



## Annual General Meeting of Shareholders (the “AGM”) of ForFarmers N.V.

**26 April 2018**

The Annual General Meeting of ForFarmers N.V. (the "**Company**") will be held at Café-Restaurant-Zalencentrum “Witkamp”, Dorpsstraat 8, 7245 AK Laren (Gelderland province) on Thursday 26 April 2018, commencing at 10.00 am.

## AGENDA

- 1. Opening and announcements**
- 2. Report of the Executive Board**
  - 2.1 Report of the Executive Board on the 2017 financial year (*for discussion*)
  - 2.2 Report on the outlines of the corporate governance structure and compliance with the Dutch Corporate Governance Code (*for discussion*)
- 3. 2017 annual accounts and dividend**
  - 3.1 Implementation of the remuneration policy (*for discussion*)
  - 3.2 Explanation by the external auditor of the audit approach in relation to the 2017 annual accounts and report of the Executive Board (*for discussion*)
  - 3.3 Adoption of the 2017 annual accounts (*resolution*)
  - 3.4 Dividend distribution (*resolution*)
- 4. Discharge**
  - 4.1 Discharge of the members of the Executive Board (*resolution*)
  - 4.2 Discharge of the members of the Supervisory Board (*resolution*)
- 5. Appointment of auditor to audit the 2018 annual accounts and the report of the Executive Board (*resolution*)**
- 6. Composition of the Executive Board**

Reappointment of Mr. Y.M. Knoop (CEO) as a member of the Executive Board of the Company (*resolution*)
- 7. Composition of the Supervisory Board**
  - 7.1 Appointment of Mr. R.H.A. Gerritzen as a member of the Supervisory Board (*resolution*)
  - 7.2 Reappointment of Mrs. J.W. Addink-Berendsen as a member of the Supervisory Board (*resolution*)
  - 7.3 Reappointment of Mr. V.A.M. Hulshof as a member of the Supervisory Board (*resolution*)
- 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**
  - 8.1 Designation of the Executive Board as the body authorised to issue ordinary shares and to grant rights to subscribe to ordinary shares (*resolution*)
  - 8.2 Designation of the Executive Board as the body authorised to restrict or exclude the pre-emptive right of shareholders (*resolution*)
- 9. Authorisation to repurchase shares**

Authorisation of the Executive Board to have the company acquire, other than for no consideration, shares (of any category) in its own share capital (*resolution*)
- 10. Retirement schedule of the Supervisory Board (*for information*)**
- 11. Any other business**
- 12. Closing**

Lochem, 13 March 2018

**Executive Board**  
**ForFarmers N.V.**  
P.O. Box 91  
7240 AB LOCHEM  
THE NETHERLANDS

**Appendices:**

- Additional information
- Explanatory notes to the agenda

## ADDITIONAL INFORMATION

The full text of the agenda, along with the explanatory notes and other meeting documents, will be available for inspection by participation account holders, depositary receipt holders, shareholders and other parties entitled to attend meetings (“**Eligible meeting participants**”) from today at the Company’s offices or can be obtained free of charge from ABN AMRO Bank N.V., Gustav Mahlerlaan 10, 1082 PP Amsterdam (“ABN AMRO”), telephone +31 20 3442000 or email [corporate.broking@nl.abnamro.com](mailto:corporate.broking@nl.abnamro.com). These documents can also be viewed and obtained from today via the Company’s corporate website [www.forfarmersgroup.eu](http://www.forfarmersgroup.eu) as well as via the websites [www.securitiesinfo.com](http://www.securitiesinfo.com) and [www.abnamro.com/evoting](http://www.abnamro.com/evoting).

## RECORD DATE

In accordance with the statutory provisions eligible meeting participants and persons entitled to vote at meetings are those persons who (i) on **Thursday 29 March 2018**, after processing of all entries and deletions as of that date (the “Record Date”), are recorded in a register or sub-register as specified below and (ii) were recorded in the manner outlined below. The records designated as registers or sub-registers are those held by brokers as defined in the Dutch Securities Giro Act and the shareholders’ register as kept by the Company, which show who is entitled to attend and vote at meetings at the Record Date.

## REGISTRATION AND ACCESS

Eligible meeting participants or their authorised representatives can attend the meeting on condition they have registered. To secure registration they need to register with ABN AMRO via [www.abnamro.com/evoting](http://www.abnamro.com/evoting) or via their broker **between Friday 30 March 2018 and 5.00 pm on Thursday 19 April 2018**. When registering with ABN AMRO via [www.abnamro.com/intermediary](http://www.abnamro.com/intermediary) the relevant broker must provide a statement giving the number of shares being registered for the meeting for the relevant eligible meeting participants. On registering brokers are requested to provide the full address details of the relevant eligible meeting participants in order that ABN AMRO can perform an efficient check of their entitlement as at the Record Date. Eligible meeting participants will be sent an admission ticket for the meeting by ABN AMRO (via the relevant brokers).

If an eligible meeting participant has not received an admission ticket in time then they (or their authorised representative) must report to the registration desk before the start of the meeting and provide a valid proof of identity. Provided their ID details match the details on the registration list they will be granted access to the meeting.

Holders of **depositary receipts** or **participation accounts** (who are employed by ForFarmers or are members of the FromFarmers Cooperative as at the Record Date) can register themselves and/or request voting rights in the period **from Friday 30 March 2018 to 5.00 pm on Monday 16 April 2018** via [www.forfarmersgroup.eu](http://www.forfarmersgroup.eu).

## PROXY / VOTING INSTRUCTIONS

Those entitled to vote and attend meetings who wish to be represented by a proxy can indicate this via [www.abnamro.com/evoting](http://www.abnamro.com/evoting) when registering or must submit a signed proxy to the aforementioned bank **by 5.00 pm on Thursday 19 April 2018**. The authorised representative must provide a copy of the proxy to the registration desk prior to the meeting.

Proxy forms are available free of charge from the offices of ForFarmers N.V. and via the website ([www.forfarmersgroup.eu](http://www.forfarmersgroup.eu)). Notwithstanding the registration procedure as set out above, eligible meeting participants can also choose to be represented by the independent third party SGG Financial Services B.V., Hoogoorddreef 15, 1101 BA Amsterdam. Those wishing to do so can submit their voting instructions electronically to [www.abnamro.com/evoting](http://www.abnamro.com/evoting) **up until 5.00 pm on Thursday 19 April 2018**. Holders of securities who are unable to submit their voting instructions electronically may also do so in writing. Forms for this purpose are available free of charge from the Company's offices and via the corporate website ([www.forfarmersgroup.eu](http://www.forfarmersgroup.eu)). The completed form must be returned to the aforementioned bank by **5.00 pm on Thursday 19 April 2018**.

Holders of **depository receipts** or **participation accounts** who are entitled to vote and wish to be represented can make this known by sending an email to [ava@forfarmers.eu](mailto:ava@forfarmers.eu).

Proxies who represent various shareholders, depository receipt holders or holders of participation accounts and who have received voting instructions, such that they are unable to vote the same way (*for, against, abstain*) on all shares they will be representing at the meeting are requested to contact ForFarmers N.V. by **Friday 20 April 2018** (tel.: +31 573 28 88 00; email: [ava@forfarmers.eu](mailto:ava@forfarmers.eu)) to enable proper processing of the said instructions.

Based on the trust conditions of the ForFarmers Trust Office Foundation (the "**Foundation**"), Coöperatie FromFarmers U.A. (the "**Cooperative**") issues voting instructions to the Foundation for shares held by the Foundation for which no depository receipt holder has requested voting rights. The Foundation follows said voting instructions and these shall therefore qualify as a vote cast on the relevant shares.

Those entitled to attend and vote at meetings have the option of being represented by the Cooperative (without voting instructions). A form for this purpose is available via the ForFarmers website ([www.forfarmersgroup.eu](http://www.forfarmersgroup.eu)). The Cooperative will then vote on the proposed resolutions as it sees fit. It should, however, be noted that if at any time the shares held by the Cooperative and parties affiliated with it represent less than 30% of the voting rights in the AGM then the Cooperative shall only accept proxies if and to the extent that the percentage of the voting rights that it consequently represents, combined with the shares held by the Cooperative and parties affiliated with it and the number of shares for which it can issue voting instructions as referred to above, does not exceed 29.9%.

## **PROOF OF IDENTITY**

Those entitled to attend meetings may be requested to provide proof of identity at the registration desk prior to being admitted to the meeting. We therefore request all those entitled to attend to bring valid proof of identity along to the meeting (passport, ID card or driving licence).

## **ISSUED SHARE CAPITAL AND VOTING RIGHTS OF THE COMPANY**

At the date of the notice convening the meeting the Company's issued share capital amounted to € 1,062,610.41, consisting of 106,261,040 ordinary shares and 1 priority share with a nominal value of € 0.01 each. As at that date the Company holds 6,085,081 shares, meaning that the number of shares on which voting rights can be exercised as at the day the meeting is convened equals 100,175,960.

Lochem, 13 March 2018.

**Executive Board**  
**ForFarmers N.V.**  
P.O. Box 91  
7240 AB LOCHEM  
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