



# RULES OF PROCEDURE OF SENIOR MANAGEMENT TEAM

## 1. GENERAL

- 1.1 These Rules of Procedure set out the governance of the management of JDE Peet's, in addition and without prejudice to the relevant provisions of Dutch law, the investor rights agreement entered into by the Company and certain investors in the Company in relation to, among other things, the governance structure of the Company (the **IRA**) and the Articles of Association. The meaning of certain capitalised or uncapitalised terms used in these Rules of Procedure is set forth in Annex 1 (Definitions).
- 1.2 JDE Peet's shall be managed by the Chief Executive Officer (the **CEO**), supported by the senior managers and together they form the senior management team of JDE Peet's (the **Senior Management Team**). The Senior Management Team is considered to be the Executive Committee under the Dutch Corporate Governance Code.

## 2. COMPOSITION

- 2.1 One of the executive members of the Board is appointed by the General Meeting and is granted the title of CEO by the Board. The CEO shall also be the chairman of the Senior Management Team.
- 2.2 The Senior Management Team consists of (i) the CEO, (ii) any other executive member or members of the Board, if appointed, and (ii) certain key officers of JDE Peet's appointed to support the CEO in his or her management of JDE Peet's, under responsibility of the Board.
- 2.3 The members of the Senior Management Team, who are not also members of the Board, are appointed and dismissed by the CEO.
- 2.4 The CEO shall divide the tasks of the Senior Management Team among its members, after consultation with the Board. Such division of tasks shall in any event include that one of the members of the Senior Management Team, who may also be a member of the Board and who is referred to as the Chief Financial Officer, will be designated to specifically overlook the financial affairs of JDE Peet's. The division of tasks may include an assignment of a member of the Senior Management Team to the segment of the business of the Company related to Jacobs Douwe Egberts B.V. (**JDE**) or to the segment of the business of the Company related to Peet's Coffee & Tea Holdco, Inc. (**Peet's**).
- 2.5 The Company Secretary shall support both the Senior Management Team, the Board and the Board's committees.
- 2.6 The Company Secretary may delegate (parts of) his/her duties under these Rules of Procedure on an ad hoc basis to a member of his/her staff. In addition, the Company Secretary may delegate (parts of) his/her duties under these Rules of Procedure on an institutionalised basis to a deputy, appointed by the Company Secretary after consultation with the CEO.

## 3. RESPONSIBILITIES

- 3.1 In discharging its duties, the Senior Management Team shall be guided by the interest of JDE Peet's and its business, taking into consideration the interests of JDE Peet's stakeholders.
- 3.2 The CEO is entrusted with the (day-to-day) management of JDE Peet's. The Senior Management Team supports the CEO in the discharge of his or her duties. Accordingly, subject to any provision of the IRA, and in particular matters specified in the IRA as matters that are reserved to the full Board, the responsibilities of the

Senior Management Team shall in any event comprise supporting the CEO on the following matters:

- (a) implementing JDE Peet's management agenda;
- (b) JDE Peet's group performance (the performance of JDE Peet's products and development of JDE Peet's investments);
- (c) implementing general strategy and risks connected to its business activities;
- (d) operational and financial objectives;
- (e) structure and management of systems of internal business controls;
- (f) risk management systems;
- (g) financial reporting process;
- (h) compliance with applicable laws and regulations;
- (i) compliance with and maintaining the corporate governance structure of JDE Peet's;
- (j) publication of any information required by applicable laws and regulations;
- (k) preparation of the annual accounts, the annual budget and the explanatory memo/application for significant capital expenditures;
- (l) corporate social responsibility issues;
- (m) advice in connection with the nomination of the external auditor of JDE Peet's; and
- (n) such other duty as reasonably requested by the Board.

## **4. MEETINGS AND RESOLUTIONS**

- 4.1 The members of the JDE and Peet's segments of the Senior Management Team (as referred to in Clause 2.4) shall in principle each hold one meeting every month. Furthermore, a segment of the Senior Management Team, or the Senior Management Team as a whole, shall meet whenever the CEO has requested a meeting.
- 4.2 The meetings of the JDE segment of the Senior Management Team, and meetings of the Senior Management Team as a whole, shall generally be held at the HQ offices of JDE Peet's in Amsterdam, but may also take place elsewhere. The meetings of the Peet's segment of the Senior Management Team, shall generally be held at the offices of Peet's in Berkeley, California, United States, but may also take place elsewhere.
- 4.3 In addition, one or more members may participate by telephone, videoconference or other electronic forms of direct communication. Meetings may at all times also be held entirely by telephone, videoconference or other electronic forms of direct communication.
- 4.4 Meetings of the Senior Management Team or segment of the Senior Management Team shall be chaired by the CEO. If the CEO is not present, the meetings will be chaired by one of the members of the Senior Management Team so designated by the other members of the Senior Management Team present at the meeting.
- 4.5 In principle, decisions concerning the daily management of JDE Peet's shall be taken by the CEO, at his or her discretion in consultation with the Senior Management Team or a segment of the Senior Management Team. However, the Board remains at all times authorised to adopt resolutions required or attributed by law, the Articles of Association or the IRA.

## **5. RELATIONSHIP SENIOR MANAGEMENT TEAM AND BOARD**

- 5.1 The CEO shall within the Senior Management Team be the first contact for the chairman of the Board.
- 5.2 Members of the Senior Management Team may be invited for meetings of the Board, such at the discretion of the Board.

- 5.3 The CEO will provide the Board with timely and detailed information on JDE Peet's and its business (including but not limited to matters such as the performance of JDE Peet's products and development of JDE Peet's investments), finance, marketing, investments, employees, regulatory compliance and discussions with the regulator), preferably in writing, which the Board requires to carry out its duties properly. Additional information will be provided by the CEO, or at the option of the CEO by the Senior Management Team, at the request of the Board or its chairman on behalf of the Board.

## **6. STATUS AND CONTENTS OF THE RULES OF PROCEDURE**

- 6.1 Where these Rules of Procedure are inconsistent with Dutch law, the Board Rules, the IRA or the Articles of Association, the law, the Board Rules, the IRA or, as the case may be, the Articles of Association shall prevail.
- 6.2 These Rules of Procedure can be supplemented and modified by the means of a resolution taken by the Senior Management Team, subject to confirmation by the Board.
- 6.3 Save as otherwise provided in the Articles of Association, the IRA or by law, the Senior Management Team may in exceptional cases, as the circumstances may require, at its discretion decide to deviate from these Rules of Procedure, subject to the approval of the Board.

## **7. GOVERNING LAW**

- 7.1 These Rules of Procedure shall be governed by the laws of the Netherlands.
- 7.2 The competent court of Amsterdam, the Netherlands, has exclusive jurisdiction to settle any dispute arising from or in connection with these Rules of Procedure (including any dispute regarding the existence, validity or termination of these Rules of Procedure).

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## ANNEX 1

### DEFINITIONS

1. In the Rules of Procedure, the following terms have the following meanings:

**Articles of Association** means the articles of association of JDE Peet's.

**Board** means the one-tier board (*statutair bestuur*) of JDE Peet's, consisting of such number of executive and non-executive members as determined by the non-executive directors of the Board. The members of the Board shall be appointed, suspended and dismissed in accordance with the provisions of the Articles of Association by the General Meeting.

**CEO** means the member of the Board designated as CEO (chief executive officer) pursuant to clause 2.1 of the Rules of Procedure.

**CFO** means the person designated as CFO (chief financial officer) pursuant to clause 2.4 of the Rules of Procedure. The CFO can, but does not have to, be an executive member of the Board.

**Company Secretary** means the member of the Senior Management Team designated as Company Secretary pursuant to clause 2.5 of the Rules of Procedure.

**General Meeting** means the general meeting of JDE Peet's.

**IRA** means the investor rights agreement entered into by the Company and certain investors in the Company in relation to, among other things, the governance structure of the Company.

**JDE Peet's** means JDE Peet's N.V., and all parts of the business operations in respect of which Jacobs Douwe Egberts B.V. and/or Peet's Holdco, Inc in its discretion through management board action has determined that the Board and Senior Management Team of JDE Peet's are primarily responsible from a managerial perspective from time to time.

**Rules of Procedure** means these rules of procedure of JDE Peet's Senior Management Team, and including the annexes belonging thereto.

**Senior Management Team** means the executive committee of JDE Peet's as defined in clause 2.1.

2. Save where the context dictates otherwise, in the Rules of Procedure:

- (a) words and expressions expressed in the singular form also include the plural form, and vice versa;
- (b) words and expressions expressed in the masculine form also include the feminine form; and
- (c) a reference to a statutory provision counts as a reference to this statutory provision including all amendments, additions and replacing legislation that may apply from time to time.

3. Headings of clauses and other headings in the Rules of Procedure are inserted for ease of reference and do not form part of the Rules of Procedure for the purpose of interpretation.