

Regulations Supervisory Board

Coöperatie Royal FloraHolland U.A.

Adopted on 6 February 2026



CONNECT TO GROW

Table of contents

Chapter 1 - Introduction	2
1 General, status and content of the Regulations	2
2 Incidental non-compliance, amendment.....	2
Chapter 2 – Composition and appointment	3
3 Composition of the Supervisory Board	3
4 (Re)appointment, term of office and resignation	4
5 Remuneration	5
Chapter 3 - Division of tasks and working methods	5
6 Duties of the Supervisory Board	5
7 Chair, Vice-Chair of the Supervisory Board	6
8 Secretary of the Supervisory Board.....	7
9 Meetings of the Supervisory Board	7
10 Decision-making	8
11 Conflict of interest.....	10
12 Induction programme and ongoing training and education	10
13 Confidentiality	11
14 Information	11
15 Code of conduct.....	12
Chapter 4 - Relationship and tasks with regard to bodies of Royal FloraHolland	12
16 Relationship with the Members' Council.....	12
17 Relationship with member meetings.....	13
18 Relationship with Royal FloraHolland Product Committee (FPC)	13
19 Relationship with Regional Advisory Committees (RAC)	13
20 Relationship with the Executive Board	13
21 Relationship with the Works Council	13
Chapter 5 – Committees	14
22 The Supervisory Board and its committees.....	14
Chapter 6 – Financial statements and annual report	14
23 Annual accounts and annual report of the Supervisory Board and the external auditor	14

Regulations Supervisory Board

Coöperatie Royal FloraHolland U.A.

Adopted on 6 February 2026



CONNECT TO GROW

Chapter 1 - Introduction

1 General, status and content of the Regulations

- 1.1 These regulations (the **Regulations**) have been drawn up by the Supervisory Board (the **Supervisory Board**) of Coöperatie Royal FloraHolland U.A. (**Royal FloraHolland**) on the basis of the provisions of article 24.15 of the Articles of Association of Royal FloraHolland (the **Articles of Association**) and serve to supplement the rules and regulations applicable to the Supervisory Board pursuant to Dutch law and/or the Articles of Association.
- 1.2 These Regulations were adopted by the Supervisory Board on 6 February 2026 and replace the Regulations adopted on 13 February 2024.
- 1.3 Capitalised terms used herein shall have the same meaning as defined in the Articles of Association, unless explicitly defined otherwise herein.
- 1.4 Where these Regulations are contrary to Dutch law or the Articles of Association, the law or the Articles of Association shall prevail. Where these Regulations are compatible with the Articles of Association, but in conflict with Dutch law, the latter shall prevail. If one of the provisions of these Regulations is not or is no longer valid, this shall not affect the validity of the other provisions. The Supervisory Board will replace the invalid provisions with valid provisions whose effect, given their content and purport, is equivalent to that of the invalid provisions as much as possible.
- 1.5 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.
- 1.6 These Regulations have been drawn up in accordance with the Cooperative Code of the NCR (the **NCR Code**).
- 1.7 References in these Regulations to the Executive Board of Royal FloraHolland (the **Executive Board**) expressly refer to the management board of the Cooperative within the meaning of Dutch law, also in accordance with article 4 of the Articles of Association.
- 1.8 The following regulations of the committees appointed by the Supervisory Board (the **SB Committees**) for the performance of their activities are also included as appendices to these Regulations:
 - Appendix A: regulations for the Audit Committee of the Supervisory Board (the **Audit Committee**),
 - Appendix B: regulations for the Selection and Remuneration Committee of the Supervisory Board (the **RemCo**),
 - Appendix C: regulations for the Digital Committee of the Supervisory Board (the **Digital Committee**).

2 Incidental non-compliance, amendment

- 2.1 Without prejudice to the provisions of article 1.4, the Supervisory Board may decide incidentally not to apply these Regulations.
- 2.2 Without prejudice to the provisions of article 1.4, the Supervisory Board may amend these Regulations by resolution.

Regulations Supervisory Board

Coöperatie Royal FloraHolland U.A.

Adopted on 6 February 2026



CONNECT TO GROW

Chapter 2 – Composition and appointment

3 Composition of the Supervisory Board

- 3.1 In accordance with article 24 of the Articles of Association, the composition of the Supervisory Board must be such that the members of the Supervisory Board (the **SB Members**) can perform their duties independently and critically in relation to each other and in relation to the members of the Executive Board and any partial interest.
- 3.2 The Supervisory Board consists of at least nine natural persons, the majority of whom are appointed from Royal FloraHolland's circle of members. A group of members is understood to mean as stipulated in article 24.2 of the Articles of Association. The SB Members who are appointed from the circle of members are called grower SB Members and SB Members who are not appointed from the circle of members are called external SB Members.
- 3.3 The Supervisory Board will be composed as described in the SB Member profile to be drawn up by it for this purpose.
- 3.4 The following requirements must be observed in the composition of the Supervisory Board:
- a) each of the SB Members must be able to assess the main lines of the overall policy of Royal FloraHolland and its company,
 - b) each of the SB Members must fit the SB Member profile and through his/her participation in the Supervisory Board (at the time of (re)appointment and thereafter) complement the Supervisory Board as a whole to ensure that it is composed in accordance with this article 3.4,
 - c) at least one of the SB Members must have acquired relevant knowledge and experience in the field of financial administration/accounting in listed companies or other large legal entities,
 - d) each of its external SB Members must be independent as referred to in the SB Member profile, and
 - e) none of the SB Members may hold more than five supervisory board positions with large legal entities, i.e. public limited companies, private limited companies and/or foundations, and may not hold more than seven supervisory board positions in total, with a chairmanship counting double. area company is deemed a large company if at least two of the criteria listed in article 2:397 of the Dutch Civil Code are met. The supervisory board position at Royal FloraHolland is considered to be a supervisory board position at a large company. Each SB Member is obliged to provide the chairman of the Supervisory Board (the **SB Chair**) with the information necessary for the (re)appointment and performance of his/her duties as SB Member such as his/her age, profession, nationality, main function and ancillary positions.

The SB Chair shall ensure that this information is published in the report of the Supervisory Board as referred to in article 6.3.

Regulations Supervisory Board

Coöperatie Royal FloraHolland U.A.

Adopted on 6 February 2026



CONNECT TO GROW

4 (Re)appointment, term of office and resignation

- 4.1 On the recommendation of the Supervisory Board, the SB Members are appointed by the Members' Council of Royal FloraHolland (the **Members' Council**), taking into account the provisions of the Articles of Association.
- 4.2 The SB Members are appointed in accordance with Dutch law and the Articles of Association. The Members' Council, the Executive Board and the Works Council of Royal FloraHolland (the **Works Council**) may recommend candidates for appointment to the Supervisory Board. The Supervisory Board notifies the Members' Council and the Works Council of the nominee, stating their name, age, profession and positions that the candidate holds or has held insofar as they are relevant to the performance of the duties of SB Member. It also states of which legal entities the candidate is a supervisory board member. The nomination shall state the reasons on which it is based.
- 4.3 SB Members will serve a maximum period of four years, after which they will be eligible for reappointment. An SB Member whose term of office is expiring should be reappointed immediately. After that, a reappointed SB Member may be reappointed no more than twice for a maximum period of two (2) years each in the event of compelling reasons. In the event of such an ("extended") reappointment after a period of eight (8) years, the reasons for the extended reappointment shall be stated in the report of the Supervisory Board. A nomination for the reappointment of SB Members is always carefully considered and will not be automatic. Reappointment takes into account the way in which the candidate has fulfilled his/her duties as an SB Member. The deliberations on the reappointment shall take place without the presence of the person concerned.
- 4.4 The Supervisory Board draws up a succession scheme to prevent, as much as possible, multiple reappointments taking place at the same time. Without prejudice to article 4.5 SB Members will resign in accordance with the succession scheme.
- 4.5 SB Members are expected to resign prematurely in the event of inadequate performance, structural incompatibility of interests or if this is otherwise required in the opinion of the Supervisory Board.
- 4.6 Without prejudice to the provisions of these Regulations and the Articles of Association, persons who perform such a number of other positions that in their case and depending on the nature and extent of those positions it must be expected that the proper performance of duties as a Supervisory Board member is not guaranteed, will not be nominated to the Members' Council for (re)appointment as SB Member.
- 4.7 SB Members who, pursuant to article 20.7 of the Articles of Association, temporarily manage Royal FloraHolland in the event of the inability to act and/or absence of all members of the Executive Board or the sole member of the Executive Board, will (temporarily) resign from the Supervisory Board to take on the management duties.

Regulations Supervisory Board

Coöperatie Royal FloraHolland U.A.

Adopted on 6 February 2026



CONNECT TO GROW

5 Remuneration

- 5.1 The Members' Council awards the Supervisory Board a fixed remuneration. The remuneration of the Supervisory Board is not dependent on the results of Royal FloraHolland.
- 5.2 All costs (such as travel expenses) reasonably related to attending meetings of the Supervisory Board will be reimbursed to the SB Members. All other costs will only be eligible for reimbursement, in whole or in part, if incurred with the prior consent of the SB Chair; the SB Chair will inform the Supervisory Board about this on an annual basis.
- 5.3 The reimbursement, reimbursement of expenses and other agreed terms and conditions, including the date on which the relevant reimbursements will be made, shall be determined by the Members' Council and shall be confirmed in writing. The specifications in the financial statements will adhere to the respective provisions of Dutch law.
- 5.4 Royal FloraHolland will take out liability insurance for the SB Members to cover costs incurred in connection with civil, criminal or administrative proceedings in which they are involved due to the fact that they are or were SB Members of Royal FloraHolland.
- 5.5 The fee is paid by Royal FloraHolland. To the extent that SB Members are obliged to charge VAT on their remuneration, this VAT will also be paid by Royal FloraHolland.

Chapter 3 - Division of tasks and working methods

6 Duties of the Supervisory Board

- 6.1 The Supervisory Board has the task of supervising the policy of the Executive Board and the general course of affairs in Royal FloraHolland and its affiliated company and assists the Executive Board with advice. In carrying out its duties, the Supervisory Board focuses on the interests of Royal FloraHolland and its affiliated company. To this end, the Supervisory Board will consider the relevant interests of those involved in Royal FloraHolland (including the members). The Supervisory Board also involves the social aspects of entrepreneurship that are relevant to the company. The Supervisory Board itself is responsible for the quality of its performance.
- 6.2 The duties of SB Members include:
 - a) supervising and (whether or not preliminary) supervising and advising the Executive Board regarding:
 - i. the realisation of Royal FloraHolland's objectives,
 - ii. cooperative affairs,
 - iii. the strategy and risks associated with the company's activities,
 - iv. the design and operation of the internal risk management and control systems,
 - v. the financial reporting process,
 - vi. the financing of Royal FloraHolland,
 - vii. the relationship with the members,
 - viii. the application of information and communication technology,
 - ix. compliance with laws, regulations and the provisions of the Articles of Association, and

Regulations Supervisory Board

Coöperatie Royal FloraHolland U.A.

Adopted on 6 February 2026



CONNECT TO GROW

- x. the social aspects of entrepreneurship that are relevant to the company,
- b) the Supervisory Board, together with the Executive Board, is responsible for the corporate governance structure of Royal FloraHolland,
- c) co-signing the annual accounts - as token of approval - as well as the annual budget and major capital investments of Royal FloraHolland,
- d) appointing an external auditor for a period of one year at a time, in accordance with article 33.3 of the Articles of Association,
- e) selecting and appointing members of the Executive Board, determining the remuneration (taking into account the remuneration policy) and the contractual employment terms and conditions of the members of the Executive Board,
- f) selecting and nominating candidate SB Members to the Members' Council, with due observance of the provisions of the Articles of Association,
- g) evaluating and assessing the performance of the Executive Board and the Supervisory Board as well as the Audit Committee, the RemCo, Digital Committee and their individual members (including an assessment of the profile for the Supervisory Board and the introduction, education and training programme) as well as other established SB Committees,
- h) dealing with and deciding on reported potential conflicts of interest as referred to in article 11 between Royal FloraHolland on the one hand and members of the Executive Board, SB Members and the external auditor on the other hand,
- i) ensuring compliance with the code of conduct referred to in article 15 as drawn up by the Executive Board,
- j) supervise a decision-making process in accordance with the Articles of Association.

6.3 Each year after the end of the financial year of Royal FloraHolland, the Supervisory Board will draw up and publish an annual report on the functioning and activities of the Supervisory Board and its SB Committees in that financial year. The report states how the evaluation of the Supervisory Board, the SB Committees and the individual SB Members was carried out. The report shall also include the information referred to in article 23. In addition to the information set out in article 23 the report shall include:

- a) of each member of the Supervisory Board the gender, the time of first appointment and the current term of appointment,
- b) the composition of the SB Committees,
- c) the data referred to in article 10.4, and
- d) transactions with a conflict of interest as referred to in article 11.4.

7 Chair, Vice-Chair of the Supervisory Board

7.1 The Supervisory Board appoints the SB Chair and a vice-chair (the **SB Vice-Chair**) from among its members. The SB Chair and SB Vice-Chair must be SB Members. The appointment of the SB Chair requires the approval of the Members' Council.

Regulations Supervisory Board

Coöperatie Royal FloraHolland U.A.

Adopted on 6 February 2026



CONNECT TO GROW

- 7.2 The SB Chair sets the agenda and chairs the meetings of the Supervisory Board. The SB Vice-Chair fulfils the aforementioned duties of the SB Chair during his/her absence. The SB Chair and the SB Vice-Chair jointly supervise the proper functioning of the Supervisory Board and its SB Committees, ensure that the SB Members are adequately informed, and ensure that there is sufficient time for decision-making.
- 7.3 The SB Chair and the chair of the RemCo are responsible for the induction and education or training programme for the SB Members. In addition, together they are the main points of contact for the Executive Board and the SB Members regarding the performance of individual members of the Executive Board and the Supervisory Board and initiate the evaluation of the functioning of the Supervisory Board and the Executive Board.
- 7.4 If it concerns the performance of the members of the Executive Board, the CEO is informed. The SB Chair acts as point of contact for individual SB Members and members of the Executive Board regarding the performance of the SB Vice-Chair and the SB Vice-Chair acts as point of contact for individual SB Members and members of the Executive Board regarding the performance of the SB Chair.
- 7.5 If an ancillary position of the SB Chair results in or may result in (the appearance of) a conflict of interests, his/her role will be taken over by the SB Vice-Chair or – in the event of the absence of the SB Vice-Chair – by the most senior SB Member.

8 Secretary of the Supervisory Board

- 8.1 The Supervisory Board is supported by a secretary. The secretary is appointed and dismissed by the Executive Board, whether or not on the initiative of the Supervisory Board, after obtaining the approval of the Supervisory Board.
- 8.2 The secretary ensures that the correct procedures are followed and that action is taken in accordance with the legal and statutory obligations and the NCR Code. He/She supports the SB Chair in the organisation of the Supervisory Board (information, agenda, evaluation, training program, etc.) and provides support to the SB Committees.
- 8.3 The secretary may delegate his/her duties, or parts thereof, to persons who work for Royal FloraHolland.

9 Meetings of the Supervisory Board

- 9.1 In principle, the Supervisory Board will meet six times a year in accordance with an annual schedule. Outside of this, the Supervisory Board meets as often as two or more of the SB Members deem it necessary. As a rule, the meetings will be held at the offices of Royal FloraHolland, but may also take place elsewhere. Meetings may also take place by telephone or videoconference, provided that all participants can understand each other at the same time. The Supervisory Board also meets if requested to do so by the SB Chair.
- 9.2 Meetings of the Supervisory Board are chaired by the SB Chair. In the absence of the SB Chair at a meeting, the SB Vice-Chair shall act as chair.

Regulations Supervisory Board

Coöperatie Royal FloraHolland U.A.

Adopted on 6 February 2026



CONNECT TO GROW

- 9.3 Notice of a meeting shall be given in writing or electronically by the secretary at least seven days in advance. In urgent cases, this period may be waived with the approval of all SB Members. Insofar as practicable, the agenda of the topics to be discussed and the accompanying documents will be provided to the SB Members and the members of the Executive Board no later than six days before the relevant meeting.
- 9.4 The SB Chair shall determine the order of the meeting and shall examine the documents received.
- 9.5 In the event of frequent absences, the relevant SB Member will be addressed by the SB Chair and asked for an explanation.
- 9.6 Unless the Supervisory Board decides otherwise, the meetings of the Supervisory Board will be attended by the Executive Board, with the exception of meetings that deal with:
- a) the assessment of the performance of the Executive Board and its individual members and the conclusions to be drawn from this,
 - b) the assessment of the functioning of the Supervisory Board and its individual SB Members, and the conclusions to be drawn from this,
 - c) the desired profile, composition and competence of the Supervisory Board,
 - d) the potential conflicts of interest of members of the Executive Board and SB Members as referred to in article 11.1.

Royal FloraHolland's external auditor will participate in every meeting of the Supervisory Board in which the examination of the financial statements and their adoption are discussed. The external auditor receives the financial information on which the annual figures and other interim reports are based and is given the opportunity to respond to all information.

- 9.7 The secretary of the Supervisory Board will draw up minutes of the meeting. As a rule, these will be adopted at the next meeting; however, if all SB Members agree with the content of the minutes, their adoption can also take place earlier. The minutes shall be signed by the SB Chair and the secretary of the Supervisory Board as proof of their adoption and shall be sent to the other SB Members as soon as possible. An extract of the minutes of the Supervisory Board meeting will also be sent to the Executive Board, unless the Supervisory Board decides otherwise.

10 Decision-making

- 10.1 The Supervisory Board can only take legally valid resolutions in a meeting if the majority of its SB Members are present or represented, with the understanding that SB Members who have a conflict of interest as referred to in article 11 do not count for the calculation of this quorum, and by a unanimous majority of votes. An SB Member may only be represented at the meeting by another SB Member. An SB Member may represent only one other SB Member. In the event of a tie, the SB Chair shall decide.
- 10.2 The Supervisory Board may also take resolutions outside a meeting, provided that the subject in question has been brought to the attention of all SB Members and that each of them has participated in the decision-making process, with the understanding that SB Members who have a conflict of interest as referred to in article 11 do not participate in the decision-making process.

Regulations Supervisory Board

Coöperatie Royal FloraHolland U.A.

Adopted on 6 February 2026



CONNECT TO GROW

Such resolutions shall be taken unanimously. The resolution taken in this way shall be recorded in writing or electronically in accordance with the Articles of Association. The resolution is noted by the secretary in the minutes of the next meeting and communicated to the members of the Executive Board.

10.3 In any case, recurring meeting topics are the budget and financial results of Royal FloraHolland, important resolutions on which the Supervisory Board must take action, the strategy of Royal FloraHolland and changes thereto (e.g. the long-term strategy, capital investments that fall outside the budget of Royal FloraHolland, long-term capital structures, setting up new business units, major acquisitions and divestments) and reports from the separate SB Committees.

10.4 At least once a year, the Supervisory Board discusses:

- a) the functioning of the Supervisory Board and that of its individual SB Members, and the conclusions to be drawn from this,
- b) the information referred to in article 3.3,
- c) the functioning of the Executive Board and that of its individual members, and the conclusions to be drawn from them,
- d) the induction and training programme referred to in article 12,
- e) the strategy and risks associated with the company and the results of the Executive Board's assessment of the design and operation of the internal risk management and control systems, as well as any significant changes thereto.

The discussions regarding the above shall be mentioned in the report of the Supervisory Board as referred to in article 6.3.

10.5 The Supervisory Board will decide on the level of the following amounts, as mentioned in the Articles of Association:

- a) the turnover limit per member as referred to in article 11.1.b of the Articles of Association,
- b) the fine referred to in article 19.1 of the Articles of Association,
- c) the fine or additional assessment as referred to in article 19.4 of the Articles of Association,
- d) the fines as referred to in article 19.6 of the Articles of Association.

The Supervisory Board shall ensure that the amounts are adequately disclosed to the members.

10.6 In addition to the resolutions referred to in article 23.2 of the Articles of Association, the following resolutions of the Executive Board are subject to the approval of the Supervisory Board and a provision for this will be included in the Executive Board Regulations:

- a) the exercise of the hardship clause referred to in article 5.2 of the Articles of Association if the amount involved is more than € 25,000,
- b) the assessment of applications for membership as referred to in articles 7.3 and 7.5 of the Articles of Association,
- c) the exercise of the right to terminate membership as referred to in article 11.5 of the Articles of Association,
- d) the exercise of the power to remove from membership as referred to in article 12.5 of the Articles of Association,

Regulations Supervisory Board

Coöperatie Royal FloraHolland U.A.

Adopted on 6 February 2026



CONNECT TO GROW

e) the exercise of the power to suspend a member as referred to in article 14.7 of the Articles of Association.

The Executive Board also requires prior approval from the Supervisory Board for resolutions regarding contracts with suppliers if the value involved is more than € 5 million. Should such a contract be renewed or replaced, a notification thereof to the Audit Committee prior to such renewal or replacement will be sufficient.

11 Conflict of interest

11.1 An SB Member shall immediately notify the SB Chair of a (potential) conflict of interest that is of material significance to Royal FloraHolland and/or the SB Member concerned and shall promptly provide all relevant information about it, including relevant information regarding their spouse, registered partner or other life partner, foster child and blood and marriage relationship up to the second degree. If the SB Chair has a (potential) conflict of interest that is of material significance to Royal FloraHolland and/or to himself, he/she must immediately notify the SB Vice-Chair. The judges Chair shall promptly provide all relevant information, including relevant information concerning their spouse, registered partner or other life partner, foster child and blood and marriage relationship up to the second degree. The conflicted SB Member does not participate in the Supervisory Board's assessment of whether there is a conflict of interest.

11.2 In any case, a conflict of interest exists when Royal FloraHolland intends to enter into a transaction:

- a) in which an SB Member personally has a material financial interest,
- b) where the third party has a family law relationship with the commissioner Member,
- c) whereby the directors Member in question fulfils a management or supervisory function with the third party.

11.3 An SB Member does not participate in the discussion and decision-making on a subject or transaction in which he/she has a conflict of interest with Royal FloraHolland. Such a transaction may only be entered into on (at least) conditions that are customary in the industry. The resolutions to enter into such a transaction require the approval of the Supervisory Board.

11.4 The SB Chair shall ensure that all transactions involving conflicts of interest are published in the report referred to in article 6.3, stating the conflict of interest and that the provisions of article 11 have been complied with.

11.5 The Supervisory Board shall ensure that each member of the Executive Board immediately notifies the SB Chair of any potential conflict of interest as referred to in the Executive Board's regulations and that all other provisions relating thereto are complied with, including that the required approval has been granted.

12 Induction programme and ongoing training and education

12.1 After appointment, each SB Member follows an introduction programme put together and financed by Royal FloraHolland, in which attention is paid to:

- a) general financial and legal affairs,

Regulations Supervisory Board

Coöperatie Royal FloraHolland U.A.

Adopted on 6 February 2026



CONNECT TO GROW

- b) the financial reporting by Royal FloraHolland,
- c) specific aspects that are specific to Royal FloraHolland and its business activities,
- d) the responsibilities of the SB Members.

12.2 The Supervisory Board assesses annually on which areas the SB Members need further training or education during their term of appointment.

13 Confidentiality

13.1 Each SB Member is obliged to observe the necessary discretion and, where confidential information is concerned, with regard to all information and documentation obtained in the context of their Supervisory Board membership. SB Members, and former SB Members shall not disclose confidential information outside the Supervisory Board or the Executive Board or make it available to the public or make it available to third parties in any other way, unless Royal FloraHolland has made this information public or it has been established that this information is already known to the public.

14 Information

14.1 The Supervisory Board and its individual SB Members have their own responsibility to require the Executive Board and the external auditor to provide all information that the Supervisory Board needs in order to be able to properly perform its duties as a supervisory body. If the Supervisory Board deems it necessary, it may obtain information from Royal FloraHolland's officials and external advisors. The Supervisory Board may invite experts and others to advise it and/or attend its meetings, but these persons are not deemed to be SB Members. The Executive Board shall make the necessary resources available for this purpose.

14.2 The Executive Board shall provide the Supervisory Board with timely information (and, if possible, in writing) about the facts and developments concerning Royal FloraHolland that the Supervisory Board needs in order to properly perform its duties.

14.3 Without prejudice to the above, the Executive Board will provide the Supervisory Board annually with a budget for the coming year, a recent version of its long-term plans and the outlines of the strategic policy, the general and financial risks, the management and control system of Royal FloraHolland and compliance with all relevant laws and regulations. The Executive Board will also make an annual statement that it has provided the Supervisory Board with all relevant information necessary for the proper performance of its duties. These documents will be provided in time for the Supervisory Board to give its approval by December of the current year at the latest.

14.4 If an SB Member becomes aware of information (from a source other than the Executive Board or the Supervisory Board) that is useful for the Supervisory Board to perform its duties properly, he/she will make this information available to the SB Chair as soon as possible. The SB Chair will then inform the entire Supervisory Board and the Executive Board, provided that such notification to the Executive Board does not conflict with the Supervisory Board's (supervising) tasks and/or Royal FloraHolland's interests.

Regulations Supervisory Board

Coöperatie Royal FloraHolland U.A.

Adopted on 6 February 2026



CONNECT TO GROW

15 Code of conduct

- 15.1 The Supervisory Board shall ensure that the Executive Board adopts a code of conduct which serves to ensure that employees have the opportunity to report alleged irregularities of a general, operational and financial nature within Royal FloraHolland to the (chair of the) Executive Board or an official appointed by them without jeopardising their legal position, or if it concerns a finding concerning the Executive Board itself, to the SB Chair.

Chapter 4 - Relationship and tasks with regard to bodies of Royal FloraHolland

16 Relationship with the Members' Council

- 16.1 With the approval of the Supervisory Board, the Members' Council adopts the Members' Council Regulations, in which the structure, working method, tasks and responsibilities of the Members' Council are elaborated.
- 16.2 A meeting of the Members' Council may be convened if the Supervisory Board and Executive Board deem it necessary. The SB Chair chairs the "formal meeting" of the Members' Council within the meaning of article 29.1.d of the Articles of Association.
- 16.3 The Supervisory Board ensures that the Members' Council is provided with all necessary information and all further information required by the Members' Council, unless there are compelling interests of Royal FloraHolland or a statutory provision or rule of law to the contrary. If the Supervisory Board invokes such an exception, it must explain this to the Members' Council with reasons.
- 16.4 The SB Chair is present at the meetings of the Members' Council, unless he/she is unable to attend in which event the SB Vice-Chair will attend the meeting.
- 16.5 Pursuant to article 24.11 of the Articles of Association, the Members' Council has the right to submit a motion of no confidence against an SB Member or the Supervisory Board. If such a motion has been put on the agenda by the Members' Council on the basis of article 29.3 of the Articles of Association and has been adopted, the Supervisory Board must consider the motion submitted and the consequences to be attached to it at its next meeting or in an interim meeting of the Supervisory Board, which will in any case lead to the resignation of the relevant SB Member(s) or the Supervisory Board. If the motion relates to the entire Supervisory Board it will continue to handle current affairs until the Members' Council has appointed a new Supervisory Board.
- 16.6 The SB Chair will timely inform the chair of the Members' Council about the (re-)appointment of members of the Executive Board.
- 16.7 The chair of the Members' Council, the chair of the Executive Board and the SB Chair will consult twice a year, or as often or less often as they deem necessary, about the state of affairs in the Members' Council.

Regulations Supervisory Board

Coöperatie Royal FloraHolland U.A.

Adopted on 6 February 2026



CONNECT TO GROW

17 Relationship with member meetings

- 17.1 The SB Members are present at the members' meetings within the meaning of article 31 of the Articles of Association, except in the event of being prevented from attending.
- 17.2 The SB Chair chairs the members' meeting.

18 Relationship with Royal FloraHolland Product Committee (FPC)

- 18.1 The Supervisory Board draws up regulations for the FPCs and can amend these regulations at any time. The regulations specify the tasks and responsibilities of the FPCs, their composition and the manner in which they carry out their duties. The Supervisory Board and Executive Board will meet once a year to discuss the functioning of the FPCs and/or how the cooperation between the company and FPCs is progressing.

19 Relationship with Regional Advisory Committees (RAC)

- 19.1 The Supervisory Board draws up regulations for the RACs and may amend these regulations at any time. The regulations set out the tasks and responsibilities of the RACs, their composition and the manner in which they carry out their tasks.

20 Relationship with the Executive Board

- 20.1 The Supervisory Board decides on the appointment, suspension and dismissal of the members of the Executive Board. The RemCo advises the Supervisory Board on the candidate to be nominated. The chair and the members of the Executive Board are appointed by the Supervisory Board for a fixed period of time, unless otherwise stipulated at the time of appointment.
- 20.2 On the proposal of the RemCo, the Supervisory Board approves the remuneration and other terms and conditions of employment of the members of the Executive Board. The Supervisory Board is responsible for implementing and evaluating the remuneration of the members of the Executive Board.
- 20.3 After consultation with the Executive Board, the Supervisory Board draws up a profile for the Executive Board, in which the integrity and the expertise and availability of the members of the Executive Board are deemed necessary.
- 20.4 The regulations of the Executive Board as well as the division of activities between the members of the Executive Board are adopted by the Supervisory Board. The Supervisory Board may also issue guidelines to be issued by the Executive Board in the performance of its duties.
- 20.5 In the event of a conflict of interest, as described in the Articles of Association, Royal FloraHolland may be represented by an SB Member appointed by the Supervisory Board.

21 Relationship with the Works Council

- 21.1 The SB Chair and the SB Member with the "social" profile are primarily responsible for maintaining and coordinating contacts with the Works Council. The SB Member with the social profile will hold informal consultations with the chair or the daily management of the Works Council at least once a year.

Regulations Supervisory Board

Coöperatie Royal FloraHolland U.A.

Adopted on 6 February 2026



CONNECT TO GROW

- 21.2 In the event that an Executive Board proposal requires both the approval of the Supervisory Board and the advice of the Works Council, the Supervisory Board's approval will always be subject to a positive or non-negative advice of the Works Council. It is possible to deviate from this procedure if this is deemed necessary by the Executive Board.

Chapter 5 – Committees

22 The Supervisory Board and its committees

- 22.1 The following committee has been appointed by the Supervisory Board:
- Audit Committee,
 - RemCo,
 - Digital Committee.
- 22.2 In addition, the Supervisory Board may appoint one or more other SB Committees and assign to those SB Committees, inter alia, preparatory and advisory tasks, as specified in the resolution to establish such SB Committee.
- 22.3 The Supervisory Board is advised on specific tasks by the Audit Committee, the RemCo and the Digital Committee. The (entire) Supervisory Board remains responsible for a resolution, even if it has been prepared by one of the SB Committees.
- 22.4 The Supervisory Board draws up regulations for all SB Committees. The regulations are drawn up in accordance with the principles and best practice provisions as included in the NCR Code. The current regulations are set out in Annexes A, B and C respectively.
- 22.5 The composition of the SB Committees, the number of committee meetings and the most important meeting topics will be reported in the annual report of the Supervisory Board.
- 22.6 If the Audit Committee or the RemCo has not been established or is no longer established, the provisions included in their regulations apply to the Supervisory Board itself.
- 22.7 The Supervisory Board receives a report from each SB Committee of the deliberations and findings, which, among other things, form the basis for the resolutions of the Supervisory Board.

Chapter 6 – Financial statements and annual report

23 Annual accounts and annual report of the Supervisory Board and the external auditor

- 23.1 The report of the Supervisory Board is part of Royal FloraHolland's annual report. In this report, the Supervisory Board reports on the manner in which it has fulfilled its supervisory duties and reports its findings with regard to the annual accounts to be submitted annually to the Members' Council, the annual report and the information added thereto.
- 23.2 Prior to their publication, the financial statements, the annual report and the accompanying information, the proposal for profit appropriation and the statements of the internal auditor and external auditors are ultimately discussed by the Supervisory Board at its meeting held within six months after the end of the financial year concerned.

Regulations Supervisory Board

Coöperatie Royal FloraHolland U.A.

Adopted on 6 February 2026



CONNECT TO GROW

- 23.3 The annual accounts are signed by the SB Members and the members of the Executive Board. If one or more of them does not sign the annual accounts, this will be reported and the reason for this will be stated.