

CORBION N.V.

RULES

FOR THE SUPERVISORY BOARD

Adopted by the Supervisory Board on 20 December 2023



1 Introductory Provisions

- 1.1 The Company is a Dutch public limited liability company with its corporate seat in Amsterdam. It is the ultimate holding company for the Dutch and foreign operating companies of the Company. The Company's shares are listed on Euronext Amsterdam.
- 1.2 These rules for the Supervisory Board (the "**Rules**") have been prepared by the Supervisory Board to complement the provisions of the law and the Articles. For reasons of brevity, the texts of the relevant legislative and statutory provisions are not included in these Rules.
- 1.3 These Rules may be amended by a resolution of the Supervisory Board.
- 1.4 At the occasion of adoption of these Rules, each individual member of the Supervisory Board declared that it will comply with, and consider itself to be bound by the obligations arising from these Rules to the extent that they apply to them.

In its resolution adopted on 20 December 2023, the Supervisory Board declared that on appointment of new members of the Supervisory Board, it will cause each of them to issue a declaration as referred to above.

- 2 Composition of the Supervisory Board and appointment of members
- 2.1 The Articles contain provisions pertaining to the composition of the Supervisory Board and the appointment, suspension and dismissal of its members. In addition to the relevant legislative and statutory provisions, the Supervisory Board applies the following principles.
- 2.2 The Supervisory Board shall prepare a Supervisory Board profile, as reviewed from time to time, taking into account the nature of the Company's business and the Supervisory Board's activities. Such profile is available at the Company's offices and is published on the Company's website.
- 2.3 The composition of the Supervisory Board shall be such that its members are able to operate independently of and critically towards one another, the members of the Board of Management and any other particular interests involved. Each member of the Supervisory Board shall have the specific expertise required for the fulfilment of his or her duties.

All Supervisory Board members, with the exception of not more than one person, shall be independent.

A Supervisory Board member shall be independent and shall be deemed to be independent if the following criteria of dependence do not apply to him or her. The said criteria are that the Supervisory Board member concerned or his wife/her



husband, registered partner or other life companion, foster child or relative by blood or marriage up to the second degree:

- has been an employee or member of the Board of Management of the Company or an issuing institution associated with the Company as referred to in Section 5:48 of the Financial Supervision Act (*Wet op financieel toezicht*) in the five years prior to the appointment;
- b. receives personal financial compensation from the Company, or an entity associated with it, other than the compensation received for the work performed as a Supervisory Board member and insofar as this is not in keeping with the normal course of business;
- c. has had an important business relationship with the Company, or an entity associated with it, in the year prior to the appointment. This includes the case where the Supervisory Board member, or the firm of which he is a shareholder, partner, associate or advisor, has acted as advisor to the Company (consultant, external auditor, civil notary and lawyer) and the case where the Supervisory Board member has been a managing board member or an employee of any bank with which the Company has a lasting and significant relationship;
- d. is a member of the managing board of a company in which a member of the Board of Management which he supervises is a member of the supervisory board;
- e. has temporarily performed management duties at the Company during the previous twelve months where members of the Board of Management have been absent or unable to discharge their duties;
- f. holds at least ten per cent of the shares in the Company (including the shares held by natural persons or legal entities which collaborate with him on the basis of an express or tacit verbal or written agreement);
- g. Is a member of the managing board or supervisory board or is a representative in some other way of a legal entity which directly or indirectly holds at least ten per cent of the shares in the Company, unless such entity is a member of the same group as the Company.
- 2.4 The Supervisory Board may appoint one or more members of the Supervisory Board as "delegated" Supervisory Board members. Delegated Supervisory Board members have a special task. The delegated authority may not exceed the duties of the respective member of the Supervisory Board and does therefore not include managing the Company; the delegated authority entails more intensive supervision and advice and more frequent consultation with the Board of Management. The delegation shall be of a temporary nature only. The delegated Supervisory Board members remain members of the Supervisory Board.
- 2.5 In addition to Section 2:142 subsection 3 DCC, the Annual Report shall contain information pertaining to the sex or, if desired, gender identity, age, nationality, principal position and, insofar as they are relevant to the supervisory role, any other



important positions held by each member of the Supervisory Board. The member of the Supervisory Board's date of initial appointment to the Supervisory Board and the current term of office is also stated.

- 2.6 The Supervisory Board shall adopt the diversity and inclusion policy (D&I policy) for the composition of the Board of Management and the Supervisory Board. The policy, in any case, sets specific, appropriate and ambitious targets in order to achieve a good balance in gender diversity and the other D&I aspects of relevance to the Company.
- 2.7 A person may be appointed to the Supervisory Board for a period not exceeding four years. A member of the Supervisory Board may be reappointed for another four-year period. The member of the Supervisory Board may then be reappointed again for a period of two years, which appointment may be extended by at most two years. In the event of reappointment after an eight-year period, reasons shall be given in the report of the Supervisory Board.
- 2.8 At most one former member of the Board of Management may be a member of the Supervisory Board at any time. In appointing a former member of the Board of Management, the Supervisory Board shall consider what influence that previous position may have upon his or her performance as a member of the Supervisory Board and upon the performance of the Supervisory Board and the Board of Management.
- 2.9 The reappointment of members of the Supervisory Board shall always be considered carefully and is never to be regarded as automatic. Deliberations about such a reappointment shall be conducted in the absence of the member concerned.
- 2.10 The Supervisory Board shall draw up a retirement schedule in order to avoid, as much as possible, members of the Supervisory Board retiring simultaneously. The retirement schedule shall be published on the Company's website.
- 2.11 A member of the Supervisory Board shall retire early in the event of inadequate performance, structural incompatibility of interests, and in other instances in which this is deemed necessary by the Supervisory Board. Supervisory Board members who are frequently absent shall be called to account for this. The report of the Supervisory Board shall state which Supervisory Board members have been frequently absent from meetings of the Supervisory Board.
- 2.12 The number of supervisory boards of Dutch listed companies of which an individual may be a member shall be limited to such an extent that the proper performance of his or her duties is assured; the maximum number is five, for which purpose the chairpersonship of a supervisory board counts double.
- 2.13 A member of the Supervisory Board shall inform the Chair before accepting positions outside the Company. Should such an appointment be likely to cause a conflict of



interest or otherwise lead to a sensitive situation, such member must consult the Chair prior to acceptance. The acceptance of membership of a supervisory board by a member of the Board of Management requires the approval of the Supervisory Board. The Supervisory Board shall at least annually discuss the other positions at the meeting of the Supervisory Board.

2.14 A member of the Supervisory Board should not be hindered in the independent performance of his or her supervisory duties as a result of any hierarchical subordination to or association or other relationship, in any context, with a person over whom he or she exercises supervision.

3 Remuneration

- 3.1 The General Meeting shall determine the remuneration of Supervisory Board members on the basis of a proposal made by the Supervisory Board. The remuneration of a Supervisory Board member is not dependent on the results of the Company.
- 3.2 A Supervisory Board members shall not be awarded remuneration in the form of shares and/or rights to shares.
- 3.3 The Company shall not grant Supervisory Board members any personal loans, guarantees or the like unless in the normal course of business and on terms applicable to the personnel as a whole, and after approval of the Supervisory Board. Loans shall not be forgiven.

4 Introduction / Duties of the Supervisory Board

4.1 The duties of the Supervisory Board are defined in Section 2:140 subsection 2 DCC and in the Articles.

The Supervisory Board supervises how the Board of Management determines its position on the sustainable long-term value creation strategy and how the Board of Management implements that strategy. The Supervisory Board regularly discusses the strategy, the implementation of the strategy and the principal risks associated with it.

The supervision of the Board of Management by the Supervisory Board shall also include, among other things:

- (i) achievement of the Company's objectives;
- (ii) corporate strategy and the risks inherent in the business activities;
- (iii) the structure and operation of the internal risk management and control systems;
- (iv) the financial and sustainability reporting process;
- (v) compliance with the legislation and regulations;
- (vi) the relationship of the Company with shareholders;



- (vii) corporate social responsibility issues that are relevant to the Company;
- (viii) ensuring that internal procedures are established and maintained which safeguard that all relevant information is known to the Board of Management and the Supervisory Board in a timely fashion.

The Supervisory Board shall discuss at least once a year the corporate strategy and the risks of the business, and the result of the assessment by the Board of Management of the design and operation of the internal risk management and control systems, as well as any significant changes thereto. Reference to these discussions shall be made in the report of the Supervisory Board.

4.2 After their appointment, all Supervisory Board members shall follow an introduction program geared to their role, which, in any event, covers general financial, social and legal affairs, financial and sustainability reporting by the Company, any specific aspects that are unique to the Company and its business activities, the company culture and the responsibilities of a Supervisory Board member. The Supervisory Board shall conduct an annual review to identify any aspects with regard to which the Supervisory Board members require further training or education during their period of appointment. The Company shall play a facilitating role in this respect.

5 Chair and Vice-Chair of the Supervisory Board

- 5.1 The Supervisory Board shall appoint one of its members as Chair and one of its members as Vice-Chair. The Chair shall not be a former member of the Board of Management and must be independent in accordance with clause 2.3.
- 5.2 The Chair shall ensure the proper functioning of the Supervisory Board and the committees, and shall act on behalf of the Supervisory Board as the main contact for the Board of Management, the members of the Supervisory Board and the shareholders regarding the functioning of the members of the Board of Management and members of the Supervisory Board. In his capacity as Chair, he shall ensure the orderly and efficient conduct of the General Meeting.
- 5.3 The Chair co-ordinates all contacts between the Supervisory Board and the Board of Management. He or she maintains regular contact with the chair of the Board of Management.
- 5.4 The Chair shall see to it that:
 - a. the members of the Board of Management and the Supervisory Board follow their introduction and education or training program;
 - b. the Supervisory Board members receive all information that is necessary for the proper performance of their duties in a timely fashion;
 - c. there is sufficient time for consultation and decision-making by the Supervisory Board;
 - d. the Supervisory Board and its committees function properly;



- e. the performance of the Board of Management members and Supervisory Board members is assessed at least once a year;
- f. the Supervisory Board elects the Vice-Chair;
- g. the Supervisory Board has proper contact with the Board of Management and, to the extent applicable, with the central works council;
- h. the Board of Management performs activities in respect of culture;
- i. the Supervisory Board recognizes signs from the enterprise affiliated with the Company and ensures that any actual or suspected material misconduct and irregularities are reported to the Supervisory Board without delay;
- j. the General Meeting proceeds in an orderly and efficient manner;
- k. effective communication with shareholders is assured;
- I. the Supervisory Board is involved closely, and at an early stage, in any merger or acquisition process.
- 5.5 Should members of the Supervisory Board maintain direct contacts with members of the Board of Management pursuant to their duties, the Chair shall be informed thereof.
- 5.6 When applicable, the Chair acts as the spokesperson of the Supervisory Board.
- 5.7 The Vice-Chair shall deputize for the Chair when the occasion arises and shall act as contact for members of the Supervisory Board and the Board of Management concerning the functioning of the Chair.

6 Temporary management function

A Supervisory Board member who temporarily takes on the management of the Company, where the Board of Management members are absent or unable to fulfill their duties, shall resign from the Supervisory Board.

7 Supervisory Board Committees

The Supervisory Board may assign certain tasks to one or more permanent or ad hoc committees comprising of one or more members of the Supervisory Board.

The Supervisory Board has appointed from among its members an Audit Committee, a Remuneration Committee, an Appointment and Governance Committee, a Science and Technology Committee, and a Sustainability and Safety Committee. The function of the committees is to prepare the decision-making of the Supervisory Board. In its report, the Supervisory Board shall report on how the duties of the committees have been carried out in the financial year. The regulations governing the respective committees shall be posted on the Company's website.



8 Company Secretary

The Supervisory Board shall be assisted by the Company Secretary. The Company Secretary shall see to it that correct procedures are followed and that the Supervisory Board acts in accordance with its statutory obligations and its obligations under the Articles. He or she shall assist the Chair in the actual organization of the affairs of the Supervisory Board (information, agenda, evaluation, training program, etc.). The Company Secretary shall, either on the recommendation of the Supervisory Board or otherwise, be appointed and dismissed by the Board of Management, after the approval of the Supervisory Board has been obtained.

The proceedings of the Supervisory Board's meetings are documented by the Company Secretary. These meeting minutes are adopted at the next meeting and signed as such by the persons who acted as chair and secretary to that meeting.

9 Meetings of the Supervisory Board

- 9.1 The Supervisory Board shall ensure that decisions are made in a balanced and effective manner whilst taking account of the interests of stakeholders. The Supervisory Board meets regularly, in accordance with a schedule of its own devising. In accordance with the Articles, the Supervisory Board shall meet whenever summoned to do so by its Chair or by two other members of the Supervisory Board. A member of the Supervisory Board who is not able to attend one of its meetings may be represented by another member by means of a written proxy.
- 9.2 The date, time, and venue of a Supervisory Board meeting are determined by its Chair, in consultation with the chair of the Board of Management. Notification of the meetings shall take place at least five days in advance. A meeting not convened in this manner may also take valid decisions if all Supervisory Board members are present at the meeting.

In the application of this paragraph, a meeting held by telephone or videoconference shall be considered the same as a meeting at which Supervisory Board members are present in person, provided that all who take part in the meeting held by telephone or videoconference can understand every word that all other members say throughout the meeting.

- 9.3 The agenda of a Supervisory Board meeting is compiled by its Chair in consultation with the Board of Management.
- 9.4 In accordance with the Articles, resolutions put to the Supervisory Board are decided by absolute majority of the valid votes cast. Abstentions are regarded as votes not cast. In the event of a tied vote, the resolution falls. In the event of a tied vote on a resolution pertaining to persons, the matter is held over and put again to the next meeting. Should the vote again be tied, the resolution falls.



- 9.5 For a meeting of the Supervisory Board to be quorate and its decisions valid, a majority of the members of the Supervisory Board must be present or represented by proxy.
- 9.6 The Supervisory Board may also take decisions, without holding a meeting, in writing, including all forms of written text transfer (including all texts received via common means of communication), provided that all Supervisory Board members have been notified that they have the opportunity to express their views. The signature of the Chair or his deputy or the signatures of two other Supervisory Board members shall constitute proof of the decisions which are mentioned in that statement.
- 9.7 Unless the Supervisory Board resolves otherwise, its meetings are attended by the members of the Board of Management and, if he or she is not a member of the Supervisory Board, by the Company Secretary. The Supervisory Board may require that certain officers of the Company and external advisers attend its meetings.
- 9.8 The Chair may invite other persons to attend its meetings. At least once a year, and in any case at the meeting during which it considers the financial statements, the Supervisory Board shall hold a discussion with the External Auditor in respect of the audit and the financial and sustainability reporting.

10 Provision of information by the Board of Management and the Executive Committee

10.1 Pursuant to Section 2:141 DCC, the Board of Management promptly provides the Supervisory Board with all the information it needs to perform its duties properly.

The Supervisory Board and each member have their own responsibility for obtaining all information from the Board of Management, the Executive Committee, the internal audit function and the External Auditor that the Supervisory Board requires for the due performance of its duties. If the Supervisory Board deems necessary, it may obtain information from officers and external advisers of the Company. The Company shall provide the necessary means for this purpose. The Supervisory Board may require that certain officers and external advisers attend its meetings.

- 10.2 Without prejudice to Section 2:141 DCC, the Board of Management shall provide the Supervisory Board with written reports describing the Company's objectives, its strategy and the associated risks, and the results of assessments of the structure and operation of the internal control systems.
- 10.3 The Supervisory Board may challenge and support the members of the Executive Committee in the exercise of their powers and duties, taking into account the dynamics and relationship between the Board of Management and the Executive Committee, while preserving the respective statutory tasks and responsibilities of the Articles and applicable laws and regulations.



- 10.4 The Executive Committee will inform the Supervisory Board in good time (and where possible in writing) about the facts and developments concerning the Company which the Supervisory Board may require in order to fulfil its duties properly.
- 10.5 At least annually, the Board of Management and the Supervisory Board discuss the remuneration of the members of the Executive Committee who are not members of the Board of Management.

11 Relationship with the General Meeting

- 11.1 The Supervisory Board shall provide the General Meeting with any information the General Meeting requires, unless overriding interests (*zwaarwegende belangen*) of the Company or any laws, rules or regulations applicable to the Company prevent the Supervisory Board from doing so. If the Supervisory Board invokes overriding interests, it shall state the reasons.
- 11.2 The members of the Supervisory Board shall be present at the General Meeting, unless they are unable to attend for important reasons.

12 Conflicts of Interest

- 12.1 A Supervisory Board members shall immediately report any conflict of interest or potential conflict of interest that is of material significance to the Company and/or to him or her and to the Chair and shall provide all relevant information, including information concerning his wife/her husband, registered partner or other life companion, foster child and relatives by blood or marriage up to the second degree. If the Chair has a conflict of interest or potential conflict of interest that is of material significance to the Company and/or to him, he shall report this immediately to the Vice-Chair and shall provide all relevant information, including information concerning his wife/her husband, registered partner or other life companion, foster child and relatives up to the second degree.
- 12.2 A Supervisory Board members shall not take part in any discussion and/or decision making on a subject or transaction in relation to which he/she has a conflict of interest with the Company. A conflict of interest exists (i) if a member of the Supervisory Board has a direct or indirect personal conflict of interest with the Company within the meaning of Section 2:140(5) DCC or (ii) in any other situation which causes reasonable doubt about whether the member of the Supervisory Board concerned is solely guided in the decision-making process by the interests of the Company and its business.
- 12.3 Members of the Supervisory Board must be alert to conflicts of interest and may not:
 - (a) compete with the Company;



- (b) demand or accept substantial gifts from the Company for themselves or their spouse, registered partner or other life companion, foster child or relative by blood or marriage up to the second degree;
- (c) provide unjustified advantages to third parties at the Company's expense;
- (d) take advantage of business opportunities that the Company is entitled to, for themselves or for their spouse, registered partner or other life companion, foster child or relative by blood or marriage up to the second degree.
- 12.4 All transactions in which there are conflicts of interest with Supervisory Board members shall be agreed on terms that are customary for arm's-length transactions in the branch of business in which the Company and its subsidiaries operate. Decisions to enter into transactions in which there are conflicts of interest with Supervisory Board members that are of material significance to the Company and/or to the relevant Supervisory Board members require the approval of the Supervisory Board. Such transactions shall be published in the Annual Report, together with a statement of the conflict of interest and a declaration that best practice provisions 2.7.3 and 2.7.4 of the Dutch Corporate Governance Code have been complied with.
- 12.5 All transactions between the Company and legal or natural persons who hold at least ten per cent of the shares in the Company shall be agreed on terms that are customary in the sector concerned. Decisions to enter into transactions in which there are conflicts of interest with such persons that are of material significance to the Company and/or to such persons require the approval of the Supervisory Board. Such transactions shall be published in the Annual Report, together with a declaration that best practice provision 2.7.5 of the Dutch Corporate Governance Code has been complied with.
- 12.6 The External Auditor shall be deemed to have a conflict of interest with the Company, if:
 - a) the independence of the External Auditor with respect to its supervision of the financial and sustainability reporting is compromised by the non-audit activities for the Company;
 - b) under applicable law such conflict of interest exists or is deemed to exist; and
 - c) the Supervisory Board at its sole discretion has ruled that such conflict of interest exists or is deemed to exist.

The External Auditor, as well as each member of the Board of Management and the Supervisory Board shall immediately report any (potential) conflict concerning the External Auditor to the Chair. The External Auditor, as well as each member of the Board of Management and the Supervisory Board shall provide all information relevant to the conflict of interest to the Chair. In all circumstances the Supervisory Board will determine whether a reported (potential) conflict of interest qualifies as a conflict of interest pursuant to which the appointment of the External Auditor will have to be reconsidered or other measures must be taken to resolve it. These



measures will be published in the Company's Annual Report with reference to the conflict of interest and a declaration that this clause 12.6 has been complied with.

13 Misconduct and irregularities

- 13.1 The Executive Committee informs the Chair without delay of any signs of actual or suspected material misconduct or irregularities within the Company and the business. If the actual or suspected misconduct or irregularity pertains to the functioning of a member of the Executive Committee, employees can report this directly to the Chair.
- 13.2 The External Auditor informs the Executive Committee and the chair of the Audit Committee without delay if, during the performance of his duties, the External Auditor discovers or suspect an instance of misconduct or irregularity. If the actual or suspected misconduct or irregularity pertains to the functioning of one or more Executive Committee members, the External Auditor should report this directly to the Chair.
- 13.3 The internal audit function informs the Executive Committee and the chair of the Audit Committee without delay if, during the performance of his or her duties, he or she discovers or suspects an instance of material misconduct or irregularity. If the actual or suspected material misconduct or irregularity pertains to the functioning of one or more Executive Committee members, the internal audit function should report this to the Chair.
- 13.4 The Supervisory Board monitors the operation of the procedure for reporting actual or suspected misconduct or irregularities, appropriate and independent investigations into signs of misconduct or irregularities, and, if an instance of misconduct or irregularity has been discovered, an adequate follow-up of any recommendations for remedial actions.
- 13.5 In order to safeguard the independence of the investigation in cases where the Executive Committee is involved, the Supervisory Board may initiate its own investigation into any signs of misconduct or irregularities and to coordinate this investigation.

14 Evaluation

- 14.1 The Chair is the main contact for the Board of Management, the members of the Supervisory Board and shareholders regarding the performance of the members of the Board of Management individually and the members of the Supervisory Board individually other than the Chair. The Vice-Chair is the main contact on behalf of the Supervisory Board regarding the performance of the Chair.
- 14.2 The Supervisory Board shall regularly, and at least annually, evaluate its own and each member's performance, as well as the performance of the committees of the Supervisory Board, without any members of the Board of Management being present.



The Supervisory Board discusses the conclusions of the evaluation. In doing so, attention is paid to (i) substantive aspects, conduct and culture, the interaction and collaboration within the Supervisory Board or committee, and the interaction with the Board of Management, (ii) events that occurred in practice and from which lessons are learned, and (iii) the desired profile, composition, competencies and expertise of the Supervisory Board.

- 14.3 The evaluation, as referred to in clause 14.2, periodically takes place under the supervision of the an external expert.
- 14.4 The Supervisory Board shall regularly, and at least annually, evaluate the performance of the Board of Management as a whole and each member individually. The Supervisory Board discusses the conclusion of this evaluation, including in relation to the succession of the members of the Board of Management. The evaluation takes place without the members of the Board of Management being present.

15 Share transactions

The remuneration of members of the Supervisory Board reflects the time spent and the responsibilities of their role. Members of the Supervisory Board may not be awarded remuneration in the form of shares or rights to shares. Shares in the Company held by members of the Supervisory Board shall be long-term investments. Details of the total ownership of shares and share option rights in the Company by members of the Supervisory Board are provided in the Annual Report.

16 Culture and code of conduct

- 16.1 The Board of Management and the Supervisory Board are each responsible for stimulating openness and accountability within the Company.
- 16.2 The Board of Management discusses with the Supervisory Board the adopted values for the Company and the business that contribute to a culture focused on sustainable long-term value creation.
- 16.3 The Board of Management informs the Supervisory Board of its findings and observations relating to the effectiveness of, and compliance with, the Company's code of conduct.

17 Confidentiality

- 17.1 Members of the Supervisory Board must treat all information and documentation obtained in connection with their position as member of the Supervisory Board with the necessary discretion, integrity and confidentiality.
- 17.2 If the Supervisory Board is required to disclose information about its deliberations to third parties, this is done through or in consultation with the Chair.



18 Discrepancies

In case of inconsistency of these Rules with Dutch law or the Articles, the latter shall prevail. In case these Rules would be consistent with the Articles, but inconsistent with Dutch law, the latter shall prevail.



Schedule 1 Definitions

Capitalised terms, including those used in the introduction and preamble of these Rules, have the following meaning:

Annual Report	the management report of the Company drawn up by the Board of Management as referred to in Section 2:101 DCC
Articles	the Company's articles of association
Board of Management	the board of management of the Company
Chair	the chairperson of the Supervisory Board
Company	Corbion N.V., and, where appropriate, the subsidiaries and possible other Group Companies of the Company, whose financial information is incorporated in the consolidated annual accounts of the Company
Company Secretary	the secretary of the Company appointed in accordance with the Articles
DCC	Dutch Civil Code
Executive Committee	the executive committee of the Company
External Auditor	the external auditor of the Company
General Meeting	the general meeting of the Company
Rules	has the meaning attributed to it in clause 1.2 of these Rules
Supervisory Board	the supervisory board of the Company
Vice-Chair	the vice-chairperson of the Supervisory Board