

SUPERVISORY BOARD PROFILE

1. SIZE AND COMPOSITION OF THE SUPERVISORY BOARD

- 1.1 The point of departure is at all times that the size of the Supervisory Board should be such that the Supervisory Board can effectively and responsibly fulfill its duties as a whole and that the opportunity exists for each individual member of the Supervisory Board to contribute his or her specific qualities to it. The provisions in the Articles of Association (Art. 20) and the Royal FloraHolland Supervisory Board Regulations (Art. 3) apply in full.
- 1.2 Without prejudice to the provisions under 1.1 as stated above, the aim is that the Supervisory Board will consist of (at least) nine members.
- 1.3 Furthermore, the composition of the Supervisory Board as a whole should be in keeping with the size, role, ambition and culture of the enterprise. The composition should be as diverse as possible as regards background (well-balanced relationship between the diverse groups of members), age, gender and experience. Within the Board, vision (both national and international), knowledge and experience should be represented in the following fields:
- Cooperative
 - Strategy
 - Finances, economics and administrative processes
 - Leadership
 - Risk management
 - Supervision
 - Human resources, including employee participation
 - Mergers, acquisitions and collaboration
 - Marketing and sales
 - Retail and logistics
 - Legal affairs
 - Public affairs
 - The areas of activity of the enterprise
 - Safety and environment
 - Corporate social responsibility

2. INDIVIDUAL MEMBERS OF THE SUPERVISORY BOARD

- 2.1 Individual members of the Supervisory Board should be prepared and able to fulfill their role as member of the Supervisory Board in accordance with the requirements of Dutch law, the Articles of Association of Royal FloraHolland and the Supervisory Board Regulations.
- 2.2 At the moment of his/her appointment, every member of the Supervisory Board should subscribe to the enterprise's norms and values applicable at that time.

¹ Layout, corporate identity and trade name changed to Royal FloraHolland by June 29, 2016

Furthermore, every member should fit well within the general composition of the Supervisory Board as described above, and his/her interests should not be incompatible with those of the enterprise.

The members should possess the following attributes:

- Integrity
- The ability to adopt an independent and critical attitude with respect to the other members of the Supervisory Board and with respect to the Management Board
- Alertness to the interests of the enterprise and the various stakeholders
- The ability to make constructive contributions to the discussion in the Supervisory Board
- Awareness of (international) social developments,
- Understanding of the relationship between the public and business sectors
- A social antenna/a sense of interpersonal dynamics
- Proven public success/prominence
- An analytical and critical, but solution-oriented attitude
- Sufficient time available in order to fulfill his/her tasks properly
- Preparedness to be assessed periodically
- Willingness to serve on Supervisory Board committees
- Willingness to participate in induction and training programs

3. CHAIRMAN

- 3.1 The chairman acts as a link both within the Supervisory Board and between the Supervisory Board and the Management Board, internal organization and external parties. The chairman determines and monitors the atmosphere and etiquette within the Supervisory Board and between the Supervisory Board and the Management Board.
- 3.2 The chairman is a people person with good communication skills. He or she is capable of fulfilling his or her role with conviction, internally and in the external field of influence. The chairman has bilateral progress meetings with the General Director.
- 3.3 Royal FloraHolland will introduce a new structure as of 1 January 2014. The Supervisory Board and the Management Board will definitely hold very intensive consultations in the first period (couple of years) in order to make the new structure a success and to ensure the transition runs well and constructively. The chairman of the Supervisory Board fulfills a very important role herein, which will definitely require extra time initially. The Supervisory Board, in consultation with the Management Board, will determine when the new structure is deemed to be running well and smoothly.

4. MISCELLANEOUS

- 4.1 The Supervisory Board will discuss the performance of the Board as a whole, the individual committees of the Board and the individual members of the Board without the Management Board being present at least once per year. The holding of these discussions will be reported in the minutes of the Supervisory Board.

- 4.2 Every amendment to the Supervisory Board profile will be discussed in the GMM Committee and with the Works Council. The Supervisory Board determines the profile.
- 4.3 This Supervisory Board profile should be observed with every (re)appointment of members of the Supervisory Board.
- 4.4 This Supervisory Board profile will be placed on the Royal FloraHolland website.