

RELATED PARTY TRANSACTION POLICY

OF

NEW AMSTERDAM INVEST N.V.

1. Introduction

- 1.1. This related party transaction policy (the **Policy**) has been adopted by the Board of New Amsterdam Invest N.V. (the **Company**) with effect as of 2 June 2023.
- 1.2. The Supervisory Board and the Management Board recognize that transactions with related parties may cause prejudice to the Company and its stakeholders and that adequate safeguards for the protection of the interests of the Company and its stakeholders are of importance. The purpose of this Policy is to provide adequate protection for the interests of the Company and its stakeholders.
- 1.3. Section 8 of Book 2 of the Dutch Civil Code (the **DCC**), which section implements the provisions regarding related party transactions of Directive (EU) 2017/828 as regards the encouragement of long-term shareholder engagement, is applicable to the Company in this respect.
- 1.4. In this Policy, capitalized terms have the meaning set out in Annex 1.

2. Identifying and reporting Related Party Transactions

- 2.1. (Potential) Related Party Transactions must be reported in accordance with this Clause 2 before such transaction is entered into.
- 2.2. Each member of the Management Board shall promptly notify the Chair of the Supervisory Board and the other members of the Management Board of any (potential) Related Party Transaction in respect of which he is a Related Party or that he is otherwise aware of.
- 2.3. Each member of the Supervisory Board shall promptly notify the Chair of the Supervisory Board of any (potential) Related Party Transaction in respect of which he is a Related Party or that he is otherwise aware of. If the Chair of the Supervisory Board is a Related Party to any (potential) Related Party Transaction or becomes otherwise aware of any (potential) Related Party Transaction, he shall promptly notify the Vice-Chair of the Supervisory Board.
- 2.4. In the event of a (potential) Related Party Transaction, the reporting party shall provide all relevant information regarding the (potential) Related Party Transaction available to him.

3. Approval of Related Party Transactions

- 3.1. The Supervisory Board shall decide whether a potential Related Party Transaction qualifies as a Related Party Transaction. If the transaction is considered a Related Party Transaction, the transaction requires the approval of the Supervisory Board. A member of the Supervisory Board shall not participate in the deliberations and decision-making regarding the approval

of a Related Party Transaction if he is a Related Party or performs a function at a Related Party or its business.

- 3.2. In determining whether to approve a Related Party Transaction, the Supervisory Board will take into account, among other factors they deem appropriate:
- (a) whether the Related Party Transaction is on terms no less favorable than terms generally available to an unaffiliated third-party under the same or similar circumstances and the extent of the Related Party's interest, in the Related Party Transaction;
 - (b) the approximate monetary value of the amount involved in the Related Party Transaction;
 - (c) the approximate monetary value of the amount of the Related Party's interest in the Related Party Transaction;
 - (d) the purpose of, and the potential benefits to the Company or Subsidiary deriving from the Related Party Transaction;
 - (e) if a member of the Management Board or Supervisory Board is related to the Related Party, whether the Related Party Transaction would impair the independence of the member of the Supervisory Board concerned;
 - (f) in case of a Code Related Party Transaction, whether the transaction constitutes a deviation from best practice provision 2.7.3 to 2.7.5 of the Code as the transaction is not entered into on terms that are customary in the market, and whether such deviation is justified; and
 - (g) any other information regarding the Related Party Transaction or the Related Party that could be material to the Company and its stakeholders.

4. Disclosure and reporting

4.1. The Company shall publicly disclose on its website each Statutory Related Party Transaction ultimately at the moment the Statutory Related Party Transaction is entered into. The public disclosure shall in any event include the following information:

- (i) the Statutory Related Party's name;
- (ii) the nature of the relationship with the Statutory Related Party;
- (iii) the date the Statutory Related Party Transaction is, or will be, entered into;
- (iv) the value of the Statutory Related Party Transaction; and
- (v) such other information that is necessary for assessing whether the Statutory Related Party Transaction is reasonable and fair from the Company's perspective and from the perspective of the Company's shareholders that are not involved in the transaction as a Statutory Related Party.

4.2. Notwithstanding any other obligations under applicable reporting requirements to disclose Related Party Transactions in the Company's interim report and annual report, Code Related Party Transactions shall be disclosed in the Company's interim report and annual report in accordance with best practice provision 2.7.3 to 2.7.5 of the Code.

5. Periodic review of certain Excluded Transactions

5.1. The Supervisory Board will periodically assess whether transactions that were considered Excluded Transactions based on sub (e) of the definition of Excluded Transactions (i.e., on the ground that they were entered into in the ordinary course of business and under normal market conditions), indeed qualified as Excluded Transaction on this ground. In conducting this review, the Supervisory Board may obtain information from senior management and other employees and external advisors of the Company.

5.2. This assessment will take place in the meetings in which the Supervisory Board discusses the semi-annual or annual financial statements, unless decided otherwise by the Chair.

Amsterdam 21 December 2023

Management Board

Aren van Dam

1 Definitions

Chair of the Management Board	means the chair of the Management Board.
Chair of the Supervisory Board	means the chair of the Supervisory Board.
Company	means New Amsterdam Invest N.V.
Code	means the Dutch Corporate Governance Code.
Code Related Party	a holder (individual or entity) of at least 10% of the Company's issued share capital.
Code Related Party Transaction	means any transaction entered into by the Company or a Subsidiary and a Code Related Party, that is of material significance to the Company and/or the Code Related Party pursuant to best practice provision 2.7.5 of the Code.
DCC	means the Dutch Civil Code.
Excluded Transaction	means a transaction: <ul style="list-style-type: none">(a) entered into between the Company and a Subsidiary;(b) regarding the remuneration of members of the Management Board and Supervisory Board, or elements thereof that are awarded or due;(c) entered into by credit institutions on the basis of measures, aiming at safeguarding their stability, as further described in section 2:169 (5) (c) DCC;(d) offered to all the Company's shareholders on the same terms, provided equal treatment of all shareholders and protection of the interests of the Company and its business is ensured, or(e) entered into in the ordinary course of business and under normal market conditions.

Management Board	means the management board of the Company
Material Transaction	<p>(a) a transaction entered into by the Company or a Subsidiary that meets the following criteria:</p> <ul style="list-style-type: none"> (i) the transaction is not an Excluded Transaction; (ii) information regarding the transaction constitutes inside information as defined in article 7 of the Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse (the Market Abuse Regulation, MAR); and (iii) the transaction is entered into with a Statutory Related Party, including in any case (x) one or more holders of shares individually or jointly representing at least one-tenth of the Company's issued share capital, or (y) a member of the Management Board, or (z) a member of the Supervisory Board; or <p>(b) a transaction that, taken together with the other transactions entered into in the course of the same financial year with the same party, meets the criteria referred to under (a).</p>
Related Party	means a Code Related Party or a Statutory Related Party.
Related Party Transaction	means a Code Related Party Transaction or a Statutory Related Party Transaction.
Statutory Related Party	means a related party within the meaning of the standards adopted by the International Accounting Standards Board and approved by the European Commission (International Accounting Standards 24 - Related Party Disclosures (IAS24)).
Statutory Related Party Transaction	means a Material Transaction with a Statutory Related Party.

Subsidiary	means a subsidiary of the Company.
Supervisory Board	means the supervisory board of the Company.
Vice-Chair of the Supervisory Board	means the vice-chair of the Supervisory Board.