

PRICING STATEMENT

Admission to listing and trading of 397,017,000 Shares



CTP N.V.

(a public limited liability company (*naamloze vennootschap*) incorporated under the laws of the Netherlands, with its seat in Utrecht, the Netherlands)

This pricing statement (the “**Pricing Statement**”) relates to the Admission and Offering as referred to in the prospectus of CTP N.V. (the “**Company**”) dated 17 March 2021 (the “**Prospectus**”). The Offering consists solely of (i) private placements in the Netherlands to Qualified Investors and (ii) private placements to certain institutional investors in various other jurisdictions, in each case in accordance with securities laws and other rules applicable in the relevant jurisdictions. The Offer Shares are being offered: (i) within the United States, to persons reasonably believed to be QIBs as defined in, and in reliance on, Rule 144A or pursuant to another exemption from, or in a transaction not subject to, the registration requirement under the US Securities Act and applicable state securities laws, and (ii) to institutional investors in various jurisdictions outside the US in “offshore transactions” as defined in, and in compliance with, Regulation S. As the Offering is being made on a private placement basis only, it is exempt from the obligation to publish a prospectus under the Prospectus Regulation.

This Pricing Statement has been prepared in accordance with article 17(2) of the Prospectus Regulation and has been filed with the AFM. This Pricing Statement is being made generally available in the Netherlands in accordance with article 21(2) of the Prospectus Regulation.

This Pricing Statement must be read in conjunction with the Prospectus. Terms used and not defined herein have the meaning ascribed to them in the Prospectus.

There is currently no public market for the Shares. Application has been made to list and admit all of the Shares to trading under the symbol “CTPNV” on Euronext Amsterdam. Trading on an “as-if-and-when-issued” basis in the Shares on Euronext Amsterdam is expected to commence today, 25 March 2021. Payment (in euro) for, and delivery of, the Offer Shares is expected to take place on or about 29 March 2021.

INVESTING IN THE OFFER SHARES INVOLVES RISKS. SEE “RISK FACTORS” BEGINNING ON PAGE 8 OF THE PROSPECTUS FOR A DESCRIPTION OF CERTAIN RISKS THAT SHOULD BE CAREFULLY CONSIDERED BEFORE INVESTING IN THE OFFER SHARES.

As at the date of this Pricing Statement, the Company is still a private limited liability company (*besloten vennootschap met beperkte aansprakelijkheid*) named CTP B.V. The Company will be converted into a public limited liability company (*naamloze vennootschap*) on the Settlement Date.

The Offering Period came to a close yesterday, 24 March 2021. The Offer Price has been determined at €14.00 per Offer Share taking into account the conditions described in the section “The Offering” of the Prospectus. The exact number of New Shares has been determined at 61,017,000 Shares. The Company is to raise approximately €854.2 million in gross proceeds and €819.7 million in net proceeds from the Offering.

Immediately following the Settlement Date, and subject to Settlement occurring, the Company will have an issued share capital of €63,522,720 divided into 397,017,000 Shares (nominal value of €0.16 per Share). The Sole Shareholder will hold (i) assuming no exercise of the Over-Allotment Option, 336,000,000 Shares representing approximately 85 per cent. of the issued share capital of the Company, and (ii) assuming exercise in full of the Over-Allotment Option, 326,847,450 Shares representing approximately 82 per cent. of the issued share capital of the Company.

In connection with the Offering, Morgan Stanley, as the Stabilisation Manager, may, pursuant to the Over-Allotment Option, require the Sole Shareholder to sell, at the Offer Price, up to 9,152,550 Over-Allotment Shares (representing 15 per cent. of the total number of New Shares sold in the Offering), to cover over-allotments, if any, in connection with the Offering. Such stabilisation shall be conducted in accordance with the Market Abuse Regulation and Commission Delegated Regulation (EU) 2016/1052. If such stabilisation occurs, it may be undertaken on Euronext Amsterdam, in the over-the-counter markets or otherwise. Any Over-Allotment Shares made available pursuant to the Over-Allotment Option will be made available on the same terms and conditions

as the New Shares being offered pursuant to the Offering, will rank *pari passu* in all respects with all other Shares (including with respect to pre-emption rights) and will form a single class with all other Shares for all purposes, including with respect to voting and for all dividends and distributions thereafter declared, made or paid on the share capital of the Company.

The Company, each of the Underwriters (as defined below) and/or the Financial Adviser (as defined below) make no representation or prediction whatsoever as to the direction or the magnitude of any effect that the transactions described above may have on the price of the Shares or any other securities of the Company. In addition, the Company, each of the Underwriters and/or the Financial Adviser make no representation that the Stabilisation Manager will engage in these transactions or that these transactions, once commenced, will not be discontinued without notice.

Erste Group Bank AG, Goldman Sachs Bank Europe SE, and Morgan Stanley Europe S.E. are acting as joint global coordinators (in such and any other capacity, the “**Joint Global Coordinators**” and, together with Van Lanschot Kempen Wealth Management N.V. and UBS AG London Branch as joint bookrunners for the Offering, together the “**Joint Bookrunners**”). ING Bank N.V. and Raiffeisen Bank International AG are acting as joint lead managers (together, the “**Joint Lead Managers**”, and together with the Joint Global Coordinators and the Joint Bookrunners, the “**Underwriters**”) for the Offering. N.M. Rothschild & Sons Limited is acting as the financial adviser for the Offering (the “**Financial Adviser**”). The Underwriters and the Financial Adviser are acting exclusively for the Company and no one else in connection with the Offering, and will not regard any other person (whether or not a recipient of this document) as their respective clients in relation to the Offering and will not be responsible to anyone other than the Company for providing the protections afforded to their respective clients, or for providing advice in relation to the Offering or any transaction or arrangement referred to in this Prospectus.

Any Offer Shares will be subject to certain selling and transfer restrictions as described in “Selling and Transfer Restrictions” in the Prospectus.

This Pricing Statement does not constitute a prospectus or prospectus supplement within the meaning of the Prospectus Regulation and does not constitute an offer to acquire any securities.

Joint Global Coordinators, Joint Bookrunners, Joint Lead Managers and Financial Adviser

Joint Global Coordinators and Joint Bookrunners

Erste Group

Goldman Sachs

Morgan Stanley

Joint Bookrunners

Kempen & Co

UBS

Joint Lead Managers

ING

Raiffeisen

Financial Adviser

Rothschild & Co

This Pricing Statement is dated 25 March 2021.