



Annex to the Regulations of the Members' Council

Handling of a motion of no confidence

The adoption of a motion of no confidence in the Supervisory Board (SB), as referred to in Art. 24.11.c of the Articles of Association of Royal FloraHolland, is an independent decision of the Members' Council. No proposal by the Executive Board or approval by the Supervisory Board is required for this. The Supervisory Board cannot oppose the consideration of such a proposal either. That would be contrary to the requirements of checks and balances, as there would then be a conflict of interest.

The following procedure shall apply to the submission, consideration and adoption of a motion of no confidence:

1. At the written request of those members of the Members' Council who can exercise at least one-tenth of the number of votes that can be cast in a formal meeting, a motion of no-confidence as referred to in Art. 24.11.c of the Articles of Association may be submitted as an agenda item for a formal meeting as referred to in Art. 29.1 of the Articles of Association. Such a motion shall not require the prior approval of the Supervisory Board and the Supervisory Board may not oppose it either.
2. The motion shall be dealt with in the next regular formal meeting of the Members' Council.
3. If the applicants indicate that consideration of the motion cannot wait until the next regular formal meeting and can demonstrate the urgent nature of the matter, the request may be regarded as a request within the meaning of Article 29.3 of the Articles of Association, pursuant to which the Executive Board is obliged to convene a meeting within a period of four weeks after receipt.
4. The written request must be submitted to the secretary of the Members' Council, with a copy to the secretariats of the Executive Board and the Supervisory Board.

Discussion of motion to dismiss member(s) of the Supervisory Board

The provisions above regarding a motion of no confidence shall apply by analogy to the submission of a proposal to initiate dismissal proceedings at the Enterprise Division of the Amsterdam Court of Appeal in respect of one or more members of the Supervisory Board, or the entire Supervisory Board.