



Rules of the Supervisory Board

OXO Technologies Holding N.V.

The Supervisory Board (the "**Supervisory Board**") of OXO Technologies Holding N.V. (3013 AK Rotterdam, Stationsplein 45, hereinafter: the "**Company**"), as the supervisory body of the Company, performs its activities in accordance with Dutch law, the Dutch Corporate Governance Code, the Articles of Association of the Company, and the resolutions of the General Meeting of the Company, and these Rules of the Supervisory Board (the "**Rules**").

The Supervisory Board establishes these Rules within the framework of Dutch law and the Dutch Corporate Governance Code, with due regard to the authorization contained in Article 12.3 of the Articles of Association, subject to the approval of the General Meeting.

The primary objective of the Supervisory Board, in the course of performing the tasks prescribed for supervisory boards by Dutch law, the Articles of Association and the Dutch Corporate Governance Code, is to ensure that the Company has a comprehensive and effective control system capable of operational effectiveness. The activities of the Supervisory Board include supervising the management of the Company to protect the interests of the Company and its stakeholders.

1. STATUS OF THE RULES

Where these Rules conflict with Dutch law or the Articles of Association, the former shall prevail. These Rules apply internally and do not grant rights to third parties. If any provision becomes invalid, the Supervisory Board shall replace it with valid provisions that achieve a similar effect.

2. RESPONSIBILITIES

2.1. General Responsibilities:

The Supervisory Board supervises the policy of the Management Board and the general course of the Company's affairs, providing advice and guided by the Company's and its stakeholders' interests.

2.2. Specific Responsibilities:

- Overseeing strategy and associated risks.
- Monitoring internal risk management and control systems.
- Supervising financial and sustainability reporting.
- Ensuring compliance with laws and regulations.

2.3. Supervision of Audit Functions:

- Overseeing internal and external audit functions.
- Approving internal audit plans and appointing the Global Internal Audit Director.
- Recommending the appointment and terms of engagement for the external auditor.

2.4. Evaluation and Remuneration:

- Adopting diversity and inclusion policies.
- Ensuring formal procedures for appointment and succession planning.
- Evaluating and assessing the functioning of the Management Board and the Supervisory Board.

3. ORGANIZATIONAL STRUCTURE OF THE SUPERVISORY BOARD

- 3.1.** The Supervisory Board consists of at least three, but no more than five members, who are elected by the General Meeting of the Company for a fixed term of four years, with reappointment possible for additional terms. The members must retire early in cases of inadequate performance or conflicts of interest. Any Supervisory Board members managing the Company temporarily must resign from the Supervisory Board.
- 3.2.** The majority of the members of the Supervisory Board must be independent. Members are considered independent if they meet the best practice provision 2.1.8 of the Dutch Corporate Governance Code.
- 3.3.** The Chairman of the Supervisory Board (the "**Chairman**") is elected from among the members. In the absence of the Chairman, the duties of the Chairman are performed by the Vice-Chairman of the Supervisory Board (the "**Vice-Chair**"), or in the absence of such designation, by a member elected by the members.
- 3.4.** The Vice-Chair of the Supervisory Board is elected from among the members.
- 3.5.** The Company Secretary (the "**Secretary**") is appointed by the Board of Managing Directors with prior approval from the Supervisory Board, and is responsible for ensuring procedural compliance and facilitating information flow.
- 3.6.** The work of the Supervisory Board is directed by the Chairman. In the event of the termination of the Chairman's office, the Supervisory Board must elect a new Chairman at least thirty (30) days before the termination, or if this is not possible, within thirty (30) days after the termination.
- 3.7.** The necessary administrative and coordination tasks are performed by the Chairman or a member of the Supervisory Board designated by the Chairman.
- 3.8.** The Supervisory Board acts as a body, but may assign any member to perform specific supervisory tasks, and may distribute the supervisory tasks among the members.
- 3.9.** The members of the Supervisory Board, as officers of the Company, are obliged to treat information obtained in connection with the Company as business secrets.
- 3.10.** Conditions of membership and responsibilities of the members of the Supervisory Board:
 - (a) A member of the Supervisory Board can be an adult person whose legal capacity has not been restricted in the scope necessary for the performance of their duties.
 - (b) The duties of a member of the Supervisory Board can only be performed personally, representation is not allowed.

- (c) The members of the Supervisory Board are independent of the Board of Managing Directors of the Company and cannot be instructed in their activities.
- (d) A member of the Supervisory Board is liable to the Company for damages caused to the Company by the failure to perform or the improper performance of their supervisory obligations in accordance with the rules of Dutch law.

3.11. A person cannot be a member of the Supervisory Board if:

- (a) they have been sentenced to imprisonment by a final judgment for committing a crime until they are relieved of the adverse consequences related to their criminal record;
- (b) they have been legally prohibited from practicing this profession (membership in the Supervisory Board) for the duration specified in the prohibition order;
- (c) they have been legally prohibited from practicing any profession by a final court judgment, and during the prohibition, they cannot be a member of the Supervisory Board of a legal entity engaging in the activity specified in the judgment;
- (d) they, or their relative, is an executive officer of the Company;
- (e) other disqualifying reasons defined by law exist.

3.12. The mandate of a member of the Supervisory Board is terminated:

- (a) upon the expiration of the mandate term;
- (b) by recall decided by the General Meeting in accordance with the provisions of the Company's Articles of Association;
- (c) by the death of the member or the termination of the Company without a legal successor;
- (d) by restricting the legal capacity of the member in the scope necessary for the performance of their duties;
- (e) by the occurrence of a disqualifying reason or conflict of interest regulated by law;
- (f) in cases defined by specific law.

4. MEMBERS OF THE SUPERVISORY BOARD

4.1. The Supervisory Board is composed in such a way as to ensure a degree of diversity appropriate to the Company with regard to expertise, experience, competencies, other personal qualities, sex or gender identity, age, nationality and cultural or other background.

4.2. Profile and Competence:

- Members must have the expertise required for their duties.
- The Supervisory Board as a whole must meet the profile requirements.
- At least one member must have expertise in financial administration for listed companies.

4.3. A majority of the members must be independent as defined in the Dutch Corporate Governance Code. Members are independent if they do not have a material relationship with the Company that could interfere with their judgment.

4.4. Members must report other positions and relevant information for publication in the Supervisory Board's report.

5. DUTIES AND POWERS OF THE SUPERVISORY BOARD AND THE CHAIRMAN

5.1. The Supervisory Board is responsible for supervising the management of the Company in accordance with Article 19.1 of the Articles of Association.

5.2. The duties of the Supervisory Board include, in particular:

- (a) examining submissions to the General Meeting and presenting its position on them,
- (b) inspecting the Company's documents, accounting records, and books,
- (c) requesting information from the executive officers and employees of the Company, examining the Company's payment accounts, cash registers, securities and inventory of goods, as well as contracts, and having these examined by experts,
- (d) convening an extraordinary meeting of the General Meeting to discuss and make necessary decisions if, in the opinion of the Supervisory Board, the management's activity violates the law, the Articles of Association, or the resolutions of the General Meeting, or otherwise harms the interests of the Company,
- (e) deciding on proposals submitted by the Audit Committee.

5.3. The prior consent of the Supervisory Board is required for the adoption of the following Company decisions or proposals:

- (a) the submission to the General Meeting for approval of the annual accounts as per the requirements of Dutch law;
- (b) the decision of the Board of Managing Directors on the payment of interim dividends and the acceptance of the interim statement of assets and liabilities (*vermogensoptelling*) related to the payment of interim dividends;
- (c) the proposal of the Board of Managing Directors on dividend payment submitted to the General Meeting.

5.4. Duties and powers of the Chairman of the Supervisory Board:

- (a) directs and leads the work of the Supervisory Board,
- (b) convenes the board, initiates written decision-making;
- (c) represents the Supervisory Board before other bodies of the Company and third parties;
- (d) ensures the preparation of the minutes of the meetings.

6. OPERATION OF THE SUPERVISORY BOARD

- 6.1.** The Supervisory Board is required to meet as often as necessary, but at least once a year. If an issue arises that requires a decision or consent from the Supervisory Board, the Supervisory Board must meet within (30) days of the issue arising to make a decision. The Supervisory Board is always entitled to hold an Electronic Supervisory Board Meeting instead of a meeting held in person, or to make decisions through written decision-making, unless any member requests a meeting to be held in person.
- 6.2.** The Chairman convenes the meetings of the Supervisory Board. The members of the Supervisory Board must be notified in writing at least five days before the meeting (unless the members waive this notice, or if an urgent meeting is called on three days' notice in exceptional cases), including the agenda of the meeting (unless the members waive this requirement), as well as all submissions and written proposals.
- 6.3.** Invitations and any other written notices to be sent under these Rules, including documents to be sent for written decision-making, are considered delivered in the following cases:
- (a) if sent by registered mail, on the fifth day following posting;
 - (b) if sent by e-mail, on the day of dispatch.
- 6.4.** Quorum and decision-making:
- (a) The Supervisory Board has a quorum if two-thirds of the members of the Supervisory Board, but at least three people are present, or in the case of written decision-making, if two-thirds of the members, but at least three people have submitted their votes.
 - (b) Each member has one vote. The Supervisory Board makes its decisions by simple majority.
- 6.5.** The Supervisory Board can hold a meeting even if it was not convened properly, provided that all members are present and none of them objects to holding the meeting or to discussing a specific item on the agenda.
- 6.6.** The Supervisory Board may also hold meetings via telephone or video conference (Electronic Supervisory Board Meeting). In this case, the code for participation in the teleconference or videoconference, and the telephone number or other means of access required for the teleconference or videoconference must be specified. Participation in an Electronic Supervisory Board Meeting is considered personal attendance if the member can hear the comments throughout the meeting and has the opportunity to comment. Participation in the meeting in any of the above ways is considered attendance, and the member of the Supervisory Board is entitled to vote under the same conditions. The discussions and decisions made at such meetings must be recorded, and the data carrier must be retained at the Company's registered office. If a decision made at the meeting must be submitted to any governmental authority according to the applicable laws, the minutes based on the above recording must be prepared and authenticated by the Chairman of the Supervisory Board.

- 6.7.** The Supervisory Board may make decisions in writing without holding a meeting. In the case of written decision-making the invitation sent by the Chairman must include the ballot papers and all the draft documents necessary for the decision on the specific agenda item. The members are entitled to sign the written decisions in separate copies, and these copies together form one and the same document. The decision is considered made on the day of receipt of the last vote or, if this occurs earlier, on the day following the expiration of the deadline for submitting the votes.
- 6.8.** Minutes must be taken of the meetings of the Supervisory Board, including the attendees, the place and time of the meeting, the agenda items, the significant comments made during the meeting, the votes cast on the resolutions, and the decisions made. The minutes are prepared by the Company Secretary and authenticated by the Chairman with their signature and sent to the members and the Company. The results of written decisions are recorded by the Chairman in the form of a written decision, including the subject of the decision, the date of the decision, and the votes cast. The written decision is authenticated by the Chairman with their signature and sent to the members and the Company.
- 6.9.** The Company's auditor may participate in certain meetings of the Supervisory Board with the right to consult if invited to do so, and the auditor is required to attend the meetings of the Supervisory Board at the request of the Supervisory Board.
- 6.10.** The new members follow an introduction program addressing financial, legal, and Company-specific aspects.
- 6.11.** The Supervisory Board evaluates training needs annually to ensure continuous development.
- 6.12.** The Supervisory Board members must report conflicts of interest to the chair and refrain from participating in related discussions and decisions.
- 6.13.** Transactions involving conflicts of interest require Supervisory Board approval and must be disclosed in the annual report.
- 6.14.** The Supervisory Board members attend General Meetings and provide necessary information to shareholders.
- 6.15.** The Supervisory Board prepares a corporate governance report for inclusion in the annual report.
- 6.16.** The Supervisory Board collaborates closely with the Management Board to ensure the Company's long-term value creation.
- 6.17.** The Management Board provides the Supervisory Board with all necessary information for proper supervision.

7. COMMITTEES

- 7.1. Establishment:** The Supervisory Board may establish committees such as Audit, Remuneration, and Nomination Committees.
- 7.2. Responsibilities:** Committees assist in specific duties and report their findings to the Supervisory Board.

7.3. Committee Rules: The Supervisory Board prepares and publishes rules for each committee.

8. REMUNERATION

8.1. Members are reimbursed for reasonable expenses related to their duties.

8.2. Members are indemnified against costs incurred due to their board membership to the extent provided in the Articles of Association, and liability insurance is provided.

8.3. Any other remuneration of Supervisory Board members must be approved by the General Meeting.

9. MISCELLANEOUS PROVISIONS

9.1. **Amendments:** These Rules can be amended by a Supervisory Board resolution with the approval of the General Meeting.

9.2. **Governing Law:** In matters not regulated by these Rules, the provisions of the Dutch law, the Dutch Corporate Governance Code and other laws, the Articles of Association, and the Company's other internal regulations apply.

Date: Budapest, [DD/MM/YYYY]

[XYZ]

Chairman of the Supervisory Board

Approved by the General Meeting of the Company on 2024.

Effective Date: 2024