

Report by the Supervisory Board

The Supervisory Board is an independent body of the Company responsible for supervising and advising the Executive Board. In addition, the Supervisory Board (the 'Board') oversees general business progress, the long-term sustainable value creation strategy and the operational performance of the company. In this respect, the Board also focuses on the effectiveness of the Company's internal risk management and control systems and the integrity and quality of the financial and non-financial reporting. In the performance of its duties, the Supervisory Board is led by the interests of the Company and its associated companies, and takes the relevant interests of all parties involved in the company into consideration in this respect. During the year under review, the Board carried out its tasks in accordance with the applicable laws and regulations and the Articles of Association of Royal FrieslandCampina N.V. (the 'Company').

Composition, independence and diversity

Composition of the Supervisory Board and its committees; independence

During the year under review, the Supervisory Board of the Company consisted of four external members and five internal members, including four members of the Board of Zuivelcoöperatie FrieslandCampina U.A. and one member of the dairy cooperative who is not part of the Cooperative's Board. All external Board members are independent in the sense of the Corporate Governance Code (the 'Code') and the Supervisory Board's regulations. The composition of the Supervisory Board and its committees as at 14 February 2025 is shown on pages 254 and 255.

Pursuant to its profile sketch, the Supervisory Board is considered justly composed, with five internal members and four external members. The internal members must consist of at least three and at most five members of the Board of the Cooperative, including the Chair, and a maximum of two members of the Cooperative who are not members of the Board of the Cooperative. The composition reflects the dominance of members within the Supervisory Board. Hans Hettinga (internal member of the Supervisory Board and member of the Board of the Cooperative) died unexpectedly on 4 May 2024.

Hans Hettinga was a reliable, intelligent and personally committed Cooperative and Supervisory Board farmer member, whose legacy continues to live on in the Cooperative and in the community in which he was active. On 12 June 2024, Wietse Duursma is appointed as member of the Board of the Cooperative and as member of the Company's Supervisory Board, effective 10 December 2024. On 12 November 2021, Sybren Attema, Chair of the Supervisory Board as well as the Cooperative Board, was appointed for a four-year term, which was to expire on 12 November 2025. On 10 December 2024, his term as member and Chair of the Supervisory Board and the Cooperative Board was extended to expire after the meeting of the Members' Council that is to take place in mid-December 2027.

Roster of appointments and retirements of the Supervisory Board (as at 14 February 2025)

	Start date of initial term	Reappointed for new term in December	Expiry of current term in December
J.W. Berendsen*	16 December 2014	2018, 2023	2025
S.S.U. Attema**	12 November 2021		2027
N. den Besten***	7 October 2021		7 October 2025
W. Duursma	10 December 2024		2028
E. Jellema	17 December 2019	2023	2027
H.W.J. Schipper#	17 December 2019	2023	2027
J.B.P. Coopmans#	13 December 2022		2026
M. Vaesen#	13 December 2022		2026
P.H.M. Hofsté#	12 December 2023		2027

Supervisory Board members are appointed for a maximum of two four-year terms, followed by a third two-year term that can be extended once by another two years (4+4+2+2). A Supervisory Board member who in his/her third term is Chair of the Board, is eligible for reappointment for another two-year term that can be extended once by another two years (4+4+2+2+2+2).

External Supervisory Board member, not being a member of the Board of Zuivelcoöperatie FrieslandCampina U.A.

* J.W. Berendsen's second term Expired in December 2022. J.W. Berendsen was reappointed for a two-year term as of 12 December 2023.

** S.S.U. Attema was appointed on 12 November 2021 for a four-year term, which was to expire on 12 November 2025. On 10 December 2024, this term was extended to expire after the meeting of the Members' Council in mid-December 2027.

*** N. den Besten was originally appointed effective 14 December 2021, but the Members' Council on 7 October 2021 decided to advance the effective date to 7 October 2021.

Diversity, equality and inclusion

The aim is to achieve a balanced composition of the Supervisory Board, whereby a combination of different experiences, backgrounds, skills and independence of its members enable the Board to discharge its various obligations in relation to the Company and its stakeholders. In addition, the aim is to achieve a diverse, inclusive composition whereby equal treatment and equality is a key consideration. Furthermore, the objective is to achieve a balanced participation of men and women. The target is to have at least one-third of the seats on the Supervisory Board occupied by women and at least one-third by men. With four female members out of a total of nine positions, the Board's composition is in line with the objectives of having a balanced participation of men and women as set out in the policy for diversity, equality and inclusion.

Meetings of the Supervisory Board

The Supervisory Board met nine times during the year under review. Apart from the regular meetings there was contact among members of the Supervisory Board, as well as with members of the Executive Board and the other members of the Executive Team. To prepare for the meetings, the Chair and Vice-chair of the Supervisory Board, and Elze Jellema, Vice-chair of the Board of the Cooperative, regularly spoke with the CEO and CFO, among others. During the year, the Board also met multiple times outside the regular meeting cycle to discuss strategy updates.

After a challenging first half-year of 2023, Expedition 2030 was initiated in the second half of 2023. This transformation programme is fully focused on restoring FrieslandCampina as a leading dairy company. In addition, improvements and standardisation were implemented within the supply chain as part of the Performance+ programme, in order to reduce costs. During every meeting in 2024, the Supervisory Board was extensively informed about the implementation of Expedition 2030 and Performance+. The specific strategies as well as the appropriate cost structure for each business group and the supporting staff departments were discussed at the same time. The changes that were implemented at the end of 2023 have led to a strong start in 2024. In the first half of the year, the operating profit improved significantly due to improvements in the volume mix,

positive developments of our consumer brands in Southeast Asia and of our Friso infant nutrition brand in China, the elimination of the impact of expensive stocks, and lower costs. In May, a new production facility was opened in Malaysia, and in July a new production facility was opened in Indonesia to be able to meet future market demand in the region. The Supervisory Board at every meeting was updated on these developments, the associated challenges and the mitigating measures that were taken, such as the implemented price increases.

Moreover, the Supervisory Board elaborately discussed changes in the market in relation to the milk supply in Northwest Europe and engaged in a strategic discussion on this topic with the Executive Board.

In September 2024, the Supervisory Board visited Shanghai and Beijing, where they extensively engaged local management in discussions about Specialised Nutrition, Ingredients and Professional business in China. They also spoke about opportunities in the area of digitalisation and the use of artificial intelligence (AI), and about geopolitical challenges.

On 18 December 2024, FrieslandCampina and Milcobel announced their proposed merger. The Supervisory Board was intensively involved in the discussions and negotiations concerning this proposed merger. By combining forces, a leading dairy cooperative and company will emerge. The merger establishes the foundation for a future-oriented organisation with a key focus on dairy for member dairy farmers, employees, consumers and commercial customers. The proposed merger has been approved by the Supervisory Board but still requires approval of the FrieslandCampina Members' Council, the Milcobel Extraordinary Meeting of Shareholders and the competition authorities. Member dairy farmers, employees, works councils and trade unions have been informed about the proposed merger. The expectation is that the merger can be effected at the end of 2025.

The FrieslandCampina and Milcobel merger will result in a single international and future-oriented organisation that is better able to exploit opportunities and more effectively able to address challenges in the global dairy market. The merging parties, both for generations owned by dairy farmers, complement each other perfectly in terms of market positions and product -portfolios. The merger provides opportunities for further development in market segments such as consumer cheese, mozzarella, white dairy (incl. milk, buttermilk and yoghurt) and ingredients, as well as benefits in the area of efficiency and expertise, for example in relation to sustainability.

During the year under review, the Supervisory Board, after every meeting of the ESG Committee, was informed about the integrated sustainability programme and the climate plan. In April 2024, the Supervisory Board approved the integrated ESG strategy and also approved the scope 1, 2 and 3 FLAG and non-FLAG targets voor 2030 for submission to SBTi for validation. The Supervisory Board also decided to expand the scope of the Sustainability Committee and to change its name to ESG Committee to ensure a better fit with the integrated ESG strategy, whereby the 'S' of social sustainability and the 'G' of governance concerning the implementation of the ESG-strategy are given sufficient attention.

The Company's financing and member financing was also elaborately discussed in the year under review. In April 2024, the Supervisory Board had approved a mandate to refinance the outstanding hybrid bond with an initial reset date in December 2025. On 12 June 2024, the Members' Council also approved this mandate. In October 2024, the new hybrid bonds were successfully placed in the market. Furthermore, in April 2024, the Supervisory Board approved decisions aimed at member retention, member recruitment and member financing, whereby an integrated package of regulations was approved, such as an amendment to the farm transfer regulation, the extension of the milk volume regulation, the introduction of a volume premium and the temporary exemption of the joining

fee for new Cooperative members. In addition, it was decided to convert the fixed member bonds into free member bonds, effective June 2024, to help improve the liquidity position of Cooperative members. The Supervisory Board and the Audit and Risk Committee have discussed the financial and non-financial impacts of these decisions in detail.

The more regular topics were also discussed during the meetings. The financial position, the objectives for the upcoming year, partnerships, the progress of large investment projects, such as the production facilities being built in Indonesia and Malaysia, and internal risk management received the necessary attention. The Supervisory Board was informed of and approved the internal auditor's Audit Plan and activities. In February of the year under review, the 2023 financial statements and the text of the Annual Report were discussed with the Executive Board and the external auditor, and approved by the Supervisory Board. The report concerning the findings for the first half-year was clarified by the external auditor and the Supervisory Board also discussed the auditor's management letter with the Executive Board.

In 2024, special attention was furthermore devoted to the following topics:

- The Board was regularly informed of the progress made in the area of sustainability, safety and digital security;
- The Board was informed about how the Executive Board monitors the effective execution of investment projects;
- The Board approved a 30-million-euro investment in the expansion of the whey processing capacity in Workum. The whey supplied by the adjacent cheese plant will be converted into high-quality protein products for sports, medical and infant nutrition. This investment project also includes the replacement of a gas-fired evaporator by sustainable filtration systems. This replacement is expected to result in an annual reduction of 6.8 kt of CO₂ greenhouse gas emissions and 350,000 m³ of drinking water. The overall project is scheduled to be completed in 2026;
- The Board has decided to relocate the production of natural cheese from Born to Workum. In this respect, the cheese production facility in Born will be shut down no later than on 10 May 2025;
- Activities in the area of potential acquisitions and partnerships were regularly discussed;
- An elaborate risk management analysis was discussed;
- The SAP update, SAP S/4HANA, was approved by the Board;

- Following intensive preparation and a recommendation by the Audit and Risk Committee, the nomination of a new external auditor, effective from 2026, was proposed to the General Meeting of Shareholders;
- The Board decided to extend the term of Sybren Attema as member and Chair of the Supervisory Board until after the Members' Council meeting in mid-2027 and also decided to reappoint Hans Janssen as CFO effective May 2025 for a second four-year term;
- The objectives of the members of the Executive Board and other Executive Team members were approved; and
- The Company's people strategy was discussed with the Board, and talent development and retention within the Company and succession planning were also elaborately discussed.

The Supervisory Board each year conducts a self-evaluation of its activities and that of individual Supervisory Board members. The activities of the Supervisory Board's committees are also included in this.

The evaluation looks at various aspects, such as the material characteristics of the activities, interaction between the committees and the Executive Board, potential changes to the Board's composition, and training and skills. These evaluations are regularly carried out with the help of an independent expert.

The Supervisory Board conducted an elaborate self-evaluation at the end of 2022 guided by independent experts. This resulted in a change to the Supervisory Board's composition effective 13 December 2022. For 2024, the Board conducted an internal self-evaluation, facilitated by an internal expert in the area of talent and leadership development. This has resulted in the further optimisation of agenda setting by the Supervisory Board with sufficient attention for strategic challenges, that were also dealt with in various deep dives.

Supervisory Board committees

The Supervisory Board has established three committees that provide advice to the Board on specific tasks and that prepare specific decisions. These are the Audit and Risk Committee, the Remuneration, Nomination and Governance Committee and the ESG Committee. The tasks of these committees follow from the committee regulations, which form part of the Supervisory Board's regulations and are posted on the Company's website. These tasks are also summarised in the section on Corporate Governance on page 108.

Audit and Risk Committee

During the year under review, the Audit and Risk Committee met five times in the presence of management, including the CFO and the officers responsible for the relevant corporate services

departments. In all committee meetings, the external auditor was present during the discussion of specific agenda items. There also was contact among the members of the committee and with management, outside the meetings. In October, an additional deep dive session took place concerning the internal controls relating to ESG reporting. After each meeting, the Chair of the Audit and Risk Committee reported to the Supervisory Board on the committee's findings. In addition, in the year under review, the Audit and Risk Committee met two times with the external auditor in the absence of the Executive Board.

The 2023 Annual Report and financial statements were discussed during the year under review, as was the external auditor's report concerning the financial statements and the Executive Board's statement of executive responsibility included in the 2023 Annual Report. During discussions of the Company's results, the annual and semi-annual reports, the Audit and Risk Committee devoted particular attention to the more technical reporting aspects, such as the outcome of the goodwill impairment test, reporting concerning the cost savings resulting from the implementation of Performance+, the recognition of disposals, the tax position, including the deferred tax assets, the mitigation of currency risks, particularly in Nigeria, and the valuation of tangible and intangible fixed assets. In addition, a regular update was provided on the preparations for the CSRD

implementation, the governance and data collection processes and internal controls established for this purpose, and the progress of the CSRD implementation towards the 2025 financial year. In addition, a number of internal investigations were discussed, as well as how the first, second and third line responded to this and which mitigating and corrective measures were implemented.

The planned activities of the external auditor were discussed on the basis of the external auditor's Audit Plan, which was approved by the Supervisory Board. The 2024 half-year report, the 2024 interim report of the external auditor and, in particular, its interim audit findings were extensively covered during the year under review. The list of assignments the Company provided to the external auditor was approved five times by the Audit and Risk Committee during the year under review. The Audit and Risk Committee was of the view that the external auditor maintained its independence.

Each year, the Audit and Risk Committee discusses and approves the internal auditor's Audit Plan and activities, and advises the Supervisory Board on this. In addition, during each meeting, the internal auditor reports to the committee on the activities carried out, and the audit findings and the progress on the follow-up actions arising from earlier findings are discussed. Furthermore, the Audit and Risk Committee was informed of the operation of the internal control framework, the privacy-related

findings, the outcome of large CAPEX project reviews and the conduct of audits. The Audit and Risk Committee concluded that the effectiveness of the internal control assessments is up to par.

The Audit and Risk Committee was regularly informed by a number of managers (Accounting, Treasury, IT, Tax, Legal Affairs and Privacy) about their activities. The outcome of the analysis of the key business risks and the activities being carried out to mitigate these risks were also reported. In addition, the committee discussed the non-financial reporting and preparing for existing and expected laws and regulations relating to non-financial reporting, sustainability reporting and the due diligence relating to sustainability and other ESG topics, as well as the organisation structure required to effectively anchor all this within the Company. Compliance with the FrieslandCampina Compass Code of Conduct and the performance indicators that are monitored in this respect, such as the degree to which employees are aware of the underlying programme, were also discussed. The activities of the 2024 programme for good business behaviour were highlighted, as well as the material Speak Up issues and the measures implemented in this regard.

FrieslandCampina applies the Dutch laws and regulations that apply to Public Interest Entities. These rules determine that an accounting firm is permitted to audit and sign off on a company's financial statements for a maximum consecutive term of ten years. Since this maximum term will have expired for PwC after they sign off on the 2025 financial statements, it was decided to initiate the appointment procedure.

The Audit and Risk Committee followed an intensive process concerning the selection and appointment of a new external auditor effective for the 2026 financial year, and in December 2024 this resulted in a recommendation from the Audit and Risk Committee to the Supervisory Board to nominate EY for appointment as the external auditor. Sandra Berendsen, member of the Audit and Risk Committee, did not participate in this process, nor in the decision-making process, in view of her supervisory membership at KPMG. In December, on the nomination of the Supervisory Board, the General Meeting of Shareholders subsequently decided to appoint EY as the external auditor effective from the start of the 2026 financial year.

In February 2025, the 2024 Annual Report and financial statements were discussed, as was the external auditor's report concerning the financial statements and the Executive Board's statement of executive responsibility included in the Annual Report.

Remuneration, Nomination and Governance Committee

The Remuneration, Nomination and Governance Committee met seven times during the year under review and reported to the Supervisory Board on its deliberations after each meeting. In addition, there was frequent mutual consultation and there was regular contact with management, in particular with the CEO, the CPO and various Human Resources employees. The CEO and the CPO were invited to be present for a number of agenda items during various meetings of the committee and they attended these meetings. Members of the Committee also met several times with the Central Works Council.

The activities of the Remuneration, Nomination and Governance Committee in the area of remuneration included the usual preparation for the Board's decision-making process concerning achievement by Executive Board members of the objectives for the variable remuneration for the previous year. Proposed objectives for Executive Board members for the year under review were discussed as well as the performance of Board members. Feedback on the conclusions was provided to the relevant individual Executive Board members. The new structure, method of working and composition of the Executive Team was also discussed with the Board.

During the year under review, the Remuneration, Nomination and Governance Committee evaluated the remuneration and remuneration policy for the members of the Executive Board and the Executive Team, and this policy was adopted by the General Meeting of Shareholders on the proposal of the Supervisory Board, following consultation with the Remuneration, Nomination and Governance Committee. The remuneration of the Supervisory Board was not adjusted in the year under review, since it had already been extensively evaluated and adjusted in 2023.

The committee elaborately discussed the people strategy, talent development and retention within the Company and succession planning in advance of the discussion of these topics with the full Supervisory Board. Furthermore, the Chair of the Remuneration, Nomination and Governance Committee regularly met with the executive board of the Central Works Council concerning various subjects, such as the implementation of Expedition 2030 and its impact on employees.

At the Members' Council meeting of 19 February 2025, the details of the remuneration of the members of the Executive Board and the members of the Supervisory Board for 2024 will be reported to the Members' Council.

ESG Committee

The Sustainability Committee met four times during the year under review and reported to the Supervisory Board on its deliberations after each meeting. The committee reviewed the sustainability strategy and the specific targets in detail on multiple occasions. In addition, it monitored whether these targets were being achieved and regular updates were provided about the valorisation of sustainability initiatives by the various business groups.

The validation of the SBTi targets, the Forest, Land and Agriculture (FLAG) related targets and the other targets related to the reduction of emissions were discussed in detail with the committee. The dealings with and the response to various action groups and representatives, for example, Friends of the Earth, were regularly discussed with the committee. Developments in the area of regenerative agriculture and the potential consequences for the Cooperative and its members were highlighted by experts from the perspective of the Company, the Cooperative and member dairy farmers. In addition, Finance regularly provided an update about developments concerning sustainability reporting and the steps that are being taken to implement CSRD and CSDDD within the organisation. The outcome of the double materiality test and the KPIs that will be used for reporting purposes were also reviewed in detail in this respect.

In addition, the integrated ESG strategy, with specific KPIs concerning nutrition, people and planet, were discussed with the committee before it was approved by the full Board. The expansion of the committee's tasks and responsibilities in line with the integrated ESG strategy, whereby the committee's name was also changed from Sustainability Committee to ESG Committee effective April 2024, was discussed in advance by the committee and decided on by the full Supervisory Board in April 2024.

Attendance during meetings

The table below shows the presence of Supervisory Board members at various meetings in the year under review. Active Supervisory Board members who were unable to attend a meeting always provided input to the Chair of the relevant meeting in advance. Observers of the Supervisory Board were also present during several meetings of the committees. The table only reflects when a member of the relevant committee was present during a meeting in the year under review. On 12 June 2024, the Members' Council appointed Wietse Duursma as member of the Supervisory Board, effective 10 December 2024. Effective from his appointment in June, he participated in the meetings of the Supervisory Board as an observer. Aside from the formal meetings in the year under review, there also were many informal meetings concerning the proposed merger with Milcobel and other strategic topics.

Members of the Board	Meetings of the Supervisory Board (9)	Meetings of the Audit and Risk Committee (5)	Meetings of the Remuneration, Nomination and Governance Committee (7)	Meetings of the ESG-Committee (4)
S.S.U. Attema	9/9		7/7	3/4
N. den Besten	9/9	5/5		4/4
H.T.J. Hettinga	1/2		3/4	
E. Jellema	9/9	5/5	2/2	
P.H.M. Hofsté	9/9	5/5		4/4
H.W.J. Schipper	3/9		5/7	
M. Vaesen	7/9			4/4
J.B.P. Coopmans	9/9	5/5	7/7	
J.W. Berendsen	9/9	5/5		

Composition of the Executive Board and diversity

The composition of the Executive Board as of 14 February 2025 is reported on page 256. In the year under review, the Executive Board consisted of four members: the CEO, the CFO, the CSCO, and the CSO. All members of the Executive Board are also members of the Executive Team. The composition of the Executive Team is reported on pages 256 and 257.

Diversity

The aim of achieving a balanced composition also applies to the Executive Board and the Executive Team, where the combination of different experiences, backgrounds, skills and independence of members enable both bodies to function optimally.

In addition, the aim is to have a balanced ratio of men and women on the Executive Board, as well as the Executive Team, with the objective of achieving a representation of at least 30 percent men and at least 30 percent women on both bodies. During the year under review, the Executive Board consisted of 25 percent women. As at 31 December 2024, the percentage of women on the Executive Leadership Team was 25 percent.

As the preference is to recruit internal candidates for both bodies, it is important that the ranks below the Executive Board also include sufficient women candidates. In future appointments/reappointments, the balanced participation of men and women will be considered as an additional selection criterion. See the overview on page 256 for the composition of the Executive Team. FrieslandCampina pursues a diversity policy focused on increasing the number of women in these ranks.

Financial statements and profit appropriation

In the meeting of the Supervisory Board of 14 February 2025, the Board discussed the 2024 financial statements with the Executive Board and approved the financial statements, after obtaining the advice of the Audit and Risk Committee, which had earlier discussed the financial statements in February. The financial statements were audited by PricewaterhouseCoopers Accountants N.V., which provided an unqualified auditor's opinion on them. The consolidated result of 321 million euros will be appropriated as follows: 64 million euros is reserved as the interest payment for the holders of member bonds (2023: 58 million euros) and 10 million euros will be paid to the provider of the cooperative loan (2023: 19 million euros); 10 million euros will be paid to the holders of perpetual bonds (2023: 9 million euros); 73 million euros is allocated to non-controlling interests (2023: 67 million euros) and 164 million euros will be added to the retained earnings, including the non-controlling interest that is directly attributable to the shareholder, Zuivelcoöperatie FrieslandCampina U.A. (2023: -302 million euros charged to the internal reserve). For 2024, member dairy farmers will receive a supplementary cash payment of 1.21 euros per 100 kilograms of supplied milk.

The General Meeting of Shareholders will also be asked to discharge the members of the Executive Board for their management during the 2024 financial year. Furthermore, the General Meeting of Shareholders will be asked to discharge the members of the Supervisory Board for their supervision of the Executive Board during the 2024 financial year.

On 11 March 2025, the Members' Council of Zuivelcoöperatie FrieslandCampina U.A. (the 'Cooperative') will be asked to grant approval of the decision to adopt the 2024 financial statements of Royal FrieslandCampina N.V. This decision is taken by the Board of the Cooperative, which exercises the Cooperative's shareholders' rights and, in this capacity, functions as the General Meeting of Shareholders of the Company.

In conclusion

The Supervisory Board is grateful to the Executive Board, the Executive Team and all employees of FrieslandCampina for their tremendous efforts and dedication in 2024, which have produced exemplary results.

Supervisory Board

Amersfoort, 14 February 2025