



Explanatory notes to the agenda for the Annual General Meeting of Shareholders (the "AGM") of ForFarmers N.V. (the "Company") to be held on Friday 23 April 2021

EXPLANATORY NOTES

1. Opening and announcements by the chairman of the Supervisory Board of the Company (the "Supervisory Board").

2. Report of the Executive Board of the Company (the "Executive Board").

Report of the Executive Board on the 2020 financial year (*for discussion*)

The Executive Board gives a presentation on the Company's results in 2020, as presented and described in the annual accounts and the report of the Executive Board. The most important items in the 2020 annual accounts and the report of the Executive Board are explained in more detail.

3. 2020 Annual accounts and dividend

- 3.1 Implementation of the remuneration policy (*advisory resolution*)

The chairman of the Remuneration Committee of the Supervisory Board gives account of the implementation of the remuneration policy. A breakdown of the remuneration as referred to in Article 2:135b of the Dutch Civil Code is included in the board report with the annual accounts for the 2020 financial year (Remuneration Report). The Remuneration Report is presented to the AGM for an advisory vote.

- 3.2 Explanation by the external auditor of the audit approach in relation to the 2020 annual accounts and report of the Executive Board (*for discussion*)

KPMG Accountants N.V. explains the audit approach.

- 3.3 Adoption of the 2020 annual accounts (*resolution*)

The annual accounts of the Company for the 2020 financial year are presented to the AGM for adoption.

- 3.4 Dividend distribution (*resolution*)

It is proposed to the AGM, based on the realised profit after taxes and with due observance of the dividend policy and the provisions of article 38 of the Company's articles of association (the "Articles of Association"), to distribute a dividend of € 0.29 per ordinary share. Payment will be exclusively in cash on 7 May 2021; the ex-dividend date has been set for 27 April 2021 and the record date, after processing of all entries and deletions as of that date, is 28 April 2021. Only shareholders, usufructuaries and pledgees who qualify as shareholders in the capital of the Company at the stated record date will be eligible for receipt of dividend.

4. Discharge

- 4.1 Discharge of the members of the Executive Board (*resolution*)

It is proposed to the AGM to discharge each of the members of the Executive Board from liability for the performance of their duties during the 2020 financial year. The discharge extends to all actions undertaken by the Executive Board mentioned in the annual accounts and the report of the Executive Board for the 2020 financial year as well as those otherwise communicated to the AGM.

4.2 Discharge of the members of the Supervisory Board (*resolution*)

It is proposed to the AGM to discharge each of the members of the Supervisory Board from liability for the performance of their duties during the 2020 financial year. The discharge extends to all actions undertaken by the Supervisory Board mentioned in the annual accounts and the report of the Executive Board for the 2020 financial year as well as those otherwise communicated to the AGM.

5. Appointment of auditor to audit the 2021 annual accounts and the report of the Executive Board (*resolution*)

KPMG Accountants N.V. in Amstelveen conducted the audit of the annual accounts and the report of the Executive Board for the 2020 financial year. The Supervisory Board proposes to also appoint KPMG Accountants N.V. as the auditor for the 2021 financial year.

6. Remuneration of the Supervisory Board

Also in connection with the Act to implement the Revised shareholders directive (EU) 2017/828, the remuneration policy for the parts that relate to the Executive Board, was re-adopted in 2020 by the AGM. The proposal to adjust the remuneration of the Supervisory Board was not presented to the AGM last year. The Supervisory Board proposes not to change the remuneration for 2021 either and asks the AGM to ratify this as part of the adoption of the remuneration policy for the Supervisory Board.

The remuneration policy was prepared by the Supervisory Board on the recommendation of the remuneration committee. For adoption, a qualifying majority of at least three-fourth of the issued votes is applicable. If the proposed remuneration policy - for the parts that relate to the Supervisory Board - is not, or not completely, approved by the AGM, the current remuneration policy (for the relevant parts) shall remain in full force. Prior to the preparation of the remuneration policy the Supervisory Board considered the relevant aspects as prescribed in the Dutch Corporate Governance Code 2016 (“the Code”). The proposed remuneration policy is available at the office of the Company and can be downloaded via the website www.forfarmersgroup.eu.

It is proposed to the AGM to adopt the remuneration policy for the Supervisory Board of the Company with effect as from the financial year 2021.

7. Composition of the Supervisory Board

Appointment of Mr. J.L. van Nieuwenhuizen as a member of the Supervisory Board (*resolution*)

The Supervisory Board, in accordance with the Articles of Association, has

submitted to the AGM a binding nomination to appoint Mr. J.L. van Nieuwenhuizen as a member of the Supervisory Board for a four- year term expiring at the end of the AGM of 2025. In accordance with the provisions of article 23.2 of the Articles of Association the AGM can overrule the binding nature of a nomination with a resolution adopted by over half of the votes cast in a meeting at which at least one-third of the issued share capital is represented.

The personal details of Mr. J.L. van Nieuwenhuizen as referred to in Article 2:142 paragraph 3 of the Dutch Civil Code and the motivation for her nomination are as follows:

| | |
|---|--|
| Name | J.L. van Nieuwenhuizen (Jan) |
| Age (on the date when called to office) | 59 years (29 May 1961) |
| (Previous) relevant positions | <p>Present positions:</p> <ul style="list-style-type: none"> • None <p>Previous positions;</p> <ul style="list-style-type: none"> • Member of the board of Rabobank (until 1 September 2020) • Managing director of NIBC • Managing director of Morgan Stanley • Vice President at JP Morgan |
| Relevant supervisory directorships | <p>Member of the Supervisory Board:</p> <ul style="list-style-type: none"> • None |
| Depository receipts / shares ForFarmers N.V. (and/or options / rights to subscribe for depository receipts / shares) | None |
| Motivation | <p>Mr J.L. van Nieuwenhuizen was nominated for appointment on account of his broad international experience and knowledge of the global agricultural sector. Mr J.L. van Nieuwenhuizen read law in Leiden and business economics at the University of Freiburg in Switzerland. Considering the present composition of the Supervisory Board the appointment of Mr J.L. van Nieuwenhuizen gives substances to diversity regarding background and professional experience.</p> |

At the time of (the nomination for) appointment, Mr. J.L. van Nieuwenhuizen is not independent in the sense of best practice provision 2.1.8 of the Code as he was a member of Rabobank's group management until September 1, 2020; ForFarmers maintains an important business relationship with Rabobank. As of September 1, 2021, the Supervisory Board does consider him independent within the meaning of the Code because he will be out of employment with the Rabobank for more than a

year. The nomination for appointment of Mr. J.L. van Nieuwenhuizen as a member of the Supervisory Board of the Company is supported in full by the Executive Board.

8. Designation regarding the issue of shares, the granting of rights to subscribe to shares and the restriction or exclusion of the pre-emptive right (*resolution*)

8.1 Designation of the Executive Board as the body authorised – subject to the approval of the Supervisory Board – to issue ordinary shares and to grant rights to subscribe to ordinary shares for a period of 18 months from the date of this AGM (*resolution*)

It is proposed to designate the Executive Board as the body authorised – subject to the approval of the Supervisory Board – to issue ordinary shares and to grant rights to subscribe to ordinary shares. This authority shall be limited to 10% of the issued ordinary shares (as determined at the close of trade on the date of the AGM). The AGM shall remain authorised for the percentage that has not been delegated to the Executive Board.

The Executive Board is permitted to exercise this authority at its sole discretion, subject to the approval of the Supervisory Board. This enables the Executive Board to, for instance, respond in a timely manner in relation to the financing of the Company. The issue of shares can furthermore serve for example to meet obligations arising from any share schemes but can also be used as a tool for financing (parts of) mergers, acquisitions or strategic partnerships.

The designation is requested for a period of 18 months, starting from the date of this AGM, in accordance with current corporate governance practice. The designation granted by the AGM on 24 April 2020 will expire on adoption of this proposed resolution.

8.2 Designation of the Executive Board as the body authorised – subject to the approval of the Supervisory Board – to restrict or exclude the pre-emptive right of shareholders for a period of 18 months from the date of this AGM (*resolution*)

It is proposed to designate the Executive Board as the body authorised – subject to the approval of the Supervisory Board – to restrict or exclude the pre-emptive right in the event of the issue/granting of rights to subscribe to shares pursuant to the delegation of authorities as set out under agenda item 8.1. In accordance with these delegations this designation is limited to a period of 18 months, starting from the date of this AGM. The designation granted by the AGM of 24 April 2020 will expire on adoption of this proposed resolution.

9. Authorisation of the Executive Board – subject to the approval of the Supervisory Board – to have the company acquire, other than for no consideration, shares (of any category) (*resolution*)

It is requested to authorise the Executive Board – subject to the approval of the Supervisory Board and subject to the statutory provisions and the provisions set out in the Articles of Association – to have the Company acquire (other than for no consideration) shares and/or depository receipts for shares (of any

category) in its own capital up to a maximum of 10% of the issued share capital of the Company (as determined at the close of trade on the date of the AGM).

The shares or depositary receipts for shares may be acquired on the stock exchange or otherwise, in direct transactions with shareholders, in block trades, by means of derivatives or otherwise at a price per share (or depositary receipt) of between nil and 110% of the average closing price of the ordinary shares on the regulated Euronext Amsterdam market operated by Euronext Amsterdam N.V., calculated over five trading days prior to the date of acquisition.

This purchase authorisation provides the Executive Board – subject to the approval of the Supervisory Board – the required flexibility to, inter alia, comply with obligations regarding share-based (or depositary receipt-based) incentive schemes.

This authorisation applies for a period of 18 months from the date of this AGM. The authorisation as granted by the AGM of 24 April 2020 will expire on adoption of this proposed resolution.

10. Retirement schedule of the Supervisory Board (*for information*)

As of the date of the notice convening the AGM the retirement schedule of the Supervisory Board is as follows.

| Name | Year of first appointment | Year of last reappointment | Eligible for reappointment in | To retire no later than in |
|---------------------------|---------------------------|----------------------------|-------------------------------|----------------------------|
| C. de Jong (**) | 2017 | | | 2021 |
| J.W. Addink-Berendsen (*) | 2010 | 2018 | | 2022 |
| R.H.A. Gerritzen (**) | 2018 | | 2022 | 2030 |
| W.M. Wunnekink (*) | 2015 | 2019 | 2023 | 2027 |
| J.W. den Otter (**) | 2020 | | 2024 | 2032 |
| V.A.M. Hulshof (*) | 2014 | 2018 | 2022 | 2026 |

(*) The Company deviates from best practice provision 2.2.2 of the Code in relation to persons who were members of the Supervisory Board on 1 January 2017; for such persons the Company applies the principle that they can be reappointed for a third term of four years.

(**) Members of the Supervisory Board who have been or are appointed after the aforementioned date are in principle subject to best practice provision 2.2.2 of the Code.

11. Any other business

12. Closing