


# ANNUAL REPORT ROYAL HZPC GROUP 2025 – 2026

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# 01 MESSAGE FROM HANS HUISTRA

## Confidence for the long term

After a season in which nearly every record was broken, the global potato sector came under significant pressure in 2025-2026. Prices for ware potatoes fell to historically low levels across almost all markets, affecting acreage in key potato-growing regions. These developments also had an impact on the seed potato sector.

It was precisely during this challenging season that the strength of the Royal HZPC Group really shone through. Supported by our global teams, strong relationships with customers and growers, a balanced presence across market segments, and a strong portfolio of varieties, we closed the year with positive results. The season also reinforced the importance of continuing to invest in the future. Seeing the strategic choices made over recent years deliver value, particularly in difficult market conditions, strengthens our confidence in the long term.

> “It was encouraging to see that the new varieties also reinforce this growth potential.”

**Hans Huistra**
CEO, Royal HZPC Group

## Where our strength lies

An important factor is the relationship with customers and growers. Our teams across Europe stay close to the market and work in close partnership with our network of growers. In key seed potato-producing countries such as the Netherlands, France, Germany, Poland, the United Kingdom and Finland, our teams further strengthened their market positions. Exports to Southern Europe, Africa and Asia played an essential role in this success.

Outside of Europe, we have a strong presence in key potato markets through compact local teams. The volume of seed potatoes continued to grow there, particularly through licensed cultivation in the United States and India.

The strength of our variety portfolio played an important role in this performance. Colomba continues to expand its global presence as the leading table potato variety. Innovator and Santana remain essential varieties for the French fry industry, while VR-808 and SHC-1010 continue to gain ground in the potato chip segment. It was encouraging to see that our newer varieties are also strengthening this growth momentum. Strong examples include the French fry varieties Quintera, Travolta and Castor, the potato chip variety Norman, table potato varieties such as Libra and Brianna, and traditional market varieties including Rashida and Tyson.

> “In this environment, Royal HZPC Group stands unconditionally shoulder to shoulder with our growers and customers.”

**Hans Huistra**
CEO, Royal HZPC Group



Harvesting potatoes

## Raising the bar

Over the past decades, we have made deliberate and substantial investments in research and breeding. From the outset, we set ambitious goals. The result is a portfolio of varieties with stronger disease resistance, improved nitrogen efficiency and greater resilience under dry growing conditions.

These advances align closely with evolving market expectations and the challenges growers face every day. Climate change, shortages of production inputs, and changing laws and regulations call for increasingly resilient varieties. At the same time the ongoing discussions around Natura 2000 zoning are creating additional uncertainty across the sector. In this regard, Royal HZPC Group stands shoulder to shoulder with our growers and customers.

## Responsible growth

Across the world, pressure on the use of crop protection products continues to increase, while fertilisers are becoming more expensive or less readily available. At the same time, demand for responsibly produced food is rising, driven by a growing global population.

Our investments in research are delivering results through varieties that achieve strong performance with fewer inputs. We are also advancing Integrated Crop Management (ICM), combining agronomic expertise with crop support measures to help future-proof seed potato production.

In doing so, we support not only our own growers, but potato farmers around the world. High quality seed potatoes are the foundation of a successful potato crop. The expertise and quality of the Dutch seed potato sector enable growers in Africa, the Middle East, Southern Europe and many other regions to achieve good yields and contribute to local food security.

> **“With IPM Potato Group, we have added a third brand and organisation to accelerate our growth.”**
>
> **Hans Huistra**
> CEO, Royal HZPC Group

## Investing in the future

Even in a challenging market, we continue to invest in the future. In February 2026, we completed the acquisition of IPM Potato Group, strengthening our position in several key markets. Within Royal HZPC Group, both HZPC and STET have continued to thrive. With IPM Potato Group, we have added a third brand and organisation, creating new opportunities to accelerate our growth and expand our global impact.

As a result of exceptionally challenging market conditions, IPM’s contribution this year fell short of expectations established at the beginning of the financial year. While the short-term performance has been affected by these martket conditions, management remains confident that IPM will be a valuable addition to the Group over the long term.

Alongside IPM, we continued to invest heavily in the implementation of NetSuite, our new ERP system. This transformation requires significant commitment across the organisation. Thanks to the dedication of our colleagues, the system is now operational in Germany, Poland and at STET Holland. With this milestone achieved, we are well positioned to take the next steps at HZPC Holland, HZPC France and HZPC UK.

> **“Both are important building blocks for the future of the seed potato sector and Royal HZPC Group.”**
>
> **Hans Huistra**
> CEO, Royal HZPC Group


potatoes are life.

# Building the future together

Finally, important progress was made in the areas of hybrid breeding and minituber production. Both are important building blocks for the future of the seed potato sector and Royal HZPC Group.

The strength of Royal HZPC Group lies in the combination of leading market positions, a broad portfolio of varieties, a global presence supported by local teams with deep market knowledge, and the long-term investments we continue to make in research and breeding. A challenging year like this highlights just how important that foundation is. Together with our employees, growers, customers and partners, we will continue to build a strong and future-ready potato sector that contributes to feeding a growing world population in a responsible way.

Hans Huistra





# 02 INDIA IS EMERGING AS A GLOBAL PLAYER

In one of the world's largest potato-producing countries, the market is changing faster than ever before. This development presents significant opportunities for Royal HZPC Group, says Chief Commercial Director Herman Verveld.

## The market is undergoing a fundamental transformation

Herman: '' After China, India is the world's largest potato producer. Until recently, the country was primarily a fresh market, with around 85 percent of all potatoes consumed fresh. However, we are now seeing that the processing industry is experiencing rapid growth. This is fundamentally transforming the market."

According to Herman, not only is consumption increasing, but the entire value chain is evolving as well: "The population is growing, the middle class is expanding, and consumers are increasingly looking for convenience. We are seeing the retail sector become more professionalised, driven in part by the rapid growth of home delivery services, particularly in larger cities. International fast-food chains are also expanding at a rapid pace. These developments are influencing the requirements for potato varieties as well. Retailers, home delivery providers, and consumers increasingly demand potatoes that are well suited for packaging, combining the right size, excellent washability, and an attractive skin finish."

> "Driven by this growing capacity and the limited growth in domestic demand, Indian producers are increasingly focusing on export opportunities."

**Herman Verveld**
Chief Commercial Director




Mahindra HZPC Potato Bags

## 40 Percent growth

The most significant developments are taking place in the French fry industry. “In a relatively short period, numerous new French fry processing facilities have been established. Their role extends beyond serving India's growing domestic market. Export markets across Asia and the Middle East are becoming increasingly important as well.”

As a result, India is emerging as a major player in the global French fry market. “Partly driven by the opportunistic nature of the market, production capacity continues to expand at a faster rate than domestic demand. This is driving Indian producers to place a stronger focus on export opportunities.. The growing export volume is reshaping the competitive landscape for producers around the world, including those in Europe and North America. In 2024-25, India exported more than 180,000 tonnes of frozen French fries. Compared with five years earlier, that represents growth of approximately 40 percent.”

## Skipping steps

According to Herman, another key factor behind the rapid development of India’s potato industry is the ability to build on existing knowledge and expertise. “India does not need to reinvent the wheel. Knowledge developed in other parts of the world over the past decades is readily available. The latest technologies in agricultural mechanisation and food processing are widely used in India as well. In addition, the industry has access to the same potato genetics as producers elsewhere in the world. Together, these factors enable the sector to bypass certain stages of development and professionalize at a remarkable pace.”

“ In western markets, complex logistics systems for food and parcel delivery had to be built from the ground up. In India, scooter-based delivery services have been part of daily life for years. That makes it easier to combine existing capabilities with new innovations.”

> “ India does not need to reinvent the wheel. ”
>
> **Herman Verveld**
> Chief Commercial Director

## Well positioned

Royal HZPC Group is well positioned to grow alongside these developments. Herman: “Santana remains an important variety for the French fry industry. At the same time, newer varieties such as Castor, Alverstone Russet and Quintera are making strong progress. Together, they provide a solid foundation for future growth.”

In the fresh market, varieties such as Colomba and Tyson continue to strengthen their position, according to Herman. “These varieties perform well within India's intensive cropping systems, where rice and potatoes are grown in rotation. Their short growing cycle also gives growers greater flexibility in responding to changing weather conditions.”

> **“Now that the market is developing rapidly, we are well positioned to benefit from these opportunities.”**

**Herman Verveld**

Chief Commercial Officer




Reviewing potatoes in India

## More sustainable potato production

Success is about more than genetics alone. We do not just supply seed potatoes. We also share knowledge on crop management, including cultivation, irrigation and mechanisation. That combination helps growers achieve higher yields and better quality.

In doing so, Royal HZPC Group contributes to more sustainable potato production as well. “We develop varieties that deliver strong yields while requiring less nitrogen, fewer crop protection products and more efficient water use. In this way, we help growers continue to produce successfully in the future. ”

## Confirming our direction

Herman expects India to play an increasingly important role in the global potato market in the years ahead. “The growth is structural. The population continues to expand, driving growth in domestic demand. Alongside that, opportunities for exporting both processed potato products and table potatoes continue to increase. As a result, demand for high-quality and more sustainable varieties is expected to grow even further.”

For Royal HZPC Group, this is confirmation of the direction we set many years ago. “We have been active in India for many years, working closely with local partners to build strong relationships, deep market knowledge and a portfolio of varieties tailored to local needs. As the market continues to develop rapidly, we are seeing the benefits of those long-term investments. That strengthens our position in one of the world's most important growth markets.”



Potato market, India



# 03 WEST AFRICA DISCOVERS THE POTATO

Interest in potatoes is growing rapidly across West Africa. At the same time, more and more countries are investing in local food production, creating new opportunities for local growers. According to Michel Cam, Regional Manager Northwest Africa, these developments offer Royal HZPC Group an important opportunity to contribute.

## A changing perception

The potato was introduced to West Africa in the early twentieth century and was long regarded as a food for higher-income consumers.

"That perception is gradually disappearing," says Michel. "Today, potatoes are consumed much more widely. Population growth and increasing urbanisation are driving consumption in countries such as Senegal, Guinea, Niger and Mali. At the same time, more local farmers are recognising potatoes as an attractive crop."

## Reducing dependence on imports

"Many countries in the region want to become less dependent on imports and are investing in their own agricultural sectors. As a result, demand is increasing for high-quality seed potatoes and expertise in potato cultivation. Royal HZPC Group supports local partners with varieties, agronomic knowledge and market development."

According to Michel, the potato value chain is still developing. "There is hardly any processing industry and a large share of the harvest reaches the market at the same time. By using early, medium-early and late varieties, supply can be spread more evenly throughout the season."

> **“Royal HZPC Group entered the region as a challenger.”**

**Michel Cam**
Regional Manager Northwest Africa



Harvesting Colomba in Senegal

## Many growers still rely on the weather

Water availability is one of the biggest challenges facing agriculture in West Africa. "During the rainy season, potatoes can be grown almost everywhere. In the dry season, cultivation is often limited to low-lying areas and locations where irrigation is available," Michel explains.

Climate change, extreme temperatures and flooding are also making potato production less predictable. "We still see that the impact of climate change is not fully reflected in day-to-day farming practices. Many growers continue to rely primarily on weather conditions. The availability of fertilisers and energy, for example to power irrigation pumps, is another significant challenge. Rising fertiliser and transport costs make the efficient use of production inputs increasingly important."

## From challenger to market leader

Delivering the right varieties at the right time is essential for successful potato production in the region. "Royal HZPC Group entered the market as a challenger, but today Colomba, Libra, Panamera, Sagitta and Memphis are among the leading varieties in the region. We also see great potential in our new variety, Zelda."

According to Michel, the focus is increasingly on varieties that match local growing conditions. "Panamera is an excellent example. Under short days, it performs as an early variety, requires less nitrogen and offers better resistance to diseases. In regions where crop protection products are limited, that makes a real difference. Early varieties such as Colomba and Libra also help growers use water and other inputs more efficiently thanks to their short growing cycle."

## Improving quality and storage

Not only production, but also potato storage remains a challenge across West Africa. This requires investment as well as knowledge of storage and stock management. Many potatoes are still harvested too early, limiting their storage potential. "Storage is not a hospital," says Michel. "A crop that leaves the field in poor condition will not improve during storage." According to Michel, successful storage always starts with a healthy crop and the right variety.

> **“ Storage is not a hospital. ”**
>
> **Michel Cam**
> Regional Manager Northwest Africa



Harvesting Colomba in Senegal

## Significant opportunities

Despite challenges such as political stability, logistics and the availability of agricultural inputs, Michel expects the West African potato market to continue to grow strongly.

"The population is growing, the middle class is expanding and more countries are investing in local food production. As a result, we expect the potato market to grow by more than 10% annually."

"The combination of strong varieties, local production and knowledge development creates tremendous opportunities for this region. Together with our partners, Royal HZPC Group is well positioned to make a meaningful contribution."

> **“We expect the potato market here to grow by more than 10% annually.”**

**Michel Cam**
Regional Manager Northwest Africa



# 04 COMPLIANCE

# Corporate governance

Royal HZPC Group B.V. is a two-tier board company with an Executive Committee and an independent Supervisory Board (SB). The Executive Committee directs the Strategic Business Areas (SBAs); namely Strategic Business Area Europe, Strategic Business Development Area, SBA STET and SBA IPR and HZPC Research & Development.

| | Tasks and Authorities |
|---|---|
| Executive Board | - Informs SB about policy and general affairs.<br>- Discusses important issues with SB.<br>- Presents essential decisions to the SB, for approval. |
| Supervisory Board | - Maintains supervision over policy, Executive Board and general matters.<br>- Supports Executive Board with advice.<br>- Approves essential decisions by Executive Board.<br>- Appoints the Executive Board. |
| General (Annual) Meeting of Shareholders | - Appoints, on recommendation of SB, members of the SB meeting.<br>- Has authorities that are set out in law and the company's Articles of Association.<br>- Approves specific decisions by Executive Board. |
| Association HZPC | - Convenes general meeting of shareholders.<br>- Owns 100% of shares.<br>- Has certified all shares. |
| General members meeting Association HZPC | - Selects and appoints the Board of Association HZPC.<br>- Approves several proposed decicions by Association HZPC. |
| Certificate holders | - Are (former)growers, (former)breeders and (former) members of staff.<br>- Appoints Board members.<br>- Finances the business with risk capital.<br>- Can be members of Association HZPC. |

# Personal details of management structure as of 30 June 2026

**Supervisory Board**

| | |
|---|---|
| C.J. Biemond, Chairman | Godlinze |
| J.P. Bienfait | Amsterdam |
| I. Frolova | Epen |
| M. Hommes-Gesink | Lauwerzijl |
| J. Tijssen | Doetinchem |

**Executive Committee**

| | |
|---|---|
| H.E Huistra | Chief Executive Officer and Director SBAE |
| R.P Graveland | Director HZPC Research B.V. and IPR B.V. |
| P.C Ton | Chief Operating Officer |
| H. Verveld | Director HZPC SBDA B.V., Chief Commercial Officer |
| M.L. Booijink | Chief Financial Officer |



| | |
|---|---|
| **Participations** | |
| HZPC IPR B.V. | R.P. Graveland |
| HZPC SBA Europe B.V. | H.E. Huistra |
| HZPC SBDA B.V. | H. Verveld |
| HZPC Research B.V. | R.P. Graveland |
| STET Holland B.V. | R. Patil |
| IPM Potato Group | M. de Sousa |
| | |
| **EMENA** | P.C. Ton |
| Management of Participations | |
| HZPC Deutschland GmbH | R. Möller |
| HZPC France SAS | C. Gauchet |
| HZPC Holland B.V. | P.C. Ton |
| HZPC Kantaperuna OY | M. Paassilta |
| HZPC Patatas España S.L. | J. Luis Marti |
| HZPC Polska Sp. Z.o.o | T. Jardzioch |
| HZPC Portugal Lda | P. Simoes |
| AO HZPC Sadokas | P. Bemelmans |
| HZPC UK Ltd. | C.R. Baker |
| TLC Potatoes Ltd. | C.R. Baker |
| ZOS B.V. | J.S. Kruijer |
| | |
| STET Holland B.V. | R. Patil |
| STET Potato UK | P. Hewett |
| STET France Arl. | T. Rondeaux |
| D.S.S. Opslag B.V. | P.C. Ton |
| | |
| IPM Potato Group | M. De Sousa |
| AJ Allan (Berchin) Ltd | R. Sawyer |
| IPM Perth | M. de Sousa |
| IPM France | G. Vincent |
| IPM Holland | A. Groot |
| IPM Portugal | P. Vale |
| IPM Kenya | E. Appeldooren |
| Kirinyaga Seeds Limited | M. De Sousa |
| Utkal | M. De Sousa |
| | |
| **GLOBAL** | H. Verveld |
| Management of Participations | |
| HZPC América Latina S.A | I. Ramallo |
| HZPC Americas Corp. | A. Derbidge |
| HZPC Limited | H. Verveld |
| HZPC China Limited | H. Verveld |
| Inner Mongolia HZPC Potato Science and Technology Development Co., Ltd. | J. Qiao |

**Works Council of Dutch entities**

| | |
|---|---|
| K. Veenstra | Secretary |
| A. van den Berg | Member |
| V. Brolsma | Member |
| S. Dijkstra | Member |
| K. Mast | Member |
| D. Woertink | Member |
| R. Kuiper | Member |

# Risk Management

For an organization like the Royal HZPC Group, sound risk management is vital. We apply the Enterprise Risk Management principles as prescribed by COSO. We identify, categorize and assess risks and determine how to deal with them appropriately. Working according to the COSO principles helps us remain focused and enables us to manage and report on our objectives in a structured manner.

In 2025/2026, we further strengthened our risk management framework by enhancing risk ownership, broadening our focus on emerging risks and increasing integration with our strategic planning and operational control processes. In an increasingly dynamic business environment, characterized by geopolitical uncertainty, climate-related challenges, changing regulations and technological developments, risk management remains an essential component in achieving our long-term objectives.

## Our risk profile and top risks

Within our risk profile, we recognize four categories of risk: strategic, operational, reporting and compliance. These risks are assessed using a scale ranging from 1 to 5.

| STRATEGIC | | OPERATIONAL | COMPLIANCE |
|---|---|---|---|
| Internal | External | IT and security | Compliance infringements |
| Business continuity and Aurora | Environment, climate, and legislation | Production | |
| Variety portfolio development | Catastrophe risk | | |
| Current portfolio of varieties | Geopolitical developments | | |
| Financial risk | Competition | | |

| CATEGORY | RISK | PROBABILITY | IMPACT |
|---|---|---|---|
| Strategic | Business continuity and Aurora | 3,0 | 3,8 |
| | Variety portfolio development | 2,6 | 3,6 |
| | Current portfolio of varieties | 2,5 | 3,8 |
| | Financial risk | 3,0 | 2,8 |
| | Environment, climate, and legislation | 3,4 | 3,0 |
| | Catastrophe risk | 2,2 | 3,4 |
| | Geopolitical developments | 3,0 | 2,8 |
| | Competition | 2,4 | 3,2 |
| Operational | IT and security | 2,4 | 3,4 |
| | Production | 2,4 | 3,2 |
| Compliance infringement | Compliance infringement | 2,5 | 2,8 |

## Strategic risks

Within the strategic risk category, we distinguish between risks that we can influence through our own strategic activities (internal) and risks that originate outside the organization (external).

The most significant internal strategic risks relate to the current performance and future robustness of our variety portfolio, the availability of critical talent, intellectual property protection, and our ability to successfully execute strategic transformation initiatives.

We see the strength of our variety portfolio as the foundation of the group. Thus, the risk of not having the right varieties available, both now and in the future, is of the utmost importance. Therefore, we continue to invest in advanced breeding technologies, aimed at developing resilient, resistant and sustainable high-performing potato varieties, as our stakeholders expect from us.

Attracting, developing and retaining the right employees remains critical for the future success of our organization. Competition for specialized talent continues to increase. We therefore focus on succession planning, leadership development, talent acquisition and employee engagement throughout the group. While some vacancies are open for a longer time, the mitigation measures taken are experienced to be effective.

Aurora, our multi-year business transformation program, remains a key strategic priority. The phased rollout of our new ERP platform, with a major release on July 1st 2026, ensures a stable foundation for the group to grow upon in the future. Successful implementation remains critical to reap the benefits and has had full attention. Lessons learned from previous implementation at STET have been used to improve this go-live, with dedicated attention to change management and full focus on critical work packages. This is considered to be the main mitigation for the business continuity risk.

Protecting intellectual property rights is essential to safeguard the return on our investments in research and development. Through Breeders Trust and our own enforcement activities, we actively monitor and address infringements of plant breeders' rights and licensing agreements.

We manage our financial revenue risk by focus on our production-to-sales ratio and sales forecasting. Along with our sector peers, we have experienced a challenging year. Due to high volumes of produced seed potatoes and therefore availability, market prices have plummeted. We do not expect the specific market circumstances to repeat next year.

Externally, climate change, increasing disease pressure, as well as evolving customer requirements, changing agricultural practices and regulations continue to shape our operating environment. Growers across several regions increasingly face weather volatility, water availability challenges and stricter regulatory requirements. As a group, Royal HZPC Group mitigates these risks through a diversified global footprint, strong local market presence and continued investment in resilient varieties. We consider our focus on resilient varieties key to mitigate this risk.

Geopolitical developments remain a significant source of uncertainty. Trade restrictions, sanctions regimes, regional conflicts, supply chain disruptions and shifts in international trade relations may impact our operations, logistics, production planning and market access. The conflict in the Middle East is exemplary of this. Developments are closely monitored. This risk manifesting is always caused by external events. Therefore, mitigation is to be found in how timely and adequately we can adapt to developments. While individual circumstances of group entities can vary, on average we consider we are adequately equipped to adapt.

## Operational risks

The operational risk category addresses risks that may disrupt or significantly impact Royal HZPC Group's day-to-day operations.

These risks include seed potato production and availability, product quality, cybersecurity and information security, business continuity, supply chain disruptions, treasury management, health and safety, and the organization's ability to respond to rapidly changing circumstances.

Production risk continues to require significant attention. Availability of suitable acreage and planning, high-quality starting material, minituber capacity and expected crop yields are closely monitored. This risk is managed by the production and sales coordination department.

Supply chain resilience has become increasingly important. Geopolitical developments, transportation challenges and local market disruptions may affect the timely movement of seed potatoes and other critical materials. Royal HZPC Group continuously evaluates these processes to be able to adapt timely to changes.

Our international scope, coupled with seasonal financing can potentially lead to cashflow issues. This risk is mitigated by dedicated attention to treasury. Implementation of LucaNet helps us monitor the group cashflow. In relation to treasury, another risk is variable interest rate. We use interest rate caps to mitigate adverse effects of rate movements, while maintaining financial predictability.

Cybersecurity and information security remain among our highest operational priorities. As digitalization progresses and our ERP implementation advances, maintaining a secure and reliable IT environment is essential. We continue to strengthen our security controls through vulnerability assessments, penetration testing, phishing simulations, employee awareness programs and investments in cybersecurity capabilities. With these efforts, we consider we do everything possible to protect the group. Residual risk remains present.

Employee health, safety and wellbeing remain fundamental priorities. A dedicated HSE-officer has been appointed, allowing us to continue to promote a safe working environment and invest in awareness and prevention initiatives throughout the organization.

## Reporting risk

Reporting risk includes events that may result in financial or non-financial reporting not being complete, accurate or delivered on time. Further implementation of Aurora, combined with ongoing improvements in data governance and internal controls, supports the reliability, consistency and efficiency of reporting processes across the group.

As stakeholder expectations regarding transparency continue to increase, Royal HZPC Group is committed to strengthening reporting capabilities and data quality throughout the organization. For example, sourcing process for software to assist our document management, workflows and risk management has started. We expect this to lead to improvements, both in terms of effectiveness and efficiency, in the coming season.

## Compliance risks

Compliance relates to adherence to applicable laws, regulations and internal policies. Operating globally exposes Royal HZPC Group to a broad range of legal and regulatory frameworks. Changes in sanctions legislation, export controls, anti-money laundering regulations, anti-corruption requirements, privacy laws and sustainability regulations continue to increase the complexity of compliance management. As Royal HZPC Group operates in several regions with elevated compliance risks, there is an ongoing risk that transactions, business relationships or payments may unintentionally conflict with applicable sanctions laws.

To mitigate this risk as well as the risks involved with third party payments (anti-money laundering), Royal HZPC Group maintains a risk-based compliance program that includes due diligence procedures, sanctions screening, third-party assessments, internal policies, monitoring and employee training. Compliance requirements are increasingly embedded within our governance, commercial and financial processes.

We maintain a strict approach towards integrity, transparency and ethical business conduct. Commissions and payments must be properly documented, commercially justified and compliant with applicable laws and internal standards. Royal HZPC Group rejects practices that could create corruption or bribery risks.

Any breach of applicable laws or regulations could negatively affect Royal HZPC Group's operational performance, financial results, cash flows and reputation. Therefore, Royal HZPC Group remains focused on timely incident identification, further improvement of internal controls and compliance awareness to support the business activities.

# Results, investments, financing

## Investments

We invested in our business in 2025/2026, despite the economically uncertain environment, and will continue to do so. We have invested in the acquisition of IPM. We are making steady progress with the construction of our mini-tuber facility in France and hope to complete this in 2027. We have also invested in our mini-tuber production facility in the UK and in our distribution centers.

Our invested capital at the end of the 2025/2026 financial year is EUR 61.4 million, which is EUR 17 million higher than last year. The increase in total fixed assets mainly relates to the acquisition of IPM and the investment in Aurora. Through Aurora, we are adapting processes and replacing the old ERP system. These investments were in addition to regular replacement investments in operations and R&D.

## Liquidity

The cash position, netted for the short term credit facility, ended at EUR 18.5 million. This is an increase compared to the previous year, which is a result of the decision to execute the last payout of the season in July instead of in June.

## Results

Net turnover of EUR 450 million was recorded in the past year. Sales were lower than previous season as Royal HZPC Group B.V. faced lower volumes sold as seed at lower average prices. License income amounted to EUR 27.1 million in 2025/2026, which is lower mainly as a result of lower licensed volumes. Sales and licensing volume amounted to 1.1 million tonnes during the year, which was in line with the 2025/26 level.

The gross margin, i.e. the sum of operating income minus the sum of costs of raw and auxiliary materials and third-party services, freight and loading charges and packaging, decreased from close to EUR 100 million to EUR 79 million. This is due to lower seed volumes and prices, and low revenues for top size and ware potatoes.

By paying close attention to costs, an operating result of EUR 6.1 million was achieved.

As yet, there are no expectations of the result for the coming season due to uncertainties. These are caused by uncertain yield expectations and the corresponding availability for different markets. In addition, uncertainty remains due to the geopolitical situation.

We do not expect any major changes for our workforce.

## Financing

The company entered into a new financing agreement as per 3 December 2025. Participating banks and their proportionate participation are ING Bank N.V. (EUR 46.7 million), Commerzbank A.G. (EUR 36.6 million) and Credit Industriel et Commercial (EUR 26.7 million). ING Bank N.V. is acting as agent. The financing agreement consists of a long term loan of EUR 10 million, a revolving current account facility of EUR 30 million and a seasonal facility of EUR 70 million. The seasonal facility is available from 1 October to 31 July.

The interest rate is 1-month Euribor plus 1.45%. The financing agreement was concluded for the duration of 3 years with an option to extend twice for 1 year. The EUR 100 million will help support existing operations and investments for the future, the other 10 million is used for acquisitions.

The concluded financing agreement entails an increase in the seasonal credit facility for EUR 10 million and an additional term loan of EUR 10 million. The Term Loan has a term of five years. Funding is guaranteed for a minimum of 3 years after closing plus an option to extend until February 2029.

Solvency decreased from 41.6% in 2024/2025 to 33.9% in 2025/2026. The decline is mainly caused by the acquisition of IPM, which increased the total assets value.

As for the debtor position, we have seen a slight increase compared to last year and this is reflected in the balance sheet. The provision for doubtful debtors decreased due to the write-off of the positions in Cuba.

The management team is constantly assessing the relevant information and risks in order to take the appropriate measures. The financing facility we now have is sufficient to continue paying out advances to growers, as HZPC is used to. The current facility is also sufficient to absorb future regular fluctuations and disruptions in customer receipts. The management team constantly monitors developments in turnover and costs in order to maintain an overview of liquidity developments. Analyses are also carried out on a regular basis so that additional measures can be taken in time. On the basis of the management analysis, the current results and the company's financing position, the financial statement has been drafted on the basis of an assumption of continuity. Due to the difficult season in 25/26, HZPC is in default on one of the bank's covenants. The EBITDA covenant for the season 25/26 is in default, where the solvency and leverage covenants are both compliant. Subsequent to year-end, the company received a waiver letter from its banks in respect of the covenant breach. As a result of this waiver, the bank has confirmed that it will not exercise its rights arising from the breach and the related borrowings remain classified in accordance with their contractual maturity profile in the financial statements. The waiver supports management's conclusion that the company remains a going concern. With the outlook towards the next season and the latest estimates, we expect to be fully in compliance with the bank's covenants for next season 26/27 and that the situation of default will be ended.

Potato breeder and seed potato trading company Royal HZPC Group announced on October 2, 2025, its proposed acquisition of IPM Potato Group, a leading seed potato breeder and exporter based in Ireland. Per the 1$^{st}$ of February 2026 the closing of the acquisition was realized. Despite the difficult year for IPM in season 25/26 due to the market circumstances, the acquisition is expected to make a positive contribution in the coming years.

# Remuneration policy and staff matters

Our employees are crucial to achieving our strategic goals. Adequate personnel policies and market-based remuneration policies enable us to attract and retain staff. We use a range of different tools for this purpose.

Employees make an important contribution to the success of the company and, last year, we were able to attract great people. Some employees also left. We have been able to fill the vacancies that have arisen plus the additional positions created by business growth, although vacancies tend to be open a little longer than during previous years. We expect personnel numbers to remain the same or rise slightly.

## Diversity

Royal HZPC Group B.V. stands for Diversity, Equity and Inclusion (DEI).

We are committed to a diverse workforce and an inclusive environment where everyone feels valued and respected. In addition, we support a corporate culture where everyone feels encouraged to (continue to) develop and grow. Or, in other words: Guiding continuous growth.

We actively seek to attract, employ and retain people from diverse backgrounds. As a result, our workforce is increasingly reflecting the rich diversity of the societies in which we operate. Our commitment to diversity extends to all levels of the organisation, from entry-level positions to management positions. The diversity dimensions on which Royal HZPC Group B.V. intends to report are:

- Gender diversity (female/male representation)
- Age diversity (representation of different age groups)
- International diversity (number of nationalities of our colleagues)
- Knowledge diversity (distribution of our workforce by clustered subject areas)
- Equal pay for men/women

In addition to the diversity dimensions on which we wish to report, Royal HZPC Group B.V. also stands for:

- Labour market diversity (removing barriers to/promoting participation of colleagues with an occupational disability)
- Ethnic and cultural diversity (promoting the representation of different ethnic and cultural groups)
- LGBTQ+ diversity (welcoming anyone regardless of sexual orientation)
- Religion or belief (allowing for differences in religious or other personal beliefs)

We do not report on the representations of these groups within our workforce.

Gender diversity targets have been set for the composition of the management (Supervisory Board and Executive Board) and (Senior Management) of the organisation.

| Management layer | Target | To be realised by: | Explanatory notes: |
|---|---|---|---|
| SB | 20% of the members consist of the 'opposite sex'. At least 20% female and at least 20% male.<br><br>(current situation: 2 females, 3 males). | Realised | Target has been realised in financial year 2025-2026. The SB has 2 woman and 3 men. In future replacement, efforts will be made to continue to achieve the targets. |
| Executive Board | 20% of ExBo are of the 'opposite sex'. At least 20% female and at least 20% male<br><br>(current situation: 1 female and 4 males). | 1-1-2028 | Target has been realised in financial year 2025-2026. In the future, replacement efforts will be made to maintain the set targets. |
| Senior Management (Regional Directors, Heads of Departments) | 20% of the Senior Management must be of the 'opposite sex'. At least 20% female and at least 20% male.<br><br>(Current situation: 24 positions, with 6 female, 17 male and 1 vacancy). | 1-1-2028 | Target has been realised in financial year 2025-2026. In future replacement, efforts will be made to maintain the targets. |

## Equal and fair treatment

We are accountable to the principles of fairness, impartiality and justice. Our aim is to provide a working environment where everyone has equal access to professional and personal growth. To the extent that there are barriers to these principles, we want to remove them.

Our Code of Conduct describes how to deal with (perceived) unequal treatment. HZPC's Code of Conduct is publicly available on the company's website.

## Inclusion

For us, inclusion means promoting a sense of 'belonging' and creating a culture where everyone feels properly rewarded, respected and valued. Our mission, vision, corporate values and goals should be unifying. Within this context, we encourage open dialogue, active listening and mutual respect for everyone's unique contribution to the whole. We recognise that inclusive teams are more innovative, productive and better able to achieve our shared goals.

## General

Our commitment to Diversity, Equality and Inclusion (DEI) is in line with international (including European) laws and regulations promoting equality and non-discrimination in the workplace. We focus on adhering to the principles set out in the various international guidelines within the countries where we are based. We understand that building a diverse, equitable and inclusive organisation is a journey that requires continuous effort and improvement. We will discuss the objectives internally so that they are known to everyone. Based on insights gained, we will make arrangements with Staff Representatives to refine our practices and policies.

# Share certificates

Royal HZPC Group issued 783,725 shares with a nominal value of EUR 20. HZPC Association (Vereniging HZPC) owns 100 percent of the shares and has certified all the shares. The certificate holders form a closed group, the members of which have to comply with specific requirements. All certificate holders have a business agreement with Royal HZPC Group B.V, or have had one in the past.

## Connecting growers

Twenty years ago, almost all certificates were in the hands of active growers. This has now fallen to around half. This is because many growers, who are no longer actively involved in growing, hold on to their certificates and in the past have rarely offered them for sale. At the same time, active growers purchased few certificates. Thanks to the Connecting Growers program, share certificates are increasingly coming into the hands of active growers. For the season 25/26 the share certificates for the Connecting Growers program have been purchased during the trading rounds in Nov 2025 and May 2026. Given HZPC's results for the 2025/26 season, in which HZPC did not meet one of the bank covenants, the agreements with the banks stipulate that if not all bank covenants are met, HZPC is not permitted to make any financial distributions to its shareholders. This means that neither the Connecting Growers programme nor the dividend may be paid out.

## Share trading platform

Share certificates used to be traded on an internal market. Since the trading period in May 2022, Royal HZPC Group B.V. has operated a new trading system for trading in certificates. Twice a year, in May and November, certificate holders can trade HZPC certificates for 10 working days on the Captin trading platform; Captin is an AFM-regulated brokerage firm. Royal HZPC Group B.V. has thus become a semi-listed company that is obliged to abide by the Dutch Financial Market Authority (AFM) rules. The market has also become more transparent, and the rights of the certificate holders align with the regulations that govern the regular market. The range within which trading takes place is twenty percent. During these trading periods, Royal HZPC Group B.V. purchases certificates for the Connecting Growers program in addition to the certificate scheme for staff.

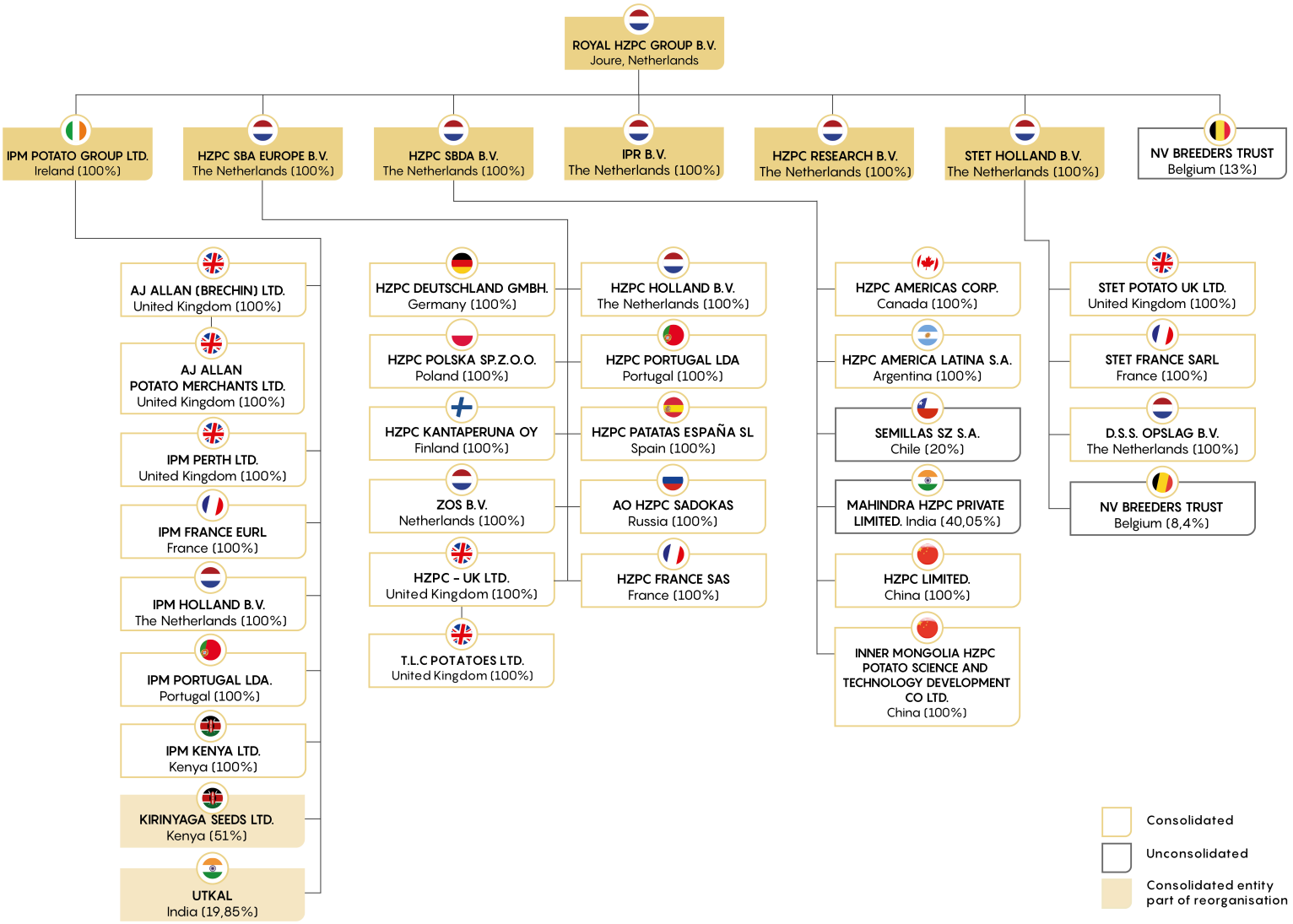
The certificate holders receive information about Royal HZPC Group B.V via press releases, the Annual Report and the HZPC website. In addition, Dutch certificate holders receive the company's client magazine 'Ruggespraak'.

## Market table

| | 2019/20 | 2020/21 | 2021/22 | 2022/23 | 2023/24 | 2024/25 | 2025/26 |
|---|---|---|---|---|---|---|---|
| Profit per share certificate (x EUR 1)* | € 1,49 | € 1,74 | € 9,00 | € 9,01 | € 7,79 | € 21,86 | € 3,20 |
| Dividend per share certificate (x EUR 1) | € 1,00 | € 1,00 | € 6,00 | € 6,00 | € 5,20 | € 10,90 | - |
| Dividend as % of net result | 67,00% | 57,00% | 67,00% | 67,00% | 67,00% | 50,00% | 0,00% |
| | | | | | | | |
| Rate as of 30 June (x EUR 1) | € 131,25 | € 106,35 | € 76,60 | € 76,27 | € 102,46 | € 121,59 | € 89,83 |
| Dividend as % of rate | 0,76% | 0,94% | 7,83% | 7,87% | 5,08% | 8,96% | 0,00% |
| Return on shares (x EUR 1) | € -29,75 | € -23,90 | € -23,75 | € 5,67 | € 31,39 | € 30,03 | € -31,76 |
| | | | | | | | |
| Total shareholders return in % | | | | | | | |
| (as of 30 June of the previous year) | -18,36% | -18,21% | -22,33% | 7,40% | 41,16% | 29,31% | -26,12% |

*exclusive costs of Connecting Growers

# Group structure




During the 2025/2026 financial year, ZOS Wehe was sold, HZPC Belgium B.V. merged into HZPC Holland B.V., and HZPC China Ltd was liquidated.



# 05 REPORT OF THE SUPERVISORY BOARD

In the challenging 2025-2026 financial year, the Supervisory Board saw Royal HZPC Group remain firmly committed to its strategic direction. Supervisory Board Chair Cor Biemond reflects on the key topics that shaped the agenda over the past year.

## Strategy takes shape

"The refined strategy is becoming increasingly visible throughout the organisation. One example is the collaboration between HZPC and STET, as well as the development of the sector business teams. The updated organisational structure supports this progress. The Supervisory Board now also meets with the full Executive Committee. This provides broader insights and perspectives from across the organisation, enabling the Supervisory Board to stay closely connected to developments within the business."

## Further professionalisation

"The arrival of our new CFO, Marlous Booijink, was another important milestone. Marlous brings the expertise and experience that align well with the next phase of Royal HZPC Group. Her background includes extensive experience with ERP. She plays an important role in further strengthening and professionalising the organisation. As a result, access to up-to-date financial information continues to improve, enabling more effective decision-making and stronger performance management."

## Appreciation for ERP implementation efforts

As in previous years, the implementation of the ERP system remained a high priority on the Supervisory Board's agenda. "Over the past year, NetSuite has undoubtedly been one of the most frequently discussed topics. For us, the key priority is to ensure that the implementation progresses smoothly and that the right checks and controls are in place."

Ahead of key implementation milestones, the Supervisory Board made use of external reviews and additional checks. One example was the go-live of an updated version of the system in Central Europe and at STET. Cor: "That was an important milestone, although it did not come without challenges. On behalf of the Supervisory Board, I would like to express my appreciation to everyone involved. Teams worked with a system that was not yet fully operational and handled the situation with great professionalism. The experience marked a crucial step in the process and provided valuable lessons ahead of the broader rollout of the ERP system across the group."

> "It is in challenging circumstances that the organisation truly demonstrates what it is capable of."

**Cor Biemond**
Chair, Supervisory Board

## Solid results in a challenging market

Following the record year of 2024-2025, market conditions looked very different in 2025-2026. “No two seasons are ever the same. Growers understand that better than anyone. In the end, the market lost momentum much faster than expected. Navigating such conditions requires true entrepreneurship and flexibility.”

“Despite challenging market conditions and geopolitical uncertainties, Royal HZPC Group succeeded in delivering a strong grower payment, especially compared with the broader market. “That reflects the outstanding efforts of both management and employees across the organisation. It is in challenging circumstances that the organisation truly demonstrates its strength.”



Harvesting on Texel

## Looking beyond today

The combination of a challenging market and significant investments also required a strong focus on financial discipline. “Especially in a year like this, it is important to have a clear understanding of where the organisation stands. At the same time, maintaining a consistent course remains essential,” the Chair emphasises. “Success depends not only on today's performance, but also on where Royal HZPC Group aims to be five or ten years from now.”

## Investing in the future with IPM

One of the most significant strategic decisions of the past year was the acquisition of IPM. The continued integration of IPM within the group also remains high on the Supervisory Board's agenda. "This investment is fully aligned with the strategy of Royal HZPC Group. IPM strengthens our global position, expands our acreage, broadens our portfolio and provides access to attractive markets."

According to Cor, the fact that the investment took place during a year in which the market was under pressure did not make the decision any less relevant. "Decisions like these are not made for a single season. They are about creating long-term value."




IPM's Visit to the Netherlands

## Innovation remains a priority

Innovation and breeding also remain recurring topics on the Supervisory Board's agenda. "The development of hybrid true potato seed is becoming increasingly tangible. At the same time, we continue to discuss its strategic positioning. What role will hybrid breeding play in the future? These are questions that extend well beyond 2030."

The development of new protected varieties also remains important, particularly as the protection period for Innovator is approaching its end. "Developing new varieties is one thing. The next step is ensuring that growers, traders and processors embrace them. That takes time and requires close collaboration between breeding, commercial teams and the market. Throughout that process, we critically assess whether the organisation is making the right choices and setting the right priorities."

> “We review the figures and strategic plans, but we also want to monitor how progress is unfolding and understand how developments are being experienced in practice.”

**Cor Biemond**
Chair, Supervisory Board

## Close to the organisation

Alongside strategy and results, the Supervisory Board remains committed to staying closely connected to employees and representatives from across the organisation.

“Each year, we meet with the Works Council, both in the Netherlands and internationally. Recently, for example, we held discussions with the team in Argentina. Earlier, we spoke with colleagues in Germany and Finland. These conversations provide valuable insights into what is happening across the organisation and what matters to employees.”

These interactions help us build a complete picture of Royal HZPC Group. “We review the figures and strategic plans, but we also want to understand how progress is unfolding and how developments are experienced in practice.”

## Looking ahead

While much attention is focused on today’s challenges, the long-term perspective remains firmly in view. “Over the past few years, Royal HZPC Group has taken important steps in strategy, innovation and international growth. At the same time, we recognize that the world around us is changing rapidly. That is exactly why continued investment in the future remains essential.”

According to Cor, the strength of Royal HZPC Group lies in its ability to maintain a long-term perspective. “Breeding is, by definition, a long-term endeavour. The decisions we make today will shape the position of Royal HZPC Group ten or fifteen years from now. As a Supervisory Board, we will continue to keep a close eye on that long-term direction.”



Potato field in Poland

## The supervisory board in 2025–2026

The 2025-2026 financial year marked the first year in which the Supervisory Board was chaired by grower representative Cor Biemond. Although he had completed his second term as a member of the Supervisory Board, a third term as Chair is permitted. The Supervisory Board further consists of Martine Hommes-Gesink, Irina Frolova, John Thijssen and Jean-Pierre Bienfait. Jean-Pierre Bienfait's term was extended by four years this spring.

Throughout the 2025-2026 financial year, the Supervisory Board and the Management Board of Royal HZPC Group B.V. met on six occasions.

The Audit Committee met three times during the year, each meeting taking place ahead of the scheduled meetings between the Supervisory Board and the Management Board. In addition, the Supervisory Board held two shareholder meetings with the Board of the HZPC Association during the financial year.



From left to right: Jean-Pierre Bienfait, Martine Hommes-Gesink, Cor Biemond, Irina Frolova, John Thijssen

## What does the supervisory board do?

The Supervisory Board of Royal HZPC Group B.V. supervises the policy of the Executive Board and the company strategy and operates completely independently of this board. The Executive Board submits plans to the SB in terms of strategy, budgets, investments and commercial policy. The SB serves to provide approval of the plans after review. The survival of the company and the interests of all stakeholders are paramount. As an employer, the SB also sets the remuneration for the Executive Board. As a shareholder, the HZPC Association (re)appoints the members of the SB.



# 06 FINANCIAL STATEMENTS ROYAL HZPC GROUP B.V.

# 06.1 Consolidated balance sheet

Consolidated balance sheet as of 30 june (after profit appropriation)

| (in EUR x 1.000) | Notes | | 30-Jun-26 | | 30-Jun-25 |
|---|---|---|---|---|---|
| **FIXED ASSETS** | | | | | |
| **Intangible fixed assets** | **1** | | | | |
| Research and development costs | | 10.475 | | 8.396 | |
| Goodwill | | 6.558 | | 118 | |
| Trade mark | | 958 | | 0 | |
| Intellectual property | | 5.092 | | 0 | |
| Intangible fixed assets under construction | | 1.291 | | 2.622 | |
| | | | **24.374** | | **11.136** |
| **Tangible fixed assets** | **2** | | | | |
| Company buildings and land | | 20.445 | | 20.312 | |
| Plant and equipment | | 5.669 | | 3.752 | |
| Other fixed operating assets | | 1.946 | | 1.126 | |
| Operating assets under construction | | 1.300 | | 840 | |
| Assets not used for business operations | | 3 | | 741 | |
| | | | **29.363** | | **26.771** |
| **Financial fixed assets** | **3** | | | | |
| Participating interest | | 3.295 | | 2.919 | |
| Certificates Association HZPC | | 1.497 | | 0 | |
| Other securities | | 176 | | 24 | |
| Deferred tax assets | | 2.107 | | 2.548 | |
| Other receivables | | 584 | | 1.019 | |
| | | | **7.659** | | **6.510** |
| **TOTAL FIXED ASSETS** | | | **61.396** | | **44.417** |
| **CURRENT ASSETS** | | | | | |
| **Inventories** | **4** | | **7.334** | | **2.635** |
| **Trade and other receivables** | | | | | |
| Trade receivables | **5** | 51.775 | | 51.593 | |
| Taxes, contributions and social insurance | **6** | 17.936 | | 20.554 | |
| Other receivables and accrued income | **7** | 12.914 | | 11.827 | |
| | | | **82.625** | | **83.974** |
| **Cash and cash equivalents** | **8** | | **38.495** | | **16.818** |
| **TOTAL CURRENT ASSETS** | | | **128.454** | | **103.427** |
| **TOTAL ASSETS** | | | **189.850** | | **147.844** |

| (in EUR x 1.000) | Notes | | 30-Jun-26 | | 30-Jun-25 |
|---|---|---|---|---|---|
| **GROUP EQUITY** | **9** | | **64.451** | | **61.463** |
| **Provisions** | **10** | | | | |
| Provision pensions | | 237 | | 203 | |
| Provision deferred taxes | | 259 | | 87 | |
| Provision jubilee | | 473 | | 432 | |
| | | | **969** | | **722** |
| **Long Term Liabilities** | | | | | |
| Debts to credit institutions | | 9.850 | | 0 | |
| Financial leases | | 382 | | 0 | |
| | | | **10.232** | | **0** |
| **Current liabilities** | | | | | |
| Debts to credit institutions | **11** | 20.000 | | 40.000 | |
| Accounts payable to suppliers | | 73.116 | | 16.615 | |
| Debts to Vereniging HZPC | | 318 | | 318 | |
| Taxes, contributions and social insurances | **12** | 2.631 | | 6.030 | |
| Dividend to be paid | | 0 | | 8.543 | |
| Other debts and accrued liabilities | **13** | 18.133 | | 14.153 | |
| | | | **114.198** | | **85.659** |
| **TOTAL LIABILITIES** | | | **189.850** | | **147.844** |

# 06.2 Consolidated profit and loss statement for the period 1 July 2025 up to 30 June 2026

| (in EUR x 1.000) | Notes | | 2025/2026 | | 2024/2025 |
|---|---|---|---|---|---|
| Net revenue | **14** | | 450.117 | | 525.172 |
| Other operating income | **15** | | 2.643 | | 986 |
| **Total operating income** | | | **452.760** | | **526.158** |
| | | | | | |
| Cost of raw materials and other consumables and outsourced work | | 333.646 | | 389.096 | |
| Freight cost | | 28.737 | | 29.024 | |
| Packaging | | 11.859 | | 11.607 | |
| Wages and salaries | **16** | 29.054 | | 27.195 | |
| Social security costs and pension costs | **16** | 9.372 | | 8.642 | |
| Depreciation of intangible and tangible fixed assets | | 4.033 | | 3.359 | |
| Impairments | | 97 | | 333 | |
| Other operating costs | **17** | 29.844 | | 33.904 | |
| **Total operating expenses** | | | **446.642** | | **503.160** |
| | | | | | |
| **Operating result** | | | **6.118** | | **22.998** |
| | | | | | |
| Interest and similar income | **18** | 868 | | 895 | |
| Interest and similar expenses | **19** | -3.126 | | -3.701 | |
| | | | **-2.258** | | **-2.806** |
| | | | | | |
| **Result before income tax** | | | **3.860** | | **20.192** |
| | | | | | |
| Corporate income tax | **20** | -1.444 | | -5.901 | |
| Share on result from participating interests | | 353 | | 1.342 | |
| | | | **-1.091** | | **-4.559** |
| | | | | | |
| **Net result** | | | **2.769** | | **15.633** |
| | | | | | |
| Total of direct changes in entity's equity | | | | | |
| change in foreign currency translation reserve | | | 224 | | -328 |
| **Total comprehensive income of the year, net of tax** | | | **2.993** | | **15.305** |

# 06.3 Consolidated cash flow statement

Consolidated cash flow statement for the year 2025/2026 (in EUR x 1.000)

| (in EUR x 1.000) | Notes | 2025/2026 | 2024/2025 |
|---|---|---|---|
| **Operating result** | | **6.118** | **22.998** |
| **Adjusted for:** | | | |
| Bookresult financial fixed assets | | -729 | 586 |
| Bookresult tangible fixed assets | | -1.551 | 0 |
| Depreciation/amortisation | **1,2** | 4.130 | 3.643 |
| Changes in provisions | **10** | -41 | -147 |
| Changes in working capital | | 62.839 | -20.177 |
| **Cash flows from business operations** | | **70.766** | **6.903** |
| Interest received | **18** | 853 | 336 |
| Dividend received | **3** | -10 | 82 |
| Income tax received | **20** | 164 | 0 |
| Interest paid | **19** | -2.959 | -3.254 |
| Income tax paid | **20** | -5.592 | -2.951 |
| **Cash flow from operating activities** | | **63.222** | **1.116** |
| **Investing activities** | | | |
| Investments in intangible fixed assets | **1,2** | -2.127 | -2.570 |
| Investments in financial fixed assets | **3** | -1.538 | -3 |
| Acquisition of subsidiaries | **3** | -19.200 | 0 |
| Divestments of financial fixed assets | **3** | 1.043 | 12 |
| Investments in tangible fixed assets | **2** | -2.810 | -2.150 |
| Disposals of tangible fixed assets | **2** | 2.019 | 140 |
| **Cash flow from investing activities** | | **-22.613** | **-4.571** |
| **Financing activities** | | | |
| Increase bank loan | | -10.597 | 9.001 |
| Dividend paid | | -8.543 | -4.075 |
| Purchased certificates of shares | | 0 | 0 |
| **Cash flow from financing activities** | | **-19.140** | **4.926** |
| **Net cash flow** | | **21.469** | **1.471** |
| Currency and exchange rate differences | | 208 | -97 |
| **Changes in cash and cash equivalents** | | **21.677** | **1.374** |
| Cash and cash equivalents at the beginning of the year | **8** | 16.818 | 15.444 |
| Changes in cash and cash equivalents | **8** | 21.677 | 1.374 |
| **Cash and cash equivalents at the end of the year** | **8** | **38.495** | **16.818** |

# 06.4 Notes to the consolidated financial statements 2025/2026

## General

The company, having its legal address in Joure at Edisonweg 5, with Dutch Chamber of Commerce number 807807928, is a private limited liability company under Dutch law, with 100% of its shares held by the HZPC Association (Vereniging HZPC).

The group's primary activities focus on the potato and encompass:

- research;
- breeding and growing varieties;
- (facilitating) growing, trading and distribution of seed and ware potatoes;
- enabling all other processes in a commercial, industrial and financial context;
- developing concepts

The associated growers deliver the potatoes they have grown to the company and receive a payment for this. The company sells the delivered potatoes grown by them and receives a commission. Most growers cultivate their crop within a pool mechanism. In addition, separate agreements are made with growers.

## General accounting principles for the consolidated annual accounts

### Financial reporting period

These annual accounts have been prepared for a reporting period of one year. The financial year of the company runs from 1 July up to and including 30 June of the following year.

### Basis of preparation

The financial statements have been prepared in accordance with Title 9, Book 2 of the Netherlands Civil Code. The financial statements were prepared on 2 November 2026. The applied accounting policies are based on the historical cost convention.

### Application of Section 402, Book 2 of the Netherlands Civil Code

The financial information of the company is included in the consolidated annual accounts. For this reason, in accordance with Section 402, Book 2 of the Netherlands Civil Code, the separate profit and loss account of the company exclusively states the share of the result of participating interests after tax and the general result after tax.

## Going concern

The management team is constantly assessing the relevant information and risks in order to take the appropriate measures, if necessary. The management has learned, in recent years, that Royal HZPC Group B.V. is a very resilient company. We can weather the storms and keep pace with a market that is constantly changing. One of HZPC's biggest strengths is that we are not based on one continent but are a potato breeder and trading house operating on a global scale. Although instability is facing Europe and some of the Middle East, there are numerous opportunities in growth markets such as India, China and Africa. We are also expanding in America.

The financing that is available to us is enough to accommodate future, regular fluctuations and disruptions. The management team constantly monitors developments in turnover and costs in order to maintain an overview of liquidity developments. Analyses are also carried out on a regular basis so that additional measures can be taken in good time. On the basis of the management analyses, the current results and the company's financing position, the annual accounts have been drafted on the basis of an assumption of continuity. On the basis of the realised forecasts in September 2026, we expect to have sufficient financing until at least March 2029 and to be compliant with the bank's covenants.

The financing agreement runs until 6 March 2027 with an option of extending it twice by 1 year.

## General valuation

The figures for 2024/2025 have been reclassified to enable comparability with 2025/2026. These reclassifications were made based on improved insight and a better understanding of the nature of the underlying transactions and balances. The reclassifications have no impact on equity or the result for the financial year. The following reclassifications apply to Royal HZPC Group B.V., the company balance sheet and profit and loss statement:

- Reclassification of other receivables and accrued assets, other amounts to other receivables and accrued assets, prepaid expenses (EUR 69,000)
- Reclassification of other debts and accrued liabilities, pension contributions to taxes, contributions and social insurances, payroll tax and social insurances (EUR 62,000)
- Reclassification of other operating costs, other costs to other operating income (EUR 57,000)
- Reclassification of other operating costs, sales costs to other operating costs, other costs (EUR 638,000)
- To enhance comparability for the financial income and financial expense, both years have been presented on a consistent basis. In the 2024/2025 financial statements, approximately EUR 559,000 was previously presented as interest income. In addition, further refinements have been made to the presentation within the categories of financial income and expenses.
- During the year, the classification of certain inventories has been reassessed. As a result, the following reclassifications have been made:

  1) Finished products: finished products consist of self-developed mini tubers, excluding mini tubers that are still in production. Mini tubers still in production are classified as biological stock. In the prior year, mini tubers still in production were included in finished products.

  2) Raw materials and planting material: amounts previously presented as prepayments on inventories are now classified as raw materials or planting material, as appropriate.

  For the sake of comparability, the comparative figures have been reclassified accordingly. These reclassifications have no impact on total inventories, total assets, equity or profit or loss.

An asset is recognised in the balance sheet when it is probable that the expected future economic benefits that are attributable to the asset will flow to the entity and the cost of the asset can be reliably determined. A liability is recognised in the balance sheet when it is expected to result in an outflow from the entity of resources embodying economic benefits and the amount of the obligation can be determined with sufficient reliability.

Income is recognised in the profit and loss account when an increase in future economic potential related to an increase in an asset or a decrease of a liability has arisen, the size of which can be reliably determined. Expenses are recorded when a decrease in the economic potential related to a decrease in an asset or an increase of a liability has arisen, the size of which can be determined with sufficient reliability.

If a transaction results in a transfer of all or virtually all future economic benefits and all or virtually all risks relating to assets or liabilities to a third party, the asset or liability is no longer included in the balance sheet. Assets and liabilities are not included in the balance sheet from the date upon which economic benefits are not probable and/or cannot be determined with sufficient reliability.

Revenues and expenses are allocated to the period to which they relate. Revenues are recorded when the company has transferred the significant risks and rewards of ownership of the seed potatoes and ware potatoes to the buyer.

Licences are considered as income when third parties have exercised the right to use the company's assets.

The annual accounts are presented in euros, the company's functional currency. All financial information is rounded in euros to the nearest thousand unless otherwise indicated.

## Use of estimates

The preparation of the annual accounts requires the management to form opinions and to make estimates and assumptions that influence the application of principles and the reported values of assets and liabilities and of income and expenditure. Actual results may differ from these estimates. The estimates and the underlying assumptions are constantly assessed. Revisions of estimates are included in the period in which the estimate is revised and in future periods for which the revision has consequences.

The accounting policy on trade receivables and intangible assets (impairment) is, in the opinion of the management, the most critical for the purpose of presenting the financial position and requires estimates and assumptions. The customer credit risk related to trade receivables is a critical assumption and is dependent on the customer, the geographic region and economic circumstances.

## Consolidation principles

The consolidated annual accounts include the financial data of the company and its group companies. Group companies are legal entities and companies in which dominant control is exercised. This will include financial instruments that carry potential voting rights if they have economic substance.

For an overview of the consolidated group companies, please refer to the Table of participating interests (page 52).

Newly acquired participating interests are included in the consolidation from the point in time at which a controlling interest can be exercised. Participating interests which have been disposed of are included in the consolidation up to the point in time when this interest ended. Joint ventures are not consolidated but valued at net asset value.

Business combinations are accounted for using the purchase price acquisition methode. The identifiable assets acquired and liabilities assumed are recognised at their fair values at the acquisition date. The consideration transferred is measured at the fair value of the assets transferred, liabilities incurred or assumed and equity instruments issued by the company.

The consideration transferred includes the purchase price and directly attributable acquisition-related costs. The excess of the consideration transferred over the company's share in the net fair value of the identifiable assets acquired and liabilities assumed is recognised as goodwill. If the consideration transferred is lower than the company's share in the net fair value of the identifiable assets acquired and liabilities assumed, the difference is recognised directly in the profit and loss account.

Goodwill arising on the acquisition of subsidiaries is capitalised and amortised on a straight-line basis over its estimated useful life. If the useful life cannot be estimated reliably, goodwill is amortised over a period not exceeding ten years.

## Notes to the consolidation method

The items in the consolidated financial statement are drawn up in accordance with uniform principles for valuation and determination of the result for the group.

In preparing the consolidated financial statements, intra-group debts, receivables and transactions are eliminated, as are the results realised within the group. If transactions occur with a non-consolidated participating interest, which does not qualify as a group company and which is valued in accordance with the equity method, the profit or loss which emanates from this transfer is processed pro rata on the basis of the relative interest that third parties have (proportional determination of results). A loss which emanates from the transfer of current assets or a particular reduction in value of fixed assets is processed completely.

The group companies are fully consolidated, with the minority interest of third parties presented separately. If the losses attributable to the minority interest of third parties exceed the minority interest in the consolidated company's equity, the difference, as well as any further losses, is charged in full to the majority shareholder. The share of third parties in the result is deducted separately as the last item in the consolidated profit and loss account from the group result.

## Participating interests (direct and indirect) as of 30 June 2026

Royal HZPC Group B.V. in Joure, is the parent company of a group with the following participations:

| HZPC SBA Europe B.V. with its participation: | |
|---|---|
| **Consolidated:** | **Interest:** |
| HZPC SBA Europe B.V. in Joure, the Netherlands | 100% |
| HZPC Holland B.V., in Joure, the Netherlands | 100% |
| ZOS B.V. in Leeuwarden, the Netherlands | 100% |
| HZPC Deutschland GmbH, in Eydelstedt, Germany | 100% |
| HZPC France SAS, in La Chapelle d'Armentieres, France | 100% |
| HZPC Kantaperuna Oy, in Tyrnävä, Finland | 100% |
| Patatas HZPC España S.L., in Torrent, Spain | 100% |
| HZPC Portugal Lda, in Mira, Portugal | 100% |
| HZPC UK Ltd., in Crowle Scunthorpe, United Kingdom | 100% |
| TLC Potatoes Ltd, in Banchory, United Kingdom | 100% |
| HZPC Polska Sp. z o.o., in Poznan, Poland | 100% |
| AO HZPC Sadokas, in Sint Petersburg, Russia | 100% |

| HZPC SBDA B.V. with its participation: | |
|---|---|
| **Consolidated:** | **Interest:** |
| HZPC SBDA B.V. in Joure, the Netherlands | 100% |
| HZPC Americas Corp., in Charlottetown, Canada | 100% |
| HZPC América Latina S.A., in Buenos Aires, Argentina | 100% |
| Inner Mongolia HZPC Potato Science and Technology development Co. Ltd., in Duolun, China | 100% |
| HZPC Ltd, in Hongkong, China | 100% |
| | |
| **Non-consolidated:** | |
| Mahindra HZPC Ltd., in Chandigarh, India | 40,05% |
| Semillas SZ S.A., in Santiago, Chile | 20% |

| | |
|---|---|
| **IPR B.V., in Joure, the Netherlands (consolidated)** | 100% |

| | |
|---|---|
| **HZPC Research B.V., in Metslawier, the Netherlands (consolidated)** | 100% |

| STET Holland B.V. with its participation: | |
|---|---|
| **Consolidated:** | |
| STET Holland B.V., in Emmeloord, the Netherlands | 100% |
| STET Potato UK Ltd., in Lincoln, United Kingdom | 100% |
| STET France SARL, in Bapaume, France | 100% |
| D.S.S. Opslag B.V., in Dronten, the Netherlands | 100% |

| | |
|---|---|
| **N.V. Breeders Trust, in Brussels, Belgium (non-consolidated)** | 20,9% |

| IPM Potato Group with its participation: | |
|---|---|
| **Consolidated:** | |
| AJ Allan (Berchin) Ltd, in Brechin, United Kingdom | 100% |
| AJ Allan Potato Merchants Ltd, in Brechin, United Kingdom | 100% |
| IPM Perth, in Letham, United Kingdom | 100% |
| IPM France, in Tincques, France | 100% |
| IPM Holland, in Deinum, the Netherlands | 100% |
| IPM Portugal, in Lisboa, Portugal | 100% |
| IPM Kenya, in Nairobi, Kenya | 100% |

## Transactions in foreign currencies

Transactions denominated in foreign currency are converted into the relevant functional currency of the group companies at the exchange rate prevailing on the transaction date. Monetary assets and liabilities denominated in foreign currency are converted at the balance sheet date into the functional currency at the exchange rate prevailing on that date.

The fluctuations in currency exchange rates that occur during the conversion and processing are recorded in the period in which they occur with the exception of the fluctuations in exchange rates on monetary items that form part of the net investment in a foreign operation. Non-monetary assets and liabilities denominated in foreign currency that are stated at historical cost are converted into euros at the prevailing exchange rates on the transaction date. Fluctuations that occur in the foreign currency rates during conversion are recorded as expenditure in the profit and loss account.

## Foreign operations

The assets and liabilities of foreign operations, including goodwill and fair value adjustments arising on consolidation, are converted into euros at the prevailing exchange rates on the balance sheet date. Income and expenses of foreign operations are converted into euros at the exchange rate applying on the transaction date.

Currency translation differences are recognised in the translation differences reserve. On disposal of business operations abroad, the relevant cumulative amount of translation differences recognised in equity is recognised in the income statement as part of the result on disposal.

## Development of most important foreign exchange currencies

The development of the foreign exchange rate of the most important currencies:

| EUR 1 t.ov. Foreign currency | Rate 30-06-2026 | Average exchange rate | Rate 30-06-2025 |
|---|---|---|---|
| Canadian Dollar | 1,62 | 1,61 | 1,60 |
| British Pound | 0,86 | 0,87 | 0,86 |
| Polish Zloty | 4,30 | 4,25 | 4,24 |
| American Dollar | 1,14 | 1,17 | 1,18 |
| Russian Rubel | 88,85 | 91,29 | 92,03 |

## Financial instruments

Financial instruments include primary financial instruments such as receivables, securities and payables, as well as financial derivatives.

Financial assets and financial liabilities are recognised in the balance sheet when contractual rights or obligations arise in respect of that instrument. A financial instrument is derecognised if a transaction results in all or substantially all rights to economic benefits and all or substantially all risks relating to the position being transferred to a third party. Financial instruments (and individual components of financial

instruments) are presented in the consolidated financial statements in accordance with the substance of the contractual terms. Presentation is made on the basis of individual components of financial instruments as financial assets, financial liabilities or equity.

Financial and non-financial contracts may contain arrangements that meet the definition of derivatives. Such an arrangement is separated from the primary contract and accounted for as a derivative if its economic characteristics and risks are not closely related to those of the primary contract, a separate instrument with the same terms would meet the definition of a derivative, and the combined instrument is not measured at fair value through profit or loss.

Embedded financial instruments that are not separated from the host contract are accounted for in accordance with the host contract.

Derivatives separated from the host contract are measured, in accordance with the accounting policy for derivatives to which no cost price hedge accounting is applied, at cost or lower fair value.

Financial instruments are initially recognised at fair value, with (dis)premium and directly attributable transaction costs included in the initial recognition. However, if financial instruments are measured at fair value through profit or loss on subsequent measurement, directly attributable transaction costs are recognised directly in profit or loss on initial measurement.

After initial recognition, financial instruments are measured as described below.

## Interest rate cap and hedge accounting

The company uses two interest rate caps to hedge the risk of an increase in interest paid on bank credit.

The company applies cost hedge accounting based on individual documentation per interest rate cap. The interest rate cap is valued at cost and amortised over the term of the interest rate cap against interest expense.

At each balance sheet date, it is determined whether ineffectiveness exists or has occurred. If and to the extent that the ineffectiveness results in a loss on a cumulative basis on the balance sheet date, the ineffectiveness is recognised under interest expense in the income statement.

## Financial instruments held for trading

If the company has acquired or is contracted to acquire financial instruments for the purpose of selling the instrument in the short term, it forms part of the trading book and after initial recognition, is valued at fair value and changes in the fair value are recorded in the profit and loss account.

## Loans granted and other receivables

Loans and other receivables are valued at amortised cost after initial recognition on the basis of the effective interest method, less impairment losses.

## Current liabilities and other financial obligations

Long-term and current liabilities and other financial obligations are carried at amortised cost on the basis of the effective interest method.

The repayment obligations for the coming year with respect to long-term debts shall be included under short-term debts.

## Impairment of financial assets

A financial asset or a group of financial assets, is assessed at each reporting date to determine whether there is objective evidence that the asset is impaired. A financial asset is deemed to be impaired if there is objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the asset that have had a negative impact on the estimated future cash flows of that asset, and which can be reliably estimated.

Objective evidence that financial assets are subject to impairment includes non-compliance with payment obligations or payment default by a debtor, restructuring of an amount payable to the company under conditions that otherwise would not have been considered by the company, indications that a debtor or issuer is approaching bankruptcy, or the disappearance of an active market for a security.

In addition, subjective and objective indicators of an impairment would be considered. Examples include the loss of active markets in the case of financial assets with a market listing, a reduction in the creditworthiness of the other party, i.e. the legal person or debtor of the issued instrument, or a reduction in the fair value of a financial asset to beneath the cost price or the amortised cost.

An impairment loss in respect of a financial asset valued at amortised cost is calculated as the difference between its book value and the present value of the estimated future cash flows discounted at the asset's original effective interest rate. Losses are recorded in the profit and loss account. Interest on a particular asset subject to impairment will continue to be accounted for via addition of interest from the asset with the original effective interest of the asset.

When, in a subsequent period, the amount of an impairment loss decreases, and the decrease can be related objectively to an event occurring after the impairment was recognised, the decrease in impairment loss is reversed through profit or loss (up to the amount of the original cost).

## Offsetting financial instruments

A financial asset and a financial liability are offset when the entity has a legally enforceable right to set off the financial asset and financial liability and the company has the firm intention to settle the balance on a net basis, or to settle the asset and the liability simultaneously.

If there is a transfer of a financial asset that does not qualify for de-recognition in the balance sheet, the transferred asset and the associated liability are not offset.

# Accounting principles for valuation assets and liabilities

## Intangible fixed assets

The intangible fixed assets are valued against acquisition price or production price with reductions applied due to cumulative depreciations and impairment losses. The outlays following initial recording of an intangible fixed asset that has been purchased or produced are added to the acquisition or production price if it is probable that the outlays will lead to an increase in the future economic benefits and the outlays and the allocation to the asset can be reliably determined. If the conditions cannot be met, the outlays are recorded as costs in the profit and loss account.

## Goodwill

Goodwill represents the excess of the acquisition cost over the Group's interest in the fair value of the identifiable assets acquired and liabilities assumed at the acquisition date. Goodwill is initially recognised at cost and subsequently measured at cost less cumulative amortisation and impairment losses.

Goodwill arising from the acquisition of foreign group companies and subsidiaries is translated at the exchange rate prevailing at the transaction date. Goodwill is amortised on a straight-line basis over its estimated economic useful life. The economic useful life is determined based on the period over which the future economic benefits arising from the acquisition are expected to accrue to the Group. The amortisation period and method are reviewed at least annually.

The amortisation rate for goodwill is 10.0%.

Where the economic useful life of goodwill cannot be reliably estimated, goodwill is amortised over a period not exceeding ten years. Internally generated goodwill is not recognised.

## Trademarks

Trademarks acquired as part of a business combination are recognised separately from goodwill at their fair value at the acquisition date. The amortisation rate for goodwill is 10.0%.

Following initial recognition, trademarks are measured at cost less cumulative amortisation and impairment losses. Trademarks are amortised on a straight-line basis over their estimated economic useful life, based on the period over which the Group expects to derive economic benefits from the trademark.

The amortisation period and method are reviewed at least annually.

## Intellectual property

Intellectual property acquired as part of a business combination is recognised separately from goodwill at its fair value at the acquisition date. Following initial recognition, intellectual property is measured at cost less cumulative amortisation and impairment losses.

Intellectual property is amortised on a straight-line basis over its estimated economic useful life, based on the period over which the Group expects to derive economic benefits from the intellectual property.

The amortisation period and method are reviewed at least annuallym, with an amortisation rate of 5.0%.

## Development costs (software)

Development costs are capitalised to the extent that they relate to projects deemed commercially viable (software). The development of an intangible asset is deemed commercially viable if it is technically feasible to complete the asset, the company intends to complete the asset and then use it or sell it (including the availability of adequate technical, financial and other means of achieving this), the company has the ability to use or sell it actively, it is likely to generate future economic benefits and the expenditures during the development can be reliably determined.

The amortisation rate for development costs is 10.0% - 33.33%.

Development costs are valued at production cost, less accumulated amortisation and impairment losses. The manufacturing price mainly comprises the cost of hiring consultants and the employee's salary costs. The capitalised costs are depreciated after the completion of the development phase (actively ready for commissioning) over the estimated useful life, which is 3 to 7 years. Depreciation takes place according to the linear method. The costs for development and other costs for research have been fully charged to the result in the period in which they are incurred. For the part of the capitalised development costs not yet written off, a legal reserve is created.

## Tangible fixed assets

Land and buildings, machines and other fixed operating assets are stated at cost, less accumulated depreciation and impairment losses. The cost consists of the price of acquisition or manufacture, plus other costs that are necessary to get the assets to their location and condition for their intended use The cost of self-constructed assets includes the purchase cost of materials and consumables and other costs that can be directly attributed to the manufacturing.

Investment subsidies are deducted from the cost price of the assets to which the subsidies relate.

Depreciation is calculated as a percentage of the purchase value in accordance with the linear method on the basis of the economic lifespan while taking residual value into account. Depreciation does not take place on land and assets in progress. Depreciation starts at the moment that an asset is available for the intended use and it ends at the time at which use is discontinued or its disposal.

The following depreciation percentages are applied:

- Commercial buildings: 4% - 20%
- Machinery and equipment: 10% - 33,3%
- Other fixed assets: 10% - 33,3%

Major maintenance costs are recognised in cost as soon as they arise and the capitalisation criteria are met. The carrying amount of the items to be replaced is then considered disinvested and charged to the income statement in a lump sum. All other maintenance costs are recognised directly in the income statement.

## Participating interests with significant influence

Participating interests in which significant influence is exercised over the business and financial policies are valued according to the equity method based on net asset value. If valuation based on net asset value is not possible because the required information cannot be obtained, the participating interest is valued based on shareholders' equity.
Newly acquired participating interests are initially recognised at net asset value and subsequently valued according to the equity method on the basis of net asset value.

In assessing whether the company has significant influence over the business and financial policies of a participating interest, all facts and circumstances and contractual relationships, including potential voting rights, are taken into account.

Participating interests where the company exercises joint control along with other participants, such as in joint ventures, are valued in the same way.

The net asset value is calculated on the basis of the company's accounting policies. If the participating legal entity transfers an asset or a liability to a participation that is valued according to the equity method, the profit or loss resulting from this transfer is recorded pro-rata on the basis of the relative interest that third parties have in the participations (proportional determination of results). A loss that results from the transfer of current assets or a particular reduction in value of fixed assets is recorded completely. Results on transactions involving transfer of assets and liabilities between the Company and its participating interests and mutually between participating interests are eliminated to the extent that these cannot be regarded as having been realised.

Participations with a negative net asset value are valued at zero and a share in the profit of the participation in later years is only recorded if and to the extent that the cumulative share that has not been recorded is entered in the loss. However, if the company fully or partially guarantees the debts of the relevant participating interest, or it has the constructive obligation to enable the participating interest to pay its debts (for its share therein), then a provision is recognised accordingly to the amount of the estimated payments by the company on behalf of the participating interest. This provision is recognised primarily to the debit of the receivables on the respective participating interest and for the remainder, is presented under provisions.Participating interests where significant influence is exercised over the business and financial policy are valued according to the equity method on the basis of net asset value. If valuation on the basis of the net asset value cannot take place as the information necessary for this cannot be obtained, the participation is valued according to the visible shareholders' equity.

In assessing whether the company has significant influence over the business and financial policies of a participating interest, all facts and circumstances and contractual relationships, including potential voting rights, are taken into account.

Participating interests where the company exercises joint control along with other participants, such as in joint ventures, are valued in the same way.

The net asset value is calculated on the basis of the company's accounting policies. If the participating legal entity transfers an asset or a liability to a participation that is valued according to the equity method, the profit or loss resulting from this transfer is recorded pro-rata on the basis of the relative interest that

third parties have in the participations (proportional determination of results). A loss that results from the transfer of current assets or a particular reduction in value of fixed assets is recorded completely. Results on transactions involving transfer of assets and liabilities between the Company and its participating interests and mutually between participating interests are eliminated to the extent that these cannot be regarded as having been realised.

Participations with a negative net asset value are valued at zero and a share in the profit of the participation in later years is only recorded if and to the extent that the cumulative share that has not been recorded is entered in the loss. However, if the company fully or partially guarantees the debts of the relevant participating interest, or it has the constructive obligation to enable the participating interest to pay its debts (for its share therein), then a provision is recognised accordingly to the amount of the estimated payments by the company on behalf of the participating interest. This provision is recognised primarily to the debit of the receivables on the respective participating interest and for the remainder, is presented under provisions.

### Participating interests with no significant influence

Participations over which no meaningful control is exercised are valued on the basis of the acquisition price or lower recoverable value. If the situation involves a firm intention to sell, valuation occurs against the possible lower expected sale value. Results from transactions with and between associates valued at acquisition cost are recognised in full unless they are substantially unrealised. Dividends from participations which are valued on the basis of the acquisition price are recorded in the period in which they are declared as income from participations. Any profit or loss is recorded under financial income or expenses.

## Other financial fixed assets

For the valuation of other financial fixed assets, reference is made to the principles under deferred taxes and financial instruments. Other securities are valued at amortised cost.

## Impairment

For tangible and intangible fixed assets an assessment is made as of each balance sheet date as to whether there are indications that these assets are subject to impairment. If there are such indications, then the recoverable value of the asset is estimated. The recoverable value is the higher of the value in use and the net realisable value.

If it is not possible to determine the recoverable value of an individual asset, then the recoverable value of the cash flow generating unit to which the asset belongs is estimated.

If the book value of an asset (or a cash flow generating unit) is higher than the recoverable value, an impairment loss is recorded for the difference between the book value and the recoverable value. In the event of an impairment loss of a cash flow generating unit, the loss is first allocated to goodwill that has been allocated to the cash flow generating unit. Any remaining loss is allocated to the other assets of the unit in proportion to their carrying values.

In addition an assessment is made on each balance sheet date whether there is any indication that an impairment loss that was recorded in previous years has decreased. If there is such indication, then the recoverable value of the related asset (or cash flow generating unit) is estimated. Reversal of an impairment loss that was recorded in the past only takes place in the event of a change in the estimates used to determine the recoverable value since the recording of the last impairment loss. In such case, the book value of the asset (or cash flow generating unit) is increased up to the amount of the estimated recoverable value, but not higher than the carrying value that would have applied (after depreciation) if no impairment loss had been recorded in prior years for the asset (or cash flow generating unit).

An impairment loss for goodwill is not reversed in a subsequent period. Contrary to what is stated before, at each reporting date the recoverable amount is assessed for the following assets (irrespective of whether there is any indicator of an impairment):

- intangible assets that have not been put into use yet;
- intangible assets that are amortised over a useful life of more than 20 years (counting from the moment of initial operation/use).

The recovery of an exceptional devaluation loss for a cash flow generating unit must be attributed to the book value of the assets, i.e. not goodwill, on a pro rata basis, based on the book value of the unit's assets.

Losses are recorded in the profit and loss account. Interest on a particular asset subject to impairment will continue to be accounted for via addition of interest from the asset with the original effective interest of the asset.

## Disposal of fixed assets

Fixed assets available for sale are stated at the lower of their book value and net realisable value.

## Inventories

Inventories are valued at cost or lower realisable value. The cost price is made up of the acquisition price or production price with the addition of other costs connected with keeping the inventories at their present level and in their present condition. The realisable value is based on the most reliable estimate of the amount that the inventories are expected to yield.

Raw materials and consumables (packaging materials and components) are valued at the lower of cost price — determined in accordance with the first-in, first-out (FIFO) principle — and market value.

Inventories of finished product and mini-tubers which have been grown by the company itself, is valued at manufacturing price based on costs that are directly attributable to manufacturing. The main part of this is personnel expenses.

The valuation of stocks includes possible impairments that arise on the balance sheet date.

## Receivables and securities

The accounting policies applied for the valuation of trade and other receivables and securities are described under the heading 'Financial instruments'. The valuation of all individually significant receivables is assessed on an individual basis whether there are objective indications of impairment. For individually immaterial receivables, this assessment is made on an individual basis.

## Cash and cash equivalents

Cash and cash equivalents are valued on the basis of nominal value. If cash and cash equivalents are not freely available, this is taken into account during the valuation. Cash and cash equivalents in foreign currency are converted into the reporting currency on the balance sheet date at the exchange rate applying on that date. Reference is made to the pricing principles for foreign currency.

## Shareholders' equity

Financial instruments that are designated as equity instruments by virtue of the economic reality are presented under shareholders' equity. Payments to holders of these instruments are deducted from the shareholders' equity as part of the profit distribution.

Financial instruments that are designated as a financial liability by virtue of the economic reality are presented under liabilities Interest, dividends, income and expenditure with respect to these financial instruments are recorded in the profit and loss as financial income or expense.

## Provisions

A provision is recorded in the balance sheet if the following applies:

- a legally enforceable or constructive obligation, arising from a past event;
- whereby a reliable estimate can be made;
- it is probable that an outflow of resources will be required to settle the obligation.

If all or part of the payments that are necessary to settle a provision are likely to be fully or partially compensated by a third party upon settlement of the provision, then the compensation amount is presented separately as an asset.

## Pension and jubilee provisions

A provision for pension and for long service is included for the obligations based on pension administration regulations or similar commitments. The long-service provision is the provision for future long-service awards. The provision is recognised for the present value of the future long-service awards, which is calculated on the basis of the commitments made, the likelihood of the staff concerned remaining with the company, and their age. See also the accounting principles wages and salaries and note 11 to the consolidated balance sheet. Provision for deferred payment For the valuation and processing of the deferred tax provision, please refer to the separate section on taxes on profit or loss.

## Current liabilities

The valuation of current liabilities is explained under the heading 'Financial instruments'.

## Revenue recognition

If an agreement contains a significant financing component, the transaction price is adjusted for the time value of money. The interest rate used is the generally applicable interest rate for a comparable financing instrument with a comparable credit rating, or the interest rate that yields the current cash sale price of the goods or services. In agreements where the expected period between the transfer of the goods or services and payment is one year or less, the financing component is considered insignificant and is not recognised separately under financial income and expenses. In addition to the term, the level of the interest rate is a relevant factor in determining whether there is a significant financing component and, in the case of excessive rates, may lead to separate recognition under financial income and expenses.

### Sales of seed potatoes and ware potatoes

Revenue from the sale of goods is measured at the fair value of the consideration received or receivable, net of returns and allowances, trade discounts and volume rebates.

Revenue from the sale of potatoes is processed in the profit and loss account when the significant risks and rewards of ownership have been transferred to the buyer, recovery of the payment due is probable, the associated costs and possible return of the potatoes can be estimated reliably, and there is no continuing involvement with the potatoes.

The transfer of risks and benefits varies according to the conditions of the relevant sales contract.

### Services

Revenue from the rendering of services is recorded in the net turnover at the fair value of the consideration received or receivable following deduction of concessions and reductions. These revenues are recorded in the profit and loss account when the revenue amount can be determined in a reliable manner, collection of the related compensation to be received is probable, the extent to which the services have been performed on the balance sheet date can be determined reliably, and the costs already incurred and (possibly) yet to be incurred to complete the service can be determined reliably.

### Licenses

Licences are paid when third parties have exercised the right to use the company's assets, such as varieties developed by the company. If the group acts on behalf of varieties developed by third parties, the net operating income is included after the deduction of the payments to these third parties as the Company does not bear the customer credit risk on these licences. Turnover is recorded if the scope of the payment to be received can be reliably determined and the collection of it is probable.

### Grants

Government grants are initially recorded in the balance sheet as deferred income when there is reasonable assurance that they will be received and there will be full compliance with the conditions associated with them. Grants that offset incurred costs are recorded as income in the profit and loss account on a systematic basis in the same period in which the costs are incurred. Government grants to offset the costs of an asset are deducted from the cost price of the asset and therefore systematically recorded in the profit and loss account over the useful life of the asset.

## Costs of outsourced work and other external costs

This concerns costs that are directly attributable to net turnover such as cost of trade goods, services, transport, loading and packaging.

## Personnel expenses

Personnel remuneration is recorded as an expense in the profit and loss account in the period in which the services are provided and, to the extent not already paid, recorded as a liability on the balance sheet. If the amounts already paid exceed the compensation payable, the excess is recorded as a current asset to the extent that there will be reimbursed by the staff or by set-off against future payments by the company.

An expected compensation due to profit sharing and bonus payments are recognized when the obligation to pay that fee has arisen can be made on or before the balance sheet date and a reliable estimate of the liabilities.

For rewards with building rights, profit sharing and bonuses of the projected costs are taken into account during the service. A liability is recorded on the balance sheet date.

The recognised obligation relates to the best estimate of the amounts required to settle the obligation at the balance sheet date. The best estimate is based on contractual agreements with employees (collective bargaining agreements and individual employment contracts). Additions to and releases of liabilities are charged or credited to the profit and loss account.

## Dutch Pension scheme

The pension commitments are placed with a pension fund. The scheme is financed under the Dutch pension system via contributions to an industry pension fund.

The pension obligations are valued according to the 'obligation to the pension provider approach'. In this approach, the premium payable to the pension provider is accounted for as a liability in the profit and loss account. Based on the implementation agreement, it is assessed whether and, if so, what obligations exist in addition to the payment of the annual pension payable to the pension provider on the balance sheet date.

These additional obligations, including any obligations arising from the pension provider's recovery plans, result in charges for the group and are recorded in the balance sheet in a provision. The recorded liability relates to the best estimate of the amounts required to settle it by the balance sheet date. If the effect of the time value of money is material, the liability is valued at the present value. Discounting takes place on the basis of interest rates of high-quality corporate bonds. Additions to, and releases of, liabilities are charged or credited to the profit and loss account. At the end of the financial year 2025/2026 there were no pension claims and no liabilities for the group in addition to the payment of the annual pension payable to the pension provider.

The accrual of pension entitlements is always financed by means of (as a minimum) cost-cutting premium payments in the relevant calendar year. The pension scheme is a middleman scheme for both active and inactive participants (deferred pensioners and pensioners) — conditional supplement. The supplement

depends on the investment return.

The annual pension entitlement accrual is 1.788% (2025: 1.788%) of the pensionable salary based on gross salary minus a EUR 17.283 deductible (2025: EUR 16.655). The pensionable salary is capped at EUR 79.409 (2025: EUR 75.864).

The annual contribution payable by the employer is 100% of pensionable salary. The amount of the contribution is determined annually by the board of the industry pension fund on the basis of the coverage ratio and expected returns.

The coverage ratio of the relevant industry pension fund as of June 30, 2026, according to the fund's statement, is 136,4%. Based on the implementing regulations, in the event of a deficit in the fund, the group has no obligation to pay additional contributions other than through higher future contributions.

In addition to the basic pension plan, there is also a surplus pension plan based on a defined contribution plan.

## Foreign pension plans

Pension plans that are comparable in design and functioning to the Dutch pension system, having a strict segregation of the responsibilities of the parties involved and risk sharing between the said parties (company, fund and members), are recorded and measured in accordance with Dutch pension plans (see previous section). For these foreign schemes a best estimate of the existing pension liability is made as of the balance sheet date. This estimate is mainly based on annual salary and seniority of employees. This commitment should then be stated on the basis of an actuarial valuation principle generally accepted in the Netherlands.

## Leasing

The Company may enter into financial and operating leases. A lease contract where the risks and rewards associated with ownership of the leased property are transferred substantially or wholly to the lessee, is referred to as a financial lease. All other lease contracts are classified as operational leases.

In classifying leases, the economic reality of the transaction is decisive rather than its legal form. If the Company acts as lessee in an operating lease, then the leased property is not capitalised. Lease payments regarding operating leases are charged to the profit and loss account on a linear basis over the lease period.

Assets acquired under financial lease agreements are recognised as property, plant and equipment at the lower of the fair value of the leased asset and the present value of the minimum lease payments at inception of the lease. The corresponding lease obligation is recognised as a liability. Lease payments are allocated between repayment of the lease liability and finance charges. Finance charges are recognised in the profit and loss account over the lease term using the effective interest method. The leased assets are depreciated over the shorter of the lease term and their useful economic life, unless it is reasonably certain that ownership will transfer to the company at the end of the lease term.

The company has financial and operational lease agreements.

## Interest income and charges

Interest income is recorded in the profit and loss account on an accrual basis, using the effective interest rate method. Interest charges and similar charges are accounted for in the period to which they refer.

## Corporate income taks

Corporate income taxes include the tax on profit and deferred tax due and payable for the reporting period. Corporate income tax is recognised in the profit and loss account except to the extent that it relates to items recognised directly to equity, in which case it is recognised in equity.

Current tax comprises the expected tax payable or receivable on the taxable profit or loss for the financial year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to the tax payable in respect of previous years.

If the carrying values of assets and liabilities for financial reporting purposes differ from their values for tax purposes, this results in temporary differences. A provision for deferred tax liabilities is recognised for taxable temporary differences.

For deductible temporary differences, unused loss carry forwards and unused tax credits, a deferred tax asset is recognised, but only in so far as it is probable that taxable profits will be available in the future for offset or compensation. Deferred tax assets are reviewed on each reporting date and reduced to the extent that it is no longer probable that the related tax benefit will be realised. For taxable temporary differences related to group companies, foreign branches, associates and interests in joint ventures, a deferred tax asset is recognised unless the company is able to control the timing of the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

For deductible temporary differences regarding group companies, foreign branches, associates and interests in joint ventures, a deferred tax asset is only recognised in so far as it is probable that the temporary difference will reverse in the foreseeable future and that taxable profit will be available to offset the temporary difference. The measurement of deferred tax liabilities and deferred tax assets is based on the tax consequences following from the manner in which the company expects, at the balance sheet date, to realise or settle its assets, provisions, debts and accrued liabilities. Deferred tax assets and liabilities are stated at nominal value.

## Share in result of participating interests

The share in the result of participating interests consists of the share of the group in the results of these participating interests, determined on the basis of the accounting principles of the group. Gains or losses on transactions involving the transfer of assets and liabilities between the company and its non-consolidated participating interests or between non-consolidated participating interests themselves have not been recorded to the extent that they cannot be regarded as realised. The results of participating interests acquired or sold during the financial year are recorded in the group result from the date of acquisition or until the date of sale respectively.

## Cash flow statement

The cash flow statement has been prepared on the basis of the indirect method. Cash flows in foreign currencies have been converted to euros using the weighted average conversion rates for the relevant periods.

The cash in the cash flow statement consists of the cash and cash equivalents and investments that can be converted into cash without restrictions and without material risk of impairment as a result of the transaction.

Cash flows in foreign currencies have been converted at an estimated weighted average exchange rate for the reporting period/the exchange rate on the date on which the transactions took place. Currency exchange differences are shown separately in the cash flow statement.

Interest income and expenses, dividends received and income taxes are included in the cash flow from operating activities. Dividends paid are included in the cash flow from financing activities.

The acquisition price of the acquired group company is included in the cash flow from investing activities, insofar as payment has been made in cash. The cash available in the acquired group company has been deducted from the purchase price.

Transactions in which no exchange of cash takes place, including financial leases, are not included in the cash flow statement. The payment of the lease installments under the finance lease contract has been classified as an expense from financing activities for the part relating to the redemption and as an expense from operating activities for the part relating to the interest.

Cash flows from financial derivatives that are accounted for as fair value hedges or cash flow hedges are classified in the same category as the cash flows from the hedged balance sheet items. Cash flows from financial derivatives where hedge accounting is no longer applied are classified consistently with the nature of the instrument, from the date on which hedge accounting is discontinued.

## Related parties

Transactions with related parties will be explained if they are not entered into under normal market conditions. The nature and scope of the transaction and other information will be provided for these transactions in order to provide further insights.

## Events after the balance sheet date

Events that provide further information about the actual situation as at the balance sheet date and that become apparent up to the date of preparation of the annual accounts are included in the annual accounts. Events that do not provide further information about the actual situation at the balance sheet date are not included in the annual accounts. If such events are important for the judgement of the users of the annual accounts, the nature and estimated financial consequences thereof are explained in the annual accounts.

# 06.5 Notes to the consolidated balance sheet

## 1. Intangible fixed assets

The composition and movement per category for intangible fixed assets for the year 2025/2026 is as follows:

| | Research and development costs | Goodwill | Trademark | Intellectual property | Intangible fixed assets under construction | Total 2025/2026 |
|---|---|---|---|---|---|---|
| Purchase value | 12.560 | 5.858 | 0 | 0 | 2.622 | 21.040 |
| Cumulative depreciation | -4.164 | -5.740 | 0 | 0 | 0 | -9.904 |
| **Book value as per 1 July** | **8.396** | **118** | **0** | **0** | **2.622** | **11.136** |
| Investments | 794 | 6.648 | 1.000 | 5.200 | 1.329 | 14.971 |
| Acquisitions through business combinations | 0 | 35 | 0 | 0 | 0 | 35 |
| Commissioning | 2.660 | 0 | 0 | 0 | -2.660 | 0 |
| Impairment | -97 | 0 | 0 | 0 | 0 | -97 |
| Exchange differences | 1 | -1 | 0 | 0 | 0 | 0 |
| Reclassification | -22 | 0 | 0 | 0 | 0 | -22 |
| Accumulated amortisation acquired through business combinations | 0 | -35 | 0 | 0 | 0 | -35 |
| Disposals | -1.417 | 0 | 0 | 0 | 0 | -1.417 |
| Amortisation disposals | 1.417 | 0 | 0 | 0 | 0 | 1.417 |
| Amortisation | -1.257 | -207 | -42 | -108 | 0 | -1.614 |
| **Movements** | **2.079** | **6.440** | **958** | **5.092** | **-1.331** | **13.238** |
| Purchase value | 14.575 | 12.541 | 1.000 | 5.200 | 1.291 | 34.607 |
| Cumulative depreciation | -4.100 | -5.983 | -42 | -108 | 0 | -10.233 |
| **Book value as per 30 June** | **10.475** | **6.558** | **958** | **5.092** | **1.291** | **24.374** |

The disposals and amortisation disposals in 'research and development costs' relates to development assets that are no longer in use following the implementation of the new ERP system.

Goodwill, trademarks and intellectual property recognized during the year arose from business combinations and were recorded based on the purchase price allocations performed as part of the acquisition accounting process.

Investment in 'intangible fixed assets under construction' relates to the development of a new ERP system. The research phase was completed on 1 July 2022. The development phase started on 1 July 2023 has been extended by 1 year and is expected to continue until May 2027. A specific project organisation was set up for this development and an integration partner and other parties were contracted on a multi-year basis to successfully complete the program. Based on the current estimate, we expect total expenditure on this program to be EUR 21.6 million.

Inherent to the size and complexity of this development program, there is a risk that the development will take longer than planned and/or the costs will deviate from the estimate. There is currently no backlog, and therefore it is realistic to expect that the development programme will be completed by the end of May next year. The scope of the program is unchanged.

On 1 July 2026, the majority of HZPC entities had transitioned to the new ERP system. For the entities that have not yet transitioned, HZPC will assess in due course whether and when they will migrate to the new ERP system.

Depreciation commenced in the 2024 financial year, with an estimated economic life of 10 years. When estimating the economic lifespan, the factors considered included the speed of technical developments, the duration of contracts with software suppliers and the time required to develop a new ERP system.

Management assessed whether there were any indications of impairment of the ERP system components during the financial year. As no such indicators were identified, no impairment test was performed and no impairment losses were recognised. The impairment recognized during the year relates to a reporting tool that did not reach the intended stage of implementation and is no longer used.

An amount of EUR 2.1 million has been included in the investments for the development of the ERP system.

## 2. Tangible fixed assets

The composition and movement per category for tangible fixed assets for the year 2025/2026 is as follows:

| | Company buildings and land | Plant and equipment | Other fixed operating assets | Operating assets under construction | Assets not used for business operations | Total 2025/2026 |
|---|---|---|---|---|---|---|
| Purchase value (pv) | 46.143 | 21.799 | 3.717 | 840 | 3.505 | 76.004 |
| Cumulative depreciation (cd) | -25.831 | -18.047 | -2.591 | 0 | -2.764 | -49.233 |
| **Book value as per 1 July** | **20.312** | **3.752** | **1.126** | **840** | **741** | **26.771** |
| Investments | 103 | 916 | 339 | 2.244 | 0 | 3.602 |
| Additions through business combinations (pv) | 1.937 | 2.588 | 2.920 | 0 | 3 | 7.448 |
| Commissioning | 412 | 1.387 | -15 | -1.784 | 0 | 0 |
| Investment grants | 0 | -479 | 0 | 0 | 0 | -479 |
| Depreciation grants | 0 | 294 | 0 | 0 | 0 | 294 |
| Disposals (pv) | -117 | -1.283 | -374 | 0 | -915 | -2.689 |
| Depreciation disposals (cd) | 117 | 1.273 | 358 | 0 | 473 | 2.221 |
| Disposals through deconsolidation (pv) | 0 | 0 | 0 | 0 | -2.544 | -2.544 |
| Accumulated depreciation from disposals through deconsolidation (cd) | 0 | 0 | 0 | 0 | 2.248 | 2.248 |
| Adjustment hyperinflation (pv) | 0 | 5 | 99 | 0 | 0 | 104 |
| Adjustment hyperinflation (cd) | 0 | -1 | -59 | 0 | 0 | -60 |
| Reclassification and exchange differences (pv) | -1 | 985 | -1.342 | 0 | -6 | -364 |
| Reclassification and exchange differences (cd) | -5 | -683 | 1.060 | 0 | 3 | 375 |
| Depreciation | -1.010 | -1.294 | -408 | 0 | 0 | -2.712 |
| Accumulated depreciation from acquisitions through business combinations | -1.303 | -1.791 | -1.758 | 0 | 0 | -4.852 |
| **Movements** | **133** | **1.917** | **820** | **460** | **-738** | **2.592** |
| Purchase value | 48.477 | 26.397 | 5.344 | 1.300 | 43 | 81.561 |
| Cumulative depreciation | -28.032 | -20.728 | -3.398 | 0 | -40 | -52.198 |
| **Book value as per 30 June** | **20.445** | **5.669** | **1.946** | **1.300** | **3** | **29.363** |

## 3. Financial fixed assets

The composition and movement of financial fixed assets for the year 2025/2026 is as follows:

| | Participating interests | Other securities | Deferred tax assets | Certificates Association HZPC | Other receivables | Total 2025/2026 |
|---|---|---|---|---|---|---|
| **Book value as per 1 July** | **2.919** | **24** | **2.548** | **0** | **1.019** | **6.510** |
| Investments/increase | 0 | 46 | 0 | 1.497 | 0 | 1.543 |
| Results from participating interests | 297 | 0 | 0 | 0 | 1 | 298 |
| Dividend received | 10 | 0 | 0 | 0 | 0 | 10 |
| Exchange rate flucuations | 0 | 0 | -4 | 0 | 0 | -4 |
| Reclassifications | -24 | 92 | 0 | 0 | -68 | 0 |
| **Depreciations** | 0 | 0 | 0 | 0 | -336 | -336 |
| **Increase due to newly consolidated entities** | 0 | 5 | 0 | 0 | 0 | 5 |
| **Other mutations** | 93 | 10 | -437 | 0 | -32 | -368 |
| **Movements** | **376** | **153** | **-441** | **1.497** | **-435** | **1.149** |
| **Book value as per 30 June** | **3.295** | **176** | **2.107** | **1.497** | **584** | **7.659** |

### Participating interests

These are participating interests that are not consolidated due to minority interests.

For a summary of the consolidated group companies, refer to the Table of participations (page 52).

### Other securities

Other securities comprise securities intended to be held on a long-term basis (EUR 24 thousand) and guarantees provided to suppliers (EUR 152 thousand). The fair value of the various classes of other securities approximates their carrying amount of EUR 176 thousand.

### Certificates Association HZPC

Certificates Association HZPC of EUR 1.497 million relates to certificates acquired as part of the Connecting Growers programme. The Board of Association HZPC will decide during the following financial year on the allocation of these certificates. HZPC intends to distribute the certificates to its growers, in line with previous years.

### Deferred taxes

This item relates largely to Dutch fiscal entities. Deferred tax assets relate to deductible temporary differences on tangible fixed assets and the provision for bad debts. Outside the Netherlands, this item is limited in scope and consists of two deductible losses.

Of these assets, a limited amount is expected to be realised within one year.

### Other receivables

This post includes two interest rate caps to hedge the interest rate risk on working capital financing. The first cap runs until May 2028, has a nominal amount of EUR 15 million, a cap rate of 2%, a present value at 30 June 2026 of EUR 83 thousand and a book value of EUR 64 thousand. The second cap runs until March 2033, has a nominal amount of EUR 15 million, a cap rate of 5%, a present value at 30 June 2026 of EUR 109 thousand and a book value of EUR 338 thousand.

## 4. Inventories

| | 30-Jun-26 | 30-Jun-25 |
|---|---|---|
| Packaging | 2.522 | 1.210 |
| Work in progress | 483 | 0 |
| Raw materials of planting material | 215 | 106 |
| Biological stock | 2.559 | 1.319 |
| **Finished products** | 1.555 | 0 |
| | **7.334** | **2.635** |

Increase in biological stock due to a refined allocation of production costs to minitubers.

# Trade and other receivables

## 5. Trade receivables

| | 30-Jun-26 | 30-Jun-25 |
|---|---|---|
| Amortized cost of outstanding receivables | 57.107 | 59.966 |
| Less: Allowance for doubtful debts | -5.332 | -8.373 |
| | **51.775** | **51.593** |

The nominal value of trade receivables is EUR 57.107 thousand. The trade receivables does not include an amount with a remaining term of more than 1 year which are not unforeseen.

## 6. Taxes, contributions and social insurances

| | 30-Jun-26 | 30-Jun-25 |
|---|---|---|
| Sales tax | 16.762 | 19.827 |
| **Corporate income tax** | 1.162 | 720 |
| Wage tax | 7 | 0 |
| Other taxes and premiums | 5 | 7 |
| | **17.936** | **20.554** |

## 7. Other receivables and accrued assets

| | 30-Jun-26 | 30-Jun-25 |
|---|---|---|
| Licences to be claimed | 7.432 | 7.366 |
| Prepaid expenses | 2.574 | 2.377 |
| Turnover to be invoiced | 410 | 175 |
| Government grants | 0 | 497 |
| Receivable on growers | 352 | 0 |
| **Operating result pool** | 193 | 665 |
| **Transfers in transit** | 921 | 0 |
| **Prepaid insurance premiums** | 236 | 93 |
| Other amounts | 796 | 654 |
| | **12.914** | **11.827** |

The item 'operating result pool' concerns the receivable STET Holland B.V. (2025: HZPC Holland B.V.) have on their growers and is the difference between the direct costs of the seed potatoes grown in pool and the income received in return. The differences are added to the exploitation of the pool in the next financial year.

The other receivables and accrued income contain no amounts with a term longer than 1 year.

## 8. Cash and cash equivalents

| | 30-Jun-26 | 30-Jun-25 |
|---|---|---|
| Bank account current | 38.495 | 16.818 |
| | **38.495** | **16.818** |

The full balance is available immediately. No bank guarantees have been issued.

## 9. Equity

For an explanation of the group equity, refer to the notes on equity in the company financial statement. The share of third parties in the group equity is nil.

## 10. Provisions

The composition and the movement of the provisions in the 2025/2026 financial year are as follows:

| | Provision pensions | Provision deferred tax | Provision jubilee | Total |
|---|---|---|---|---|
| **Book value as per 1 July** | **203** | **87** | **432** | **722** |
| Addition | 34 | 5 | 82 | 121 |
| Additions from acquisitions | 0 | 145 | 0 | 145 |
| Exchange differences | 0 | 2 | 0 | 2 |
| Other movements | 0 | 20 | 0 | 20 |
| Withdrawal | 0 | 0 | -41 | -41 |
| **Book value as per 30 june** | **237** | **259** | **473** | **969** |

### Provision pensions

The full amount of the pension provision is long-term. The pension provision relates to employees abroad. They have plans that are not comparable to the way in which the Dutch pension system is organised and functions. For these foreign schemes a best estimate of the existing pension liability is made as of the balance sheet date.

### Provision deferred taxes

The provision for deferred taxes consists of deductible temporary differences arising from tangible fixed assets in entities outside the Netherlands. Of these amounts, a limited amount is expected to be deductible within one year.

### Provision jubilee

The provision jubilee is calculated on the basis of a 4% discount rate and taking the expected turnover in personnel into account. Of the amount, EUR 79 thousand has a term of less than 1 year and EUR 236 thousand has a term of more than 5 years.

# Current liabilities

## 11. Debts to credit institutions

### Credit facility

The company entered into a new financing agreement as per 3 December 2025. Participating banks and their proportionate participation are ING Bank N.V. (EUR 46.7 million), Commerzbank A.G. (EUR 36.6 million) and Credit Industriel et Commercial (EUR 26,.7 million). ING Bank N.V. is acting as agent.

The financing agreement consists of a long term loan of EUR 10 million, a revolving current account facility of EUR 30 million and a seasonal facility of EUR 70 million. The seasonal facility is available from 1 October to 31 July. The interest rate is 1-month Euribor plus 1.45%. The financing agreement was concluded for the duration of 3 years with an option to extend twice for 1 year.

The EUR 100 million will help support existing operations and investments for the future, the other 10 million is used for the acquisitions. With respect to the agreement, the following collaterals have been provided in the form of:

First mortgage on the property and a first right of distraint (pledge of accounts receivable) of IPR B.V., HZPC Research B.V., Royal HZPC Group B.V., HZPC Holland B.V., HZPC SBDA B.V., HZPC SBA Europe B.V., ZOS B.V. and STET Holland B.V.

The Group did not comply with the EBITDA covenant under its financing arrangements for the measurement date 30 June 2026. The lenders granted a waiver for this breach and confirmed that no event of default has occurred. Consequently, the financing facilities remain available under their existing terms. The breach was primarily attributable to temporary adverse market conditions, while management expects compliance with the financial covenants in future periods based on current forecasts and improvement measures taken.

### Covenants

- Solvency ratio 22,5%
- Leverage ratio <4
- Minimum EBITDA of EUR 12,5 million
- Assets Cover 70%
- Turnover Cover 70%
- EBITDA Cover 70%

Royal HZPC Group B.V. has agreed with its banks on the following definitions of the covenants:
Solvency ratio: Adjusted equity / adjusted total assets
Asset cover: Assets of selected companies / consolidated assets
Revenue cover: Revenue of selected companies / consolidated revenue
EBITDA cover: EBITDA of selected companies / consolidated EBITDA
EBITDA cover: EBITDA ratio
Leverage ratio: Net Debt of selected companies / consolidated EBITDA

The measurement date is June 30 of the financial year.

| | Solvency ratio | Leverage ratio | Assets Cover | Turnover Cover | EBITDA Cover | EBITDA Floor |
|---|---|---|---|---|---|---|
| For the term | > 22,5% | <4 | > 70% | > 70% | > 70% | 12,5 |
| 30-Jun-2026 | **26,5%** | **-0,8** | **78%** | **76%** | **89%** | **10,7** |
| 30-Jun-2025 | 38,7% | 0,8 | 78% | 87% | 91% | n/a |

## 12. Taxes, contributions and social insurances

| | 30-Jun-26 | 30-Jun-25 |
|---|---|---|
| Corporate income tax payable | 1.199 | 4.278 |
| VAT payable | 608 | 539 |
| Payroll tax and social insurances | 713 | 1.047 |
| Other taxes and premiums | 111 | 166 |
| | **2.631** | **6.030** |

Other tax and contributions and social security items contain no amounts with a term longer than one year.

## 13. Other debts and accrued liabilities

| | 30-Jun-26 | 30-Jun-25 |
|---|---|---|
| Licenses to be paid | 1.176 | 725 |
| Wages and salaries to be paid | 1.391 | 2.501 |
| Pension contributions | 834 | 706 |
| Holiday allowances | 2.763 | 2.628 |
| Product-related costs | 5.587 | 3.969 |
| Grants (in advance) | 462 | 311 |
| Growers | 91 | 0 |
| Operating result pool | 1.077 | 441 |
| Financial leases | 281 | 0 |
| Deferred income | 1.116 | 0 |
| Other amounts | 3.355 | 2.872 |
| | **18.133** | **14.153** |

The item 'operating result pool' concerns the payable HZPC Holland (2025: STET Holland B.V.) have on their growers and is the difference between the direct costs of the seed potatoes grown in pool and the income received in return. The differences are added to the exploitation of the pool in the next financial year.

Other debts and accrued liabilities contain no amounts with a term longer than 1 year.

## Financial instruments

In the normal course of business, the company uses financial instruments that expose the company to market, currency, interest rate, credit and liquidity risks. To manage these risks, the company has developed a policy, including the establishment of a system of credit limits and procedures to reduce the risks of unpredictable adverse developments in financial markets and thus the financial performance of the company.

## Credit risk

The company incurs credit risk on loans and receivables recorded under financial fixed assets, trade and other receivables and cash. The maximum credit risk facing the company amounted to EUR 122 million.

Exposure to credit risk of the company is primarily determined by the individual characteristics of each customer. In addition, management also considers the demographics of the customer base, including the default risk of the country in which customers operate, as these factors, particularly in the current deteriorating economic conditions, have an influence on the credit risk.

Due to the ongoing instability in the Middle East, credit risk in the region is considered high. The company has taken the following measures to limit credit risk:

- Safeguards measures such as advance payments, Letters of Credit and bank guarantees are used regularly;
- Credit limits are actively monitored throughout the season;
- New deliveries for the new season are rarely permitted until debts from the previous season have been paid.

## Currency risk

As a result of its international activities, arising from receivables and debts recorded in the balance sheet, net investments in foreign companies and future transactions, the company is exposed to a currency risk in relation to the Russian Rouble, US Dollars, and Canadian Dollars in particular.

On 30 June 2026 the net exposure was converted into EUR at the spot rate on the balance sheet date as follows:

| x 1.000 | ASSETS Local Currency | Rate VV/€ | ASSETS in € | LIABILITIES Local Currency | LIABILITIES in € |
|---|---|---|---|---|---|
| USD | 1.478 | 1,14 | 1.297 | 57 | 50 |
| GBP | 7.010 | 0,86 | 8.134 | 3.615 | 4.195 |
| PLN | 21.466 | 4,30 | 4.997 | 17.823 | 4.149 |
| CAD | 5.580 | 1,62 | 3.440 | 4.202 | 2.591 |
| ARS | 1.483.540 | 1.688,29 | 879 | 465.118 | 275 |
| RUB | 494.545 | 88,85 | 5.566 | 134.962 | 1.519 |
| KES | 151.478 | 147,55 | 1.027 | 255.180 | 1.729 |
| CNY | 1.927 | 7,73 | 249 | 6.927 | 896 |
| **Total** | | | **25.589** | | **15.405** |

The company policy is to not take positions to hedge future cash flows or the debts and/or receivables on the balance sheet.

## Liquidity risk

The company monitors its liquidity position by means of successive liquidity budgets. Management ensures that sufficient liquidity is available to meet the obligations. The company runs liquidity risks with respect to the interest on the credit facility. Two interest rate caps have been implemented to cover the interest rate risk on the credit facility. The conditions of hedge accounting are fulfilled, whereby the hedge relationship is processed in accordance with the rules of cost price hedge accounting.

The company ensures that there is adequate available credit to cover the expected operational costs, including fulfilling the financial obligations. This takes no account of any effects from extreme conditions that could not reasonably have been foreseen, such as natural disasters. The company also has the following credit facilities:

- Ongoing facility of EUR 30 million. The interest payable is 1-month Euribor + 1.45%.
- Seasonal facility of EUR 70 million from 1 October to 30 June of the following year.
- The interest payable is 1-month Euribor + 1.45%. Long term loan of EUR 10 million, repayable over 5 years starting September 2026, with annual repayments of EUR 2 million.

## Interest risk

The company runs interest rate risk on the interest-bearing receivables and debts. A variable interest rate agreement has been agreed on both these receivables and debts, as a result of which the company runs a risk with regard to future cash flows. In order to limit the interest risk on the credit facility, two interest rate caps have been agreed as a mitigating measure.

If the rate were to rise by 1% as of 30 June, with all other variables staying constant, the interest payable on an annual basis would increase by around EUR 500 thousand.

To cover the interest rate risk, a rate cap of 2% on EUR 15 million has been concluded; this runs until 2028 and a second rate cap of 5% on EUR 15 million runs until April 2033.

## Off-balance sheet assets and liabilities

Overall liabilities amount to EUR 8.1 million. These include:

- Operating lease commitments, rental agreements and IT service contracts for an amount of EUR 5.6 million. Of this amount, EUR 2.5 million has a term of less than 1 year. The remainder is an obligation for less than five years. The profit and loss account for financial year 2025-2026 includes EUR 2.6 million for lease and rental costs.
- The investment commitment under the implementation of an ERP system equates to an amount of EUR 1.0 million. This amount has a full term of less than 1 year.
  The investment commitments under property, plant, and equipment amount to EUR 1.5 million. Of this amount, EUR 700 thousand has a term less than 1 year.

- Royal HZPC Group B.V. received a positive ruling on an international arbitration case on IP rights in China in 2021/2022. The other party was ordered to pay a significant amount of damages. The ruling is yet to be confirmed by court in China. The other party has also filed a claim for damages. The arbitral proceedings have been completed and the Company is currently awaiting the arbitral award. For this reason, it has not yet been recognised as a receivable and liability in the annual accounts. Although the outcome of these disputes cannot be predicted with certainty, it is assumed — partly on the basis of legal advice received — that it will not have any significant adverse or positive impact on the consolidated position.
- HZPC operates in various countries, including some with an increased risk of non-compliance with sanctions legislation, fraud and corruption regulations, and anti-money laundering laws. This brings complexity due to the differing and constantly changing (inter)national laws and regulations. As a result, there is a risk that certain transactions and/or payments may unintentionally violate relevant sanctions or anti-money laundering legislation. HZPC has implemented policies and control measures aimed at ensuring that activities are conducted in compliance with applicable sanctions legislation. Compliance is an integral part of our governance and risk management structure and includes, among other things, due diligence processes, internal guidelines, and employee training. However, the inherent risk exists that HZPC may not always have direct control or oversight over all transactions and business relationships, particularly in international contexts. HZPC's internal risk management and control systems are designed to minimize these risks as much as possible. This is guided by a corporate culture in which integrity and compliance are central. Despite these efforts, the complete elimination of compliance risks cannot be guaranteed. Any violation of relevant laws and regulations may have adverse effects on HZPC's operational performance, financial results, cash flows, and reputation. HZPC therefore continues to focus on timely identifying risks, strengthening internal control measures, and promoting a strong compliance culture.

# 06.6 Notes to the consolidated profit and loss statement

## 14. Net turnover

Net turnover can be specified as follows in accordance with important yield categories:

(in €)

| | 2025/2026 | 2024/2025 |
|---|---|---|
| Seed potatoes | 416.055 | 477.341 |
| Licenses | 27.170 | 30.541 |
| Ware potatoes | 4.768 | 15.292 |
| Services | 1.274 | 1.551 |
| Other | 850 | 447 |
| | **450.117** | **525.172** |

The following overview is provided for the net revenue/percentage spread over the sales areas:

| | 2025/2026 | | 2024/2025 | |
|---|---|---|---|---|
| | EUR | % | EUR | % |
| The Netherlands | 60.655 | 14 | 78.751 | 15 |
| Other E.U. countries | 215.669 | 48 | 240.036 | 46 |
| Other European countries | 42.120 | 9 | 48.739 | 9 |
| Outside Europe | 131.673 | 29 | 157.646 | 30 |
| | **450.117** | **100** | **525.172** | **100** |

## 15. Other operating income

Other income includes revenue from sales of other products and services (EUR 786k), grant income (EUR 320k), realized results on property sales (EUR 806k) and realized results on sale of participations (EUR 749k).

## 16. Personnel expenses

| | 2025/2026 | 2024/2025 |
|---|---|---|
| Personnel expenses | 29.054 | 27.195 |
| Social security costs | 5.288 | 4.906 |
| Pension costs | 4.084 | 3.736 |
| | **38.426** | **35.837** |

For the Dutch employees of HZPC Holland B.V. and ZOS, personnel costs include the provision of HZPC share certificates.

### Number of employees

During the financial year, the average number of employees at Royal HZPC Group B.V. and its subsidiaries was 454 FTE, of which 286 FTE are employed in the Netherlands (previous financial year 404 FTE, of which 286 FTE were employed in the Netherlands).

## Specification number of FTE's

| | 2025/2026 | 2024/2025 |
|---|---|---|
| Management, administration and IT | 124 | 99 |
| Commerce and communication | 88 | 80 |
| Purchasing and logistic planning | 125 | 107 |
| Storage, grading and transport | 30 | 26 |
| Research | 88 | 92 |
| | **454** | **404** |

## 17. Other operating expenses

| | 2025/2026 | 2024/2025 |
|---|---|---|
| Sales costs | 5.080 | 6.789 |
| Office costs | 4.960 | 4.933 |
| Staff relates costs | 8.567 | 9.487 |
| Repair and maintenance | 3.269 | 3.028 |
| Other costs | 7.968 | 9.667 |
| | **29.844** | **33.904** |

The cost of sales includes EUR 0 (2024/2025 EUR 1.5 million) for Connecting Growers. Other costs consist of taxes, insurance, energy and various costs for the purpose of Research & Development.

## 18. Interest receivable and similar income

| | 2025/2026 | 2024/2025 |
|---|---|---|
| Received interest debtors | 236 | 37 |
| Received interest R/C | 617 | 858 |
| Currency differences | 15 | 0 |
| | **868** | **895** |

There is no question of a significant financing instrument in agreements. Therefore, it is not presented separately under interest income. The definition is further explained in the accounting principles of the financial statements. For the sake of comparability, both years have been presented in the same way.

## 19. Interest payable and similar charges

| | 2025/2026 | 2024/2025 |
|---|---|---|
| Disconto | 42 | 267 |
| Interest R/C | 2.432 | 1.680 |
| Currency and payment differences | 0 | 1.281 |
| Other interest | 652 | 473 |
| | **3.126** | **3.701** |

## 20. Corporate income tax

| | 2025/2026 | 2024/2025 |
|---|---|---|
| Applicable tax rate in The Netherlands | 25,8% | 25,8% |
| Foreign effect | 6,8% | -0,3% |
| Non-deductible amounts | 2,4% | 2,7% |
| Prior year adjustments | -3,0% | 0,0% |
| Non recognized deferred taks asset | 4,7% | 0,0% |
| Other | 0,7% | 0,2% |
| Effective pressure | **37,4%** | **28,4%** |

In absolute amounts, the reconciling items have remained relatively stable compared to the significant decrease in the profit before tax.

The company forms a fiscal unit for corporation tax together with HZPC Holland B.V., STET Holland B.V., ZOS B.V., HZPC SBDA B.V., HZPC SBA Europe B.V., HZPC Research B.V. and IPR B.V. The corporate income tax is included in each of the companies for the part that the company concerned would be due at a nominal rate, not taking into account any tax facilities applicable for the company.

# Other explanatory notes

## Transaction with related parties

Transactions with related parties occur when a relationship exists between the company, its participating interests and their managers and directors. This includes the relationships between the company and its participating interests, the shareholders, the directors and key management personnel. Other transactions are to be understood as a transfer of resources, services or obligations, regardless of whether a sum is charged.

There were no transactions with related parties that were not on a commercial basis.

## Auditor's fees

The following fees were charged by the auditors to the company, its subsidiaries and other consolidated companies, as referred to in Section 2:382a (1) and (2) of the Netherlands Civil Code. EY Accountants B.V. is responsible for the audit of the Royal HZPC Group B.V. annual accounts. Auditor's fees have been recognised based on the agreed fee. Subsequent costs are processed at the time of invoicing.

| | 2025/2026 | 2024/2025 |
|---|---|---|
| Expenses in the year: | | |
| Audit of the financial statements, the Netherlands (EY Accountants B.V.) | 660 | 436 |
| Other non-audit services (EY Accountants B.V.) | 0 | 43 |
| **Auditor's fees** | **660** | **479** |

## Remuneration of managing and supervisory directors

Refer to the notes to the separate company financial statement on page 92.

## Subsequent events to the consolidated financial statements

DSS Opslag B.V. is merged with STET Holland B.V. per 1 July 2026. HZPC Ltd is liquidated in July 2026 without financial consequences.

# 06.7 Company balance sheet

Company balance sheet as of 30 June (after profit appropriation)

| (in EUR x 1.000) | Notes | | 30-Jun-26 | | 30-Jun-25 |
|---|---|---|---|---|---|
| **FIXED ASSETS** | | | | | |
| **Intangible fixed assets** | **21** | | | | |
| Research and developments costs | | 10.378 | | 8.297 | |
| Goodwill | | 6.480 | | 0 | |
| Trade mark | | 958 | | 0 | |
| Intellectual property | | 5.092 | | 0 | |
| Intangible fixed assets under construction | | 1.291 | | 2.622 | |
| | | | **24.199** | | **10.919** |
| **Tangible fixed assets** | **22** | | | | |
| Company buildings and land | | 15.063 | | 15.600 | |
| Other fixed assets | | 265 | | 271 | |
| Operating assets under construction | | 0 | | 157 | |
| | | | **15.328** | | **16.028** |
| **Financial fixed assets** | **23** | | | | |
| Participating interests in group companies | | 49.965 | | 23.906 | |
| Receivables from group companies | | 235 | | 0 | |
| Other participating interests | | 7 | | 7 | |
| Other securities | | 25 | | 25 | |
| Deferred tax assets | | 1.582 | | 2.368 | |
| Certificates Association HZPC | | 1.497 | | 0 | |
| Other receivables | | 585 | | 952 | |
| | | | **53.896** | | **27.258** |
| **TOTAL FIXED ASSETS** | | | **93.423** | | **54.205** |
| **CURRENT ASSETS** | | | | | |
| **Receivables** | | | | | |
| Group companies | | 60.932 | | 78.053 | |
| Trade debtors | | 516 | | 6 | |
| Taxes and premiums | | 1.381 | | 815 | |
| Other receivables and accrued assets | **24** | 436 | | 503 | |
| | | | **63.265** | | **79.377** |
| **Cash and cash equivalents** | | | **13.256** | | **691** |
| **TOTAL CURRENT ASSETS** | | | **76.521** | | **80.068** |
| **TOTAL ASSETS** | | | **169.944** | | **134.273** |

Company balance sheet as of 30 June (after profit appropriation)

| (in EUR x 1.000) | Notes | | 30-Jun-26 | | 30-Jun-25 |
|---|---|---|---|---|---|
| **Shareholders' equity** | **25** | | | | |
| Issued capital | | 15.675 | | 15.675 | |
| Share premium reserve | | 1.433 | | 1.433 | |
| Legal reserves for participating interests | | 3.295 | | 2.894 | |
| Legal reserve for development costs | | 11.670 | | 10.961 | |
| Foreign currency translation reserve | | -1.866 | | -2.086 | |
| Other reserves | | 33.996 | | 32.586 | |
| | | | **64.203** | | **61.463** |
| **Provisions** | **26** | | **3.607** | | **17** |
| **Debts to credit institutions** | | | **9.850** | | **0** |
| **Current liabilities** | | | | | |
| Debts to group companies | | 69.192 | | 18.048 | |
| Debts to suppliers | | 1.365 | | 906 | |
| Payables to participating interests and companies in which there is a participation | | 318 | | 318 | |
| Dividend to be paid | | 0 | | 8.543 | |
| Debts to credit institutions | | 20.000 | | 40.000 | |
| Taxes and premiums | **27** | 57 | | 3.216 | |
| Other debts and accrued liabilities | **28** | 1.352 | | 1.762 | |
| | | | **92.284** | | **72.793** |
| **TOTAL LIABILITIES** | | | **169.944** | | **134.273** |

# 06.8 Company profit and loss statement for the period 1 July 2025 to 30 June 2026

| (in EUR x 1.000) | Notes | 2025/2026 | 2024/2025 |
|---|---|---|---|
| Share in result of participating interests after tax | 29 | 9.702 | 13.128 |
| Other result after tax | 30 | -7.181 | 2.505 |
| **Net result** | | **2.521** | **15.633** |

# 06.9 Notes to the company financial statements

## General

The company financial statements are part of the 2025/2026 financial statements of the company. With regard to the company profit and loss account, the exemption pursuant to Article 2:402 of the Dutch Civil Code has been used.
In so far as no further explanation is provided of items in the separate company balance sheet and the separate company profit and loss account, please refer to the notes to the consolidated balance sheet and profit and loss account.

## Principles for the valuation of assets and liabilities and the general determination of the result

The principles for the valuation of assets and liabilities and the determination of the result are the same as those applied to the consolidated balance sheet and profit and loss account, with the exception of the principles stated below.

## Participating interests in group companies

Participating interests in group companies are accounted for in the company financial statements according to the equity accounting method on the basis of net asset value. For details we refer to the accounting policy for financial fixed assets in the consolidated financial statements.

## Provision for participating interests

The provision is formed for the amount of the expected payments for the account of the company on behalf of the participating interests. Valuation of the provision is made at present value, if the effect of time value is material.

## Result of participating interests

The share in the result of companies in which a participation is taken concerns the company's share in the results of these participating interests. In so far as gains or losses on transactions involving the transfer of assets and liabilities between the company and its participating interests or between participating interests themselves can be considered unrealised, they have not been recorded.

# 06.10 Notes to the company balance sheet

## 21. Intangible assets

The composition and movement of intangible fixed assets in the financial year 2025/2026 were as follows:

| | Research and development costs | Goodwill | Trademark | Intellectual property | Intangible fixed assets under construction | Total 2025/2026 |
|---|---|---|---|---|---|---|
| Purchase value | 10.727 | 0 | 0 | 0 | 2.622 | 13.349 |
| Cumulative depreciation | -2.430 | 0 | 0 | 0 | 0 | -2.430 |
| **Book value as per 1 July** | **8.297** | **0** | **0** | **0** | **2.622** | **10.919** |
| **Investments** | 794 | 6.648 | 1.000 | 5.200 | 1.291 | 14.933 |
| **Commissioning** | 2.622 | 0 | 0 | 0 | -2.622 | 0 |
| **Disposals** | -1.075 | 0 | 0 | 0 | 0 | -1.075 |
| **Amortisation disposals** | 1.075 | 0 | 0 | 0 | 0 | 1.075 |
| **Impairment** | -97 | 0 | 0 | 0 | 0 | -97 |
| Amortisation | -1.238 | -168 | -42 | -108 | 0 | -1.556 |
| **Movements** | **2.081** | **6.480** | **958** | **5.092** | **-1.331** | **13.280** |
| Purchase value | 13.068 | 6.648 | 1.000 | 5.200 | 1.291 | 27.207 |
| **Cumulative depreciation** | -2.690 | -168 | -42 | -108 | 0 | -3.008 |
| **Book value as per 30 June** | **10.378** | **6.480** | **958** | **5.092** | **1.291** | **24.199** |

## 22. Tangible fixed assets

The composition and movement of tangible fixed assets for the year 2025/2026 is as follows:

| | Company buildings | Other fixed assets | Operating assets under construction | Total 2025/2026 |
|---|---|---|---|---|
| Purchase value | 32.933 | 1.423 | 157 | 34.513 |
| Cumulative depreciation | -17.333 | -1.152 | 0 | -18.485 |
| **Book value as per 1 July** | **15.600** | **271** | **157** | **16.028** |
| Investments | 11 | 0 | 38 | 49 |
| Commissioning | 142 | 53 | -195 | 0 |
| Disposals (pv) | -13 | -598 | 0 | -611 |
| Depreciation disposals (cd) | 12 | 599 | 0 | 611 |
| Depreciation | -689 | -60 | 0 | -749 |
| **Balance** | **-537** | **-6** | **-157** | **-700** |
| Purchase value | 33.073 | 878 | 0 | 33.951 |
| Cumulative depreciation | -18.010 | -613 | 0 | -18.623 |
| **Book value as per 30 June** | **15.063** | **265** | **0** | **15.328** |

## 23. Financial fixed assets

The composition and movement of financial fixed assets for the year 2025/2026 is as follows:

| | Participating interests in group companies | Receivables from group companies | Other participating interests | Deferred tax assets | Certificates Association HZPC | Other securities | Other receivables | Total 2025/2026 |
|---|---|---|---|---|---|---|---|---|
| **Book value as per 1 July** | **23.906** | **0** | **7** | **2.368** | **0** | **25** | **952** | **27.258** |
| Investments/increase | 8.252 | 235 | 0 | 0 | 1.497 | 0 | 0 | 9.984 |
| Dividend | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Result from participating interests | 10.510 | 0 | 0 | 0 | 0 | 0 | 0 | 10.510 |
| Exchange rate fluctuation | 152 | 0 | 0 | 0 | 0 | 0 | 0 | 152 |
| Depreciation/repayments | 0 | 0 | 0 | 0 | 0 | 0 | -336 | -336 |
| Offset against receivables from group companies | 3.582 | 0 | 0 | 0 | 0 | 0 | 0 | 3.582 |
| Recognition of provision for group companies | 3.572 | 0 | 0 | 0 | 0 | 0 | 0 | 3.572 |
| Other | -9 | 0 | 0 | -786 | 0 | 0 | -31 | -826 |
| **Book value as per 30 June** | **49.965** | **235** | **7** | **1.582** | **1.497** | **25** | **585** | **53.896** |

On February, 1 2026 Royal HZPC Group acquired a 100% interest in IPM Potato Group Ltd and its subsidiaries for a consideration of EUR 20.3 million. Reference is made to the Group Structure section in the Directors' Report for an overview of the entities included within the IPM Potato Group. The acquisition supports the Group's strategy to strengthen its position in seed potato market. The acquisition resulted in identifiable net assets acquired of EUR 7.5 million, trade name of EUR 1.0 million, intellectual property EUR 5.2 million and goodwill of EUR 6.6 million.

IPM Potato Group holds a 51% legal shareholding in Kirinyaga Seeds Ltd, Nairobi, Kenya, and a 19.85% legal shareholding in Utkal Tubers India Private Limited, Bangalore, India. Although IPM Potato Group is the legal shareholder, the economic rights and obligations relating to these shareholdings are held by a third party. As a result, these entities are not included in the consolidation.

The investment is included under financial fixed assets and is valued at net asset value. The increase in financial fixed assets during the year mainly relates to this acquisition.

The negative result of associates with negative equity EUR 10.280 million has been deducted from receivables from group companies, included in current assets.

## 24. Other receivables and accrued assets

| | 30-Jun-26 | 30-Jun-25 |
|---|---|---|
| Prepaid amounts | 426 | 497 |
| Government grants to be claimed | 0 | 6 |
| Other accrues | 10 | 0 |
| **Status as of 30 June** | **436** | **503** |

# 25. Shareholders' equity

The composition and the movement of shareholders' equity in the financial year 2025/2026 are shown in the following overview:

| | Issued capital | Share premium reserve | Legal reserves for participating interests | Legal reserve for development costs | Foreign currency translation reserve | Other reserve | Total 2025/2026 |
|---|---|---|---|---|---|---|---|
| **Status as of 30 June 2024** | 15.675 | 1.433 | 2.460 | 9.593 | -1.758 | 27.298 | 54.701 |
| **Movements in financial year 2024/2025** | | | | | | | |
| Results of financial year | 0 | 0 | 0 | 0 | 0 | 15.633 | 15.633 |
| Dividend | 0 | 0 | 0 | 0 | 0 | -8.543 | -8.543 |
| Exchange rate fluctuations | 0 | 0 | 0 | 0 | -328 | 0 | -328 |
| (d)investment | 0 | 0 | 0 | 2.665 | 0 | -2.665 | 0 |
| Impairment | 0 | 0 | 0 | -333 | 0 | 333 | 0 |
| Depreciation | 0 | 0 | 0 | -964 | 0 | 964 | 0 |
| Result participations | 0 | 0 | 756 | 0 | 0 | -756 | 0 |
| **Other changes** | 0 | 0 | -322 | -1 | 0 | 323 | 0 |
| **Movements** | **0** | **0** | **434** | **1.367** | **-328** | **5.289** | **6.762** |
| **Status as of 30 June 2025** | **15.675** | **1.433** | **2.894** | **10.960** | **-2.086** | **32.587** | **61.463** |
| **Movements in financial year 2025/2026** | | | | | | | |
| Results of financial year | 0 | 0 | 0 | 0 | 0 | 2.521 | 2.521 |
| Dividend | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Exchange rate fluctuations | 0 | 0 | 0 | 0 | 220 | 0 | 220 |
| (d)investment | 0 | 0 | 0 | 2.054 | 0 | -2.054 | 0 |
| Impairment | 0 | 0 | 0 | -97 | 0 | 97 | 0 |
| Depreciation | 0 | 0 | 0 | -1.247 | 0 | 1.247 | 0 |
| Result participations | 0 | 0 | 353 | 0 | 0 | -353 | 0 |
| Other changes | 0 | 0 | 48 | | 0 | -49 | -1 |
| **Movements** | **0** | **0** | **401** | **710** | **220** | **1.409** | **2.740** |
| **Status as of 30 June 2026** | **15.675** | **1.433** | **3.295** | **11.670** | **-1.866** | **33.996** | **64.203** |

## Issued capital

The authorised capital of the company amounts to EUR 50 million (2024/2025 EUR 50 million) and consists of 2.5 million shares with a nominal value of EUR 20 each, with 783,725 ordinary shares being issued. The value of the paid and called-up capital amounts equate to EUR 15,674,500 (EUR 15,674,500 at the end of 2024/2025).

## Share premium reserve

The share premium concerns the income from the issuing of shares in so far as this exceeds the nominal value of the shares (above par income).

### Other legal reserves

Other legal reserves consist of a legal reserve for participating interests and the legal reserve for development costs.

The legal reserve for participating interests relates to companies that are valued in accordance with the equity method. The reserve concerns the difference between the participating interests' retained profit and direct changes in equity, as determined on the basis of the parent company's accounting policies, and the share thereof that the parent company may distribute. As to the latter share, this takes into account any profits that may not be distributable by participating interests that are Dutch limited companies based on the distribution tests to be performed by the management of those companies.

The legal reserve for development costs relates to the formed reserve of the not yet written off part of the capitalised development costs.

The legal reserve is determined on an individual basis.

### Foreign currency translation reserve

Exchange gains and losses arising from the translation of foreign operations from functional to reporting currency are recorded in this reserve. On disposal of foreign operations, the relevant cumulative amount of currency exchange differences recognised in equity is recognised in the profit and loss account as part of the result on disposal.

### Proposal for result appropriation

The General Meeting will be asked to approve the following appropriation of the 2025/2026 result after taxation: an amount of EUR 2.521 thousand to be added to the other reserves. This proposal is recorded in the balance sheet under the current liabilities.

## 26. Provisions

The composition and the movement of the other provisions in the financial year 2025/2026 are shown in the following overview:

| | Provisions jubilee | Provision participations | 2025/2026 | 2024/2025 |
|---|---|---|---|---|
| Amount as of 1 July | 17 | 0 | 17 | 31 |
| Additions | 36 | 3.571 | 3607 | -14 |
| Withdrawals | -17 | 0 | -17 | 0 |
| **Amount as of 30 June** | **36** | **3.571** | **3.607** | **17** |

The provision jubilee is calculated on the basis of a 4% discount rate and taking the expected turnover in personnel into account. Of the amount, EUR 0 has a maturity < 1 year and EUR 14 thousand has a maturity > 5 years.

## 27. Taxes and contributions

| | 30-Jun-26 | 30-Jun-25 |
|---|---|---|
| Corporate income tax | 0 | 3.181 |
| Payroll tax and social insurances | 57 | 35 |
| | **57** | **3.216** |

## 28. Other debts and accrued liabilities

| | 30-Jun-26 | 30-Jun-25 |
|---|---|---|
| Wages and salaries to be paid | 319 | 894 |
| Holiday allowances | 123 | 58 |
| Pension contributions | 19 | 10 |
| Government grants | 20 | 0 |
| Interest to be paid | 233 | 66 |
| Other amounts | 638 | 734 |
| | **1.352** | **1.762** |

## 29. Share in result in participating interests after taks

This relates to the company's share in the results of its associates. Of the total result of EUR 9.702 thousand (2024/2025: EUR 13.181 thousand) recognised in respect of group companies, an amount of EUR 353 thousand (2024/2025: EUR 756 thousand) is attributable to minority interests.

## 30. Other income and expenses after tax

The other after-tax result concerns the regular costs for conducting holding activities. Costs encompass personnel costs, other corporate costs, including legal costs, depreciation, impairment, and interest assets/liabilities.

## Wages and salaries

| | 2025/2026 | 2024/2025 |
|---|---|---|
| Gross staff wages | 6.920 | 5.842 |
| Employer's social security contributions for staff | 1.493 | 773 |
| Pension premium | 1.325 | 710 |
| | **9.738** | **7.325** |

## Specific details for number of FTE's

| | 2025/2026 | 2024/2025 |
|---|---|---|
| Management, administration and IT. | 74 | 63 |

At Royal HZPC Group B.V. there were an average of 7 FTE (previous financial year 4 FTE), all working in the Netherlands. The remaining 67 FTEs are salaried at a group company and charged in full to Royal HZPC Group B.V. and included as a result.

## Other operating expenses

| | 2025/2026 | 2024/2025 |
|---|---|---|
| Sales costs | 934 | 2.178 |
| Office costs | 2.790 | 2.231 |
| Staff related costs | 3.533 | 3.090 |
| Repair and maintenance | 1.611 | 1.455 |
| Other costs | 830 | 325 |
| | **9.698** | **9.279** |

## Other explanatory notes

### Financial instruments

In the normal course of business, the company uses financial instruments that expose the company to market, currency, interest rate, credit and liquidity risks. To manage these risks, the company has developed a policy, including the establishment of a system of credit limits and procedures to reduce the risks of unpredictable adverse developments in financial markets and thus the financial performance of the company.

### Credit risk

The company incurs credit risk on loans and receivables recorded under financial fixed assets, other receivables and cash.

### Liquidity risk

The company monitors its liquidity position through successive liquidity budgets. The management will ensure that sufficient liquidity is available to meet the obligations.

### Interest risk

The company incurs interest risk on interest-bearing assets and liabilities. Both of these receivables and payables have agreed on variable interest rate agreements, which means that the company is exposed to risk regarding future cash flows. In order to limit the interest risk on the credit facility, an interest rate cap has been agreed as a mitigating measure.

### Off-balance sheet assets and liabilities

The company has liabilities under operating leases, rental agremeents and IT service contracts for an amount of EUR 1.4 million. Of this amount, EUR 0.9 million has a term of less than 1 year. The remaining amount concerns an obligation for less than five years. An amount of EUR 0.3 million has been recognised in the profit and loss account for rent and lease in the financial year 2025/2026.

Investment commitments related to the implementation of an ERP system amounting to EUR 1.0 million. This amount has a term of less than 1 year.

### Tax entity

Together with its subsidiaries within the Netherlands, excluding D.S.S. Opslag B.V., the company forms a tax entity for corporate income tax purposes and value-added tax. The standard conditions stipulate that each of the companies is liable for the tax payable by all companies belonging to the tax entity. The fiscal

entity does not differ from the fiscal entity in the consolidated financial statement.

## Remuneration of managing and supervisory directors

A statement of the remuneration of the management has been omitted, pursuant to the provisions of Section 383 paragraph 1 of Book 2 of the Netherlands Civil Code, final sentence. The remuneration of Supervisory Board members amounts to EUR 125 thousand (2024/2025: EUR 119 thousand).

Joure, 2 November 2026

The Executive Board:
H.E. Huistra (CEO), Managing Director
H. Verveld (CCO)
M.L. Booijink (CFO)

The Supervisory Board:
C.J. Biemond, Chair
J.P. Bienfait
I. Frolova
M. Hommes-Gesink
J. Thijssen




# 07 OTHER INFORMATION

# 07.1 Statutory provisions on profit appropriation

Pursuant to article 27 of the articles of association of Royal HZPC Group B.V., a percentage of the company's profit to be determined by the Executive Board with the approval of the Supervisory Board can be added to the reserves while the undischarged losses of previous years are deducted along with the taxes which are, or will be, charged on the basis of the profit, which may be established by means of an estimate if necessary. The remaining profit is available for disposal at the discretion of the General Meeting of Shareholders. The company can only make payouts of profit available for paying out to the shareholders and any other parties that may be thus entitled to the extent that the shareholders' equity is greater than the paid and called-up part of the capital augmented with the reserves that must be maintained by law or under the articles of association.

# 07.2 Independent auditor's report

To: the shareholders and the supervisory board of Royal HZPC Group B.V.

## Report on the audit of the financial statements 2025–2026 included in the annual report

### Our opinion

We have audited the accompanying financial statements for the financial year ended 30 June 2026 of Royal HZPC Group B.V. based in Joure.

In our opinion, the financial statements give a true and fair view of the financial position of Royal HZPC Group B.V. as at 30 June 2026 and of its result for the year then ended in accordance with Part 9 of Book 2 of the Dutch Civil Code.

The financial statements comprise:

- The consolidated and company balance sheet as at 30 June 2026
- The consolidated and company profit and loss account for the year then ended
- The notes comprising a summary of the accounting policies and other explanatory information

### Basis for our opinion

We conducted our audit in accordance with Dutch law, including the Dutch Standards on Auditing. Our responsibilities under those standards are further described in the 'Our responsibilities for the audit of the financial statements' section of our report.

We are independent of Royal HZPC Group B.V.(the company) in accordance with the Wet toezicht accountantsorganisaties (Wta, Audit firms supervision act), the Verordening inzake de onafhankelijkheid van accountants bij assurance-opdrachten (ViO, Code of Ethics for Professional Accountants, a regulation with respect to independence) and other relevant independence regulations in the Netherlands. Furthermore we have complied with the Verordening gedrags- en beroepsregels accountants (VGBA, Dutch Code of Ethics for Professional Accountants).

We believe the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

## Information in support of our opinion

We designed our audit procedures in the context of our audit of the financial statements as a whole and in forming our opinion thereon. The following information in support of our opinion and any findings were addressed in this context, and we do not provide a separate opinion or conclusion on these matters.

## Our focus on fraud and non-compliance with laws and regulations

### Our responsibility

Although we are not responsible for preventing fraud or non-compliance and we cannot be expected to detect non-compliance with all laws and regulations, it is our responsibility to obtain reasonable assurance that the financial statements, taken as a whole, are free from material misstatement, whether caused by fraud or error.

### Our audit response related to fraud risks

We identified and assessed the risks of material misstatements of the financial statements due to fraud. During our audit we obtained an understanding of the company and its environment and the components of the system of internal control, including the risk assessment process and management's process for responding to the risks of fraud and monitoring the system of internal control and how the supervisory board exercises oversight, as well as the outcomes. We refer to the section Risk paragraph of the management report for management's (fraud) risk assessment.

We evaluated the design and relevant aspects of the system of internal control and in particular the fraud risk assessment, as well as the code of conduct, whistle blower procedures and the register of reports received by the Integrity Council. We evaluated the design and the implementation of internal controls designed to mitigate fraud risks.

As part of our process of identifying fraud risks, we evaluated fraud risk factors with respect to financial reporting fraud, misappropriation of assets and bribery and corruption. We evaluated whether these factors indicate that a risk of material misstatement due to fraud is present.

We incorporated elements of unpredictability in our audit. We also considered the outcome of our other audit procedures and evaluated whether any findings were indicative of fraud or non-compliance.

We addressed the risks related to management override of controls, as this risk is present in all organizations. For these risks we have, among other things, performed procedures to evaluate whether the selection and application of accounting policies by the company, particularly those relating to subjective measurements and complex transactions, as disclosed in the Notes "Use of estimates", "Intangible fixed assets", "Goodwill" and "Receivables and securities" to the financial statements may be indicative to fraudulent financial reporting. We have also used data analysis to identify and address high-risk journal entries and other adjustments made in the financial reporting process. We evaluated the business rationale (or the lack thereof) of significant extraordinary transactions, including those with related parties.

When identifying and assessing fraud risks we presumed that there are risks of fraud in revenue recognition. We designed and performed our audit procedures regarding cut off of revenue responsive to this presumed fraud risk, among others testing the relationship between purchased and sold quantities of seed potatoes and detailed testing of sales transactions recognized around year-end in the 2025-2026 financial year and credit notes recognized around year-end in the 2026-2027 financial year.

The following fraud risks identified required significant attention during our audit.

| | |
|---|---|
| Fraud risk relating to management bias in accounting estimates and capitalization decisions as a result of incentives or pressure to influence reported results, including compliance with bank covenants and the ability to make dividend distributions.<br>This risk particularly relates to the valuation of the allowance for doubtful debts, the capitalization and valuation of intangible assets (Aurora) and the valuation of goodwill (IPM). | |
| Risk | Royal HZPC Group B.V. is subject to bank covenants and has dividend distribution objectives, which may create incentives or pressure for management to influence reported results and the financial position of the company.<br><br>In this context, we identified a fraud risk relating to management bias in accounting estimates and capitalization decisions. This risk particularly relates to the completeness and valuation of the allowance for doubtful debts, the existence and valuation of intangible assets relating to Aurora and the valuation of goodwill relating to IPM, where inappropriate judgments or assumptions could result in an overstatement of assets and/or results.<br><br>The risks and developments during the 2025-2026 financial year are described on page 30 for covenants, page 49 for going concern, page 50 for estimates and page 56 intangible fixed assets of the annual report. |
| Audit procedures | We performed, among others, the following audit procedures specifically designed to address this risk:<br>- We obtained an understanding of management's processes for the relevant accounting estimates and capitalization decisions, including the design and implementation of relevant controls.<br>- For the completeness of the allowance for doubtful debts, we evaluated management's estimation process and the reasonableness of the resulting allowance, taking into account relevant supporting evidence and developments after year-end. We also performed a retrospective review of management's prior-year estimate.<br>- For the existence and valuation of intangible assets relating to Aurora, we evaluated the nature and development of project expenditures and assessed whether the recognized expenditures met the applicable capitalization criteria. We also performed substantive procedures on the capitalized project costs.<br>- For the valuation of goodwill relating to IPM, we evaluated management's valuation methodology, significant assumptions and underlying data, and considered relevant audit evidence available up to the date of our auditor's report.<br>- We evaluated whether the related presentation and disclosures in the financial statements were appropriate. |

| Fraud risk arising from corruption and bribery via commission payments to agents, transactions with governmental authorities or violation of sanction legislation through third-party collection of receivables | |
|---|---|
| Risk | Royal HZPC Group B.V. generates part of its revenue in countries that are subject to sanctions. Customers in these countries may experience difficulties in transferring funds directly to Royal HZPC Group B.V., which may result in payments being facilitated through third parties.<br><br>In this context, we identified the fraud risk of non-compliance with applicable sanctions and anti-corruption laws and regulations in high-risk countries as a relevant risk in our audit. The risk includes the use of intermediaries and the potential for the company to inadvertently become involved in terrorist financing or money laundering through the receipt of funds from unknown third parties.<br><br>The risks relating to compliance with laws and regulations, including developments during the 2025—2026 financial year, are described on page 28 and 77 of the annual report. |
| Audit procedures | We performed, among others, the following audit procedures specifically designed to address this risk, involving our forensic specialists in both the planning and execution of these procedures:<br>- Obtained an understanding of the design and implementation of internal controls related to commission payments, transactions with governmental authorities, third party payments and sanctions legislations.<br>- Reviewing (the process for) Know Your Customer (KYC) into identified third-party payments in the 2025-2026 financial year and the follow up given.<br>- Detailed testing of cash receipts from third parties in 2025-2026.<br>- Analytical procedures and substantive testing of commission payments in 2025-2026.<br>- Analytical procedures on transactions and price with governmental authorities.<br>- Inspection of lawyers' letters.<br>- Inspection of Know Your Customer (KYC) and Know Your Agent (KYA) procedures and documentation.<br>- Inquiry of various management levels within Royal HZPC Group B.V. and those charged with governance (the audit committee and supervisory board) about possible or suspected non-compliance with laws and regulations relating to third-party payments and sanctions legislation.<br>- Obtained an understanding of action and improvement plans from management, compliance department and those charged with governance.<br>- We evaluate the related disclosures in the management report and financial statements for 2025-2026. |

We considered available information and made enquiries of relevant executives, management and the supervisory board. The fraud risks we identified, enquiries and other available information did not lead to specific indications for fraud or suspected fraud potentially materially impacting the view of the financial statements.

There are (remaining) risks inherent to conducting business with customers in countries where sanctions and restrictions on payment transactions applies (including third party payments), as disclosed on page 28 of the annual report and page 77 of the financial statements.

## Our audit response related to risks of non-compliance with laws and regulations

We performed appropriate audit procedures regarding compliance with the provisions of those laws and regulations that have a direct effect on the determination of material amounts and disclosures in the financial statements. Furthermore, we assessed factors related to the risks of non-compliance with laws and regulations that could reasonably be expected to have a material effect on the financial statements from our general industry experience, through discussions with the management, reading minutes and performing substantive tests of details of classes of transactions, account balances or disclosures.

We have been informed by the management that there was no correspondence with regulatory authorities and remained alert to any indication of (suspected) non-compliance throughout the audit. Finally we obtained written representations that all known instances of non-compliance with laws and regulations have been disclosed to us.

**Our audit response related to going concern**

The management made a specific assessment of the company's ability to continue as a going concern and to continue its operations for the foreseeable future. As disclosed in Note "Going concern" in the annual report on page 49 and the Note "Financing" on page 30, parties in the financing agreement issued a waiver to Royal HZPC Group B.V. in respect of the EBITDA covenant breach. The financial statements have been prepared on a going concern basis.

We discussed and evaluated the specific assessment with the management exercising professional judgment and maintaining professional skepticism. We assessed the terms and conditions of the loan agreements, related correspondence with the lenders and the waiver obtained in respect of the covenant breach. As part of our procedures on the management's going concern assessment, we evaluated management's forecast and assessment of future covenant compliance, including the underlying assumptions and planned mitigating actions. We considered whether the management going concern assessment, based on our knowledge and understanding obtained through our audit of the financial statements or otherwise, contains all relevant events or conditions that may cast significant doubt on the company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion.

Based on our procedures performed, we did not identify material uncertainties about going concern or management's use of the going concern basis of accounting. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause a company to cease to continue as a going concern.

## Compliance with SBR Regulatory Technical Standard, including XBRL mark-ups, unaudited

We did not examine the compliance with the requirements of the Regulatory Technical Standard of the SBR domain Trade Register (including the applied eXtensible Business Reporting Language (XBRL) mark-ups) and, accordingly, do not express an opinion thereon.

## Report on other information included in the annual report

The annual report contains other information in addition to the financial statements and our auditor's report thereon.

Based on the following procedures performed, we conclude that the other information:

- Is consistent with the financial statements and does not contain material misstatements
- Contains all the information as required by Part 9 of Book 2 of the Dutch Civil Code regarding the management report and the other information as required by Part 9 of Book 2 of the Dutch Civil Code

We have read the other information. Based on our knowledge and understanding obtained through our audit of the financial statements or otherwise, we have considered whether the other information contains material misstatements.

By performing these procedures, we comply with the requirements of Part 9 of Book 2 of the Dutch Civil Code and the Dutch Standard 720. The scope of the procedures performed is substantially less than the scope of those performed in our audit of the financial statements.

The management of is responsible for the preparation of the other information, including the management report in accordance with Part 9 of Book 2 of the Dutch Civil Code and other information as required by Part 9 of Book 2 of the Dutch Civil Code.

## Description of responsibilities regarding the financial statements

### Responsibilities of the management and the supervisory board for the financial statements

The management is responsible for the preparation and fair presentation of the financial statements in accordance with Part 9 of Book 2 of the Dutch Civil Code. Furthermore, the management is responsible for such internal control as the management determines is necessary to enable the preparation of the financial statements that are free from material misstatement, whether due to fraud or error.

As part of the preparation of the financial statements, the management is responsible for assessing the company's ability to continue as a going concern. Based on the financial reporting framework mentioned, the management should prepare the financial statements using the going concern basis of accounting unless the management either intends to liquidate the company or to cease operations, or has no realistic alternative but to do so. The management should disclose events and circumstances that may cast significant doubt on the company's ability to continue as a going concern in the financial statements.

The supervisory board is responsible for overseeing the company's financial reporting process.

### Our responsibilities for the audit of the financial statements

Our objective is to plan and perform the audit engagement in a manner that allows us to obtain sufficient and appropriate audit evidence for our opinion.

Our audit has been performed with a high, but not absolute, level of assurance, which means we may not detect all material misstatements, whether due to fraud or error during our audit.
Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements. The materiality affects the nature, timing and extent of our audit procedures and the evaluation of the effect of identified misstatements on our opinion.

We have exercised professional judgment and have maintained professional skepticism throughout the audit, in accordance with Dutch Standards on Auditing, ethical requirements and independence requirements. The Information in support of our opinion section above includes an informative summary of our responsibilities and the work performed as the basis for our opinion. Our audit included among others:

- Identifying and assessing the risks of material misstatement of the financial statements, whether due to fraud or error, designing and performing audit procedures responsive to those risks, and obtaining audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control
- Obtaining an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control
- Evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management
- Evaluating the overall presentation, structure and content of the financial statements, including the disclosures
- Evaluating whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation

We are responsible for planning and performing the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the group as a basis for forming an opinion on the financial statements. We are also responsible for the direction, supervision, review and evaluation of the audit work performed for purposes of the group audit. We bear the full responsibility for the auditor's report.

**Communication**

We communicate with the supervisory board regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant findings in internal control that we identify during our audit.

Groningen, 2 November 2026

EY Accountants B.V.

signed by J.J. Kooistra