



FPC

Royal FloraHolland Product Committee

Handbook

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1. Royal FloraHolland and FPC Governance

Governance means the manner of management. Some rules are laid down by law for a cooperative, but many other aspects are up to the cooperative. We agree on this together in the Articles of Association and the regulations.

Corporate Governance

Royal FloraHolland (RFH) is a cooperative structure with a Management Board, a Supervisory Board (after this referred to as 'SB') and a Works Council. As of 1 January 2019, Royal FloraHolland also has a Members' Council. The Members' Council exercises the powers previously vested in the General Members' Meeting (GMM). In addition, the Members' Council advises the Management Board on the strategic development of the Cooperative and on policy issues that transcend product. Members are involved in the cooperative's decision-making process through the Members' Council.

The Management Board is the statutory board of Royal FloraHolland and is ultimately responsible for managing the cooperative. The articles of association stipulate that the Management Board consists of at least two persons, a director (CEO) and a financial director (CFO).

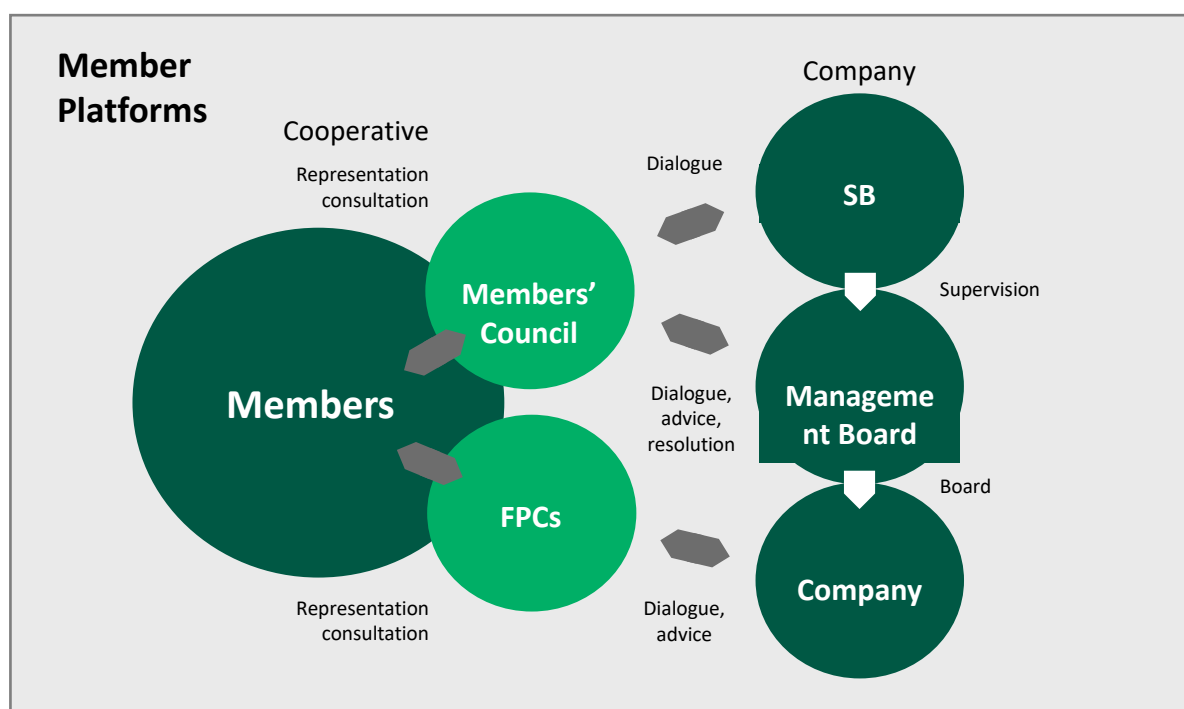
The SB supervises the policy of the Management Board and the general course of affairs in the cooperative business. The SB also has an advisory function.

Royal FloraHolland follows the operating principles as laid down in the NCC Cooperative Code, intended for cooperatives. In addition, we consider the principles of the Dutch Corporate Governance Code.

FPCs

FPCs serve as the primary resource for product-related inquiries and provide advice to Royal FloraHolland. They engage members in making and carrying out decisions and overseeing daily operations related to specific product groups. Each FPC consists of 5 to 9 members and functions as a consultative body for the company and its members, focusing on product-related matters.

Articles 14, 15 and 16 of the FPC regulations (Appendix A) deal with the relationship between the FPC and the Management Board/company, SB and Members' Council.



2. Setup of the FPC

Function of FPCs

Royal FloraHolland organises and facilitates member platforms such as the Member Council and FPCs to bind members and keep them involved in their cooperative company, Royal FloraHolland. Currently, there are 27 FPCs.

The FPCs are the exclusive point of contact for product-related issues.

The FPCs ensure support from the members of the relevant product groups. To this end, with the support of Royal FloraHolland, they organise a product meeting once a year or every two years. There is also the scope of organising specific meetings. Together with the FPC, the product managers inform all product group members via periodic product newsletters.

Organisation FPCs

The FPC chairman and members are responsible for the functioning of the FPC as a membership platform. Each FPC meets several times a year. Royal FloraHolland facilitates and adopts advice from the FPC according to the 'comply or explain' principle. A product manager, FPC sponsor and FPC supporter provide support. Knowledge holders from the company are invited to form a reasonable opinion and judgement on the subject in question and thus arrive at good discussions and advice.

Sponsor FPC

The sponsor fulfils a management function within Royal FloraHolland. He/she ensures that the correct procedures are followed and that actions are taken by the regulations and obligations. The sponsor supports the chairman in the FPC organisation (e.g. drawing up the agenda, evaluation, staffing, formulating advice, following up 'comply or explain') and provides solicited and unsolicited feedback on the chairman's process management. During the FPC meeting, the sponsor informs the FPC about developments within Royal FloraHolland. If an FPC member steps down and is no longer eligible for re-election, the sponsor goes through the exit interview with the former FPC member.

Chairman FPC

A member of the cooperative performs the chairperson role. He/she sets the agenda, leads the FPC meeting, and oversees the proper functioning of the FPC. The FPC chairman is the figurehead of the product group and has a role in the product meeting. Twice a year, an FPC chairman's meeting is held. Chairs are updated on current developments. Fixed items are Consultation Hour with MT and Update Member Council.

Product Manager

A product manager brings broad product and market knowledge. Together with the sponsor and chairman, he/she prepares the agenda, makes proposals, invites knowledge holders from the company, and informs the FPC about market developments regarding the relevant product group. The product manager has an important role in organising the product meeting, to which the entire constituency is invited.

FPC support officer

The supporter is a connecting factor between FPC and the company and takes care of the organisation of the meeting, agenda, reporting, planning and administration. Follow-up of action points and notification of signals mentioned by the FPC are monitored. It ensures that the signals are made known internally and that the most important signals with the most significant impact end up on the Signal Meter. Ensuring that FPC members are informed early using information transfer and/or organising theme meetings.

Members' Council member

One of the Members' Council members is designated as the contact person for the FPC. At least once a year, he/she joins the FPC meeting to inform the FPC about what is discussed in the Members' Council. FPC members can contact the Members' Council member with questions and comments.

3. Role and responsibilities of the FPC and FPC members

Role and responsibilities FPC

The FPC has the following roles and responsibilities towards the company and its members:

Role and responsibility to RFH/company:

- Opinion
- Sounding board
- Signal function

Role and responsibility to *constituencies*:

- Consult
- Communicate

Opinion

The FPC is the exclusive point of contact for product-related matters. It advises on product-specific, operational issues such as product and market, deal-making, quality, sustainability, promotion, and logistics. Alignment with the constituency is conditional. The company must respond to the advice. The 'comply or explain' principle applies here.

Sounding board

The FPC serves as a sounding board group for implementing Royal FloraHolland's strategy and services within the relevant product group(s).

Signal

FPCs can give signals to the company. These signals are ensured to reach the responsible employee. The most important signals with the greatest impact are included in the Signal Meter, which is drawn up three times a year. This Signal Meter is discussed with the Board of Directors and the Management Team of Royal FloraHolland. This is followed by broad dissemination. FPC members also receive a copy.

Consultation

FPC consults its suppliers when relevant. Royal FloraHolland provides methods for this (including communication in-app groups and digital meetings for all product group members).

Communications

The FPC contributes to communication between members and the cooperative at the product level to strengthen members' engagement with the cooperative and inform suppliers (including through newsletters and WhatsApp groups).

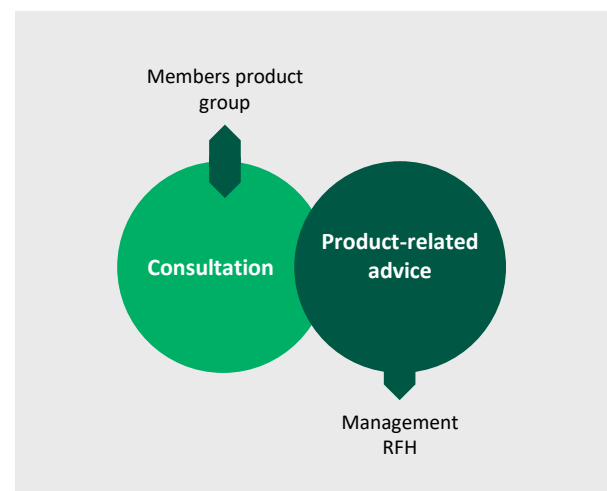
Roles and responsibilities FPC members

FPC members have the following **roles**:

- Serve as a sparring partner and sounding board for the company on product-related issues;
- represent the constituency of the relevant product group;
- Contribute to communication between members and the cooperative at the product level.

FPC members are **responsible** for:

- Active and constructive contribution to discussions in the FPC;
- contributions in the interest of the collective;
- infusion of knowledge.



4. Personal development FPC chairman and FPC members

Development and training

The frameworks and principles stated in the member development and training policy are used to develop and train FPC members.

After the appointment, each member of the FPC follows an induction programme put together and financed by Royal FloraHolland, in which attention is paid to the following:

- the role and responsibility of FPC members;
- the decision-making processes within Royal FloraHolland;
- specific aspects typical of Royal FloraHolland and its business activities

The introductory meeting is a mandatory meeting that all new members of the FPC must have completed.

The FPC chairman can receive personal support from a trainer if desired. This is tailor-made.

5. Team FPC

Kees Groenewegen

Teamlead FPC

Contact details

KeesGroenewegen@RoyalFloraHolland.com



Anneke Bakker

FPC Support

Responsible for:

FPC Alstroemeria, FPC Carnation, FPC Bromelia,
FPC Chrysanthemum, FPC Summer annuals,
FPC Freesia, FPC Green Plants, FPC Kalanchoe,
FPC Potted Rose/Potted Chrysanthemum

Contact details

annekebakker@royalfloraholland.com



Marjan van Kester

FPC Support

Responsible for:

FPC Anthurium, FPC Bulb Flowers Assortment,
FPC Gerbera, FPC Lily, FPC Lisianthus,
FPC Potted Anthurium, FPC Potted Orchid, FPC Rose,
FPC Seasonal Flowers

Contact details

marjanvankester@royalfloraholland.com



Monique van der Knaap

FPC Support

Responsible for:

FPC Amaryllis, FPC Balcony and Patio Plants,
FPC Flowering Plants, FPC Tree Nursery Products,
FPC Decorative Foliage, FPC House and Garden
Hydrangea, FPC Cut Hydrangea, FPC Cut Orchid,
FPC Tulip

Contact details

moniquevanderknaap@royalfloraholland.com



Appendix A – FPC Regulations

FPC Regulations

The FPC regulations lay down, among other things, the setup and procedure of the FPC.

The FPC regulations are formally adopted by the Supervisory Board.

On the website of Royal FloraHolland you can find the currently established regulations. It can be found via this [link](#).

Appendix B – Reimbursement scheme FPC

· Introduction

The compensation consists of the following elements:

- Attendance (physical or digital) at FPC meetings;
- travel expenses and travel time compensation (if a physical meeting).

Chairman FPC

- Fixed fee € 200,- per meeting or € 65,- per hour for an online meeting.
- Travel costs € 0.30 and travel time € 0.20 per km.
- In case of a market visit, all costs are for your own account.

Member FPC

The FPC has a compensation scheme which consists of:

- Fixed fee € 125 per meeting or € 40 per hour in the case of an online meeting.
- Travel costs € 0.30 and travel time € 0.20 per km.
- In case of a market visit, all costs are for your own account