



VERBEEK & BOL ANTI-BRIBERY EN ANTI-CORRUPTION POLICY

INTRODUCTION

At Verbeek & Bol we are committed to conduct our business with integrity, honesty and fairness. We, being all Verbeek & Bol employees, do this in compliance with applicable laws and underlying policies.

Verbeek & Bol is a responsible wholesale trade services of flowers and plants. We operate nationally and internationally both inside and outside the EU. We believe it is important to deliver good quality flowers and plants at a fair price and build good and reliable partnerships with customers and growers.

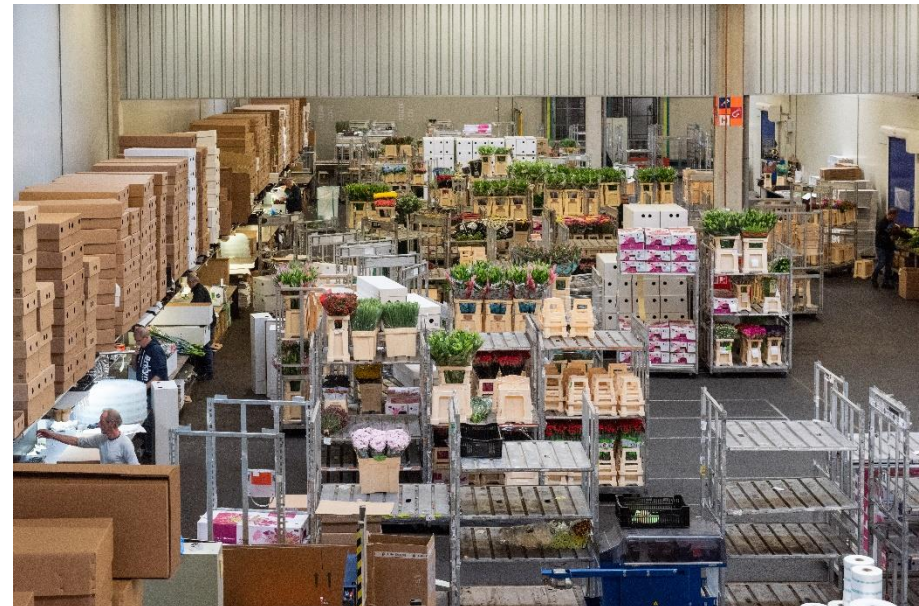
Verbeek & Bol does not tolerate any bribery and corruption. Verbeek & Bol does not offer, pay, request or accept bribes, facilitation payments or any other favors for the purpose of acquiring or giving any improper business, financial or personal advantages.

The Anti-Bribery and Anti-Corruption Policy (the “ABC Policy”) takes account of the interests of our various stakeholders. They include employees, shareholders and financial institutions, suppliers, clients, government bodies, industry and society associations (including NGOs) and the communities in which Verbeek & Bol operates.

TO WHOM DOES THE ABC POLICY APPLY

The ABC Policy applies to Verbeek & Bol all its employees performing work for Verbeek & Bol throughout the world. This includes current employees and persons working for Verbeek & Bol through an employment agreement, as a (statutory) director, worker through an employment agency or as intern. Any reference to ‘you’ in ABC Policy refers to persons in this group.

Integrity, honesty and fairness are fundamental parts of the way we do business, and we promote the same principles in our relationships with customers, suppliers and other business partners.





WHAT ARE OUR ANTI-BRIBERY AND ANTI-CORRUPTION PRINCIPLES

Bribery or corruption is the offer, payment, request or acceptance of unearned rewards of material value (bribes) or any other favors, directly or indirectly, for the purpose of acquiring or giving any improper business, financial or personal advantages. In essence this means that you give something to a third party to persuade that party to do something he or she should not do. The other way round is that a third party is giving you something to persuade you to do something you should not do.

Many countries and international organizations around the world have enacted anti-bribery and anti-corruption laws to combat corruption, like for instance the OECD Anti-Bribery Convention, the UK Bribery Act and the US Foreign Corrupt Practices Act ('ABC laws'). ABC laws are in general very similar in that they basically prohibit any behavior which enables a person to misuse his or her position for personal gain. Compliance with these laws is very important for Verbeek & Bol in all those countries where it conducts business. Violations of ABC laws can lead to substantial criminal and civil penalties, as well as to sanctions such as imprisonment of individuals and blacklisting of Verbeek & Bol. Clients expect strict compliance of anti-bribery and anti-corruption laws, whereby corrupt behavior may lead to exclusion of tender procedures or termination of contracts.

We apply the following guiding principles ('the ABC principles'):

a. Anti-Bribery and Anti-Corruption

Verbeek & Bol does comply with the ABC laws and does not tolerate any bribery and corruption.

You cannot, directly or indirectly, offer, promise, pay, request or accept bribes, facilitation payments or any other favors to obtain or retain business or to secure any other improper advantage. Any form or allegation of corruption will harm the business interests and reputation of Verbeek & Bol.

In the event that a request is made by a public official for a payment that would risk your personal safety or the safety of others, Verbeek & Bol allows you to make such a payment under the condition that you submit a written report of the incident as soon as possible to your (direct) manager

b. Gifts and hospitality

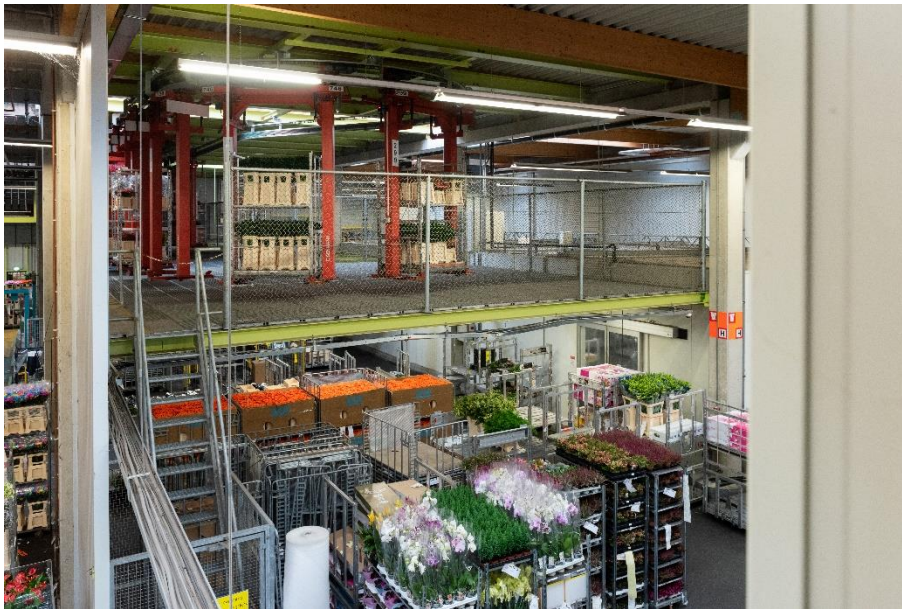
The provision of reasonable gifts and hospitality by or to clients and business partners like suppliers or joint venture partners may form part of the normal business practice as a token of appreciation and is in itself not unlawful. However excessive and unduly generous gifts and hospitality can amount to bribery, if they are used (with the intention) to persuade favorable treatment.



Gifts and hospitality means anything of material value, including but not limited to discounts, free tickets, loans or guarantees, prizes, travel, vacations and/or events.

You should only give and receive small business gifts and hospitality that will not influence a business decision and that are below the material value threshold. Any gift or hospitality with a value in excess of EUR 100.- (or the equivalent thereof in local currency) is deemed to be material. Gifts and hospitality above the maximum value of EUR 100.- (or the equivalent in local currency) may only be provided or accepted after prior approval of your (direct) manager. Dinners given or received in the normal course of business against a reasonable expense are excluded from this threshold.

You must furthermore check whether the giving or receiving of a gift or hospitality is permitted under applicable laws. In some countries the value threshold for gifts and hospitality to be qualified as unlawful lies below the Verbeek & Bol threshold.



You should not give any gifts and hospitality to public officials without the prior approval of your direct manager. In addition, you may never offer or accept gifts and hospitality to or from a (legal) person involved in a tender process Verbeek & Bol is participating in.

You should only offer or accept gifts and hospitality on a voluntary basis. Gifts and hospitality should never be requested or serve to obtain something in return.

You should not give or accept any monetary gifts (cash and/or vouchers). In some countries refusing a gift and/or hospitality may be seen as offensive. In case the value of the gift and hospitality is more than EUR 100.- (or the equivalent in local currency), please discuss this dilemma with your (direct) manager.

You should keep a full and accurate written record of all gifts and hospitality provided by and/or given to you of a value of more than EUR 100.- (or the equivalent in local currency), which you are able to show upon request



c. Political contributions and donations

Verbeek & Bol does not make any contributions or donations, in money or in kind, to political parties, political officials or candidates for public office. You should not make any such political contribution or donation on behalf of Verbeek & Bol.

Verbeek & Bol may make charitable and community donations in money and in kind and offer support to society on a voluntary basis in accordance with applicable laws, taking into account the relevant disclosure commitments. You should ensure that such donations do not reward any improper conduct or could otherwise be seen as corruptive.

WHAT IS EXPECTED FROM YOU

Compliance with the ABC laws is essential in the day-to-day business of Verbeek & Bol. Verbeek & Bol therefore expects you to avoid any behavior which constitutes a (potential) breach of the ABC Policy, regardless of the location and the local customs of the country where you are working and even if you think it would benefit the company Verbeek & Bol.

HOW TO DEAL WITH BUSINESS PARTNERS

At Verbeek & Bol we are committed to conduct business with integrity, honesty and fairness in compliance with applicable laws and the ABC principles. We expect our business partners, like joint venture partners and suppliers to do the same.

You should take care that business partners do not engage in bribery or corruption on our behalf or in our name.

In line with Verbeek & Bol policies, you should record all business transactions and payments, either received or made by Verbeek & Bol in a transparent, accurate and complete manner in accordance with the applicable laws and accounting principles.

You should ensure that the relationship with the business partner is documented by a written agreement which contains an anti-bribery and anti-corruption clause. You should ensure that payments to and from the business partners of Verbeek & Bol are only made in accordance with the contract and into agreed bank accounts. Cash payments should be avoided, unless there is a justifiable reason to pay in cash.



a. Suppliers

Suppliers will seek to select their own suppliers in accordance with the Verbeek & Bol policies. You should ensure that the Verbeek & Bol policies are shared with the supplier.

ACCOUNTABILITY AND GOVERNANCE

The responsibility for the ABC Policy and the management of integrity risks sits ultimately with the management. Compliance of the ABC Policy is monitored by the management. The management reviews the content of the ABC Policy on a yearly basis.

HOW TO REPORT (SUSPECTED) MISCONDUCT

If you are an employee of Verbeek & Bol and you believe that anyone who is involved in the business of Verbeek & Bol is attempting to breach or has breached the ABC Policy, you are expected to report this to your (direct) manager or to the director (rververs@verbeek-bol.nl).

WHERE DO YOU FIND THE ABC-POLICY

Het ABC-beleid is available on de Verbeek & Bol-website (www.verbeekenbol.com).

