be considered to be exceptional when they are extremely urgent, unforeseen and compelling and where their cause is external to the Manager or the designated Insider and the Manager or the designated Insider has no control over them. When examining the circumstances, the Compliance Officer shall take into account, *inter alia*, whether and to the extent to which the Manager or the designated Insider is (i) at the moment of submitting its request facing a legally enforceable financial commitment or claim, or (ii) has to fulfill or is in a situation entered into before the beginning of the closed period and requiring the payment of a sum to a third party, including tax liability, and cannot reasonably satisfy a financial commitment or claim by means other than the immediate sale of Kardan Securities.