**Minutes of the Annual General Meeting of Shareholders of ForFarmers N.V. (the "Company"), located in Lochem, held on 26th April 2017, starting at 10.00 am in Café-Restaurant-Zalencentrum 'Witkamp', Dorpsstraat 8, 7245 AK Laren (Gelderland)**

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The meeting is chaired by Mr J.W. Eggink, Chairman of the Supervisory Board (the "**Chairman**"), in accordance with article 29.1 of the Company's Articles of Association. The minutes were taken by the Company Secretary, Mr M.P.C. Pouw, at the request of the Chairman.

1. <u>Opening and notices</u>.

The Chairman opens the meeting at 10.00 am and welcomes those present, including the external accountant Mr R. Kreukniet of KPMG Accountants N.V. ("**KPMG Accountants**").

The Chairman notes that the meeting is convened in accordance with the legal provisions and the Articles of Association, ensuring any legally valid decisions can be made in relation to the agenda points, providing the decision in question can be made with the majority of votes stipulated in the Articles of Association. Any invalid and blank votes, as well as abstentions, are deemed not to have been cast.

The Chairman notes this meeting will be recorded on tape for the benefit of the minutes. The Chairman indicates that any voting to take place during the meeting will be done with the use of electronic voting devices.

The Chairman announces that Mr. P.C.S. van der Bijl, candidate civil-law notary, deputy of Mr W.H. Bossenbroek, notary at the NautaDutilh N.V. offices in Amsterdam, is present in the room.

Before moving on to point 2 on the agenda, the Chairman asks for the participants' attention for the following points:

(i) There will be an opportunity to ask questions after the explanation provided for each agenda point. The Chairman asks for those wishing to ask questions to make this clear and, once they have been given the opportunity to speak, make use of the microphones set up for this purpose. Particularly for reporting purposes, it's important for the person's name and place of residence, as well as the organisation he/she is representing, if applicable, to be clearly stated.

(ii) The electronic voting devices can be returned to the issue point after the meeting.

(iii) And finally, the Chairman asks for all mobile phones to be switched off and for no social media to be used during the meeting.

(iv) The presentation is accessible via the ForFarmers website.

2. <u>Report of the Executive Board on the 2016 Financial Year</u>.

The Chairman gives Messrs Y. Knoop and A. Traas the opportunity to provide a more detailed explanation of the most important points from the annual accounts and 2016 Executive Board report.

Mr Y. Knoop (CEO) thanks the Chairman and announces that ForFarmers has just completed a very satisfactory year. Mr Knoop subsequently explains the main points of 2016. The markets generally showed a varied development. For cattle there was initially a case of lower milk prices in all clusters. This recovered in the second half of the year. The milk production in the Netherlands has increased significantly. There was a slight growth in Germany and Belgium. The milk production decreased in the UK. The pig prices significantly increased, partly as a result of the Chinese imports. The poultry sector had to deal with lower egg prices in mid-2016 and increasing prices during the fourth quarter. The broiler sector faced price pressure as a result of increased international competition. In total ForFarmers realised a 2.5% growth in Total Feed volume in these markets.

Where Brexit is concerned, Mr Knoop indicates that the devaluation of the Pound sterling has resulted in a translation impact. The organisation is being streamlined in the UK in order to further optimise efficiency levels. Important steps in relation to sustainability were also taken over the past year. A Sustainability Advisory Board was created and 2016 was the first year reported on in line with GRI. In addition the 2016 shareholders meeting approved the public listing of ForFarmers. The entire listing process went very smoothly. The intended aim of further improving the trading volume in the share was realised.

ForFarmers has forecasted an average annual EBITDA growth in the ‘mid-single digits’ at constant currencies. This entails the underlying earnings before tax, depreciation and amortisation and excluding incidental items. Mr Knoop reports that ForFarmers managed to realise a 7.2% growth over the past year.

Mr A. Traas (CFO) takes over from Mr Knoop and presents a summary of the 2016 financial results. The first important parameter is the volume growth of Total Feed (compound feed and all associated products). This growth amounted to 2.5% over the past year. The second important parameter is gross profit. This reached €407.4 million. This is a decrease compared to the previous year, particularly attributed to the translation impact (i.e. converting the results from Pound sterling to euro). Mr Traas indicates that the operating expenses decreased by 5.5% to €343.5 million. The underlying EBITDA parameter reached €93.6 million. The underlying EBITDA based on constant currencies is almost €97 million (an increase of 7.2%).

Mr Traas continues with his presentation and provides an explanation of the profit improvement, the capital structure, the improvement of the returns on average capital employed (ROACE), the Total Feed volume development and the development of the gross profit. Furthermore he concludes with a detailed look at the results per cluster.

Mr Y. Knoop then continues and discusses the activities which have been developed within the strategy context, Horizon 2020. He specifically focusses on the 4 pillars: focus on attractive markets, offering the Total Feed business portfolio, acquisitions and One

ForFarmers. Mr Knoop also discusses the 2017 prospects, the production and logistics projects (UK) and the investment programme and proposed share purchase programme.

Mr Knoop hands back over to the Chairman after his presentation, which can also be found on the Company's website.

The Chairman thanks both Messrs Y. Knoop and A. Traas for their explanations and presentations and offers the shareholders the opportunity to ask questions about the annual accounts and the Executive Board report.

- Mr R. Eggink (Lochem Invest Club) asks whether it is considered to sell the activities in the UK given the Brexit situation.

  Mr Y. Knoop answers that this is absolutely not being considered. The market conditions are challenging. Even though the UK is currently experiencing slightly harder times than was originally predicted, it is still very profitable for ForFarmers. The company has identified many excellent opportunities for further improving the market position. The situation in the UK could eventually even become very favourable. Looking at pigs, approximately 40% of the English consumer's needs are currently being imported from the EU. A possible Brexit will very probably lead to English manufacturers producing more themselves. ForFarmers already boasts a leading position where pigs are concerned. A similar situation applies to cattle. The UK is also an excellent country to be active in this sector from a climatological point of view. ForFarmers has therefore identified many excellent opportunities; also in relation to eventually further expanding the leading position the company already has in the UK.

- Mr J. Witteveen speaks on behalf of Kempen Orange Fund and Kempen Oranjeparticipatie. He also has a question in relation to the UK. ForFarmers is trying to make the UK market more professional. This can be realised by providing added value. But the total market, including the customers, also has to be on board and become more professional. Mr Witteveen can imagine this is going to take some time. He asks about ForFarmers' long-term vision. Can the UK market, which is somewhat lagging behind in this area, link into the more professional Dutch market? Perhaps something could be said about this? Can the shareholders expect increased profitability in the longer term (whatever that term may be), which will also be moving towards the Dutch market a little more?

  Mr Y. Knoop confirms that ForFarmers has identified these opportunities. He did indicate it will take a considerable amount of time before customers become more data driven, as is the case in the Netherlands. There is a tendency in the market, which is really the same in all countries, of the number of farmers gradually reducing. However, the number of animals has stayed roughly the same. This means existing farmers are constantly growing. As the farmer and his company are becoming more professional and larger in size, an increased need to be data driven will arise. With the advice of looking at the output rather than the input, it's very difficult to arrive at a completely data driven approach if the farmer's education level isn't quite there. It therefore often requires a generation switch and highly educated entrepreneurs to

fully shape the data driven approach. ForFarmers has seen an increase in the interest in this area, but this is still very limited.
The most important aspect in relation to the profitability ForFarmers can realise in the UK is the fact that the efficiency of the supply chain is at nowhere near the same level as the Netherlands. Even if it takes a significant amount of time for this data drive to be present with the customer, ForFarmers can still make considerable progress in the UK by further optimising its own network (with possible investments which would go hand in hand with this) and possibly also look at acquisitions which still need to be made in order to further improve the regional and local market position. After all, this will put ForFarmers in a strong position to further optimise the supply chain.
So the long answer is: there are long-term opportunities, but these will take some time. ForFarmers thinks it can make important steps in the supply chain in the short term (between two and five years), to improve the underlying EBITDA/gross profit ratio towards that of the Netherlands, albeit that it will not reach the same level.

- Mr B. Veldman from De Bilt asks whether ForFarmers is still working together with other cooperatives in the Netherlands, as used to be the case. In what form does this happen? ForFarmers operates in four European countries, each with their own individual culture. Can we state the specific characteristics of the markets in these countries in a general sense and do we know how ForFarmers responds to these? Mr Veldman read that the competition in relation to feed is more price driven in Germany. Agrifirm has even decided to partly withdraw from Germany.

  Mr Y. Knoop states that, generally speaking, the company doesn’t work together with cooperatives a great deal. In some cases these are ForFarmers’ biggest competitors. It’s ForFarmers’ ultimate goal to take on the top position at the farms. ForFarmers has done reasonably well over the past year, especially in the Netherlands, when compared to Dutch competitors. ForFarmers has enjoyed more significant growth than its cooperative colleagues.
  But ForFarmers also takes its role seriously wherever there are opportunities to create value together. For example, there is a partnership with Agrifirm for the production of organic feed. There is also a partnership in place with Agrifirm in the plant area. The purchase of seeds and fertilisers is done together, in order to benefit from the joint scale, but we are still completely competitive at the farm. ForFarmers is therefore completely open to structural partnerships with any party (obviously with consideration for the rules of competition), in order to further optimise efficiency, providing this results in opportunities.
  Mr Y. Knoop adds that a toll milling agreement (also with Agrifirm) is also in place as a result of the acquisition of Vleuten-Steijn and that they produce a large proportion of Vleuten-Steijns’ pig feed.
  In response to the second aspect of the question, Mr Y. Knoop indicates that (looking at the various different markets) we often talk about Germany as an aggressive market, which is only concerned with prices. However, there are always a number of aspects which can be distinguished between. Agrifirm has indeed left Germany. Mr Knoop also read about Agrifirm suffering losses in Germany and subsequently deciding to withdraw from that country. Mr Knoop notes that ForFarmers published a positive 2016 result for the Germany/Belgium cluster and that this represents an increase of more than 20%. ForFarmers is therefore making good progress and is

increasingly less dependent on ‘landhandel’ (i.e. the intermediary dealers) and is now increasingly adopting the Dutch approach, i.e. straight to the farm, where a great deal more value can be created. ForFarmers is definitely going to continue with this. There are also colleagues who are doing incredibly well in Germany and are generating good returns. ForFarmers therefore doesn’t see why the company can’t continue to build on a permanent good position, naturally with the right approach.
Specifically in Belgium, a number of farmers are less one-supplier minded and accordingly take on two feed suppliers to be able to continuously compare between them. This really doesn’t happen in the Netherlands. But ForFarmers has certainly also achieved good progress in Belgium. There is a very strong number one in Belgium, followed by a number of smaller parties. ForFarmers thinks that, as is the case in Germany, the market will eventually need to consolidate in Belgium and would like to take on a leading role in trying to achieve this.
ForFarmers is the UK market leader in pigs and the largest in cattle, but the competition is at regional level. Looking at it from a purely regional point of view, there are a number of competitors of a similar size to ForFarmers who are purely active in that region. This means ForFarmers can make progress in the UK. But the market position is also expected to eventually need further strengthening in order to structurally become even more profitable.

- Mr M. de Haan had waited to ask his question until Mr Te Velthuis would have asked his, but that didn’t happen this year. He really misses the true farm feeling now. After all, that’s always been fantastic and should stay that way.
  Mr Knoop talked about people, people and people. Mr De Haan agrees that people are quite possibly the most important asset in an organisation. Which took him to the employee engagement survey. 77% are satisfied, which means 23% are less satisfied or dissatisfied. This involves a total of 500 people. Luckily a follow-up plan is in place. Mr De Haan feels it is a good idea to complete another survey in a year’s time.
  Another matter linked to this is the employee participation plan. The 22% participation is barely adequate. But neither is the discount. The plan was approved two years ago, but in hindsight the 13.5% wasn’t very generous; even more so because part of the remuneration policy will be the presentation of a plan which offers 20% discounts. Mr de Haan is not a supporter of Thomas Picketty, but this 20% will probably be given to people with a well-stocked portfolio. The average employee at ForFarmers probably has much more limited means, which will therefore make it harder for them to release money to buy shares. The money is simply needed for the family. Mr De Haan asks to also provide them with a 20% discount in order to further stimulate this and to make free loans available. This will allow us to broach the subject. This is well intended advice and he is curious about the subsequent response.

  Mr C. van Rijn, chairman of the Supervisory Board’s remuneration committee, announces that the 13.5% discount is determined by taxation. A 13.5% discount is linked to a tax advantage if the lockup period (the period during which the shares may not be sold) is three years. A three year lockup period was also applicable to members of the senior management team. So shares may not be sold during this period. But the management received a 20% discount, which resulted in 6.5% being taxed. ForFarmers had to convert the 6.5% to a gross payment. The decision was made to extend the lockup period from three to five years. Then this 20% discount may be applied. Mr De Haan's proposal to also increase the discount for the employee participation plan would mean that these people would also need to move to a five year lockup period. It would be good to think about and discuss this further.

Mr De Haan expresses that this can also be discussed as part of the Works Council. This is really where the subject belongs. He has another question about the acquisition of Vleuten-Steijn Voeders. The price is what you pay and the value is what you get. The price is clear: € 30.5 million, including the earn-out. However, Mr De Haan still has a number of question marks where the value is concerned. Unless he is mistaken, he is under the impression ForFarmers has paid approximately 10 times the EBITDA and €15 million of goodwill. This means, with the number of people involved, approximately €1.5 million per employee. These are uncommon multiples, yet still ones which present themselves to Mr De Haan. He is also interested in the nett profit gained from the acquisition. He will then be able to say a little more about whether this high price was justified. Another point is that it will remain a separate entity. So how does this legal form work? Will this be a B.V. and who would have statutory powers? The previous owner certainly did well with a high price and maintaining his independence. A kingdom is soon created within the organisation. Plus it also violates the One ForFarmers policy. So why these very favourable conditions? Mr De Haan doesn't have a good feeling about this, but feels confident there is a good answer which shows it's justified.

Mr J Potijk states that the multiple used by Mr De Haan isn't the correct one. The paid multiple is six. ForFarmers has been used to paying this multiple up until now. So the multiple used for the acquisition of Vleuten-Steijn isn't ten, but six. ForFarmers thought this company was very interesting; firstly because Vleuten-Steijn represents a great deal of knowledge. The thought is that ForFarmers' position in pig farming will be significantly strengthened if the company is capable of implementing the knowledge available at Vleuten-Steijn in ForFarmers. This is a very important point. The second point is that the Dutch pig market is somewhat under pressure. ForFarmers has a number of factories which produce pig feed in the Netherlands. ForFarmers' acquisition of Vleuten-Steijn means it's now capable of keeping the factories full for longer. There is also a production agreement in place with a colleague, which offers flexibility. ForFarmers can ensure its factories are operational around the clock, whilst there is an overflow to a colleague who produces for ForFarmers.
The third point is that the current market position in the Netherlands is very strong, in accordance with ForFarmers' strategy. Efficiency is achieved as a result of this strong market position of being number one or number two. The fact that it will remain a separate entity is linked to the fact that the customers' recognition of the Vleuten-Steijn entity is important. Of course we will assess in the longer term whether this is still the case. But this entity currently has a very good name in the market and in that specific segment. ForFarmers is very cautious about making any sudden changes here. However, we are taking advantage of the synergy benefits. Mr A. Traas informs the meeting that the same applies to Vleuten-Steijn's statutory board as the other legal ForFarmers entities.

- Mr J. Koeleman addresses the collaboration between cooperatives. It was indicated that this hardly happens or doesn't happen at all. Mr Koeleman wondered whether ForFarmers should be doing more in the data field. Data is very important. This is very evident in the Netherlands, but perhaps less so in the UK. Mr Koeleman has noticed that the ownership of data on the farm and the developing of things together based on data does happen, but that people certainly aren't working together sufficiently. For example, in smart dairy farming, people try to claim the ownership of data for the farmer or for the primary producer. Mr Koeleman wonders whether ForFarmers is sufficiently involved with smart dairy farming to actually really work together with other parties, to remove any limitations and realise solid collaborations, as he has noticed things can be done a great deal better in certain areas.

  Mr S. Steendijk, member of the (non-statutory) executive committee, says that the company is currently already working closely together with all parties in this area, in order to create a data platform in the Netherlands which everyone (all major parties) can make use of and on which ForFarmers can offer very good advice for the farm. This has been in existence for some twenty years and is, compared to other countries, significantly developed. An initiative was recently launched, called smart dairy farming, by CRV, Friesland Campina and Agrifirm, which looks at further expanding this to even more data (for example from sensors). They have opted to implement this together with three parties. Mr Steendijk thinks this was a good choice. People are convinced (and this also appears to be the same with the current platform) that this needs to be tackled on an industry-wide basis. It will be particularly powerful if everyone can make use of it, allowing everyone to compare themselves with others and subsequently continuously improve. It has been stated that people want an industry-wide platform. But it won't possible to get this off the ground with all parties which have an interest in this. It won't be possible to move forward with 50 parties. There are therefore three parties who have taken the lead and they regularly involve all other major parties from the market with discussions, to provide input and to continue their dialogue. The next meeting is scheduled for 11th May and ForFarmers will be present too. So far this has worked very well. It remains to be seen what's going to happen, because this is a very ambitious project. But ForFarmers certainly does believe in it to the extent that it always wants to be involved and will provide its continued input. It remains to be seen what this leads to. It's therefore certainly not the case that there is no collaboration. There are currently platforms in place which are far more advanced than anywhere else in the world and which are very effective. The next level is now certainly imminent and this has an excellent chance of success.

- Mr T. Jansen had heard someone make a comment earlier in the meeting that someone with a low income should be able to apply for a loan. He is very much opposes to this. Mr Jansen feels risk-bearing capital with borrowed money is by definition a bad idea. The Chairman thanks Mr Jansen for his comments.

- Mr J. Storkhorst compliments the executive committee on the annual figures. He is impressed by the way in which ForFarmers organises everything and works across all the different countries. However, he feels the acquisitions are somewhat disappointing. Acquisitions are profit for the future and don't do that well during the initial years. They will form part of the ForFarmers programme, they will be reset and only then will they start to be profitable. Aren't the requirements with respect to companies to be purchased too high?

Mr A. Traas notes that the executive committee also regularly asks itself that very same question. ForFarmers is absolutely committed and wants acquisitions to be a very important pillar. This was certainly the case in the past and this will definitely need to stay like this in the future too. However, purchasing companies within this specific field isn't easy. This will often involve family businesses, where feelings and personal interests play a very important role. Our aim is to approach the right parties very proactively and conduct regular discussions, in order to pick the perfect moments when opportunities arise. The price will also need to be justified and we must consider the synergies which can be realised in the future. The executive committee is convinced this approach will result in long-term success, but can't guarantee when.

The Chairman concludes that there are no further questions and thanks Messrs Y. Knoop and A. Traas for their explanations and answers to the questions.

3.1 Accountability for the implementation of the remuneration policy.

The Chairman hands over to Mr C. van Rijn, chairman of the Supervisory Board's remuneration committee. Mr van Rijn states that pages 105-109 of the management report provide information regarding how the remuneration policy has been implemented for the company in 2016 and subsequently provided an explanation.

Mr van Rijn notes that remuneration is a very sensitive subject. A great deal has been written in the executive board report, but it would be a shame if ForFarmers hadn't provided sufficient clarity. That's why Mr van Rijn would like to provide an explanation of exactly what the policy entails.

The aim of the remuneration policy is to be able to attract very good people and to subsequently be able to retain these in order to manage and lead the company. That's what ForFarmers wants and that's undoubtedly also what the shareholders want. The objective therefore isn't to give away money, but to acquire and keep good people.

Measurements are conducted using a reference group. What do these positions get paid in the market? ForFarmers looked at two markets: specific companies in the agricultural sector and a number of listed companies. What is the remuneration package for the Executive Board? That was the starting point. This didn't lead to any huge surprises, as the payments within the reference group were very much in line with what is being paid within ForFarmers.

The remuneration, the remuneration package, primarily consists of a fixed salary. ForFarmers will compare this with the reference group once every three years. A reference group won't be researched and compared every year. During the interim years we will look at whether small adjustments can be made for those people whose salary is a little lower than the reference group. However, if ForFarmers is positioned at 90 and the reference group at 105, it won't be the case that ForFarmers will automatically move to 105 the next year. This

will be done very cautiously, as the reference group can be very different again in three years' time. It's very difficult to state that salaries need to come down a little because the reference group is at a somewhat lower level. ForFarmers deals with these issues very cautiously.
This has resulted in the fixed salaries within the Board of Directors having increased by 1%, 4% and 3% over the past year. The reason for this was because, as stated previously, there were a number of deviations in relation to the reference group. Mr Knoop's four year contract states that his salary will be adjusted in line with inflation every year. This currently isn't high and has therefore resulted in a 1% increase. That is the fixed salary.
There is always some uncontrolled growth in every company. This is why certain compensations and payments have been allocated in the past. ForFarmers has cleaned up this process.
Savings schemes and any legacies from the past are included in the fixed salary in order to make it completely clear. Of course the fact this shouldn't become part of a bonus has been considered, as this wasn't the case in the past.

The remuneration package also includes a short-term bonus. Short-term refers to the financial year; in this case 2016. The targets are set beforehand, at the start of the financial year. So not in hindsight at the end of the year.
The financial targets for the short-term bonus are 70% and the qualitative targets are 30%. Financial targets include, for example, the EBIT and net profits. One of the targets for the past year was the percentage of outstanding receivables (overdue). Mr Traas already commented on this earlier. There were quite a few write-offs against bad debtors over the past few years and this is something which needs to be addressed. The percentage of outstanding receivables must be reduced. These were the financial targets for 2016. There were also a number of non-financial targets in relation to the introduction of new CRM applications (computer programmes), the M&A portfolio and the Euronext listing. These were the qualitative targets for 2016.

Mr van Rijn explains what was realised in 2016. Mr Knoop's maximum bonus is 72% if he, in relation to the short-term bonus, were to have realised 100% of all targets. He will be receiving 64.7%, according to the calculations. It's certainly not the case that everyone will automatically go to 100%. Mr Traas would be entitled to 48% if he were to realise all targets. He will be receiving 42.4%. For Mr Potijk this will be 46.9% of the 48%. ForFarmers is open and transparent where these matters are concerned. The targets were set beforehand. The maximum bonus was known. We have carefully assessed whether the targets have been realised. And KPMG, our accountants, were asked to produce a special report regarding the realisation of the financial targets. So these things aren't decided on overnight.

Another element in the remuneration package is the long-term bonus. ForFarmers sets targets for a three year period. In this case the period started with effect from January 2014 and the end date was December 2016. Financial and non-financial targets once again applied here: the financial targets were 60% and the non-financial targets 40%. The growth in the net profits which was to be realised within the three year period was once again a target. The non-financial targets included matters like the public listing and attracting good people with good qualities. These targets were 100% realised by all three board members over the past three years. The financial targets for the long-term bonuses were also specifically assessed by KPMG.

The final element of the remuneration package is the participation programme for senior management. The board members can currently use 70% of the allocated short-term bonus to purchase shares with a 20% discount. In 2016 this was done based on the bonus paid out in 2015.

Mr van Rijn hopes that this provides everyone with a sufficient explanation of the implemented remuneration policy. A number of changes to the remuneration policy are proposed for 2017 and the subsequent years. Mr van Rijn will address these with agenda point 6.1.

The Chairman subsequently offers the shareholders the opportunity to ask questions regarding this agenda item.

- Mr M. de Haan took note of the explanation provided regarding the way in which this is organised at listed companies: a basic salary for the ordinary work activities, to which the LTI's, the short-term remuneration and some extra emoluments are then added. There is a comparison with peers and there will often also be an organisation like Hay, which will tick everything off and confirm everything is in order. But there is another aspect too. The Code states the wage structure now also needs to be considered. Mr de Haan asked how this happened. A wage structure must have a pyramidal structure. How is it possible for board members to earn twenty or thirty times more than the lowest paid employee? Mr de Haan isn't a supporter of Thomas Picketty, but does feel things need to be organised responsibly within the organisation. These days the wage structures at listed companies no longer look like a pyramid, but more like the Eiffel Tower with a huge peak. The bottom is less fortunate, less high and barely has an opportunity to buy shares in the own company. Mr de Haan wants to know what internal research the remuneration committee has conducted into the way in which people experience the senior management team members' salaries and remuneration. Do they all see it as acceptable? Doesn't it result in bad feelings?

  Mr C van Rijn explains that officially, according to the Code, the Supervisory Board should mainly be involved with the executive committee members' remuneration. But the Supervisory Board is also involved with the pay structure of the levels below the executive committee. It's unacceptable for Eiffel Tower-like structures to appear, with major differences in relation to the levels below the Board of Directors and the subsequent lower levels. Mr van Rijn doesn't know the exact details of the number of times the average salary of the lowest paid employee, but estimates this to be approximately 30 times. Many companies will be publishing these types of details in the future and he thinks ForFarmers will also be doing so next year, in order to be very transparent in this specific area.

- Mr W. Siemens, shareholder and dairy farm member, has a technical question regarding the remuneration policy targets. Do these look at the financial targets including currency effects? Increased expansion is opted for in certain countries. The consideration whether a currency change will take place in the future forms part of the entrepreneurship. It's therefore important to include these currency effects in the

targets, as this is a management choice.
The Eiffel Tower was referred to in relation to the wage structure. Mr Siemens thought this was an impressive wage structure and has learnt a great deal from it. Mr Knoop stated that people are important. However, the farmers' incentive to be involved with ForFarmers has reduced somewhat since ForFarmers' public listing. There is still a small amount of income benefit via feed equivalents. Mr Siemens asked whether it would be possible to take a creative look at extra incentives for members/feed customers in relation to purchasing shares with 20% discount. What are the possibilities here?

The Chairman notes that the answer to the last question should actually come from the cooperative, rather than the company. In that case Mr Siemens would like to call on people from the company who are also actively involved as board member with the cooperative. This will ensure this question can be answered elsewhere.
The Chairman would like to take this question to the cooperative and not for this to be answered here during the shareholders meeting of ForFarmers. That wouldn't be appropriate. When attempting to attract Mr Knoop, his salary within the company's wage structure was very carefully assessed. ForFarmers wanted an acceptable remuneration structure for the organisation. There were significant variations in the past, as a result of mergers and historic agreements. The remuneration committee stated the following: this is the package we are offering Mr Knoop and this is what the entire wage structure will be modelled on. The board members' remuneration have been set based on this, as well as the subsequent layer (the senior management team). So the moment of employing Mr Knoop was used to realistically and responsibly set up the entire wage structure. This is now being published, allowing everyone to see the results of this wage structure.

Mr C. Rijn addresses the question as to whether the targets include currency effects. He notes that the shares effect and the currency effect are addressed as part of agenda point 6.1, which discusses the proposal to change the remuneration policy (which the meeting needs to vote on). He will provide further information with the applicable agenda item.
Where the exchange rates are concerned, he clarifies that the short-term bonus does not take the exchange rates into account. Neither are profits on sold buildings or land taken into account. This purely concerns the operations which can influence the management during that specific year. The management can't be penalised if Brexit suddenly happens. This applies to the short-term bonus.
The following is stated about the long-term bonus: it's all in the game. This is about shareholder value. The management team must ensure the activities are efficiently distributed. The exchange rate is therefore simply absorbed in this. No exceptions are made. Everything is also done to effectively and carefully deal with the bonus.
Where the exchange rate effect is concerned, the Chairman notes that the British Pound now almost has the same value as when ForFarmers bought the company in 2012. The pound has significantly increased in value in the interim years and subsequently declined again. The history of the past year shows people are back at the level they purchased at. So from that point of view not a great deal has changed.

The Chairman thanks Mr van Rijn for his explanation.

3.2 <u>Explanation of audit approach by external auditor of the 2016 annual accounts and the 2016 report of the Executive Board</u>.

The Chairman gives Mr Kreukniet the opportunity to provide information regarding the audit approach in relation to the annual accounts and ForFarmers N.V.'s 2016 executive board report.

Mr R. Kreukniet is ForFarmers' external auditor and is present during this meeting together with his colleague E. Van der Vlies. KPMG have been ForFarmers' auditors since 2014 and were also present during this meeting in previous years.

As was the case in previous years, Mr Kreukniet wants to provide a brief explanation of the accountant's audit and the statement which forms part of this. He starts with the actual audit, as well as the objective of this audit. KPMG audits ForFarmers' single and consolidated annual accounts. As was the case in previous years, this has resulted in an approved statement. This effectively means that, in KPMG's opinion, the annual accounts provide a true and fair view of the company, in accordance with IFRS, as well as the Dutch legislation, as set out in title 9, book 2 of the Civil Code. The management report, in the accountant's view, is also compatible with the annual accounts and the executive board report doesn't contain any material errors. This is the official task fulfilled by KPMG.

Mr Kreukniet provides more information about the audit approach after this introduction. The risk analysis is very important for the auditors, as a full audit can't be conducted. This is why meetings are conducted with the management team, the audit committee and with the KPMG team. They assess the figures and decide on the most important risks. These can be seen on the presented slide. This is the list of elements within which the auditors have identified an increased risk in the figures and subsequently also in the audit. The most important point is the completeness of the sales accountability and the valuation of debtors. This is a very important audit starting point for auditors.

The materiality of the audit is also of major importance: with what degree of precision is the audit carried out? This materiality was €3 million this year. This is just a little up from last year, when it was €2.5 million. The auditors see this as justified materiality. With 4.4% of the result, this is even a little lower than the average across the entire market. This is the overall materiality. The auditors have also identified all manner of potential corrections in their audit. Any deviations found which are greater than one hundred thousand euros are reported on and discussed with the management team and the audit committee.

As for the approach itself, KPMG tries to work as efficiently as possible. A number of things are done centrally and a number of things are done decentrally in the various different countries. A top down approach is used. The goodwill, acquisitions, taxes and a number of central posts are specifically looked at from a central point of view. This is especially motivated by efficiency.

Mr Kreukniet indicates what KPMG has assessed in total. Approximately 90% of the total turnover and 96% of the total assets are assessed. This is a relatively high coverage. A minimum standard of 75% applies within their field, so we are well above this. The international offices are involved for the most important group entities abroad; in Germany, the UK and Belgium. The only entity where KPMG is not acting as accountant is HaBeMa in Germany. KPMG effectively manages this and provides the countries with instructions. Telephone calls are conducted and the auditors make any necessary visits. This year they visited the teams in the Netherlands, the UK and Germany and conducted a work paper review. This was put in place to ensure the depth and quality of the audit are good.

A final important element in the audit approach is the use of specialists. The accountant's audit and the annual accounts have become very complex. KPMG therefore uses specialists from their offices. IT specialists have now taken on an increasingly larger role as a result of the importance of IT. But specialists are also used in relation to valuation issues, pensions and taxes.

Mr Kreukniet subsequently addresses the findings. Details of these can also be found in the explanation on page 215. The most important key points in the audit, which have also been reported to the audit committee and the supervisory board members, were applicable to the valuation of debtors and the valuation of goodwill. These are key audit matters. Overall the auditors didn't report on any important findings here. The company very efficiently produces reports, in line with the IFRS requirements. There were a number of other key points last year; including the transition to IFRS and the modified pension processing in the Netherlands in 2015. These two points are less relevant this year. Mr Kreukniet will be happy to answer any questions regarding the audit.

The Chairman concludes that there are no questions regarding this agenda item and thanks Mr Kreukniet for his explanation.

The Chairman notes that, at the start of this meeting, a total of 86,029,380 shares and votes were either present or represented, corresponding to 80.96% of the issued capital.

The Chairman indicates a test will be conducted in order to set the meeting's participants' minds at rest that the electronic voting devices are working effectively. The test is put into operation. The Chairman asks if the meeting participants could report on any electronic voting devices not working properly. The conclusion was reached that the test was completed satisfactorily, in consultation with the acting deputy notary.

3.3 Adoption of the 2016 annual accounts

The Chairman presents the "Adoption of the 2016 annual accounts" agenda item for consideration.

The Chairman opens the voting and closes it again, once the meeting has had sufficient time to cast their votes.

The Chairman comes to the conclusion that the meeting has adopted the 2016 annual accounts with the required majority vote.
(For: 86,024,925 votes, i.e. 100%; against: 0 votes, i.e. 0%; and abstained/not issued: 4,455 votes).

3.4 Payment of dividend.

The Chairman presents the “Payment of dividend” agenda item for consideration.

The Company’s dividend policy is to make a dividend available between 40% and 50% of the normalised result after taxes. The proposal is to maintain 50% of the normalised result after taxes, with consideration for the dividend policy and the contents of article 39 of the articles of association, to pay an amount of €0.24218 of dividend per ordinary share (if necessary, to be rounded off to two decimal points per shareholder).

The Chairman opens the voting and closes it again, once the meeting has had sufficient time to cast their votes.

The Chairman comes to the conclusion that the meeting has adopted the proposed dividend distribution of € 0,24218 per ordinary share, taking into account the dividend policy and the contents of article 38 of the articles of association, with the required majority vote.
(For: 85,881,532 votes, i.e. 99.8%; against: 145,347 votes, i.e. 0.2%; and abstained/not issued: 2,501 votes).

4.1 Discharge of the members of the Executive Board.

It is proposed to grant every member of the Executive Board discharge for the execution of their tasks throughout the 2016 financial year.

The Chairman opens the voting and closes it again, once the meeting has had sufficient time to cast their votes.

The Chairman comes to the conclusion that the meeting has decided to grant discharge to every member of the Executive Board for the execution of their tasks throughout the 2016 financial year with the required majority vote.
(For: 85,969,795 votes, i.e. 100%; against: 0 votes, i.e. 0%; and abstained/not issued: 59,585 votes).

4.2 Discharge of the members of the Supervisory Board.

It is proposed to grant every member of the Supervisory Board discharge for the execution of their tasks throughout the 2016 financial year.

The Chairman opens the voting and closes it again, once the meeting has had sufficient time to cast their votes.

The Chairman comes to the conclusion that the meeting has decided to grant discharge to every member of the Supervisory Board for the execution of their tasks throughout the 2016 financial year with the required majority vote.
(For: 85,961,787 votes, i.e. 100%; against: 0 votes, i.e. 0%; and abstained/not issued: 67,593 votes).

5. Appointment of auditor for the audit of the 2017 annual accounts and the 2017 report of

the Executive Board.

The Chairman presents the “Appointment of auditor for the audit of the 2017 annual accounts and the 2017 report of the Executive Board” agenda item in order to reach a decision. KPMG Accountants carried out the audit for the 2016 annual accounts. It is proposed to also appoint KPMG Accountants as auditor for the 2017 financial year.

The Chairman opens the voting and closes it again, once the meeting has had sufficient time to cast their votes.

The Chairman comes to the conclusion that the meeting has decided to appoint KPMG Accountants as auditor for the 2017 financial year with the required majority vote. (For: 85,972,318 votes, i.e. 100%; against: 4,651 votes, i.e. 0%; and abstained/not issued: 52,411 votes).

6.1 Change to the remuneration policy to take effect from the 2017 financial year

The Chairman hands over to Mr C. van Rijn, chairman of the Supervisory Board’s remuneration committee.

Mr C. van Rijn refers to the explanation provided earlier in the meeting with reference to the policy so far and explained how this is going to change. He thereby focusses on the points for which a change is proposed.

The first point is the reference group. As stated previously by Mr van Rijn, there was a mixture of specific reference parties from the agricultural sector and a group of listed companies in 2016. It’s very difficult to find companies from the agricultural sector. Mr van Rijn refers to the names on the list: AVeBe, Cosun, Friesland Campina (which is a completely different level), Vion (a different type of company), Flora Holland (also a cooperative). It’s not possible to include the Executive Board level in the benchmark, as some companies are much larger and these companies are not publically listed. Subsequently it would be needed to look at the people below the Executive Board, but usually it is not possible to get access to this kind of remuneration information. This is therefore a very difficult situation. Plus ForFarmers is a listed company in 2017. That wasn’t yet the case in 2015. A great deal of remuneration information is available for listed companies. A mixture of listed companies was sought which would fit in with ForFarmers’ remuneration level. So no reference group was selected which would result in an increase in remuneration. A reference group was selected which fits ForFarmers. This resulted in the last ten companies from the AMX, the mid cap index. This consists of 25 companies, from which we have taken the last ten. We also took the top ten companies from the small cap index. ForFarmers is completely in the middle of this group where turnover and market valuation are concerned. So an excellent fit.

The remuneration levels (fixed salaries) are set at the same, comparable levels as the current ForFarmers remuneration policy. Only the CEO’s remuneration level is currently lower. A fixed salary for a four year period was agreed on when Mr Knoop was first employed. This has only been indexed for inflation during this period, which has been very low. This subject will definitely be addressed when a new contract for Mr Knoop is going to be discussed. An increase will undoubtedly result from this. The rest of the salary is very much in line. This therefore doesn't mean there will be any major corrections. But it certainly is easier to adjust. The information is available. That's why it was proposed to use this reference group from now on.

Another change concerns the total shareholders return. ForFarmers wants to include this as one of the elements to be considered with valuations of the long-term bonus. The total shareholder return is measured from the first year (i.e. starting with effect from 1st January 2017), across a three year period (i.e. 2017, 2018 and 2019), the total value creation of the share across those three years. The value creation consists of the currency development and the paid out dividend and is compared with the same group as used for determining the salary (so the last ten of the mid cap index and the top ten of the small cap index). We would subsequently assess how ForFarmers would be rated if these twenty companies were to be ranked. If ForFarmers were to end up below number 10, then no bonus would be paid out for that element. However, a bonus *would* be allocated if ForFarmers ends up in the top 10 and forms part of the 10 best performing companies. This bonus would be higher if the company is positioned at number 1 compared to number 10. This all fits in with the 72% maximum for the CEO and 48% for the other members of the Executive Board and will therefore not lead to an increase in the bonus. It will only lead to a different composition of the targets used to calculate the bonus.

ForFarmers would like some more freedom in relation to the breakdown between financial and non-financial targets. This is currently 60% for one and 70% for the other. Sometimes there is a bigger need for a qualitative target, as the qualitative targets always have a long-term effect. ForFarmers must attract new people and make the organisation stronger. This will need to be emphasised more in some years and in other years the emphasis will need to be on the financials. That would therefore be the short-term. The company would like the freedom to use the 60-40 or 70-30 ratio for financial versus non-financial. This applies both to the long-term as well as the short-term bonus.

There is currently a cut off limit of 90% in place. No bonus will be allocated if both the qualitative and the financial targets end up with scores below 90%. This can be difficult at times with qualitative targets, such as attracting good people. So we would really like somewhat more leeway here. Perhaps in some cases we should state that no bonus would be allocated below 80%. So a score below 80% with certain qualitative targets will equate to no bonus. There will be no bonus allocation for financial targets if the score is below 90%. That freedom is desirable.

Another change has already been addressed. A total of 6.5% tax needs to be paid with the current lockup period of the share plan for senior management. The company currently pays for this, but ForFarmers wants to get rid of this. This 6.5% needs to be paid because people are receiving a 20% discount, whilst the tax authorities only permit a 13.5% discount with a three year lockup period. This can't be solved by allocating a bigger discount, but we can solve this by maintaining the discount and extending the period during which sales can't take place from three to five years. In such situations the tax authorities would allow for a 20% discount. We are therefore proposing to extend the lockup period.

ForFarmers is in favour of senior management purchasing shares in the organisation. The

Executive Board at many listed companies are asked to make sure they have shares in the own organisation equalling approximately two fixed annual salaries. This is something the senior management plan can be used for. ForFarmers wants to ask to Executive Board members, mainly in order to increase involvement, to purchase as many shares as required to equal a minimum total of two fixed annual salaries. Earlier in the meeting the comment was made that employees shouldn't borrow money in order to buy shares in the company. Mr van Rijn emphasised that (with the exception of historic loans, as indicated in the annual report) ForFarmers will not lend its employees money.

Mr van Rijn concludes with a summary of the changes:

- A change to the reference group. Not to increase the salary, but to make it easier to manage.
- Increased flexibility (60% to 70% financial) in the relationship between financial and non-financial.
- Adjustment to the acquisition programme for shares. Employees can currently use 70% of the short-term bonus to purchase shares. There may be one year when no bonuses are paid out, but a senior management team member still wants to buy shares. ForFarmers doesn't want to prohibit this and wants to ensure the senior management team can always purchase shares for the amount they would have received in the form of a bonus (irrespective of the fact the bonus may or may not have been paid out). If the bonus hasn't been paid out, the employee in question will need to use his or her own means (from the salary or other resources).
- 20% discount against a five year, rather than three year, lockup period.

The meeting's approval is requested for these changes.

The Chairman offers the opportunity for participants to ask questions regarding this agenda item.

- Mr J. Storkhorst makes the comparison to a dairy farm building a new stable where the long-term targets are concerned. There is hardly any noticeable difference in the financial results between the farm which built a new stable (and can therefore progress in the long-term) and the farm which didn't build a new stable during the first five years. This is not evident in the presented plans for the long-term.

  Mr C. van Rijn clarifies that the long-term bonus consists of a number of financial and non-financial elements. One of the financial targets is that ForFarmers must do better than the twenty companies it's being compared to. Why would someone receive a bonus for a specific component if ForFarmers isn't performing better in this area? Another financial target for the long-term bonus is the return on invested capital; i.e. the return on the capital invested in ForFarmers. Targets are set for this too. Mr Traas just showed us the current realisation. Targets are set for this which must be minimally realised in order to actually be able to collect the bonus for that element of the long-term bonus.

  Mr J. Storkhorst notes that no return would be achieved in relation to an acquisition which won't result in a profit during the initial years, whilst this acquisition could perhaps be good for ForFarmers in the longer term.

Mr van Rijn confirms this fact. It goes without saying these kinds of effects are taken into consideration. But it is also needed to make acquisitions which will create value for ForFarmers. This will need to be evident in a price increase. This therefore means the price goes up and that a small bonus will be realised based on this. If acquisitions result in a fall in prices, then they certainly can't be referred to as good acquisitions.

- Mr J. Witteveen (on behalf of Kempen Orange Fund and Kempen Oranje Participaties) has the opinion that the verbal explanation during the meeting was much clearer than the explanation provided in the reports. But improvement can still be made on this. Extensive bandwidths are used, because ForFarmers wants to be able to interpret this in their own chosen way. Mr Witteveen understands this. However, it certainly doesn't make the story any clearer. He suggested to look at the text again and try to make things clearer for everyone on paper. He can imagine that it would very well possible to put the quantitative objectives down on paper, allowing everyone to review and calculate these for themselves. ForFarmers can use the policy in line with their own views where the qualitative objectives are concerned. Perhaps this can be looked at for future purposes, making sure everyone in the room will be able to assess this more effectively.

  The Chairman thanks Mr Witteveen for his comment.

The Chairman concludes that there are no further questions and thanks Mr van Rijn for his explanation.

It is suggested for the Annual General Meeting to adopt the (amended) remuneration policy for the Company's Executive Board with effect from the 2017 financial year.

The Chairman opens the voting and closes it again, once the meeting has had sufficient time to cast their votes.

The Chairman comes to the conclusion that the meeting has decided to adopt the remuneration policy with effect from the 2017 financial year with the required majority vote. (For: 76,402,975 votes, i.e. 89.1%; against: 9,387,471 votes, i.e. 10.9%; and abstained/not issued: 238,934 votes).

6.2 <u>Change of scheme as intended in article 2:135 paragraph 5 of the Civil Code regarding rights to subscribe for depositary receipts for ordinary shares.</u>

The Chairman concludes there are no questions regarding this agenda item. He opens the voting and closes it again, once the meeting has had sufficient time to cast their votes.

The Chairman comes to the conclusion that the meeting has decided to approve the proposed scheme, as intended in article 2:135 paragraph 5 of the Civil Code, regarding rights to subscribe for depositary receipts for ordinary shares, which takes effect from the 2017 financial year, with the required majority vote.
(For: 85,914,186 votes, i.e. 99.9%; against: 62,752 votes, i.e. 0.1%; and abstained/not issued: 52,442 votes).

7. <u>Remuneration of the Supervisory Board.</u>

The Chairman reminds the meeting participants that a proposal for the remuneration of the Supervisory Board members for the next three years (i.e. 2014, 2015 and 2016) was adopted during the 2014 Annual General Meeting. The Supervisory Board has submitted a proposal based on the same peer group, i.e. the bottom 10 of the mid cap and the top 10 of the small cap. This remuneration was compared to the median.

The proposal submitted to the shareholders meeting for the remuneration of the Supervisory Board is set for three years. This therefore means the remuneration will remain unchanged over the next three years. This will be set on 1st January and will subsequently be valid for the next three years.

The Chairman concludes that there are no questions regarding this agenda item. He opens the voting and closes it again, once the meeting has had sufficient time to cast their votes.

The Chairman comes to the conclusion that the meeting has decided to allocate a remuneration to the Supervisory Board members, to take effect from the 2017 financial year in accordance with the overview, with the required majority vote.
(For: 85,249,101 votes, i.e. 99.1%; against: 777,778 votes, i.e. 0.9%; and abstained/not issued: 2,501 votes).

8. Appointment of Mr C. de Jong as member of the Supervisory Board.

The Supervisory Board has, in accordance with the Company's articles of association, entered into a binding nomination to appoint Mr C de Jong as a member of the Supervisory Board for a four year period, concluding at the end of the 2021 Annual General Meeting. In accordance with article 23.2 of the articles of association, the Annual General Meeting can withdraw the binding character of this appointment by a decision reached by more than half of the votes cast in a meeting, whereby at least a third of the issued capital is represented.

The Chairman explains that the Supervisory Board has made a nomination for the vacancy which has been created by the departure of Mr Mulder, who is resigning during this meeting. The Supervisory Board nominated Mr de Jong. The meeting had the opportunity to read the explanation, the CV and the motivation.

The Chairman asks Mr de Jong to introduce himself.

Mr C. de Jong is currently employed as Chr. Hansen's chairman of the Board, which, in addition to additives for cattle feed, also produces acids, strains and natural colourants. Mr de Jong trained as a doctor and also studied business studies. His first job was at Gist Brocades in Delft, where he became part of the board at a quite young age. He formed part of this board until DSM acquired Gist Brocades. He subsequently worked at Campina, where he was responsible for industrial products. He was also employed at Quest. He knows Mr Knoop from this period, who formed part of the organisation. Mr de Jong's last job in the Netherlands was at Crucell, a medium sized biotech company which was sold to Johnson & Johnson. Mr de Jong has since been working in Denmark for more than four years. He works and lives in Denmark during the week. He also owns a house in the Netherlands and enjoys returning home for Feijenoord games, for which he has had a season ticket for the past 10 years. Mr de Jong is married and has two daughters aged 25 and 27. One has graduated and the other is still studying. Mr de Jong enjoys playing water polo in his spare time.

The Chairman thanks Mr de Jong and informs the meeting that ForFarmers conducts business with Chr. Hansen and wants to be very transparent and open about this. For this year this business is expected to be worth an approximate total of €250,000. Mr C. de Jong is independent within the meaning of the Code's best practice provision 2.1.8. ForFarmers' contract with Chr. Hansen in relation to silage additives is not considered to be material and will not stand in the way of this independence.

The nomination for Mr de Jong's appointment to member of the Company's Supervisory Board is completely supported by the Executive Board. Mr de Jong has been nominated for appointment as a result of his extensive international experience in large industry-related companies. A referral is made to the explanation on the agenda.

The Chairman concludes that there are no questions regarding this agenda item and presents the appointment of Mr de Jong as a member of the Supervisory Board in order to reach a decision.

The Chairman opens the voting and closes it again, once the meeting has had sufficient time to cast their votes.

The Chairman comes to the conclusion that the meeting has decided to appoint Mr C. de Jong as a member of the Supervisory Board with the required majority vote.
(For: 85,254,014 votes, i.e. 99.1%; against: 768,362 votes, i.e. 0.9%; and abstained/not issued: 7,004 votes).

The Chairman congratulates Mr de Jong on his appointment. The Supervisory Board is looking forward to an enjoyable working relationship. The meeting endorses the appointment with applause.

9.1 Designation of the Executive Board as the authorised body to issue ordinary shares and to grant rights to subscribe for ordinary shares.

The Chairman announces the request to designate the Executive Board as the authorised body – with the approval of the Supervisory Board – to issue ordinary shares and to grant rights to subscribe for ordinary shares. This authority will be limited to 10% of the issued ordinary shares with an additional 10% (both as determined at the time of this Annual General Meeting) in case of mergers, acquisitions or strategic partnerships. The Annual General Meeting will remain authorised for the percentage which is not delegated to the Executive Board.

The Executive Board can, providing approval has been granted by the Supervisory Board, exercise this authority in line with their own insights. This enables the Executive Board, for example, to react to the Company's financing in a timely fashion. The issuing of shares can subsequently serve to fulfil obligations which have arisen from possible share plans and for the payment of any possible stock dividends or bonus shares, but it can also serve as an instrument to finance (part of) mergers, takeovers or strategic partnerships.

The duration of the requested designation is 18 months, calculated from the date of this Annual General Meeting, in accordance with the current corporate governance practices. The designation granted by the Annual General Meeting on 15th April 2016 will lapse once this proposed decision has been approved.

The Chairman concludes that there are no questions regarding this agenda item. He opens the voting and closes it again, once the meeting has had sufficient time to cast their votes.

The Chairman comes to the conclusion that the meeting has decided to designate the Executive Board as the authorised body – with the approval of the Supervisory Board – to issue ordinary shares and to grant rights to subscribe for ordinary shares, limited to 10% of the outstanding capital, increased to 20% in case of mergers, acquisitions or strategic collaborations, for the 18 month duration, with the required majority vote.
(For: 85,944,169 votes, i.e. 99.94%; against: 26,227 votes, i.e. 0.03%; and abstained/not issued: 58,984 votes).

9.2 Designation of the Executive Board as the authorised body to limit or exclude the pre-emptive right of shareholders.

The Chairman announces the request to designate the Executive Board as the authorised body – with the approval of the Supervisory Board – to limit or exclude the pre-emptive right for the issuing/granting of rights to acquiring shares based on the delegation of authorities described in agenda point 9.1. In accordance with these delegations, this designation has been limited to an 18 month period, calculated from the date of this Annual General Meeting. The designation granted by the Annual General Meeting on 15th April 2016 will lapse once this proposed decision has been approved.

The Chairman concludes that there are no questions regarding this agenda item. He opens the voting and closes it again, once the meeting has had sufficient time to cast their votes.

The Chairman comes to the conclusion that the meeting has decided to designate the Executive Board as the authorised body – with the approval of the Supervisory Board – to limit or exclude the preferential rights of shareholders, for the 18 month duration, with the required majority vote.
(For: 85,949,995 votes, i.e. 100%; against: 3,550 votes, i.e. 0%; and abstained/not issued: 75,835 votes).

10. Authorisation of the Executive Board to acquire, other than without consideration, by the Company of shares (regardless the category) in its own share capital.

The Chairman hands over to Mr Y. Knoop for an explanation. Mr Knoop informs the meeting that the Company generates a substantial cash flow and also has additional financial scope (as a result of existing financing arrangements). The Company wants to be flexible to make relevant acquisitions in the coming years, but also aims to make the balance more efficient. The Company therefore intends to make part of its cash position available to shareholders via a purchase programme of own shares (“the purchase programme”). Within the context of this purchase programme there is the intention to purchase own shares for an amount between €40 million and €60 million for the duration of this authorisation.

Mr Knoop has been asked by analysts and investors whether a possible acquisition of own shares will result in a change to the way in which acquisitions are dealt with, or for the opportunities which ForFarmers has identified in this specific area. Mr Knoop emphasises that there is absolutely no impact where this point is concerned. ForFarmers has identified a very important opportunity both today and in the future, as well as a path to strengthen its position in four countries and beyond via acquisitions. ForFarmers sees this as an essential element to eventually, and especially outside of the Netherlands, improve profitability and this is what the company will completely focus on.

On the other hand, ForFarmers has an extraordinarily strong balance sheet. An operational cash flow of more than €80 million was created and realised over the past year and ForFarmers now has more than €60 million on the balance sheet as positive cash. This is quite an extraordinary situation. ForFarmers has previously already indicated to eventually be comfortable with building up a debt on the balance sheet of two and half times EBITDA, if acquisitions were to be made. Taking this into consideration and without looking at what extra contribution these new companies would be generating where EBITDA is concerned, this would mean that ForFarmers would have approximately €300 million of resources available for making acquisitions. There are some analysts who have stated this amount could be even higher if we are taking what is being acquired into consideration. Given that situation and the fact that ForFarmers is making acquisitions step by step and currently doesn't instantly see the opportunities for spending this entire amount in one go, ForFarmers feels it would be appropriate to consider the interests of the various different stakeholders and certainly also the shareholders. It wouldn't be efficient not to allow this money to earn profit.

This is why a suitable solution was sought. A continuous further rise in profits and dividend per ForFarmers share is aimed. A limited shares purchase programme is the optimal solution for this situation in that respect. So where potentially a few hundred million euros are available for acquisitions, the proposal is now to purchase €40 million to €60 million's worth of own shares. These shares will be retained. There will therefore always be a possibility, if the opportunity arises, to put these shares back into circulation. The profits available for distribution will be divided across fewer shares as a result of the purchase programme. This means the profit per share and dividend will rise.

An amount of €40 million to €60 million has been proposed, simply because ForFarmers doesn't know how many shares can be purchased. This will be dependent on the marketability and only a certain percentage of what is traded on the market daily can be purchased. Plus we also don't know how the price is going to develop during the forthcoming period. Taking this into consideration, an amount of €40 million to €60 million is proposed, during an eighteen month period.

The Chairman subsequently offers the meeting the opportunity to ask questions.

- Mr M. de Haan notes that some people are keen on a share buy-back programme. However, he is not. Mr de Haan would rather keep any excess money. The financial soundness is constantly getting better and this money really belongs to the

shareholders. Why isn't this money paid out to the shareholders in the form of an extra dividend? Why does ForFarmers see the retaining of treasury shares as a better option than allowing the money to go to who it belongs to? Perhaps an explanation can be provided as to why this is a better solution for the shareholders?
As the financial soundness is improving, ForFarmers is also becoming increasingly more attractive to third parties. But there are colleague companies up for sale every day too: listed, similar companies. Why is it not an option for ForFarmers to participate in a colleague company which is listed too?

Mr Y. Knoop decides to start with addressing Mr de Haan's last question. This once again concerns the question as to what ForFarmers can do in the field of acquisitions. This is absolutely one of ForFarmers' spearheads. But if the money starts burning a hole in our pockets and leading to decisions which won't be right in the long-term, then ForFarmers has made the wrong decision. Despite the fact that the money is available, ForFarmers wants to do it in good faith. It goes without saying it's ultimately not just about doing a transaction. It's also about actually realising benefits. Unfortunately not many of our competitors are listed companies. Generally speaking, ForFarmers has to acknowledge the fact that similar companies are often family businesses or cooperatives. These are concerned with matters other than simply making a bid for a listed company. There is one listed company which does exactly what ForFarmers does and is located in Australia. The other listed companies only have feeds as a small part of their entire company.

Where the other point is concerned, Mr Knoop isn't clear on whether Mr de Haan is pleading for a higher return for shareholders, or actually not providing a refund at all. Mr Knoop is of the opinion that optimally leading and managing the company will offer the best possible protection against hostile takeovers. If ForFarmers can't effectively make money itself in the short-term, then a purchase programme will be a good step forward. This will not negatively affect the company. The strategy will not be affected: this will continue in full. But it is definitely an important sign that the shareholders' interests are also being considered.

Mr M. de Haan states it's good to hear that not a great deal is up for sale where listed companies are concerned. His plea concerns a much higher dividend distribution than is currently the case, as the money simply is there and available. He much prefers this to ForFarmers retaining the shares. This ultimately doesn't particularly benefit the shareholders. If the dividend is increased, the dividend returns will also become much higher, which, in turn, will support or increase the stock price. A higher stock price is also important for keeping any acquiring parties at bay. The higher the stock price, the more difficult it will be to take over a company. This is how shareholders look at the shares. Instead of the share buy-back programme, Mr de Haan is therefore pleading for an increase of the dividend. It doesn't matter whether it turns into a super dividend or something else. As long as it's dividend.

Mr Y. Knoop points out that the shareholders would benefit from the proposed solution. The profit will eventually be distributed among fewer shares. This will result in an increase in the profit per share and the dividend. The question as to whether the dividend should be much higher is certainly justified. This has been benchmarked in relation to similar listed companies. This has proven ForFarmers' dividend policy is already positive in comparison. So ForFarmers is definitely doing all the right things in relation to the companies which ForFarmers likes to compare itself against. We are working towards the future with a growing ForFarmers. The plan is to make progress along the way, via acquisitions. This may take some time, but that's the company's strategy.

Mr M. De Haan's isn't familiar with the examples which show ForFarmers' favourable position compared to other companies. Yesterday he visited another company for which he has been a shareholder for many years. This company issued an 80% pay-out, whilst it certainly isn't doing better than ForFarmers where its solvency is concerned. Mr de Haan is visiting another company on Monday which pays out the entire profits and also has a share buy-back programme in place. Mr de Haan can agree to the latter if 100% of the profit is being paid out. He feels ForFarmers is keeping quite a bit in its pockets, which really belongs to the shareholders.

The Chairman states that Mr de Haan's comments are clear. The company will definitely scrutinise the dividend policy again, also within the context of these comments. The purchasing of shares also results in the advantage of keeping extra space in the company. The purchased shares can be offered again. This wouldn't be the case with the payment of dividends. That money would be gone and would subsequently not be recoverable. ForFarmers has made the appropriate choices in this regard and come up with a proposal.

- Mr Veldman asks whether any thought had gone into giving the members, the hardworking farmers, who certainly don't always have an easy time, some extra money in a few years' time?

  The Chairman indicates this could be a question for the FromFarmers Cooperative. However, the customers have a relationship with ForFarmers. Top quality products are offered at market terms, in order to allow the farms to perform as optimally as possible. ForFarmers must operate competitively in the market and perform better than its competitors. The company's efficiency must determine the profit. The profit will benefit the shareholders. ForFarmers has opted for a share purchase programme; partly as a result of the company's strategy. After all, these shares can ultimately be offered again, in order to make acquisitions.

The Chairman announces that a request has been submitted to authorise the Executive Board – with the approval of the Supervisory Board – and without prejudice to the provisions of the law and the articles of association, to acquire (other than without consideration) own shares (regardless of the category), up to a maximum of 10% of the Company's issued capital (determined at the time of this Annual General Meeting).

The shares can be acquired at a stock exchange or otherwise, in direct transactions with shareholders, in block trades, through derivatives, or otherwise at a price per share which is between nil and 110% of the average closing price of the ordinary shares at the regulated Euronext Amsterdam market exploited by Euronext Amsterdam N.V., calculated over five trading days preceding the day of acquisition.

This purchase authorisation will give the Executive Board – with the approval of the Supervisory Board – the required flexibility to, for example, implement the purchase programme and to fulfil obligations in relation to (depositary receipts for) shares-related remuneration plans.

This authorisation is valid for an eighteen month duration from the date of this Annual General Meeting. The authorisation, as granted by the Annual General Meeting on 15th April 2016, will lapse following the approval of this proposed decision.

The Chairman opens the voting and closes it again, once the meeting has had sufficient time to cast their votes.

The Chairman comes to the conclusion that the meeting has decided to authorise the Executive Board – with the approval of the Supervisory Board – and without prejudice to the provisions of the law and the articles of association, to acquire (other than without consideration) own shares (regardless of the category), up to a maximum of 10% of the Company's issued capital (determined at the time of this Annual General Meeting), with the required majority vote.
(For: 85,177,593 votes, i.e. 99%; against: 845,885 votes, i.e. 1%; and abstained/not issued: 5,902 votes).

11. ForFarmers N.V. Supervisory Board Rotation Schedule.

The Chairman informs the meeting that ForFarmers deviates from best practice provision 2.2.2 of the Code in terms of the persons who were part of the Supervisory Board on 1 January 2017; with regard to these persons it still applies that they can still be reappointed once after a term of twice four years. Supervisory Board members who were or are appointed after the said date were or are appointed upon application of best practice provision 2.2.2 of the Code.

The Chairman uses the opportunity to say goodbye to Mr H. Mulder and thanks him for his contribution as member of the Supervisory Board over the past years. Mr Mulder provided an important contribution to the company's growth process.

Mr H. Mulder has formed part of the Supervisory Board for seven years. A great deal has happened during this period. It has been an energetic time. There have been plenty of takeovers, the executive committee and the Supervisory Board have been strengthened and a public listing took place. Mr Mulder thanks all those present for the trust which has been placed in him and for the very enjoyable collaborations. He has a great deal of confidence in ForFarmers' future. The meeting thanks Mr Mulder by way of applause.

12. Any other business.

The Chairman addresses the 'Any other business' agenda item.

- Mr Te Velthuis indicates that, in addition to being a dairy farmer, he is also a royalist. The royal status also forms part of the qualitative targets and non-financial targets.

CHV, Friesland Campina, Agrifirm and a private animal feed company which also forms part of the top three of the Dutch animal feed industry, are all royal companies. The shareholders meeting has already been moved to 26th April, the day before King's Day. Next year's shareholders' meeting will also be held on 26th April, so we are already getting close to King's Day. A company can be granted royal honours on its 100th, 125th or 150th anniversary. Legal predecessors are also included in this. Being or becoming Royal certainly comes with significant added value; especially from an international point of view. Partly as a result of Mr de Haan's question from last year, Mr Te Velthuis is now enquiring about the state of affairs.

The Chairman answers that we are not quite there yet at present, but we are keeping a close eye on matters. It will be another two or three years before the 125th anniversary is reached. ForFarmers in the UK does already have that distinction.

Mr Te Velthuis points out that a considerable preparation period will need to precede the achieving of royal status. He therefore recommends starting this in plenty of time. Should we not be ready by the 125th anniversary, ForFarmers would have to wait until their 150th anniversary.

13. Closure.

With there being no other business, the Chairman thanks all those present and closes the meeting at 12.35 hours.

Therefore established and signed on 8 November 2017.

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|---|---|
| Chairman | Secretary |
| | |
| J.W. Eggink | M.P.C. Pouw |