

DISCLOSURE COMMITTEE TERMS OF REFERENCE

Dated 8 December 2025

The Magnum Ice Cream Company N.V.

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1 INTRODUCTION

- 1.1** These Disclosure Committee Terms of Reference have been adopted by the Board on 8 December 2025 and will enter into effect as of the moment the Company has been converted from a private company with limited liability into a public company.
- 1.2** These Disclosure Committee Terms of Reference shall be reviewed periodically by the Board and shall be amended by the Board, if required.
- 1.3** These Disclosure Committee Terms of Reference shall be posted on the Company's website.
- 1.4** The meaning of certain capitalised or uncapitalised terms used in these Disclosure Committee Terms of Reference is set forth in the list of definitions attached as Annex 1.

2 DUTIES AND RESPONSIBILITIES

- 2.1** The Disclosure Committee is responsible for the establishment and maintenance of disclosure controls and procedures and the evaluation thereof and also with the appropriateness of the disclosures made or any delay thereof.
- 2.2** The purpose of the Disclosure Committee is to ensure that information required to be disclosed by the Group in the reports that it files or submits is properly identified, recorded, processed, summarised and reported to the Executive Leadership Team, as appropriate, to allow timely decisions regarding required disclosure or any delay thereof.
- 2.3** The Disclosure Committee evaluates the adequacy of the Group's Disclosure Procedures with respect to its reports and assists in their design and implementation.
- 2.4** The Disclosure Committee makes recommendations on its considerations and/or conclusions about the effectiveness of the Disclosure Procedures and any other disclosure issues it considers, whenever appropriate, to the CEO, CFO, Chief Legal Officer and, where necessary, to the Audit and Risk Committee and/or the Board.
- 2.5** The Disclosure Committee ensures the timely and accurate disclosure of regulatory announcements, shareholder circulars, prospectuses and all other information that is required to be disclosed, or any delay thereof, to meet the legal and regulatory obligations and requirements arising from its listings of both debt and equity.
- 2.6** The Disclosure Committee maintains insider lists and manages and follows the operating procedures as set out in the Company's Share Dealing Code and the Disclosure Procedures.
- 2.7** In addition, the Disclosure Committee has the following duties:
 - 2.7.1** to consider and assess the Company's obligations and disclosure requirements as set out in EU MAR, UK MAR and applicable U.S. securities laws and regulations;
 - 2.7.2** to implement the Disclosure Procedures, including where appropriate arranging for the dissemination of guidelines and training;
 - 2.7.3** to oversee the implementation and operation of appropriate procedures for the verification of financial statements, annual reports, circulars and other relevant documents which are to be publicly disclosed;
 - 2.7.4** to monitor compliance with Disclosure Procedures;

- 2.7.5 to review and approve press releases, financial reports, earnings releases and investor presentations;
- 2.7.6 to determine on a timely basis the disclosure treatment of material information and review any announcements dealing with any information that might have a significant effect on the share price and ensure the accuracy thereof and to consider generally the requirement for announcements in the case of rumours relating to the Group and in the case of a leak of inside information, and in particular, the need to issue holding announcements;
- 2.7.7 the identification of inside information for the purposes of securing this information and maintaining the insider lists and alerting the Company Secretary to the existence of inside information giving rise to the need for amendments to or the creation of insider lists;
- 2.7.8 to identify and consider disclosure issues in connection with the preparation of periodic reports and participate in the review of such disclosures. As part of this process, the Disclosure Committee shall:
 - (a) review the Group's periodic reports;
 - (b) review and discuss with senior financial management whether the Group's periodic reports provide a fair presentation of its financial condition, results of operation and cash flows;
 - (c) assess the materiality of specific events, developments or risks to the Group; and
 - (d) review financial reporting issues that are significant to the Group and other material reporting matters where the person primarily responsible for such matters made significant judgements (either independently or in consultation with others);
- 2.7.9 to monitor compliance with the Company's Share Dealing Code and the Disclosure Procedures;
- 2.7.10 if required, to assist with the review on an annual basis of the section 302 and 906 certifications and the section 404 assertion made under the Sarbanes-Oxley Act of 2002 as part of the Group's SEC filings in relation to the Group's disclosure controls and procedures; and
- 2.7.11 to evaluate the effectiveness of the Group's procedures for recording, processing, summarising and reporting of information required to be disclosed by the Group in its filings by reviewing on an annual basis the section 302 and 906 certifications and section 404 assertion made under the Sarbanes-Oxley Act of 2002 as part of the Group's SEC filings.

3 COMPOSITION

- 3.1 The Disclosure Committee shall consist of a minimum of three members. The members of the Disclosure Committee, including the Chair, shall be appointed by the Board and may include Directors, the Chief Legal Officer, or other officers or members of the Executive Leadership Team of the Group.

- 3.2** The Chair shall be the CFO and its members shall include the Chief Legal Officer and Chief Corporate Affairs & Sustainability Officer.
- 3.3** The Disclosure Committee shall be supported by a secretary who shall be appointed by the Disclosure Committee. The secretary does not need to be a member of the Disclosure Committee.
- 3.4** The Chair is primarily responsible for the proper functioning of the Disclosure Committee. The Chair shall act as the spokesperson of the Disclosure Committee and shall be the main contact for the Board.
- 3.5** If a member of the Disclosure Committee is or becomes aware of any circumstance not previously disclosed to the Board which may reasonably impair or affect that member's independence or the perception of that member's independence, that member will inform the Disclosure Committee promptly. The Disclosure Committee will then consult with the Board to determine whether there is sufficient cause for that member to resign from or terminate their membership of the Disclosure Committee.

4 MEETINGS

- 4.1** The Disclosure Committee shall meet as often as required for a proper functioning of the Disclosure Committee.
- 4.2** Notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed shall be forwarded to each member of the Disclosure Committee and any other person required to attend in advance of the meeting. The Chair or the secretary of the Disclosure Committee may convene a meeting on short notice.
- 4.3** Meetings may be called in writing by or on behalf of the Chair or, in the absence of the Chair, by another member of the Disclosure Committee, the Board Chair, the Directors or the Company Secretary, if necessary.
- 4.4** The Disclosure Committee and the Chair may request other parties to be present at a meeting of the Disclosure Committee.
- 4.5** Meetings of the Disclosure Committee may be held, and members of the Disclosure Committee may participate in meetings by conference call, video conference or by any other means of communication, provided that all members of the Disclosure Committee participating in such meeting are able to communicate with each other simultaneously. Participation in a meeting held in any of the above ways shall constitute presence at such meeting.
- 4.6** Meetings of the Disclosure Committee are chaired by the Chair. If the Chair is not present at a meeting, the members of the Disclosure Committee present at the meeting will appoint the Chief Legal Officer or the Chief Corporate Affairs & Sustainability Officer as chair of that meeting.
- 4.7** The minutes of the meeting are prepared by the secretary of the Disclosure Committee or any other person designated by the Chair.

5 RESOLUTIONS

- 5.1** Resolutions of the Disclosure Committee are adopted by majority vote. In case of a tied vote, the Chair has a casting vote.

- 5.2** Resolutions can only be adopted if at least half of the members of the Disclosure Committee then in office are present or represented at a Disclosure Committee meeting.
- 5.3** A member with a Conflict of Interest must not be taken into account when calculating a quorum or majority requirement. If no resolution can be adopted by the Disclosure Committee as a consequence of a Conflict of Interest of all of its members, the relevant resolution will be referred to the Board.
- 5.4** If all members of the Disclosure Committee are present and agree, the members may resolve on issues not on the agenda.
- 5.5** Upon a proposal by or on behalf of the Chair resolutions of the Disclosure Committee can also be adopted in writing if:
- 5.5.1** a proposal for that resolution has been sent to all members of the Disclosure Committee then in office;
 - 5.5.2** no member of the Disclosure Committee then in office has objected to adopting such resolution in writing; and
 - 5.5.3** more than half of the members of the Disclosure Committee entitled to vote have voted in favour of the proposed resolution.
- 5.6** A confirmation in writing by two members of the Disclosure Committee or the Chair and the secretary of the Disclosure Committee that a resolution has been adopted serves as evidence to third parties of that resolution.

6 MISCELLANEOUS

Status and contents of the Disclosure Committee Terms of Reference

- 6.1** These Disclosure Committee Terms of Reference are complementary to the rules and regulations (from time to time) applicable to the Directors under Dutch law, the Articles of Association and the Board Terms of Reference. If and to the extent these Disclosure Committee Terms of Reference are inconsistent with Dutch law, the Articles of Association or the Board Terms of Reference, these Disclosure Committee Terms of Reference shall not apply.
- 6.2** These Disclosure Committee Terms of Reference can be supplemented and modified by the Board.

Governing Law

- 6.3** These Disclosure Committee Terms of Reference are governed by and are to be construed in accordance with the laws of the Netherlands.

Annex 1

Definitions and interpretations

1 In the Disclosure Committee Terms of Reference, the following terms have the following meanings:

“Articles of Association” means the articles of association of the Company, as amended from time to time.

“Board” means the board of directors (*raad van bestuur*) of the Company.

“Board Chair” means the chair of the Board.

“Board Terms of Reference” means the terms of reference of the Board, as amended from time to time.

“Business Day” means a day on which banks are open for business in Amsterdam, the Netherlands, London, the United Kingdom and New York, the United States of America (which, for avoidance of doubt, shall not include Saturdays, Sundays and public holidays).

“CEO” means the executive director who has been designated the title of chief executive officer.

“CFO” means the executive director who has been designated the title of chief financial officer.

“Chair” means the chair of the Disclosure Committee.

“Company” means The Magnum Ice Cream Company N.V.

“Company Secretary” means the company secretary of the Company.

“Conflict of Interest” (*tegenstrijdig belang*) means a direct or indirect personal interest that conflicts with the interests of the Company in the meaning of Section 2:129 paragraph 6 of the Dutch Civil Code or a conflict of interest as described in the Board Terms of Reference.

“Director” means a member of the Board.

“Disclosure Committee” means the disclosure committee of the Company

“Disclosure Committee Terms of Reference” means these terms of reference for the Disclosure Committee, as amended from time to time.

“Disclosure Procedures” means drawing up and maintaining procedures, systems and controls for the identification, treatment and disclosure of inside information and for complying with the disclosure obligations falling on the Company under EU MAR, UK MAR, the Euronext regulations, the UK Listing Rules, the NYSE Rules, applicable national law and the Disclosure Guidance and Transparency Rules sourcebook.

“EU MAR” means Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014.

“Executive Leadership Team” means the Group's executives who have been designated as such by the CEO.

“Group” means the Company and its subsidiaries.

“in writing” means transmitted by letter, telecopier, telefax or e-mail, or any other electronic means of communication, provided the relevant message is legible and reproducible.

“SEC” means the U.S. Securities and Exchange Commission.

“UK MAR” means the Market Abuse Regulation (EU) No 596/2014 as it forms part of UK domestic law.

- 2** Save where the context dictates otherwise, in these Disclosure Committee Terms of Reference:
- a) words and expressions expressed in the singular form also include the plural form, and vice versa;
 - b) references to “articles” refer to articles that are part of these Disclosure Committee Terms of Reference, except where expressly indicated otherwise; and
 - c) a reference to a statutory provision counts as a reference to this statutory provision including all amendments, additions and replacing statutory provisions that may apply from time to time.
- 3** Headings of clauses and other headings in these Disclosure Committee Terms of Reference are inserted for ease of reference and do not form part of the terms of reference concerned for the purpose of interpretation.