



**Regulations Supervisory Board
ForFarmers N.V.**

REGULATIONS SUPERVISORY BOARD FOR FARMERS N.V.

Introduction

- A. The corporate governance of the Company is determined by the law, the Articles of Association, and the relevant regulations.
- B. These regulations regulate the internal matters of the Supervisory Board.
- C. These regulations were prepared in view of the Dutch Corporate Governance Code (the “Code”) as effective as from 1 January 2017.
- D. Within the framework of the above and the current organisation of the Company the Supervisory Board reached the conclusion that there shall – inter alia – be question of deviation from the *best practice* provisions of the Code regarding the composition of the Supervisory Board as to the number of Independent Supervisory Board Members. This is elucidated in the profile of the Supervisory Board and in the executive board report of the Company.

Definitions

Article 1

The following definitions are used in these regulations:

General Meeting	the General Meeting as defined in the Articles of Association.
Executive Board	the statutory (also pursuant to the Articles of Association) executive board of the Company.
Subsidiary	a legal person in which the Company or one or more of its subsidiaries, whether or not pursuant to an agreement with other parties entitled to vote, can, individually or jointly, exercise more than half of the voting rights in the general meeting as well as other legal persons and companies that are qualified as such by the Dutch Civil Code.
Independent Supervisory Board Member	a supervisory board member who is deemed to be independent of the Company, to be assessed on the basis of the criteria of independence included in article 4.5 of these regulations.
Reference Date	1 January of each calendar year.
Priority	the holder of the priority share in the share capital of the Company, other than the Company.
Supervisory Board	the Supervisory Board of the Company.

Articles of Association	the articles of association of the Company as they read from time to time.
Company	ForFarmers N.V.
Absolute Majority	more than half of the number of votes cast.
Chairman	the chairman of the Supervisory Board.

Composition of the Supervisory Board

Article 2

- 2.1** The Supervisory Board consists of six members.
- 2.2** The members of the Supervisory Board are appointed by the General Meeting in consideration of the provisions set forth below in article 5.
- 2.3** If on the most recent Reference Date the Priority can, with regard to more than fifty per cent (50%) of the total number of votes to be cast on ordinary shares:
- a. exercise the voting right on shares that are held by the Priority (regardless of the fact whether the Priority grants or granted a power of attorney for exercising the said voting right or accepts or accepted a relevant voting instruction); and/or
 - b. issue a voting instruction regarding the manner of exercising the voting right that is affiliated with ordinary shares held by the ForFarmers Trust Office Foundation in accordance with the trust terms and conditions of the said foundation;
- then the Priority shall, after consultation with the Supervisory Board, appoint a supervisory board member as Chairman. In all other instances the Supervisory Board shall, after consultation with the Priority, appoint a supervisory board member as Chairman.
- 2.4** The Supervisory Board designates one of its members as vice-chairman.

Chairman of the Supervisory Board

Article 3

- 3.1** The Chairman determines (in conjunction with the Executive Board) the agenda of the meetings of the Supervisory Board and chairs these meetings.
- 3.2** The Chairman sees to it that:
- a. members of the Supervisory Board and the Executive Board follow their introduction and information or training programme;
 - b. the members of the Supervisory Board receive all information that is required for the proper performance of their duty in a timely fashion;
 - c. there is sufficient time for the deliberation and decision-making by the Supervisory Board;
 - d. the Supervisory Board and the committees of the Supervisory Board perform their duties properly;
 - e. the individual executive board directors and members of the Supervisory Board are assessed at least annually on their performance;
 - f. the Supervisory Board elects a vice-chairman;

- g.** the contacts with the Executive Board, the employee representation (in consideration of article 17) and the General Meeting proceed properly;
- h.** the Executive Board performs the activities with regard to culture;
- i.** the Supervisory Board receives signals from the business affiliated with the Company and sees to it that (suspicions of) material abuses and irregularities are forthwith reported to the Supervisory Board;
- j.** the General Meeting takes place in a tidy and efficient way;
- k.** effective communication can take place with the shareholders; and
- l.** the Supervisory Board is closely involved in a merger or takeover process in a timely fashion;

and has the duty to:

- m.** handle, and decide on, notifications of potential conflicting interests (barring an instance where the Chairman has a potentially conflicting interest in which instance the deputy chairman of the Supervisory Board takes over the role of the Chairman in this respect);
- n.** take receipt of, and decide on, reported (suspicions of) abuses and irregularities that regard the performance of members of the Executive Board and/or the Supervisory Board (barring an instance where the said alleged irregularities regard the performance of the Chairman in which instance the vice-chairman of the Supervisory Board takes over the role of the Chairman in this respect).

3.3 The Chairman is the main point of contact for the Executive Board, the supervisory board members and the employee representation on behalf of the Supervisory Board. The Chairman is moreover the main point of contact for shareholders about the performance of executive board - and supervisory board members.

Profile of the Supervisory Board

Article 4

- 4.1** The Supervisory Board prepares a profile of its scope and composition, taking the nature of the business, its activities, and the desired expertise, experience, background and independence of its members into account. The Supervisory Board shall annually evaluate the profile.
- 4.2** The profile is public, is available for inspection at the office of the Company, and is posted on the website of the Company.
- 4.3** The composition of the Supervisory Board shall be such that the combination of experience, expertise, background and independence of its members comply with the profile and best enables the Supervisory Board to comply with its various obligations vis-à-vis the Company and those involved in the Company (including the shareholders and depositary receipt holders), in accordance with applicable legislation and regulations (including the rules of a potential stock exchange that the shares on the Company are listed on). The Supervisory Board pursues, in consideration of the diversity policy, a mixed composition, inter alia with regard to age, gender and background regarding education and professional experience.
- 4.4** The following requirements must be taken into account with the composition of the Supervisory Board:
 - a.** each of its members must be able to assess the main features of the total policy of the Company and its business;

- b.** each of its members must fit in the profile and through participation in the Supervisory Board (in case of (re-)appointment and thereafter) the Supervisory Board as a whole shall need to be composed in accordance with article 4.3;
- c.** at least one of its members is a so called financial expert, which implies that this person disposes of the necessary expertise in the area of accounting standards, bookkeeping and/or control;
- d.** to at most one of its members one of the criteria as intended in article 4.5 under a up to and including e applies;
- e.** the number of supervisory board members to whom the criteria as intended in article 4.5 apply is jointly less than half of the total number of supervisory board members;
- f.** per shareholder, or group of related shareholders, who directly or indirectly holds more than ten per cent in the share capital of the Company, there are at most two supervisory board members who can be qualified as related to or representing the same as intended in article 4.5 under f and g;
- g.** none of the members who were already in office on 1 January 2017 can be (re-)appointed for more than three consecutive terms of office of four years, or rather after the twelfth year in office (on the understanding that currently existing appointments are respected); with regard to members who were appointed after the said date it is noted that they cannot be (re-)appointed for more than two consecutive terms of office of four years followed by two consecutive terms of office of two years, or rather after the twelfth year in office;
- h.** none of its members can hold more than five supervisory board memberships (including a position as a non-executive director in a one-tier board) at legal entities (including the Company) as intended in section 142a of Book 2 of the Dutch Civil Code in the course of which a chairmanship counts double;
- i.** the members cannot be a member of the board of the ForFarmers Trust Office Foundation or the ForFarmers Continuity Foundation;
- j.** the Chairman cannot be a former executive board director of the Company and the criteria as intended in article 4.5 under a up to and including e are not applicable to him or her.

4.5 A member of the Supervisory Board shall not be qualified as independent (and therefore be qualified as independent if none of the following applies) if he, or his spouse, registered partner or other life companion, foster child, or relative by blood or affinity up to the second degree:

- a.** was an employee or executive board director of the Company (including associated companies as referred to in section 5:48 of the Financial Supervision Act) in the five years prior to the appointment as a supervisory board member;
- b.** receives a personal financial allowance from the Company or from a company affiliated with the same other than the allowance that is received for the activities performed as a supervisory board member, and to the extent that it is not in line with the normal business operations;
- c.** had an important business relationship with the Company or a company affiliated with the same in the year prior to the appointment as a supervisory board member. This does in any case include the instance that a supervisory board member, or the firm of which he is a shareholder, partner, associate or adviser, acted as adviser of

the Company (consultant, external auditor, civil-law notary, and lawyer) and the instance that the supervisory board member is an executive board director or employee of a bank institution with which the Company maintains a sustainable and significant relationship;

- d. is a member of the board of a company in which a member of the board of the Company (that he supervises) is a supervisory board member (interconnections);
- e. temporarily provided for the Executive Board if board members are absent or unable to discharge their duties during the previous twelve months;
- f. holds a block of shares and/or depositary receipts for the same of at least ten per cent in the Company (including the shareholding of natural persons or legal bodies who cooperate with him on the basis of an express legal or tacit, oral or written agreement);
- g. is a director or supervisory board member at, or is otherwise a representative of, a legal person that holds, either directly or indirectly, at least ten per cent of the shares and/or depositary receipts in the Company, unless it regards group companies.

The Supervisory Board members shall declare in the report of the Supervisory Board to what extent, in the opinion of the same, the provisions of the Code regarding the independence of its members are met and potentially motivate why there is question of a deviation from the said provisions. The Supervisory Board shall also indicate in it what supervisory board members it potentially deems not to be independent.

4.6 The Supervisory Board can designate one or more members as a delegated supervisory board member. A delegated supervisory board member is a supervisory board member with a special duty. The delegation cannot overstep the duties that the supervisory board member has and does not include the management of the Company; it extends to more intensive supervision and advice and more regular consultation with the Executive Board. The delegated supervisory board membership is only of a temporary nature. The delegation cannot remove the duty and authority of the Supervisory Board. The delegated supervisory board member remains a member of the Supervisory Board.

4.7 Each member of the Supervisory Board is held to provide the Chairman with the information that is required for the determination and, where applicable, the updating of his:

- a. sex;
- b. age;
- c. main position;
- d. nationality
- e. ancillary positions, to the extent relevant to the performance of the duty as a supervisory board member;
- f. time of first appointment;
- g. the current term for which he was appointed.

The Chairman monitors that this information is published in the report of the Supervisory Board.

Appointment, re-appointment, resignation, suspension and dismissal

Article 5

5.1 In consideration of the provisions set forth in article 5.2 the appointment of a supervisory board member takes place on the basis of the binding recommendation prepared by the

Supervisory Board. The General Meeting can deprive the recommendation of its binding nature by resolution adopted by an Absolute Majority in a meeting in which at least a third of the issued share capital is represented.

- 5.2** If on the most recent Reference Date the Priority can, with regard to more than fifty per cent (50%) of the total number of votes to be cast on ordinary shares:
- a. exercise the voting right on shares that are held by the Priority (regardless of the fact whether the Priority grants or granted a power of attorney for exercising the said voting right or accepts or accepted a relevant voting instruction); and/or
 - b. issue a voting instruction regarding the manner of exercising the voting right that is affiliated with ordinary shares held by the ForFarmers Trust Office Foundation in accordance with the trust terms and conditions of the said foundation;
- then the Supervisory Board shall place a person recommended by the Priority on the nomination for four of the six supervisory board members as intended in article 5.1, unless the Supervisory Board objects to the recommendation on the basis of the expectation that the recommended person shall be unsuitable for the performance of the duties of supervisory director or that the Supervisory Board shall, upon appointment in accordance with the recommendation, no longer be composed properly. In other instances the Priority shall have the aforementioned right of recommendation in respect of three of the six supervisory board members.
- 5.3** The nomination for (re-)appointment is motivated. In case of re-appointment the manner that the candidate fulfilled his duty as a supervisory board member is taken into account. Supervisory Board members shall sit on the Supervisory Board for a term of at most four years, and then qualify for re-appointment, on the understanding that the term of office of a member can, due to a new re-appointment after the entry into force of these regulations, never exceed three four-year terms or (for members who were appointed after 1 January 2017) two four-year terms followed by two two-year terms. Reappointment after a period of eight years (for a term of two years) is substantiated in the report of the Supervisory Board. The term of office of a supervisory board member preferably comes to an end at the end of the day when a general meeting of the Company is held in the year that his term of office comes to an end.
- 5.4** The Supervisory Board shall prepare a rotation schedule in order to avoid, where possible, that re-appointments take place at the same time or that many supervisory board members resign at the same time. Without prejudice to article 5.3, members of the Supervisory Board resign in accordance with the rotation schedule. The rotation schedule is publicly available and is posted on the website of the Company.
- 5.5** The Supervisory Board sees to it that the Company disposes of a proper plan for the succession of executive board directors and supervisory board members that is aimed at retaining the balance in the requisite expertise, experience and diversity. When preparing the plan the profile of the Supervisory Board is taken into account.
- 5.6** Members of the Supervisory Board resign early in case of insufficient performance, structural incompatibility of interests or when this is otherwise, in the opinion of the Supervisory Board, required.
- 5.7** Members of the Supervisory Board who temporarily provide for the Executive Board if members of the Executive Board are absent or unable to discharge their duties (temporarily) resign from the Supervisory Board in order to provide for the board's duty.

- 5.8** In case of a vacancy the Supervisory Board takes measures to forthwith supplement the number of members.
- 5.9** Suspension and dismissal of supervisory board members take place in accordance with the relevant statutory provisions and the relevant provisions set forth in the Articles of Association.

The Company secretary

Article 6

- 6.1** The Supervisory Board is supported by the secretary of the Company. The secretary of the Company is, whether or not on the initiative of the Supervisory Board, appointed and dismissed by the Executive Board after consent has been obtained from the Supervisory Board. The secretary of the Company is particularly responsible for:
- a.** supervising that the correct procedures are followed and that acts are in accordance with the law, the Articles of Association, and the regulations;
 - b.** facilitating the supply of information of the Executive Board and the Supervisory Board;
 - c.** supporting the Chairman in the organisation of the Supervisory Board.
- 6.2** If and as long as the Supervisory Board did not designate its own (whether or not temporary) secretary, the secretary of the Company shall in that capacity also be the secretary of the Supervisory Board.
- 6.3** The secretary of the Company can delegate its duties and authorities, or parts thereof, to a deputy appointed by him in consultation with the Chairman.
- 6.4** The secretary of the Company can also perform activities for the Executive Board. If the secretary performs activities for the Executive Board and signals that the interests of the Executive Board and the Supervisory Board are divergent as a result of which it is unclear what interests the secretary is to look after then he reports this to the Chairman.

Duty of the Supervisory Board

Article 7

- 7.1** The duty of the Supervisory Board is to supervise the policy of the Executive Board of the Company and the general course of affairs regarding the Company and the business affiliated with the same and assists the Executive Board with advice. During the performance of its duty the Supervisory Board focuses on the interest of the Company and the business affiliated with the same. To this end the Supervisory Board balances the relevant interests of those involved in the Company. In this respect the Supervisory Board also takes the aspects of social corporate responsibility relevant to the Company into account. The Supervisory Board is responsible for the quality of its own performance.
- 7.2** The duty of the Supervisory Board includes, inter alia:
- a.** the supervision and (whether or not prior) control of, and the provision of advice to, the Executive Board in respect of: (i) the (implementation of the) strategy for the realisation of long-term value creation and the risks associated with the business activities, (ii) the realisation of the objectives of the Company, (iii) the organisation and operation of the internal risk management and control systems, (iv) the financial reporting process, (v) compliance with the legislation and regulations, (vi) the

organisation and implementation of internal procedures that ensure that all relevant information is known to the Executive Board and the Supervisory Board in a timely fashion, (vii) the relationship with shareholders, and (viii) the aspects of corporate social responsibility relevant to the Company;

- b.** the disclosure of, the compliance with, and the maintenance of the corporate governance structure of the Company;
- c.** the approval of the annual budget and important capital investments of the Company;
- d.** the selection and nomination to the General Meeting of the external auditor of the Company;
- e.** the selection and binding nomination to the General Meeting of members of the Executive Board, the proposal for adoption by the General Meeting of the remuneration policy for members of the Executive Board, the adoption of the remuneration in consideration of the aforementioned remuneration policy and the contractual terms and conditions of employment of the members of the Executive Board;
- f.** the, in consideration of the provisions set forth in article 5, selection and binding nomination to the General Meeting of the members of the Supervisory Board as well as the proposal for adoption by the General Meeting of the remuneration for its members;
- g.** the evaluation and assessment of the performance of the Executive Board and the Supervisory Board as also of their individual members (including an assessment of the profile for the Supervisory Board and the introduction, education or training programme);
- h.** the handling of, and decision-making on, reported potential conflicting interests between the Company on the one hand and members of the Executive Board, Supervisory Board members and/or the external auditor on the other hand as well as the handling of, and deciding on, transactions between the Company and shareholders who hold at least 10% of the shares / depositary receipts in the Company;
- i.** the stimulation of openness and addressability within the Supervisory Board and mutually between the Executive Board and the Supervisory Board;
- j.** the handling of, and decision-making on, reported (suspicions of) abuses and irregularities that are related to the performance of members of the Executive Board and the monitoring of the functioning of the notification procedure of (suspicions of) abuses and irregularities.

The strategy for long-term value creation is subject to the approval of the Supervisory Board.

- 7.3** The Supervisory Board can, at the expense of the Company, obtain advice that the Supervisory Board deems to be desirable for a correct performance of its duty.
- 7.4** The Supervisory Board can determine that one or more of its members (i) shall have access to all business areas of the Company, and (ii) shall be competent to inspect any and all books, correspondence, and other documents, and (iii) shall be authorised to take note of any and all acts that took place.
- 7.5** The Supervisory Board shall annually after conclusion of the financial year of the Company prepare and publish a report about the performance and the activities of the Supervisory Board and its committees in the relevant financial year. The report does in any case contain

- the information that needs to be included in pursuance of these regulations and the Code.
- 7.6** The Supervisory Board regularly discusses the strategy, the implementation of the strategy and the associated main risks as well as the effectiveness of the organisation and the operation of the internal risk management and control systems.

Meetings of the Supervisory Board

Article 8

- 8.1** The Supervisory Board shall meet at least four times a year and moreover as often as one or more of its members deems this to be necessary. The meetings shall basically be held at the office of the Company, but can also take place elsewhere. Meetings can also take place by telephone or videoconference, provided that all participating members can hear each other simultaneously and none of the supervisory board members objects to this.
- 8.2** In case of frequent absence the relevant member of the Supervisory Board is basically called to account for this by the Chairman and is requested for an explanation. The report of the Supervisory Board states the attendance percentage of each and every supervisory board member at the meetings of the Supervisory Board and of the committees.
- 8.3** Unless the Supervisory Board resolves otherwise, the meetings of the Supervisory Board shall be attended by one or more members of the Executive Board, barring the meetings that regard:
- a.** the assessment of the performance of the Executive Board and its individual members, and the conclusions that must be drawn from this;
 - b.** the assessment of the performance of the Supervisory Board and its individual members, and the conclusions that must be drawn from this;
 - c.** the desired profile, the composition and the competence of the Supervisory Board;
 - d.** the potential conflicting interests of executive board directors.
- 8.4** The external auditor of the Company shall participate in each and every meeting of the Supervisory Board in which the opinion on the audit of the annual accounts is discussed. The external auditor receives the financial information on which the adoption of the quarterly and/or six-monthly figures and other interim reports are based and is given the opportunity to react to all information.
- 8.5** Meetings of the Supervisory Board are convened by the secretary of the Company on behalf of the Chairman or one or more supervisory board members who requested this or one or more executive board directors who requested this. To the extent that this is practically feasible the notice and the agenda of the items to be discussed shall be made available to the members of the Supervisory Board eight days before the start of the meeting.
- 8.6** The secretary of the Company is responsible for the minutes of the meetings. These shall basically be adopted during the first following meeting. However, if all members of the Supervisory Board agree with the content of the minutes then the adoption thereof can also take place earlier. Evidencing their adoption the minutes are signed by the Chairman and are sent to the members of the Supervisory Board before the first following meeting. Extracts from the adopted minutes can be signed and be made available by the secretary of the Company.

Resolutions of the Supervisory Board

Article 9

- 9.1** The Supervisory Board can only adopt legally valid resolutions in a meeting if the majority of its members is present or represented on the understanding that members who have a conflicting interest are not included in the calculation of this quorum. Without prejudice to the last sentence of article 9.3, each and every supervisory board member casts one vote. Invalid votes, blank votes and abstained votes are deemed not to have been cast. A supervisory board member may be represented by another supervisory board member duly authorized in writing for that purpose.
- 9.2** The Supervisory Board can also resolve outside of a meeting, provided all supervisory board members are familiar with the resolution to be made and none of them opposes this way of decision-making. The resolution which has been taken in this manner will be documented in writing and signed by the Chairman. Possible reactions received in writing will be attached to the resolution.
- 9.3** Without prejudice to article 11 and to the extent that the Articles of Association do not prescribe a larger majority the Supervisory Board can only adopt a legally valid resolution in or outside a meeting by Absolute Majority. Votes on business matters take place by voice. Votes by acclamation are possible if none of the supervisory board members present object to this. If the votes are equally divided then the Chairman has a decisive vote.
- 9.4** Unless the Supervisory Board resolves otherwise, if in case of the election of persons nobody obtains the Absolute Majority then a second vote takes place between the two persons who unite the largest number of votes. If multiple persons unite the same number of votes and would qualify for a second vote then it shall be decided by drawing lots who qualifies for a second vote. If the votes are equally divided in case of a second vote then the Chairman decides.
- 9.5** If the required number of supervisory board members is not present or represented at a meeting then a new meeting is convened, to be held after at least one week and at most one month has lapsed, at which then, regardless of the number of supervisory board members present, resolutions can be adopted in respect of the subject matters specified in the notice convening the previous meeting.
- 9.6** At least once a year without the presence of the Executive Board the Supervisory Board evaluates its own performance, the performance of the individual committees of the Supervisory Board and that of the individual supervisory board members, and discusses the conclusions that must be drawn from the evaluation. In this respect attention is paid to (i) the content-related aspects, the mutual interaction and the interaction with the Executive Board, (ii) matters that occurred in practice from which lessons can be learned, and (iii) the desired profile, the composition, competencies and expertise of the Supervisory Board.
- 9.7** At least once a year the Supervisory Board evaluates, without the presence of the Executive Board, the performance of the Executive Board as a whole as well as that of the individual executive board directors and discusses the conclusions that must be drawn from the evaluation, such also in the light of the succession of executive board directors.
- 9.8** It is mentioned in the report of the Supervisory Board (i) how the evaluation of the Supervisory Board, the individual committees and the individual supervisory board members took place, (ii) how the evaluation of the Executive Board and the individual executive board directors took place, and (iii) what was or is done with the conclusions of the evaluations.

Resolutions to be approved by the Supervisory Board

Article 10

- 10.1** The Executive Board submits the annual accounts and the proposed profit appropriation to the Supervisory Board for approval. The Supervisory Board subsequently submits the same to the General Meeting for adoption.
- 10.2** The Executive Board of the Company adopts board regulations. The board regulations as well as a proposal to change the board regulations are submitted to the Supervisory Board for approval.
- 10.3** Regardless of the fact whether this is prescribed by law or the Articles of Association, the following resolutions of the Executive Board shall in any case be submitted to the Supervisory Board for approval:
- a.** the submission of a proposal to the General Meeting regarding:
 - i.** the designation as intended in article 5.1 under c of the Articles of Association;
 - ii.** the issue of shares or the granting of rights to subscribe for shares;
 - iii.** the limitation or exclusion of the pre-emptive right;
 - iv.** the designation or the granting of authorisation as intended in article 7.1, 8.5 respectively 11.2 of the Articles of Association;
 - v.** the reduction of the issued share capital of the Company;
 - vi.** the payment of a distribution at the expense of the profit or reserves of the Company;
 - vii.** the determination that a distribution is, either in whole or in part, paid in the form of shares in the share capital of the Company or in kind instead of in cash;
 - viii.** the amendment of the Articles of Association;
 - ix.** the conclusion of a merger or division;
 - x.** the granting of authorisation to the Executive Board to file a winding-up petition for the Company; and
 - xi.** the dissolution of the Company;
 - b.** the issue of shares or the granting of rights to subscribe for shares (including in any case the issue of options or other financial instruments that can be exercised to acquire, or can be converted into, shares);
 - c.** the limitation or exclusion of the pre-emptive right;
 - d.** the request for a payment as intended in article 9.1 of the Articles of Association;
 - e.** the acquisition by the Company of its own shares, including the determination of the value of a payment in kind in case of this kind of acquisition as intended in article 11.4 of the Articles of Association;
 - f.** the sale and transfer by the Company of its own shares;

- g. the granting of approval for the establishment of a right of pledge as intended in article 14.1 of the Articles of Association;
- h. the granting of approval for a transfer as intended in article 15.1 of the Articles of Association;
- i. the preparation or change of the Board Regulations;
- j. the performance of the legal acts as intended in article 18.3 of the Articles of Association;
- k. the performance of the legal acts as intended in article 19.10 and article 19.11 under b of the Articles of Association;
- l. the charging of amounts that must be paid up on shares at the expense of the reserves of the Company as intended in article 37.4 of the Articles of Association;
- m. the determination what part of the profit is added to the reserves of the Company as intended in article 38.1 under d of the Articles of Association;
- n. the payment of interim distributions;
- o. the relocation of the head office of the Company outside the Eastern Netherlands (the provinces of Gelderland and Overijssel); and
- p. such other resolutions of the Executive Board as determined by the Supervisory Board in a corresponding resolution and of which the Executive Board was informed.

The Supervisory Board can only resolve to approve a resolution as intended above under b by a majority of at least three quarters of the Supervisory Board members in office.

- 10.4** The absence of a resolution of the Supervisory Board as intended in this article 10 does not affect the representative authority of the Executive Board or the members of the Executive Board.

Independence of the (members of the) Supervisory Board; conflicting interests

Article 11

- 11.1** The supervisory board members must act without a mandate of any party whatsoever and apart from other particular interests involved in the Company.
- 11.2** The Supervisory Board monitors that an independent supervisory board member is not hindered in the independent performance of his supervisory duty by hierarchic subordination, interconnections or other relationships with the persons whom he supervises.
- 11.3** The Supervisory Board monitors that each and every apparent conflict of interests between the Company and a supervisory board member is avoided as much as possible.
- 11.4** A supervisory board member does not participate in the deliberation and decision-making about a subject matter or transaction where he has a direct or indirect personal interest that conflicts with the interest of the Company and the enterprise affiliated with it ("**conflicting interest**"). It shall only be possible to conclude this kind of transaction on the basis of conditions common in the industry. The resolutions regarding the conclusion of transactions where conflicting interests of supervisory board members that are of material importance to the Company and/or to the relevant supervisory board members play a role ("**material conflicting interest**") require the approval of the Supervisory Board. The Chairman monitors

that any and all transactions in which material conflicting interests were involved are published in the executive board report stating the conflicting interest and the declaration that articles 11.4, 11.5, and 11.6 were complied with.

11.5 There can be question of a material conflicting interest if:

- a. the Company intends to conclude a transaction with a legal person in which the supervisory board member personally holds a material financial interest;
- b. the Company intends to conclude a transaction with a legal person of which an executive board member has a familial relationship with the supervisory board member.

There is, in any case, question of a material conflicting interest if:

- c. there is or is deemed to be question of a conflicting interest according to applicable law, including the rules of a any stock exchange on which the shares in the Company are listed;
- d. the Supervisory Board decided that there is or is deemed to be question of a conflicting interest.

With regard to supervisory board members it is noted that doing business with (a Subsidiary of) the Company does by definition bring about the appearance of a (potential) conflicting interest. In this respect normal, common transactions performed by a supervisory board member that are also concluded with other customers of (a Subsidiary of) the Company, provided on the basis of common conditions, shall not automatically result in a conflicting interest within the framework of these Regulations.

11.6 Each and every member of the Supervisory Board (other than the Chairman) immediately reports each and every potentially material conflicting interest to the Chairman. Each and every member of the Supervisory Board that has a (potentially) conflicting interest makes all relevant information available to the Chairman, including the relevant information regarding his spouse, registered partner or other life companion, foster child and relatives by blood or marriage up to the second degree. If the Chairman has a (potentially) conflicting interest then he immediately reports this to the vice-chairman of the Supervisory Board. The Chairman makes all relevant information about this available to the vice-chairman of the Supervisory Board, including the relevant information regarding his spouse, registered partner or other life companion, foster child and relatives by blood or affinity up to the second degree. In all instances other than those mentioned in article 11.5 under c. and d. the Supervisory Board shall determine whether a reported (potentially) conflicting interest is a conflicting interest on the basis of which article 11.4 is applicable. The Supervisory Board resolves outside the presence of the relevant executive board director or supervisory board director whether there is question of a conflicting interest.

11.7 A supervisory board member shall:

- a. not compete with the Company;
- b. in consideration of the relevant policy, not claim or accept (substantial) gifts from the Company for himself, for his spouse, registered partner or other life companion, foster child or relative by blood or marriage up to the second degree;
- c. not provide third parties with unjust advantages at the expense of the Company;
- d. not utilise business opportunities that belong to the Company for himself, for his spouse, registered partner or other life companion, foster child or relative by blood or marriage up to the second degree.

11.8 Article 11.5 is *mutatis mutandis* applicable to the members of the Executive Board. Each and

every member of the Executive Board immediately reports each and every (potentially) material conflicting interest to the Chairman and makes all relevant information about this available to him, including the relevant information about his spouse, registered partner or other life companion, foster child, and relatives by blood or marriage up to the second degree. In all instances other than those mentioned in article 11.5 under c. and d. (*mutatis mutandis* applied to the Executive Board) the Supervisory Board shall determine whether a reported (potentially) conflicting interest is a conflicting interest as a result of which the transaction can exclusively be concluded on the basis of at least the common conditions in the industry. The resolutions regarding the conclusion of transactions where material conflicting interests of directors play a role require the approval of the Supervisory Board. The Chairman monitors that these transactions are published in the executive board report stating the conflicting interest and the declaration that this article 11.8 was complied with.

- 11.9** There shall in any case be question of a conflicting interest with regard to the external auditor of the Company if:
- a.** there are financial, business, employment or other relationships with (business units of) the Company and its Subsidiaries that may, in the opinion of a reasonable and well informed relevantly expert third party, jeopardise the independence of the external auditor;
 - b.** there is or is deemed to be question of a conflicting interest according to applicable law, including the rules of a potential stock exchange on which the shares of the Company are listed;
 - c.** the Supervisory Board decided that there is or is deemed to be question of a conflicting interest. The external auditor as well as each and every member of the Executive Board and the Supervisory Board immediately reports each and every potentially conflicting interest regarding the external auditor to the Chairman and makes all relevant information about this available to him. In all instances other than those mentioned in this article under b. and c. the Supervisory Board shall determine whether a reported (potentially) conflicting interest is a conflicting interest as a result of which the appointment of the external auditor must be reconsidered or other measures must be taken as a result of which the conflicting interest is removed. The Chairman monitors that these measures are published in the executive board report stating the conflicting interest and the declaration that this article 11.9 was complied with.

- 11.10** Regardless of the presence of a conflicting interest with the relevant shareholder all transactions between the Company and a shareholder who holds at least ten percent of the shares and/or depositary receipts in the Company are concluded on the basis of the common conditions in the industry. Resolutions to conclude transactions with these shareholders that are of material importance to the Company and/or to these shareholders require approval of the Supervisory Board. These kinds of transactions are published in the executive board report, with the declaration that this provision was complied with.

The Supervisory Board and its committees

Article 12

- 12.1** The Supervisory Board shall at least have three core committees, i.e. an audit committee, a remuneration committee, and a selection and appointment committee. The committees are

established and composed by the Supervisory Board from its midst. The Supervisory Board remains responsible for resolutions, even if they were prepared by one of the committees of the Supervisory Board.

- 12.2** The Supervisory Board prepares regulations for each core committee, comprising the role, responsibilities, composition and performance of duties of the said committees.
- 12.3** The composition of the core committees, the number of committee meetings, the most important subject matters of meetings, and the implementation of the terms of reference by the committees are mentioned in the report of the Supervisory Board. The regulations and the composition of the core committees are posted on the website of the Company.
- 12.4** If one or more of the committees have not (no longer) been established then the principles and best practices of the relevant committee are applicable to the Supervisory Board. The Supervisory Board can establish, permanent or temporary, committees.
- 12.5** The Supervisory Board receives minutes of the deliberations and findings from each of the committees.

Remuneration

Article 13

- 13.1** The Supervisory Board shall from time to time submit a proposal to the General Meeting regarding the remuneration of the Chairman and the other members of the Supervisory Board. The remuneration of the members of the Supervisory Board does not depend on the results of the Company.
- 13.2** When determining the remuneration of the Supervisory Board the following requirements must be taken into account:
 - a.** shares and/or depositary receipts and/or options or comparable rights to acquire shares and/or depositary receipts in the share capital of the Company can never be allocated to a supervisory board member by way of remuneration;
 - b.** none of its members can accept personal loans, guarantees and the like from the Company other than within the normal business operations and after approval of the Supervisory Board. Loans are not waived.
- 13.3** Any and all costs within reason incurred in connection with the attendance of meetings shall be reimbursed to the members of the Supervisory Board. Any and all other costs shall only, fully or partly, qualify for reimbursement if incurred with the prior consent of the Chairman; the Chairman shall annually inform the Supervisory Board about this.
- 13.4** The remuneration of supervisory board members is established by the General Meeting. The remuneration, expenses allowance and other stipulated terms and conditions, including the date when the relevant allowances shall be paid, must be recorded in writing. The explanatory notes to the annual accounts and/or the executive board report shall in any case contain the statutorily prescribed information about the level and structure of the remuneration of individual members of the Supervisory Board.

Introduction programme and continuous information and training

Article 14

- 14.1** Each and every member of the Supervisory Board follows, after appointment, an introduction programme composed and funded by the Company in which attention is in any case paid to:

- a. general financial, social and legal matters;
 - b. the financial reporting by the Company;
 - c. specific aspects that are inherent to the Company and its business operations;
 - d. the culture and the responsibilities of the members of the Supervisory Board.
- 14.2** The Supervisory Board annually assesses in respect of what components members of the Supervisory Board require additional information or training during their term of appointment.

Information from and relationship with the Board and information originating from external parties

Article 15

- 15.1** The Supervisory Board and its individual members have a personal responsibility to request any and all information from the Executive Board and the external parties that the Supervisory Board needs to properly perform its duty as a supervisory body. If the Supervisory Board deems this to be appropriate then it can obtain information from functionaries and other external advisers of the Company. To this end the Company makes the necessary resources available. The Supervisory Board may desire that functionaries and external advisers of the Company attend its meetings.
- 15.2** The Executive Board provides the Supervisory Board with information about the facts and developments regarding the Company that the Supervisory Board may require for the proper performance of its duty as well as the information requested from the Executive Board by the Supervisory Board in a timely fashion (and where possible in writing).
- 15.3** The Executive Board shall periodically provide the Supervisory Board with a report that is drawn up in the form as from time to time agreed on and in which detailed information is provided about, inter alia, financial matters, marketing, investments, and personnel. Explanatory notes of the Executive Board shall be added to this report in which the Executive Board provides an explanation of, and makes comments about, the report and makes additional information available about its policy.
- 15.4** Without prejudice to the above, the Executive Board shall annually provide the Supervisory Board with a budget for the coming year, a recent version of its long-term plans, and the broad outline of the strategic policy, the general and financial risks, the management and control system of the Company, and compliance with any and all legislation and regulations. These documents shall be made available in a timely fashion in order that the Supervisory Board can give its consent at the latest in December of the present year.
- 15.5** If a member of the Supervisory Board receives information from a different source than the Executive Board or the Supervisory Board that is useful to the Supervisory Board to properly perform its tasks then he shall forthwith make the said information available to the Chairman unless the said information was acquired subject to a confidentiality obligation. The Chairman shall subsequently inform the entire Supervisory Board.

Relationship with the shareholders

Article 16

- 16.1** In accordance with the Articles of Association of the Company General Meetings are, inter alia, held at the request of the Supervisory Board. The Supervisory Board shall see to it

and/or supervise that these General Meetings take place in a timely fashion and that the shareholders are informed of all relevant facts and circumstances regarding the subject matters of the meeting by means of a notice convening the meeting and thereto-pertaining explanatory notes. This notice convening the meeting and the explanatory notes are posted on the website of the Company.

- 16.2** The members of the Supervisory Board are, like the members of the Executive Board, present at the General Meetings, unless they are prevented from doing so for well-founded reasons. In accordance with the Articles of Association the Chairman in principle chairs the General Meeting. Without prejudice to the provisions set forth in section 13 of Book 2 of the Dutch Civil Code, the opinion of the Chairman on the outcome of a vote expressed in the General Meeting is decisive and the same applies to the content of an adopted resolution, to the extent that the vote regarded a proposal that was not established in writing.
- 16.3** The Supervisory Board provides the General Meeting with all desired information, unless compelling interests of the Company, or a statutory provision or rule of law, oppose this. If the Supervisory Board relies on this kind of compelling interest then this is explained in a substantiated manner.
- 16.4** The Executive Board and the Supervisory Board are responsible for the corporate governance structure of the Company and account for this to the General Meeting. The broad outline of the corporate governance structure is annually elaborated in a separate chapter of the executive board report. In this chapter it is also indicated to what extent the Company follows the best practice provisions of the Code and if not, why and to what extent it deviates from the same. Each and every substantial change in the corporate governance structure of the Company and in compliance with the Code is submitted to the General Meeting for deliberation as a separate item on the agenda.

Relationship with employee representation / works council

Article 17

- 17.1** As to the employee representation at European level the initiative for a request for consultation can be taken both by the European works council and by the Supervisory Board.
- 17.2** The relationships with the (joint) works council in the Netherlands are maintained by the management board and the supervisory board of ForFarmers Corporate Services B.V.

Relationship with Executive Committee

Article 18

- 18.1** The Executive Committee is formed by the Executive Board together with the other executive committee members (not being the executive board members under the articles of association) who are mentioned as such on the website of the Company.
- 18.2** The Executive Committee provides the Supervisory Board with (where possible written) information about the facts and developments regarding the Company that the Supervisory Board may need to properly perform its duty as well as the data requested from the Executive Committee by the Supervisory Board in a timely fashion.
- 18.3** The appointment and remuneration of members of the Executive Committee who are not also part of the Executive Board takes place by the chairman of the Executive Board after prior consultation with the Supervisory Board. The aforementioned remuneration is

established within the applicable salary structure of the Company approved by the Supervisory Board. The remuneration of the members of the Executive Committee is discussed annually with the Supervisory Board.

- 18.4** The rules regarding conflicting interests as included in the Executive Board Regulations are mutatis mutandis also applicable to the Executive Committee.
- 18.5** Members of the Executive Board basically attend the meeting of the Supervisory Board where the budget and the strategy are discussed. In addition, members of the Executive Committee provide an explanation during the meeting of the Supervisory Board at the request of the Supervisory Board of specific subjects for which they are responsible.

Possession of and transactions in securities

Article 19

- 19.1** The potential possession of (depository receipts for) shares by a member of the Supervisory Board is meant for long-term investment.
- 19.2** The members of the Supervisory Board are bound by the Insider Regulations of the Company. The Insider Regulations of the Company were posted on the website of the Company.
- 19.3** The members of the Supervisory Board do not have securities in their possession that are related to companies with which ForFarmers maintains a business relationship, also including suppliers, buyers, service providers, and advisers of ForFarmers. The previous sentence does not apply to companies of which (i) (depository receipts for) shares were admitted for trade on a regulated market as intended in article 1:1 of the Dutch Financial Supervision Act (*‘Wet op het financieel toezicht’*) and (ii) the turnover amounted to more than EUR 4 billion and the equity capital amounted to more than EUR 5 billion according to the most recently published consolidated annual accounts and the business relationship with ForFarmers has no (material) influence on the net profit.
- 19.4** In derogation from the provisions set forth above members of the Supervisory Board who exclusively invest in investment funds or who transferred the free management of their securities portfolio to an independent third party by means of a written mandate agreement are exempted from the provisions set forth above in article 19.3.

Confidentiality

Article 20

Each and every member of the Supervisory Board is held to observe confidentiality with regard to any and all information and documentation obtained within the framework of his membership and to observe the necessary discretion when it comes to the confidential information. Members and former members of the Supervisory Board shall not bring confidential information outside the Supervisory Board or the Executive Board or divulge the same to the public or otherwise make the same available to third parties, unless the Company divulged this information, it was determined that the said information had already been available in the public domain or divulgence is compulsory on the basis of a statutory provision or a judicial order against which appeal is no longer available.

Incidental inoperativeness and change of these regulations

Article 21

- 21.1** The Supervisory Board may resolve to incidentally render these regulations inoperative. This kind of resolution is reported in the report of the Supervisory Board.
- 21.2** The Supervisory Board may resolve to change these regulations. This kind of resolution is reported in the report of the Supervisory Board.

Applicable law and forum

Article 22

- 22.1** These regulations are subject to and must be interpreted on the basis of application of Dutch law.
- 22.2** The district court in Amsterdam is exclusively competent to take cognisance of each and every dispute related to these regulations, also including disputes related to the existence, the validity, the application, the interpretation, and the termination of these regulations.

Entry into force and publication of these regulations

Article 23

These regulations take effect on 25 October 2017 and replace the previous regulations of the Supervisory Board as from that date. The regulations were adopted in the meeting of the Supervisory Board of 25 October 2017 and are posted on the website of the Company.