

Appendix C to the Supervisory Board Rules:

Rules of the Remuneration and Appointment Committee of the Supervisory Board Koninklijke FrieslandCampina N.V.

Article 1

Composition and Chairman

- 1.1 The Supervisory Board appoints the Remuneration and Appointment Committee of the Supervisory Board ('**RemCo**') from among its members. The RemCo shall consist of three members: the Chairman and Vice-Chairman of the Supervisory Board together with the external Supervisory Board member with the 'social' profile from the RemCo.
- 1.2 With due regard to the provisions of article 1.1 of these rules, the external Supervisory Board member with the 'social' profile shall fulfil the role of chairman of the RemCo. The chairman is particularly responsible for the proper operation of the RemCo, acts as the spokesperson of the RemCo and shall be the main point of contact for the Supervisory Board.

Article 2

Responsibilities of the Remuneration and Appointment Committee

- 2.1 Without prejudice to article 4.1 of the Supervisory Board Rules, the RemCo advises the Supervisory Board on the remuneration of, and on the selection and appointment procedures for, Supervisory Board members and Executive Board members. The RemCo prepares decision-making of the Supervisory Board regarding these matters, all as further provided in these Rules.

Remuneration

- 2.2 The duties of the RemCo regarding the remuneration of the Executive Board members and the members of the ELT include:
 - (a) submitting a proposal to the Supervisory Board for the remuneration policy for the Executive Board members and all other ELT members ('**Remuneration Policy**') to be adopted by the General Meeting. The Remuneration Policy shall include the following aspects:
 - (i) the objectives for the strategy of long-term value creation,
 - (ii) the scenario analyses that are carried out in advance,
 - (iii) the pay ratios within the Company and its affiliated enterprise,
 - (iv) an appropriate ratio between the variable and fixed remuneration components.
 - (b) approving the contractual employment terms of the Executive Board members;
 - (c) annually submitting a proposal regarding the remuneration of individual Executive Board members to be adopted by the Supervisory Board, which proposal shall be drawn up in accordance with the Remuneration Policy and will in any event cover:
 - (i) the remuneration structure,
 - (ii) the amount of the fixed and variable remuneration components,
 - (iii) the performance criteria used for long-term and short-term variable remuneration, which criteria should be measurable
 - (iv) the scenario analyses that were carried out; and
 - (v) the pay ratios within the Company and its affiliated enterprise;

- (d) annually discussing with the Executive Board the remuneration of the ELT members other than the EB members and approving any deviations from the Remuneration Policy regarding remuneration of ELT members proposed by the Executive Board;
- (e) annually preparing the remuneration report on the remuneration policy, to be adopted by the Supervisory Board (**'Remuneration Report'**) as referred to in article 5.2 of these rules; and
- (f) taking note of individual Executive Board members' views on the amount and structure of their own remuneration.

Selection, appointment and reappointment

- 2.3 The duties of the RemCo regarding the selection and appointment of the Executive Board members and Supervisory Board members include:
- (a) preparing the selection criteria and appointment procedures for Supervisory Board members and Executive Board members;
 - (b) periodically reviewing the size and composition of the Supervisory Board and the Executive Board and submitting a proposal for a profile;
 - (c) periodically evaluating the performance of the Supervisory Board, its committees, its individual members and the performance of the Executive Board and its individual members and reporting the results to the Supervisory Board;
 - (d) preparing a plan for the succession of Supervisory Board members and Executive Board members;
 - (e) proposing (re-)appointments of Supervisory Board members and Executive Board members;
 - (f) advising the Supervisory Board on proposals from the Executive Board to appoint an ELT member;
 - (g) periodically discussing with each ELT member (other than EB members) his progress ('voortgangsgesprekken') and providing feedback thereon to the CEO; and
 - (h) supervising the Executive Board's policy regarding succession planning, selection criteria and appointment procedures for higher management.
- 2.4 The Executive Board shall consult the RemCo on decisions regarding the appointment, suspension or dismissal of a member of the ELT (other than EB members). The RemCo will advise the Supervisory Board on these matters if such Executive Board decisions are subsequently submitted to the Supervisory Board for approval.

Article 3

Consultant

If the RemCo uses the services of a remuneration consultant for its duties, the RemCo shall ascertain that the relevant consultant does not advise Executive Board members. The Company shall make the necessary resources available.

Article 4

Meetings

- 4.1 The RemCo shall meet at least four times a year and in addition as often as one or more of its members deem necessary. In principle, the meetings shall be held at the offices of the Company, but may be held elsewhere. Meetings can also take place by means of telephone, videoconference or electronic communications, provided all participants can participate in the meeting.
- 4.2 Unless the RemCo decides otherwise, the meetings of the RemCo shall be attended by the chief executive officer, the global director HR and the Company Secretary. The RemCo may also request that other officers of the Company shall attend its meetings in whole or in part.
- 4.3 Meetings shall be convened by or on behalf of the chairman of the RemCo. Insofar as practicable, the notice and the agenda items shall be provided to the members of the RemCo seven days before the start of the meeting.
- 4.4 The meetings shall be minuted. Generally, they shall be adopted at the next meeting. As proof of adoption, the minutes shall be signed by the chairman and the Company Secretary.

Article 5

Reporting

- 5.1 The RemCo shall report its deliberations and findings to the Supervisory Board after each meeting. At least once a year, the RemCo will report to the Supervisory Board on how the duties of the Remco were carried out in the financial year. In this report, the composition of the Remco, the number of Remco meetings and the main items discussed at the meetings should be mentioned
- 5.2 The Remco shall prepare a Remuneration Report. This Remuneration Report shall in any event describe, in a transparent manner, in addition to the matters required by law:
 - (a) how the Remuneration Policy has been implemented in the past financial year;
 - (b) how the implementation of the Remuneration Policy contributes to long-term value creation;
 - (c) that scenario analyses have been taken into consideration;
 - (d) the pay ratios within the Company and its affiliated enterprise and, if applicable, any changes in these ratios in comparison with the previous financial year;
 - (e) in the event that a member of the Executive Board receives variable remuneration, how this remuneration contributes to long-term value creation, the measurable performance criteria determined in advance upon which the variable remuneration depends, and the relationship between the remuneration and performance; and
 - (f) in the event that a former member of the Executive Board receives a severance payment, the reason for this payment.