

DATED 15 JUNE 2018

**REMUNERATION POLICY
MILKILAND N.V.**

Introduction

This Remuneration Policy of Milkiland N.V. (hereinafter – the remuneration policy) governs the remuneration of the Executive and Non-executive directors of the Board (the “**Board of Directors**”) of Milkiland N.V. (hereinafter – the “**Company**”).

This remuneration policy has been adopted pursuant to Section 2:135(1) of the Dutch Civil Code and the Company’s Articles of Association and it applies to all the members of the Board of Directors, taking into account the relevant provisions of the Dutch Corporate Governance Code, and the Best Practice Provisions for WSE listed companies, as well as other external developments in the market place for directors’ remuneration.

The Company shall at all times comply to the extent required under the laws of the Netherlands with the requirements provided in Sections 2:383c up to and including 2:383e of the Dutch Civil Code insofar as these relate to the Board of Director’s remuneration.

Article 1. Objectives

- 1.1. The objective of the remuneration policy is to provide a compensation program allowing for the attraction, retention and motivation of members of the Board of Directors of the Company who have chartered traits, skills and background to successfully lead and manage the Company. Individual specific responsibilities are taken into consideration in respect of the determination and differentiation of the remuneration of the members of the Board of Directors.
- 1.2. The Company has committed itself in providing a remuneration that is competitive, comparable to and consistent with the practice in the food sector on a comparable market and stays in reasonable relation to the Company's operating results and size.

Article 2. Procedure

- 2.1. The remuneration policy with regard to the members of the Board of Directors shall be adopted by the General Meeting of Shareholders and comes into force from the day of adoption.
- 2.2. The Board of Directors or remuneration committee, if established, shall review periodically and adjust, or develop terms of this remuneration policy and submit them to the Company’s General Meeting of Shareholders for approval and adoption.
- 2.3. In accordance with the Company's Articles of Association, the Board of Directors with the prior approval of the Non-Executive Directors shall determine the remuneration and other terms and conditions of employment of the individual members of the management board with due observance of this remuneration policy.
- 2.4. Any deviations from this remuneration policy will only be made where such deviations are

deemed by the Board of Directors to be necessary and in the best interests of the Company. Any deviations will be disclosed in the annual report of the Company or, in case of the appointment of a new director to the Board, prior to such appointment.

- 2.5. The Board of Directors or remuneration committee, if established, may seek advice from leading compensation and benefit consultants, in order to acquire information about remuneration packages for companies considered similar to the Company in terms of size and/or complexity.
- 2.6. The value of the total remuneration package for the member of the Board of Directors, as well as detailed rules and procedures set for determination of the remuneration value are reviewed by the Board of Directors annually and are disclosed (also on individual basis) to the public in the Company's annual report.

Article 3. Remuneration

- 3.1. The Company shall make any payments, as remuneration, to the members of the Board of Directors (whether annual payments, periodical payments/rewards, payments payable on a certain term, entitlements to profits, bonuses or pension payments, whether in cash or in kind) only in accordance with this remuneration policy.
- 3.2. The Company shall provide the remuneration to the members of the Board of Directors as fixed annual payments of remuneration and may perform payment/reward in form of variable components - periodical payments/rewards, payments payable on a certain term, entitlements to profits and bonuses according to the efforts personally applied by the member of the Board of Directors.
- 3.3. If a variable remuneration components conditionally awarded in the previous financial year would, in the opinion of Board of Directors, produce an unfair result due to extraordinary circumstances during the period in which the predetermined performance criteria have been or should have been achieved, the Board of Directors has a power to adjust the value downwards or upwards.
- 3.4. The Company's remuneration policy does not provide any benefits in the case of dismissal or termination of the appointment of the any member of the Board of Director, unless otherwise is stated in this remuneration policy.
- 3.5. All members of the Board of Directors shall be reimbursed by the Company for all the expenses incurred in connection with their service for the Company, including attendance of the Board of Directors or its committees, fees payable to third parties such as legal fees, notary fees and other disbursements, etc.
- 3.6. The Board of Directors shall take all decisions with respect to the remuneration of each Director with the majority votes of the Directors whose remuneration is not voted on.

Executive Directors Remuneration

- 3.7. Each Executive director shall be remunerated by the Company or by its subsidiaries, as the Company's management may deem practical. Remuneration of each Executive director shall

be determined by the Board of Directors within the framework of this remuneration policy.

- 3.8. Each Executive Director shall receive a fixed management fee per annum as determined by the Board of Directors, and may receive a variable part of remuneration, payable according to the terms of the respective agreement signed between the Company and the Executive director. The remuneration of each Executive Director shall be disclosed to the public in the Company's annual report.

Non-Executive Directors Remuneration

- 3.9. Non-executive directors shall be remunerated by the Company or by its subsidiaries, as the Company's Board of Directors may deem practical. Each Non-executive director shall receive a fixed management fee per annum payable according to the terms of the respective agreement signed between the Company and the Non-executive director, depending on their role in the Board of Directors' activities. The remuneration of each Non-executive Director shall be disclosed to the public in the Company's annual report.
- 3.10. Non-executive Directors may not be granted with the Company's shares and/ or rights to shares for their services to the Company.

Article 4. Repayment

4. The Board of Directors has the authority to demand from the member of the Board of Directors repayment and/or compensation of:
- a) Any taxes or other obligatory payments in the Netherlands, aroused from the directors' remuneration, which were paid by the Company, if such taxes or other obligatory payments were a direct personal duty of the member of the Board of Directors and were not paid by the member of the Board of Directors in a proper and timely manner.

This Remuneration Policy, as restated on 15 June 2018, was adopted by the General Meeting of Shareholders of Milkiland N.V. and is effective as of 15 June 2018.