

Regulations Selection and Remuneration Committee Supervisory Board

Coöperatie Royal FloraHolland U.A.

Adopted on 6 February 2026



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Introduction

Capitalised terms used in these regulations (the **Regulations**) shall have the same meaning as defined in the regulations of the Supervisory Board (the **Supervisory Board Regulations**), unless explicitly defined otherwise herein.

1 Status and contents of the Regulations

- 1.1 These Regulations have been drawn up on the basis of article 23.15 of the Articles of Association and on the basis of article 22.4 of the Supervisory Board Regulations and shall complement the regulations and provisions that are applicable (from time to time) to the Supervisory Board on the basis of Dutch law, the Articles of Association or the Supervisory Board Regulations.
- 1.2 These Regulations were adopted by the Supervisory Board on 6 February 2026 and replace the Regulations adopted on 12 October 2022.
- 1.3 Wherever these Regulations are in conflict with Dutch law, the Articles of Association or the Supervisory Board Regulations, the law or the Articles of Association or the Supervisory Board Regulations will prevail. Wherever these Regulations are compatible with the Articles of Association and the Supervisory Board Regulations, but in conflict with Dutch law, the latter shall prevail. If one of the provisions of these Regulations is not or no longer valid, this will not affect the validity of the other provisions. The Supervisory Board will replace the invalid provisions with valid provisions whose effect, given the content and purpose, is equivalent to those of the invalid provisions as much as possible
- 1.4 In the event of any inconsistency between the provisions of the Dutch version of the Regulations and any translated version of the Regulations, the Dutch version shall prevail.

2 Incidental non-compliance, amendment

- 2.1 The Supervisory Board may decide incidentally not to apply these Regulations.
- 2.2 The Supervisory Board may amend these Regulations by resolutions, whether or not on the recommendation of the RemCo.

3 RemCo establishment and composition

- 3.1 The RemCo is a permanent SB Committee. The members of the RemCo are appointed from among the Sb Members.
- 3.2 The RemCo consists of three members, of which one external SB Member and at least two grower SB Members in any case, including the SB Chair. One of the SB Members should in any case have gained sufficient knowledge and experience in labour issues and consultation with social partners and employees' organisations.
- 3.3 The chair of the RemCo (the **RemCo Chair**) is appointed by the Supervisory Board. The Supervisory Board can decide to relieve the RemCo Chair from his/her duty and to appoint another member of the RemCo as RemCo Chair.

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- 3.4 The Supervisory Board can relieve a member of the RemCo as such from his/her duty as member of the RemCo.
- 3.5 The membership of the RemCo shall end at the moment that the relevant SB Member, for whatever reason, no longer is an SB Member.
- 3.6 A member of the RemCo can decide to step down as member of the RemCo without simultaneously stepping down as SB Member.

4 RemCo remuneration

- 4.1 The Members' Council shall grant the RemCo a fixed remuneration. The remuneration of the RemCo is not dependent on the results of Royal FloraHolland.
- 4.2 All reasonable costs (such as travel expenses) incurred in connection with the attendance of meetings of the RemCo will be reimbursed to the RemCo members.
- 4.3 The remuneration and reimbursement of expenses will be determined by the Members' Council and must be confirmed in writing. The specifications in the financial statements will adhere to the respective provisions of Dutch law.

5 Tasks of the RemCo

- 5.1 The RemCo advises the Supervisory Board regarding its duties as described in article 5.2 and prepares the decision-making of the Supervisory Board concerning that.
- 5.2 The Selection and Remuneration Committee has the following tasks:

Regarding the remuneration of the Executive Board:

- a) to give advice and preparatory decision-making to the Supervisory Board concerning the remuneration policy to be conducted for members of the Executive Board,
- b) to give advice and preparatory decision-making with regard to the remuneration of individual members of the Executive Board in which in any case is addressed:
 - (i) the remuneration structure, and
 - (ii) the level of the fixed remuneration, the variable components to be awarded, pension rights, severance packages and other remunerations, and the performance criteria and their application, and,
 - (iii) where appropriate, putting forward proposals for the amendment of or supplement to the remuneration of the individual members of the Executive Board, with the remuneration and possible amendment and/or supplement being submitted to the Supervisory Board for adoption,
- c) the drafting of the remuneration report about the remuneration policy conducted, which will be adopted by the Supervisory Board. The remuneration policy contains a report of the way in which the remuneration policy was put into practice in the past financial year, and contains an overview of the remuneration policy that is envisaged for the coming financial year and the subsequent years

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Regarding the selection and appointment of prospective members for the Executive Board:

- d) the drawing up of selection criteria and appointment procedures with regard to members of the Executive Board,
- e) the periodic assessment of the size and composition of the Executive Board and putting forward a proposal for a profile and planning of the succession of members of the Executive Board,
- f) the periodic assessment of the performance of members of the Executive Board and the reporting on this to the Supervisory Board,
- g) the proposing of appointments, and
- h) the monitoring of the policy of the Executive Board with regard to selection criteria and appointment procedures and the remuneration policy for higher management of Royal FloraHolland.

In addition to the above, the RemCo takes note of various matters concerning the HR policies of Royal FloraHolland.

- 5.3 The RemCo may introduce further details in its tasks. These details shall be added as an appendix to these Regulations.
- 5.4 The tasks and powers of the RemCo and possible further details apply only to those powers that the Supervisory Board has awarded or delegated to it and the RemCo may never exercise powers that exceed the powers that the Supervisory Board can exercise.
- 5.5 The RemCo is authorised, as part of its duties, to have the assistance of one or more internal or external experts designated by it.
- 5.6 If the RemCo makes use of the services of a remuneration adviser for the benefit of its tasks, the RemCo will make sure that the adviser concerned does not give advice to the members of the Executive Board.

6 The RemCo Chair

- 6.1 The RemCo Chair has the following responsibilities and is supported by the secretary of the RemCo:
 - a) determining the agenda for the meetings of the RemCo,
 - b) conducting the meetings of the RemCo,
 - c) the proper functioning of the RemCo,
 - d) ensuring adequate feedback by the RemCo,
 - e) acting as spokesperson and point of contact for the Supervisory Board and the Executive Board.

7 Meetings

- 7.1 The RemCo shall meet as often as one or more members or the RemCo Chair deem necessary. The place of the meeting shall be determined by mutual agreement. Meetings may also take

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place by telephone or videoconference, provided that all participants can understand each other at the same time.

- 7.2 Unless the RemCo decides otherwise, the CEO or CFO and the CHRO will attend the meetings of the RemCo. The latter will fulfil the role of the secretary. The RemCo may invite other persons to attend a meeting of the RemCo. Furthermore, the Supervisory Board can determine that one or more SB Members, who are not members of the RemCo, shall attend one or more meetings as observers.
- 7.3 Meetings will be convened by or on behalf of the RemCo Chair. If feasible, the announcement and the agenda of the topics to be discussed will be provided to the members of the RemCo seven days before the meeting.
- 7.4 Brief minutes of the meetings will be taken by the secretary. The draft minutes must be sent to the members of the RemCo no later than fourteen days before the next meeting. In order to keep the Supervisory Board informed during the period between the meetings of the RemCo, the draft minutes will also be sent to the other SB Members.
- 7.5 The RemCo will only meet if at least the majority of its members are present. If opinions or viewpoints of the RemCo are not unanimously supported by its members, this will be recorded in the minutes (with the relevant dissenting opinion or the dissenting viewpoint).
- 7.6 The RemCo can also issue a recommendation outside the meeting, provided that all members of the RemCo agree, both with this method of preparation and with the content of the recommendation concerned. The RemCo Chair ensures that the recommendation, which has thus come into effect, is recorded in writing and signed by the members of the RemCo.

8 Confidentiality

- 8.1 The meeting and discussions of the Selection and Remuneration Committee are confidential.
- 8.2 Insofar as third parties must be informed of the meeting and discussions, this shall occur through or in consultation with the RemCo Chair.

9 Information

- 9.1 The RemCo must inform the Supervisory Board clearly and in a timely fashion about important developments with regard to its tasks and, in the event that it has received delegated powers, about the way in which it has made use of these powers.
- 9.2 If so requested, the RemCo Chair shall provide further information to the Supervisory Board during meetings of the Supervisory Board about the results of the meetings and discussions of the RemCo.

10 Supervisory Board Regulations conformity

- 10.1 The provisions of the Supervisory Board Regulations apply to relevant subjects not provided for in these Regulations.