



Keyware Technologies NV

Dealing Code

Approved by the Board of Directors of Keyware Technologies NV on 22 December 2020

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INTRODUCTION

The Board of Directors of Keyware Technologies NV (“**Keyware**” or the “**Company**”) has drawn up a set of rules (hereinafter “**Dealing Code**”) regarding ‘market abuse’ (insider dealing, unlawful disclosure of inside information and market manipulation), and transactions in financial instruments by persons discharging managerial responsibilities, as well as persons closely associated with them.

The purpose of this Dealing Code is, on the one hand, to inform its addressees on the applicable regulations regarding ‘market abuse’ and ‘transactions by persons discharging managerial responsibilities and persons closely associated with them’, and, on the other hand, to prevent any infringement of the applicable regulations. Insider dealing, unlawful disclosure of inside information and market manipulation are criminal offences: non-compliance may result in administrative and/or criminal sanctions and civil liability. Moreover, such conduct could seriously harm the Company’s reputation.

In drawing up this Dealing Code, the Board of Directors has based itself on the EU Regulation 596/2014 on market abuse (“**Market Abuse Regulation**”), the law of 2 August 2002 on the supervision of the financial sector and on financial services, the ESMA guidelines and the FSMA circulars.

1 DEFINITIONS

For the purposes of this document, the following definitions shall apply:

“**Company**”: Keyware Technologies NV, with registered office at Ikaroslaan 24, 1930 Zaventem (Belgium) and with enterprise number 0458.430.512 (RPM Brussels, Dutch-speaking section).

“**Compliance Officer**”: the CFO of the Company.

“**Dealing Code**”: this document.

“**Director**”: a member of the Board of Directors of the Company.

“**Financial instruments**”: the shares or debt financial instruments of the Company or any financial instrument within the meaning of article 3(1), 1° of the Market Abuse Regulation to the extent that:

- a. they are admitted to trading on a regulated market or for which a request for admission to trading on a regulated market has been made;
- b. they are traded on a multilateral trading facility (MTF), they are admitted to trading on a multilateral trading facility (MTF) or for which request for admission to trading on a multilateral trading facility (MTF) has been made;
- c. they are traded on an organised trading facility (OTF) as described in article 4, paragraph 1, point 23) of Regulation 2014/65/UE; or
- d. they are not covered by a), b) or c) and 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.

“**FSMA**”: the Belgian Financial Services and Markets Authority.

“Keyware Group”: the Company and its Subsidiaries.

“Persons discharging managerial responsibilities”: a person within the Company who is (a) a member of the Board of Directors or (b) a senior executive who has regular access to inside information relating directly or indirectly to the Company, and who has the power to take managerial decisions affecting the future developments and business prospects of the Company (the members of the Management Team of the Company).

“Persons closely associated” (with a person discharging managerial responsibilities):

- a. a spouse, or a partner considered to be equivalent to a spouse;
- b. a dependent child;
- c. a relative who has shared the same household for at least one year on the date of the transaction concerned; or
- d. a legal person, trust or partnership, the managerial responsibilities of which are discharged by a person discharging managerial responsibilities 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 interest of which are substantially equivalent to those of such a person.

“Subsidiary”: a company within the meaning of article 1:15, 2° of the Code of companies and associations.

2 INSIDE INFORMATION, INSIDER DEALING AND UNLAWFUL DISCLOSURE OF INSIDE INFORMATION

2.1 DEFINITION OF ‘INSIDE INFORMATION’

Inside information is every information

- a. which has not been made public;
- b. which is of a precise nature;
- c. relating, directly or indirectly, to the Company or to one or more Financial instruments; and
- d. which, if it were made public, would be likely to have a significant effect on the prices of those Financial instruments.

Information shall be 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 instrument.

An intermediate step in a protracted process shall be deemed to be inside information if, by itself, it satisfies the criteria of inside information as referred to above.

Information which, if it were made public, would be likely to have a significant effect on the prices of Financial instruments or related derivative Financial instruments is information a reasonable investor would be likely to use as part of the basis of his or her investment decisions.

2.2 SCOPE

The prohibitions of this chapter apply to any person who possesses inside information as a result of:

- a. being a member of the Board of Directors;
- b. having a holding in the capital of the Company;
- c. having access to the information through the exercise of an employment, profession or duties;
- d. being involved in criminal activities; or
- e. possessing information under circumstances other than those referred to above where that person knows or ought to know that it is inside information.

2.3 PROHIBITIONS

2.3.1 INSIDER DEALING

It is prohibited to use inside information:

- a. for its own account or for the account of a third party, directly or indirectly (by attempting) to acquire or dispose of Financial instruments to which that information relates; or
- b. (by attempting) to cancel or amend an order concerning a Financial instrument to which the information relates where the order was placed before the person concerned possessed the inside information.

2.3.2 RECOMMENDING OR INDUCING TO INSIDER DEALING

It is prohibited to recommend or induce a third party on the basis of inside information:

- a. to acquire or dispose of financial instruments to which that inside information relates; or
- b. to cancel or amend an order concerning a financial instrument to which that information relates.

The use of such recommendation and inducements amounts to insider dealing where the person using the recommendation or inducement knows or ought to know that it is based upon inside information.

2.3.3 UNLAWFUL DISCLOSURE OF INSIDE INFORMATION

It is prohibited to disclose information to any other person, (except where the disclosure is made in the normal exercise of an employment, a profession or duties), and to pass on recommendations or inducements where the person disclosing the recommendation or inducement knows or ought to know that it was based on inside information.

2.4 STATUTORY SANCTIONS

An infringement of the prohibitions described above may result in administrative and/or criminal sanctions.

- a. Administrative sanctions:

The FSMA may impose an administrative fine, using the following maximum amounts:

- For natural persons: EUR 5.000.000 (five million).
- For legal persons: EUR 15.000.000 (fifteen million) or 15% of the total annual turnover, whichever is higher.

If the infringement has produced profits for the offender or allowed the avoidance of losses, this maximum amount may amount to three times the amount of such profits or losses.

b. Criminal sanctions:

A criminal offence is punishable by:

- Imprisonment of three months to four years.
- A criminal fine of between EUR 50 (fifty) and EUR 10.000 (ten thousand) (to be increased in proportion to the applicable surcharges ('*décimes additionnels*')¹).

In addition, the offender may be sentenced to pay a sum corresponding to a maximum of three times the amount of the financial advantage obtained directly or indirectly from the offence.

In addition, the exercise of certain mandates may be prohibited, and specific measures of forfeiture may be ordered.

3 MARKET MANIPULATION

3.1 DEFINITION OF 'MARKET MANIPULATION'

Market manipulation shall comprise the following activities:

- a. entering into a transaction, placing an order to trade or 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; or
 - secures, or is likely to secure, the price of one or several Financial instruments 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 have been carried out for legitimate reasons, and conform with an accepted market practice as established in accordance with Article 13 of the Market Abuse Regulation;
- b. entering into a transaction, placing an order to trade or any other activity or behaviour which affects or is likely to affect the price of one or several Financial instruments, which employs a fictitious device or any other form of deception or contrivance;
- c. disseminating information through the media, including the internet, or by any other means, which gives, or is likely to give, false or misleading signals as to the supply of, demand for, a price of, a Financial instrument, or is likely to secure, the price of one or several Financial instruments, at an abnormal or artificial level, including the dissemination of rumours, where the person who made the dissemination knew, or ought to have known, that the information was false or misleading;

¹ On the date of this Dealing Code, the fine, including any surcharges ('*décimes additionnels*'), amounts to between EUR 400 and EUR 80.000.

- d. 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.

3.2 PROHIBITIONS

It is prohibited to engage in or attempt to engage in market manipulation.

3.3 STATUTORY SANCTIONS

An infringement of the prohibitions described above may result in administrative and/or criminal sanctions.

- a. Administrative sanctions:

The FSMA may impose an administrative fine, using the following maximum amounts:

- For natural persons: EUR 5.000.000 (five million).
- For legal persons: EUR 15.000.000 (fifteen million) or 15% of the total annual turnover, whichever is higher.

If the infringement has produced profits for the offender or allowed the avoidance of losses, this maximum amount may amount to three times the amount of such profits or losses.

- b. Criminal sanctions:

A criminal offence is punishable by:

- Imprisonment of one month to four years.
- A criminal fine of between EUR 300 (three hundred) and EUR 10.000 (ten thousand) (to be increased in proportion to the applicable surcharges ('*décimes additionnels*')²).

In addition, the offender may be sentenced to pay a sum corresponding to a maximum of three times the amount of the financial advantage obtained directly or indirectly from the offence.

In addition, the exercise of certain mandates may be prohibited, and specific measures of forfeiture may be ordered.

4 TRANSACTIONS IN FINANCIAL INSTRUMENTS

4.1 CLOSED PERIODS AND PROHIBITED PERIODS

4.1.1 GENERAL

The **persons discharging managerial responsibilities** must refrain from carrying out transactions (for their own account or for the account of a third party, directly or indirectly) relating to the Company's

² On the date of this Dealing Code, the fine, including any surcharges ('*décimes additionnels*'), amounts to between EUR 2.400 and EUR 80.000.

shares or debt instruments or to derivatives or other related Financial Instruments during a closed period of 30 calendar days immediately preceding the publication of the annual and half-year results of the Company (the '**Closed Periods**') ("*gesloten periodes*").

The Compliance Officer may determine that these statutory Closed Periods start at an earlier point in time or end at a later point in time. For the annual results, the Closed Period is said to commence on 1 February of the year following the year relating to the annual results.

Among others, the transactions listed in Annex A are prohibited.

The persons discharging managerial responsibilities shall be made aware in writing at regular occasions by the Compliance officer of the existence of the Closed Periods and of the related obligations.

In addition, the Compliance Officer may, during all other periods considered as sensitive, when persons discharging managerial responsibilities or any other persons have knowledge of sensitive information that has not yet been made public, announce additional '**prohibited periods**', during which the execution of transactions by those persons is also prohibited ("*sperperiodes*"). The Compliance Officer will inform the persons concerned in writing.

The Compliance Officer may, without prejudice to, and within the limits of, applicable laws and regulations, grant exceptions on this prohibition.

4.1.2 STATUTORY SANCTIONS

The FSMA may impose administrative fines in the event of infringement of the prohibition by persons discharging managerial responsibilities during the statutory closed periods, using the following maximum amounts:

- For natural persons: EUR 500.000 (five hundred thousand euros).
- For legal persons: EUR 1.000.000 (one million euros).

If the infringement has produced profits for the offender or allowed the avoidance of losses, this maximum amount may amount to three times the amount of such profits or losses.

4.2 PRIOR AUTHORIZATION FOR PERSONS DISCHARGING MANAGERIAL RESPONSIBILITIES

The **persons discharging managerial responsibilities** may not conduct any transactions (for their own account or for the account of a third party, directly or indirectly) relating to shares or debt instruments of the Company, derivatives or other linked Financial instruments, without the prior authorization of the Compliance Officer.

The Compliance Officer may not conduct any transaction (for its own account or for the account of a third party, directly or indirectly) relating the Company's shares or debt instruments or to derivatives or other related Financial Instruments, without the prior authorization by the chair of the Board of Directors of the Company.

Annex A contains a (non-exhaustive) list of transactions for which prior authorization must be obtained.

The contemplated transaction must be notified in writing to the Compliance Officer (or, as the case may be, the chair of the Board of Directors). The notification must specify the nature and planned date of the contemplated transaction, and the type and number of Financial instruments concerned.

The Compliance Officer (or, as the case may be, the chair of the Board of Directors) must approve or refuse, in writing the contemplated transaction within 2 business days after receipt of the notification. In the absence of timely written authorization, the request shall be deemed to have been refused.

Unless otherwise specified in the authorization, the transaction must be executed at the latest within 5 business days following the authorization.

The Compliance Officer (or, as the case may be, the chair of the Board of Directors) may refuse the authorization discretionary, e.g. during prohibited periods (even if the person concerned has no knowledge of the sensitive information concerned) or if there are reasons to believe that the intended transaction is in breach with the Dealing Code.

Persons discharging managerial responsibilities must inform the Compliance Officer in writing that the transaction has or has not been executed. The notification must specify the nature and date of the executed transaction, and the type and number of the Financial Instruments concerned. The notification must be made within 2 business days following the execution of the transaction. In the absence of such notification, the Company will assume that the planned transaction has not been executed.

This procedure of prior authorization and notification is without prejudice to the applicable statutory provisions, particularly those on 'insider dealing' and 'disclosure requirements for persons discharging managerial responsibilities and persons closely associated'.

4.3 DISCLOSURE REQUIREMENTS FOR PERSONS DISCHARGING MANAGERIAL RESPONSIBILITIES AND PERSONS CLOSELY ASSOCIATED

4.3.1 GENERAL

Persons discharging managerial responsibilities and **Persons closely associated** with them must inform the Company and the FSMA via the eMT-platform of all transactions for their own account relating to the Company's shares or debt instruments or to derivatives or other related Financial Instruments.

Annex A contains a (non-exhaustive) list of transactions to be notified.

A notification must also be made if the transaction is executed by a third party, even if executed under a discretionary mandate.

The notification shall be made promptly and no later than 3 business days following the date of the transaction.

If the total amount of transactions within a calendar year – this is the sum of all transactions, without netting – does not exceed the threshold of EUR 5.000 (five thousand), the transactions do not have to

be notified. As soon as the threshold is exceeded, the transaction by which the threshold is exceeded (and each subsequent transaction during the same calendar year) must be notified.

You may call upon the Compliance Officer for these notifications. There are a few exceptions to the disclosure requirements; the Compliance Officer will assist you in checking whether exceptions apply.

4.3.2 STATUTORY SANCTIONS

The FSMA may impose administrative fines in the event of infringement of the disclosure requirements, using the following maximum amounts:

- For natural persons: EUR 500.000 (five hundred thousand).
- For legal persons: EUR 1.000.000 (one million).

If the infringement has produced profits for the offender or allowed the avoidance of losses, this maximum amount may amount to three times the amount of such profits or losses.

5 INSIDER LISTS

The Company shall draw up a list of **all persons who have access to inside information** and who are working for the Company under a contract of employment, or otherwise performing tasks through which they have access to inside information, such as advisers, accountants or credit rating agencies. The list shall be continuously updated in accordance with the applicable statutory provisions.

The list shall be drawn up using standard forms based on the implementing technical standards set out in the Implementing Regulation (EU) 2016/347 of the Commission of 10 March 2016. The Company may add a section to the list containing the details of the persons who at all times have access to inside information.

Any person included on the insider list, shall be informed thereof and shall be required to acknowledge in writing that he/she is aware of the statutory and regulatory duties entailed by his/her activities, as well as of the sanctions applicable to insider dealing and the unlawful disclosure of inside information.

The list of persons with access to inside information is managed by the Compliance Officer.

6 PUBLICATION OF THE DEALING CODE

Each new version of the Dealing Code will be made available to all parties concerned by e-mail and can be consulted on the company website www.keyware.com.

ANNEX A – TRANSACTIONS TO BE NOTIFIED BY PERSONS DISCHARGING MANAGERIAL RESPONSIBILITIES OR PERSONS CLOSELY ASSOCIATED WITH THEM

The notifiable transactions shall include the following:

- a. acquisition, disposal, short sale, subscription or exchange;
- b. acceptance or exercise of a stock option, including of a stock option granted to managers or employees as part of their remuneration package, and the disposal of shares stemming from the exercise of a stock option;
- c. entering into or exercise of equity swaps;
- d. transactions in or related to derivatives, including cash-settled transaction;
- e. entering into a contract for difference on a Financial instrument of the Company;
- f. acquisition, disposal or exercise of rights, including put and call options, and warrants;
- g. subscription to a capital increase or debt instrument issuance;
- h. transactions in derivatives and Financial instruments linked to a debt instrument of the Company, including credit default swaps;
- i. conditional transactions upon the occurrence of the conditions and actual execution of the transactions;
- j. automatic or non-automatic conversion of a Financial instrument into another financial instrument, including the exchange of convertible bonds to shares;
- k. gifts and donations made or received, and inheritance received;
- l. transactions executed in index-related products, baskets and derivatives, insofar as required by Article 19 of Regulation (EU) No 596/2014;
- m. transactions executed in shares or units of investment funds, including alternative investment funds (AIFs) referred to in Article 1 of Directive 2011/61/EU of the European Parliament and of the Council, insofar as required by Article 19 of Regulation (EU) No 596/2014;
- n. transactions executed by manager of an AIF in which the person discharging managerial responsibilities, or a person closely associated with such a person has invested, insofar as required by Article 19 of Regulation (EU) No 596/2014;
- o. transactions executed by a third party under an individual portfolio or asset management mandate on behalf or for the benefit of a person discharging managerial responsibilities or a person closely associated with such a person;
- p. borrowing or lending of shares or debt instruments of the Company or derivatives or other Financial instruments linked thereto.

They shall also include:

- a. the pledging or lending of Financial instruments;
- b. transactions undertaken by persons professionally arranging or executing transactions or by another person, including where discretion is exercised;
- c. transactions made under a life insurance policy as referred to in the European Directive 2009/138/EC in the cases provided for in article 19 of the Market abuse Regulation.