



Lotus Bakeries Dealing Code

1 INTRODUCTION

1.1 Scope of Application

The following rules (together the "**Dealing Code**") have been adopted by the Board of Directors on 2 April 2020. The Dealing Code may be amended from time to time.

The Dealing Code is without prejudice to the obligations imposed by applicable EU and national laws on insider dealing, the unlawful disclosure of inside information and market manipulation. It does not replace these EU or national laws, with which all directors, executives and other personnel of the Company and its affiliates have an obligation to comply and it does not exempt individuals from their personal criminal and civil liability. This Dealing Code is not intended to be exhaustive or to serve as legal advice.

The main purpose of this Dealing Code is to prevent the misuse or the appearance of misuse of information you may have about Lotus Bakeries which is not available to investors in general. ***You should pay particular attention if you are going to receive shares, stock options or other awards under any of our incentive plans, buy or sell shares in Lotus Bakeries, or use any shares in Lotus Bakeries as security for a loan. Read this document again before you do any of these things.***

1.2 Monitoring of compliance

The Board has appointed a Group Compliance Officer (the "**Compliance Officer**"). The duties of this Compliance Officer include the supervision of compliance with this Dealing Code.

If you have any questions or are in any doubt on how to comply with this Dealing Code, please contact the Compliance Officer by e-mail on brechtje.haan@lotusbakeries.com.

Persons with Executive Responsibilities and Persons with Critical Information Access are asked to acknowledge, by sending an e-mail to the Compliance Officer, that they have received, read and understood this Dealing Code and that they will abide by it.

Persons with Executive Responsibilities are also asked to provide the Compliance Officer with a list of their Closely Related Persons. Any updates to such list must be promptly notified to the Compliance Officer. A template of such list, setting out which information needs to be provided, is available with the Compliance Officer.

Persons with Executive Responsibilities must provide their Closely Related Persons with this Dealing Code and notify them of their obligations under this Dealing Code. The Persons with Executive Responsibilities are required to keep a copy of this notification.

2 DEFINITIONS

The following definitions shall apply to this Dealing Code:

"Board of Directors" means the board of directors of the Company.

"Business Day": any day (other than a Saturday or Sunday or a bank holiday) on which banks are open for business in Belgium.

"Chairman" means the chairman of the Board of Directors.

"Closed Period" has the meaning set out in article 3.3 of this Dealing Code.

"Closely Related Person" means in relation to a person:

- i. a spouse, or a partner considered to be equivalent to a spouse in accordance with national law;
- ii. a dependent child in accordance with national law;
- iii. a relative who has shared the same household for at least one year on the date of the transaction concerned;
- iv. a legal person, trust or partnership, the managerial responsibilities of which are discharged by a Person with Executive Responsibilities or by a person referred to in point (i), (ii) or (iii), 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.

"Company" or **"Lotus Bakeries"** means Lotus Bakeries NV, a limited liability company ("*naamloze vennootschap*" / "*société anonyme*") organised and existing under the laws of Belgium, with registered office at Gentstraat 1, 9971 Lembeke, registered with the Register of Legal Entities (Ghent) under number 0401.030.860.

"Compliance Officer" means the Director Legal, or in case of unavailability, his/her designated alternate.

"Dealing Code" has the meaning set out in article 1.1 of this Dealing Code.

"Financial Instruments" means Financial instruments as such term is defined in article 3.1(i) of MAR, including, but not limited to:

- i. transferable securities, such as:
 - a. shares and other securities equivalent to shares, and depositary receipts in respect of such shares;
 - b. bonds or other forms of securitised debt, including depositary receipts in respect of such securities;
 - c. any other securities giving the right to acquire or sell any such transferable securities or giving rise to a cash settlement determined by reference to transferable securities; and

- ii. options and other derivative contracts or instruments,

which are:

- i. admitted to trading on a regulated market or for which a request for admission to trading on a regulated market has been made;
- ii. traded on an MTF, admitted to trading on an MTF or for which a request for admission to trading on an MTF has been made;
- iii. not covered by point (i) or (ii), the price or value of which depends on or has an effect on the price or value of a Financial Instrument referred

to in those points, including, but not limited to, credit default swaps and contracts for difference.

"FSMA" means the Belgian Financial Services and Markets Authority.

"Inside Information" has the meaning set out in article 3.1 of this Dealing Code.

"Insider Dealing" has the meaning set out in article 3.1 of this Dealing Code.

"MAR" means regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse (market abuse regulation) and repealing Directive 2003/6/EC of the European Parliament and of the Council and Commission Directives 2003/124/EC, 2003/125/EC and 2004/72/EC.

"Person with Critical Information Access" means any individual who, by virtue of his/her work, job or function, has access to information and who knows or should reasonably know that the information in question can be qualified as Insider Information. If you are a Person with Critical Information Access, you will have been informed thereof and will have been asked to acknowledge, by sending an e-mail to the Compliance Officer, that you have received, read and understood this Dealing Code and that you will abide by it.

"Persons with Executive Responsibilities" are persons within the Company who are members of the Board of Directors or the executive committee. If you are a Person with Executive Responsibilities, you will have been informed thereof and will have been asked to acknowledge, by sending an e-mail to the Compliance Officer, that you have received, read and understood this Dealing Code and that you will abide by it.

"Prohibited Period" has the meaning set out in article 3.3 of this Dealing Code.

3 PERMISSION/PROHIBITION TO DEAL IN FINANCIAL INSTRUMENTS OF LOTUS BAKERIES

3.1 Insider Dealing: General Prohibition

A person must not:

- i. engage or attempt to engage in Insider Dealing; or
- ii. recommend that another person engages in Insider Dealing or induce another person to engage in Insider Dealing.

"Insider Dealing" arises where a person possesses Inside Information and uses that Inside Information by acquiring or disposing of, for its own account or for the account of a third party, directly or indirectly, Financial Instruments to which that Inside Information relates. The use of Inside Information by cancelling or amending an order concerning a Financial Instrument to which the Inside Information relates where the order was placed before the person concerned possessed the Inside Information, will also be considered to be Insider Dealing.

"Inside Information" is information of a precise nature, which has not been made public, relating, directly or indirectly, to Lotus Bakeries or to one or more Financial Instruments of Lotus Bakeries or other Financial Instruments linked thereto, and which,

if it were made public, would be likely to have a significant effect on the price of those Financial Instruments or of the price of related derivative Financial Instruments;

whereby:

- i. information is deemed to be of a precise nature if it indicates a set of circumstances which exists or which may reasonably be expected to come into existence, or an event which has occurred or which may reasonably be expected to occur, where it is specific enough to enable a conclusion to be drawn as to the possible effect of that set of circumstances or event on the prices of the Financial Instruments or the related derivative Financial Instruments;
- ii. information which, if it were made public, would be likely to have a significant effect on the prices of Financial Instruments or derivative Financial Instruments means information a reasonable investor would be likely to use as part of the basis of his or her investment decisions; and
- iii. an intermediate step in a protracted process is deemed to be Inside Information if, by itself, it satisfies the criteria of Inside Information as referred to in this section.

3.2 Closed and Prohibited Periods

Persons with Executive Responsibilities and Persons with Critical Information Access are not authorised to realise transactions, on their own account or for the account of a third party, directly or indirectly, relating to Lotus Bakeries' shares or debt instruments or to derivatives or other Financial Instruments linked thereto during a Closed Period. Exercising Company stock options and/or subscription rights shall be considered as such a transaction.

A "**Closed Period**" is each of the following periods:

- i. 1 January until announcement of the full year results;
- ii. 1 July until announcement of the half year results;

and ending at close of business on the day during which such announcement has been made.

The same prohibition applies during a Prohibited Period to Persons with Executive Responsibilities and Persons with Critical Information Access (on a case-by-case basis), whereby a "**Prohibited Period**" means any other period as notified by the Compliance Officer.

The Compliance Officer will in due time notify the Closed Periods and the Prohibited Periods by e-mail.

The Compliance Officer may, but is not obliged to, allow a Person with Executive Responsibilities or a Person with Critical Information Access to trade during a Closed Period or a Prohibited Period either:

- i. on a case-by-case basis due to the existence of exceptional circumstances, such as severe financial difficulty, which requires the immediate sale of shares; or

- 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 security does not change.

Prior to any trading during a Closed Period or a Prohibited Period, a Person with Executive Responsibilities or a Person with Critical Information Access must provide a reasoned written request by email to the Compliance Officer for obtaining permission to proceed with the immediate sale of shares of the Company during a Closed Period or a Prohibited Period.

3.3 Dealing by investment managers and Closely Related Persons

Persons with Executive Responsibilities and Persons with Critical Information Access must ensure that their investment managers, the persons professionally arranging or executing transactions on their behalf or any other person arranging or executing transactions on their behalf do not trade during Closed Periods and Prohibited Periods.

Persons with Executive Responsibilities and Persons with Critical Information Access are, without prejudice to their confidentiality obligations, moreover required to make every effort to prevent their Closely Related Persons from trading during the Closed Periods and Prohibited Periods.

3.4 Dealing outside Closed Periods or Prohibited Periods

All Persons with Executive Responsibilities or Persons with Critical Information Access wishing to acquire or alienate shares of Lotus Bakeries must notify the CEO and the Compliance Officer (e.g. by e-mail) in writing at least two full Business Days before the actual transaction, specifying the number of shares concerned and the nature of the proposed transaction. He or she must certify in the notification that he or she is not in possession of any Inside Information.

The CEO or Compliance Officer shall respond to such notification within two Business Days. In case no reply is received within that time, clearance shall be deemed to have been granted. Once cleared, the transaction must happen within ten Business Days after having received clearance (without prejudice to the general prohibition of Insider Dealing and dealing in Closed Periods or Prohibited Periods).

The CEO or Compliance Officer may give a negative advice in relation to the intended transaction. In that case this advice must be regarded as an express rejection of the transaction by the Company. A Company share transaction shall only be possible with the approval of the CEO or the Compliance Officer.

If the transaction takes place, the relevant Person with Executive Responsibilities or Person with Critical Information Access must inform the CEO or the Compliance officer thereof in writing (e.g. by sending an e-mail) within three Business Days in the same manner as set out in article 7.

4 MARKET MANIPULATION

4.1 General Prohibition

A person must not engage in, or attempt to engage in, market manipulation, which includes:

- i. entering into a transaction, placing an order to trade or any other behaviour which:
 - a. gives, or is likely to give, false or misleading signals as to the supply of, demand for, or price of, the Financial Instruments of Lotus Bakeries; or
 - b. secures, or is likely to secure, the price of the Financial Instruments of Lotus Bakeries at an abnormal or artificial level,

unless the person entering into a transaction, placing an order to trade or engaging in any other behaviour establishes that such transaction, order or behaviour has been carried out for legitimate reasons, and conform with an accepted market practice;

- ii. entering into a transaction, placing an order to trade or any other activity or behavior which affects or is likely to affect the price of the Financial Instruments of Lotus Bakeries, which employs a fictitious device or any other form of deception or contrivance; and
- iii. disseminating information or rumours through the media, including the internet, or by any other means, which give, or are likely to give, false or misleading signals as to the supply of, demand for, or price of, the Financial Instruments of the Company, or are likely to secure the price of one or more Financial Instruments of the Company at an abnormal or artificial level, where the person who made the dissemination knew, or ought to have known, that the information was false or misleading;
- iv. transmitting false or misleading information or providing false or misleading inputs in relation to a benchmark where the person who made the transmission or provided the input knew or ought to have known that it was false or misleading, or any other behaviour which manipulates the calculation of a benchmark.

In addition, it is prohibited for any person to take part in any arrangement that leads to one of the abovementioned actions.

5 DUTY OF CONFIDENTIALITY

A person must not disclose Inside Information to any other person, except where the disclosure is made in the normal exercise of an employment, a profession or duties. If a person discloses any Inside Information to any other person in the normal exercise of an employment, a profession or duties, he/she must ensure that the person receiving the information owes a duty of confidentiality.

All Inside Information as well as any other information that may not necessarily constitute Inside Information, but which is confidential, such as information for which confidentiality undertakings have been accepted by the Company or its affiliates, must

be kept strictly confidential. This obligation is without prejudice to the general confidentiality obligations applying to all proprietary information owned by the Company or its affiliates.

6 INSIDER LISTS

Upon request of the FSMA, the Company will communicate the list of permanent (if any) and occasional insiders having access to Inside Information, which it is required to draw up pursuant to MAR, to the relevant authorities (including the FSMA).

7 NOTIFICATION OBLIGATION FOR PERSONS WITH EXECUTIVE RESPONSIBILITIES AND THEIR CLOSELY RELATED PERSONS

All Persons with Executive Responsibilities and their Closely Related Persons have the obligation to notify to the Compliance Officer and to the FSMA promptly and no later than three Business Days following the date of the transaction:

- i. all transactions conducted on their own account relating to the shares or debt instruments of the Company or to derivatives or other Financial Instruments linked thereto (which include, for the avoidance of doubt, the acceptance and exercise of an equity incentive award, the acceptance of free shares, making or receiving gifts and donations, and receiving an inheritance);
- ii. the pledging or lending of Financial Instruments of the Company or other Financial Instruments linked thereto by or on behalf of a Person with Executive Responsibilities or its Closely Related Person;
- iii. transactions undertaken by investment managers, persons professionally arranging or executing transactions or by another person on behalf of a Person with Executive Responsibilities or its Closely Related Person.

Should you have any doubt as to whether a transaction is subject to the obligation to notify, please confer with the Compliance Officer. The obligation to notify applies once the total amount of transactions has reached a threshold of EUR 5,000 within one calendar year. Such threshold is calculated by adding, without netting, all transactions referred to above.

All notifications must be made via the FSMA transaction notification tool which can be accessed by clicking [here](#).

Persons with Executive Responsibilities and their Closely Related Persons may, but are not obliged to, authorise the Company to make such notifications to the FSMA on their behalf. In such case, Persons with Executive Responsibilities and their Closely Related Persons must always notify the Company of such relevant transactions, promptly and no later than two Business Days following the date of the transaction.

If a Person with Executive Responsibilities or a Closely Related Person has authorised the Company to make such notifications to the FSMA on their behalf, the notifications must be made by e-mail to the Compliance Officer, who will submit such notifications to the FSMA. In this respect, at least the following information must be provided to the Compliance Officer:

- i. name of the Person with Executive Responsibilities or the Closely Related Person involved;
- ii. description of the Financial Instrument (e.g. shares);
- iii. nature of the transaction (e.g. sale/purchase of shares – acceptance or exercise stock options – share grant);
- iv. as the case may be, indication that the notification relates to multiple transactions;
- v. date of the transaction(s);
- vi. quantity of traded instruments (e.g. 1,000 shares);
- vii. unit price (i.e. price per traded instrument – e.g. EUR 3,000 per share) + total price.

All notifications will be published by the FSMA on its website.

8 DURATION

Persons with Executive Responsibilities and Persons with Critical Information Access are bound by this Dealing Code up to the end of their relationship with the Company or, for third parties, up to the end of the assignment in question.

I, the undersigned, hereby confirm acknowledgement and acceptance of the Dealing Code

Signature _____

Name _____

Title _____