

SECTION 172 STATEMENTS

FOR

ARLA FOODS LIMITED
ARLA FOODS UK HOLDING LIMITED
ARLA FOODS UK PLC
31 DECEMBER 2022

Section 414CZA of the Companies Act 2006 ('CA06') requires qualifying companies to include a statement (a 'Section 172(1) statement') in the strategic report for a financial year, which describes how the directors have had regard to the matters set out in section 172(1)(a) to (f) of that act while undertaking their duty to promote the success of the company. Section 426B of CA06 requires these Section 172(1) statements to be published on a website maintained by or on behalf of the company.

The Section 172(1) statements included in the annual reports of Arla Foods Limited, Arla Foods UK PLC and Arla Foods Holding UK Limited obtainable from Companies House are provided below. Minor changes to the wording of these extracts were required to ensure they remained clear on a standalone basis. These companies are wholly owned subsidiaries of Arla Foods amba (the 'group' or 'cooperative').

ARLA FOODS LIMITED

The directors consider they have performed their fiduciary duty, as stipulated under section 172 of CA06 in good faith to promote the success of Arla Foods Limited ('the company') for the benefit of its members.

Details of stakeholders, primary methods of engagement, why directors consider engagement to be important, issues raised by stakeholders and actions taken as a result of the engagement are detailed below. They considered, amongst other matters:

- the likely consequences of any decision in the long-term;
- the interests of the company's employees;
- the need to foster the company's relationships with suppliers, customers and others;

- the impact of the company's operations on the community and the environment:
- the desirability of the company maintaining a reputation for high standards and business conduct; and
- the need to act fairly as between members of the company.

The board has considered its key stakeholders and the methods of engagement with each of those stakeholders, at board level and across the business. It receives regular reports from management to enable it to monitor the quality and effectiveness of the arrangements for stakeholder engagement. Specific examples of the way in which the directors have performed their fiduciary duty are provided in the following section. The board completed training to ensure that in preparing proposals for board consideration, managers are aware of the section 172 requirements in director decision making, ensuring that directors have assurance that all relevant stakeholder interests and other relevant matters, are being set out for their consideration.

The board understands good governance includes maintaining clear, effective, meaningful relationship with all relevant stakeholders including our customers, our colleagues, our group owners, our farmer members, our suppliers and the communities and environments in which we operate. As a wholly owned subsidiary, the board is committed to ensuring the UK is aligned to the long-term vision and mission of the Arla Foods amba group; to seek out opportunities for growth, securing the highest value for the cooperative farmer owners' milk. The group mission is to achieve this collectively, which requires more alignment of performance management and planning, but also by sharing a common future vision. The group vision includes sustainability, aiming to reduce our negative impact on the world around us and increase our positive impact.

Primarily, through the involvement of Peter Giørtz-Carlsen and Mogens Kaspersen, the board retains a significant direct link of communication through the Group Board of Directors ('group BoD'), Board of Representatives ('BoR') and Corporate Finance. This indirect link to farmer owners contributes to the objective of the company to align with the group. Each company board member reports into a group based senior figure within their respective functions. The group consistently promotes engagement with all stakeholders and the group BoD is responsible for stakeholder engagement with all cooperative stakeholders.

The board maintains commitment to promoting an active, open and honest approach to interactions with the company's stakeholder community, including regular interaction with government and industry bodies. For example, Mr Amirahmadi is chair of board of trustees of the Institute of Grocery Distribution, and regularly engages with government on any specific matters impacting the industry. Our relationship with the media is also one of openness, honesty and is proactive.



COLLEAGUES

We recognise people are our most valuable asset. Our success is dependent on their efforts and investment into our people creates a culture that allows our business to thrive. The pandemic brought new unprecedented challenges to our colleagues, and safeguarding our employees was of paramount importance throughout, whilst providing support during ever changing circumstances.

WHY WE ENGAGE OUR COLLEAGUES

The board holds strong belief that engaging with our people is of key importance to successfully implementing its long-term strategies, aligned with the group. Investing in our people is protecting our future and promoting our success. We want Arla to be a great, safe place for all our colleagues. Our people are our ambassadors, and our goal is for a proud and empowered workforce. Exciting our colleagues about our Future26 strategy and improving employee engagement are essential business priorities for the company and group now and into the future.

HOW WE ENGAGE OUR COLLEAGUES

The group policies and practices are applied locally. Our commitment to development of people is achieved via the annual people calendar. Our colleagues set meaningful objectives and hold regular dialogue meetings throughout the year ensuring focus on the most appropriate development areas and personal growth. Ongoing dialogue between managers and teams throughout the year is proactively encouraged. Dialogue meetings are guided and structured in a way that achieves the best outcomes for all. Our dedicated people section of the intranet contains a vast amount of resources to support these activities.

Our annual colleague survey "barometer" gives our colleagues a voice within Arla. Barometer shapes the future direction of the company and group, creating strong foundations for future growth, and ensures continuous improvement by acting on the opinions of our people. Results sharing and action planning based on the outcome of barometer is built into the people calendar. Barometer results have been communicated to the board and are viewed with importance in assessing levels of engagement, optimism and shaping the future to ensure opportunities for our people. Smaller, more regular "pulse" surveys are also utilised to engage with our colleagues, gain further insights, and help ensure positive actions are being delivered for the benefit of all colleagues.

Our dedicated UK employee handbook includes all our related policies, and is issued to all our new colleagues. If breaches of policy are observed, a whistleblower hotline is available for anonymous reporting.

We are committed to continual investment in our relationship with our colleagues. Health & wellbeing remains an increased focus area, as colleagues continue to adapt to the new norm for working flexibly. We provide health & wellbeing initiatives, host an extensive mental health awareness week, continually champion the importance of wellbeing, provide access to a free-to-use wellbeing app "Thrive", continue to increase levels and lines of communication across the group and continue to invest in our facilities at all of our sites to continue ensuring secure working environments. Internal IT resources have been shaped and improved to encourage even further collaboration, sharing of best practices, engagement and celebration of successes.

Health and safety of our colleagues and contractors is of paramount importance and key to our success. Health & safety is constantly monitored via appropriate KPIs across sites. Safety and risk observations are encouraged to be logged by all colleagues, and will be acted on. Workshops are regularly held to encourage idea generation in respect of health & safety activities. A culture of best practice sharing and innovation continues to enhance our workplace going forward. Our "flexible working" policy remains well received, which enables our colleagues to work in a manner that suits their personal needs, ensuring the beneficial aspects of working from home are retained and through pre-agreed arrangements colleagues can be flexible in dividing work hours between home and office.

Meanwhile the change leadership forum continued to drive UK strategy via the leadership community across the business. Key messages from these quarterly meetings are delivered to teams across the business. The forum discussed the Future26 strategy and associated business plans, considered local initiatives and developed ideas as a community. Members of the board routinely host and attend and input into the forums, as well as encourage inclusion in discussions.

Monthly "Business & Talk" sessions continued, with the directors updating colleagues on the most significant recent developments in the business and introduce changes, with the Change Leadership Forum ('CLF') designed to support the implementation of these changes in a colleague inclusive manner. Interactivity with leadership at all levels of seniority is continually encouraged with plenty of opportunities for questions during or outside of sessions. Additionally, colleagues within each function will be included in group level functional updates occurring regularly. Group wide communications are also frequently hosted, and routinely include opportunity for an open Q&A.

The company publishes gender pay gap reporting externally on its website. The analysis and results of the reporting highlighted areas that informs our strategies with regards to gender pay equality. The publishing of this information is part of the board commitment to improving engagement with stakeholders.

In addition to our local initiatives, the group maintains a set of principles in relation to diversity and inclusion applicable on a global level. For example, colleagues dedicated to creating a more diverse and inclusive workplace maintain a global employee resource group, the Arla Diversity & Inclusion Network. Further information about the group approach to diversity and inclusion can be found in the group's consolidated annual report 2022 on page 51.

Certain employee engagement requires the company to maintain an active and open relationship with workers unions. The company recognises Unite, USDAW and GMB for collective bargaining purposes. The company believes in the benefits of positive trade union relationships and we are working openly, honestly and constructively with our trade unions towards industry-leading relations and a successful business. The discussions and collaboration that we have with our trade unions influences the decisions that the board takes on future policies and strategy.

Engagement specific to the company's defined benefit pension scheme are via the scheme trustees, who are ex-employee stakeholders. The trustees (of which Arla appoints the majority) set the investment strategy and have established a policy on asset allocation to best match the assets to the liabilities of the schemes. The trustees appoint an independent external advisor to the schemes, responsible for advising on investment strategy and investing assets.

Engagement specific to the company's defined contribution pension scheme (the active scheme since the closure to future accrual of the defined benefit scheme) is managed through the internal Arla Pension Governance Committee and the external pension provider.

CUSTOMERS & CONSUMERS

The majority of our customer sales are to large UK based household name grocer retailers, both premium and value, who on sell to retail customers & consumers. Most of our customer sales are based on long-term relationships and long-term contractual agreements. We sell a mixture of branded and retailer own label products. Our food service channel including our Arla Pro® products, continues to be a high growth area for the company, with key relationships with large third party restaurants and coffeehouses continuing to develop. Our e-commerce and wholesale customer base makes up the remainder. Our consumers are the end users of our products and services and continued engagement remains at the forefront of our strategic decisions.

WHY WE ENGAGE OUR CUSTOMERS & CONSUMERS

Our customer relationships are vital to our business and growth. Maintaining strong relationships via transparency and openness, and understanding our customers' wants and needs informs our business decisions and priorities. We build trust with our customers through acting with integrity, honesty and promoting effective communication. Our customers are interested in our long-term trading position as they seek guarantee of supply and consistency of product and pricing. Our sustainability strategy is important to our customers who seek to identify and minimise the environmental impact of their supply chain. Our customers are interested in our safety standards and our compliance with regulations as it impacts their reputation and confidence in the supply chain.

Consumer needs define our strategic decisions. Ensuring we identify and embrace changing trends, and respond in a timely and effective way, is key to our continued engagement with our consumers and ultimately our collective success.

HOW WE ENGAGE OUR CUSTOMERS & CONSUMERS

We maintain regular contact with all our customers at all levels within our business and across all channels. Dedicated managers are responsible for each customer relationship. Joint business plans are developed with key customers and we monitor progress. We monitor customer interactions, obtain regular feedback and analyse customer complaints. We conduct customer research to understand needs and wants of our customers and continually develop our capabilities to improve the customer performance. The group's consolidated annual report provides our customers with important perspective on the performance of the group as a whole and details on our overall strategy and business model. Our corporate website provides a wealth of important information on the activities of the group including UK specific activities. Key topics of engagement during the year were in relation to product listings and distribution, promotional plans, pricing levels, and our joint business planning.

We engage with our consumers through our digital channels such as our social media platforms, websites and e-commerce platforms. We perform extensive levels of consumer research to understand the needs of our consumers, and always have consumer needs in mind when making the important choices.

FARMER OWNERS & SUPPLIERS

Arla is a farmer owned cooperative as described in the governance section of the company's annual report 2022. Every farmer member has an investment in the cooperative. Our farmers are also our primary supplier of our biggest raw ingredient, milk, the largest part of our cost base. Because our owners are also our key suppliers, earnings of the group go back to the owners in the form of the highest possible milk performance price, which includes retained capital for further investment and payments for total milk supplied.

WHY WE ENGAGE OUR FARMER OWNERS & SUPPLIERS

Our farmers are our owners and without them we would not exist. The strategies of the group are defined by our farmers via the cooperative governance model. Being one of the most significant stakeholders, owners are interested in ensuring the company continues to fulfil its obligation to purchase every litre of milk produced by each and every member, at the same time paying an optimised performance price and maximising sustainable long term returns. Furthermore, our sustainability commitments and targets cover our whole value chain from the farm up, and are a key part of Future 26. Therefore, we must continue to engage with our farmers to collaborate on reducing our overall carbon footprint via driving innovation across the dairy industry.

HOW WE ENGAGE OUR FARMER OWNERS & SUPPLIERS

Engagement with our farmers is achieved in a variety of ways. Each farmer is assigned a dedicated agricultural manager who operates out of our dedicated Member Relations team. Contact levels depend on the needs of the farmers and vary between remote and physical visits. Regular meetings take place annually where each farmer is invited to discuss Arla in general and canvas views. Member services will also send text reminders and emails each month on certain topics such as latest milk prices and forecasts. The member service website is updated with latest news articles and gives our farmers another avenue to log concerns.

Engagement with our farmer owners is achieved through regular and transparent internal reporting of our financial performance through to the executive management team ('EMT'), group BoD and BoR. The company achieves this through our regular reporting to our group owners, who then relay this information to the farmers through the cooperative governance structure. When it comes to the supply of milk, we engage with our UK farmer members through our milk intake and the on-account milk price they receive, which represents the average payment farmer owners receive per kilogram of milk delivered during the settlement period. We engage with our farmers over sustainability matters, including via our industry leading Climate Check initiative and more recently our Sustainability Incentive Model, to understand the status of the Arla on-farm carbon footprint and supporting farmers to action the key areas for improvement. Climate check data has been collected for the majority of our UK farmer members. The Arla UK 360 programme continues to bring vast benefits to our farmers. We continue to support the forging of stronger links between society and our farmers through initiatives such as Open Farm Sundays.

EXTERNALSUPPLIERS

The board recognises the key role that our external suppliers of everything else excluding milk, play in ensuring the reliable delivery of products to our customers. All significant non-milk costs adhere to group policies including the selection of our suppliers, with the aim to only use approved suppliers. This ensures compliance with the Arla Code of Conduct, which gives confidence over our suppliers' practices. This all lends itself to more efficient relationships with our suppliers in terms of delivery, prompt payments and effective consolidation of ordering.

WHY WE ENGAGE OUR EXTERNAL SUPPLIERS

We want to be confident in the reliability and practices of our suppliers, ensuring our key supplier relationships are secure, with clear understanding of their needs and communication of ours. We require confidence in the compliance of our suppliers with evolving regulatory landscapes. We collaborate to understand the challenges our suppliers face and how we can work with them towards solutions. In an increasingly sustainability focused world, these collaborations are of growing importance.

HOW WE ENGAGE OUR EXTERNAL SUPPLIERS

We proactively manage our key supplier relationships and meet regularly, providing opportunity for strategic partners to voice challenges and understand ways we can collaborate towards solutions. We ensure expectations of suppliers are clear via Code of Conduct requirements. Our terms and conditions and payments policies are published on our website at www.arla.com/legal-information/payment-policy. Our procurement guidelines are followed by our procurement teams, prior to entering into supplier arrangements. Our Treasury function monitors our supplier creditors and invoice discounting is utilised where necessary. The board engages where necessary in matters of external suppliers, e.g. decisions choosing suppliers, or discussions of significant issues or disputes. Again, such matters form part of the regular market review meetings taking place involving the directors.

GOVERNMENT & INDUSTRY GROUPS

The board aims for an open and transparent dialogue with the regulatory and industry bodies we collaborate with. We aim to maintain public trust in our industry through raising industry standards, for example with regards to climate change. We pride ourselves on our transparent relationship with HMRC and on maintaining our low risk tax status over several years. Our group structure allows us to call on expertise on a global scale to ensure a valuable level of input is possible.

WHY WE ENGAGE WITH GOVERNMENT AND INDUSTRY GROUPS

We engage with government bodies and industry groups for many reasons, not least to ensure industry standards are constantly improved ensuring trust is maintained. We ensure our own practices are compliant with the most up to date operating legislation to provide our customers with a trust in our food safety and quality. We actively engage with tax authorities to ensure good tax governance and compliance with tax legislation. In recent years we engaged with government bodies regarding multiple key issues, including the impact of the pandemic on the dairy industry, continued impacts post Brexit, acceleration of the sustainability agenda, people talent shortages and retention in our industry, as well as specific inputs such as the recent UK driver shortage.

HOW WE ENGAGE WITH GOVERNMENT AND INDUSTRY GROUPS

The board takes a proactive approach to engaging with government wherever possible. We collaborate with industry groups to provide input and perspectives from our business that leads to actions and decisions to continually improve the standards and practices in our industry. Ash Amirahmadi continues to be a high-profile leader in the sector, appointed to the Government's Food Resilience Industry Forum, and was awarded an OBE for services to the dairy industry in the 2023 New Year's Honours. He and other Arla leaders have been actively supporting consumers and the industry via discussions with DEFRA, the Cabinet Office, HM Treasury, the Department for Transport and others to ensure the dairy industry is well represented and supporting wider impacting issues. We innovate with new policies that lead the way in terms of innovation. The board takes proactive steps to inform government tax authorities of our planned actions within the UK and maintains transparency of its activities. Our UK tax team is globally integrated to ensure transparent dialogues are maintained globally. We approach our interactions with a view to minimise negative impacts that may occur due to changing policies.

EXTERNAL ENVIRONMENT

As detailed earlier, Arla's Future 26 strategy is a key driver for group purpose and vision, underpinned by four core pillars; Lead Sustainable Dairy, Scale to Grow, Build Growth Platforms and Collaborate for Efficiencies.

In addition to our commitment to environmental sustainability ambitions detailed earlier, the company is committed to a societal ambition, recognising the important role we play in society, and using our responsibility to support stronger people. We achieve this through product innovation, inspiring healthy choices in diets, resulting in happier lives. Bringing affordable nutrition to low income consumers is central to our strategy. In addition we continue to combat food poverty via our partnerships in the UK, supporting local charities through our donations and fundraising.

We are proud of our continued longstanding partnerships with FareShare and Magic Breakfast, which continue to scale every year. Another example is our annual participation in the 'Mission Christmas' scheme donating gifts at Christmas to Cash for Kids, a charity for disadvantaged children. The company is also an active supporter of Grocery Aid, a charity supporting the wider Grocery industry on a national scale.



The board has made numerous key decisions during the year, be it directly through its board meetings or via delegation to a committee. The board has remained mindful of the potential impacts on key stakeholders and factored their needs and concerns into all discussions and decision making in accordance with s172 of the Companies Act 2006. Not all stakeholders are impacted by all decisions. Some decisions may result in conflicting needs of stakeholders, and the board has ensured fairness in its decision making. The group also has involvement in decisions that carry material impact at group level. Major decisions, actions and considerations during the year include the following (not ranked):

- approved the annual accounts and financial statements for the previous year;
- approved the UK tax strategy, the UK annual tax report and received updates on key tax topics including our low risk status with HMRC;
- reviewed detailed analysis of costs, benefits, timelines and budgets of future projects and approved projects that will promote the future of the company;
- contributed to the sustainability targets, decisions and actions of the group via efforts in the UK;
- updated the Arla UK defined benefit pension plan trustees regarding the company's performance;
- continued to support to the group Future 26 five-year strategy; and
- maintained a level of communication and collaboration with government and our UK colleagues throughout a period of significant economic turmoil.



Arla Foods UK PLC

Arla Foods UK PLC ('the company') is a UK intermediate holding company to its direct and indirect subsidiaries. The original purpose of the entity was to be the UK public quoted listed entity within the group, until it de-listed in 2007. Since that time, the company held financial instruments for a period of time, but in recent years simply existed as a holding company. Direct subsidiary Arla Foods Limited ('AFL') is the primary group trading company in the UK. The principal activity of AFL is manufacture, wholesale and distribution of dairy and food products in the UK and it qualifies as a large company. Therefore the company also qualifies as large under the Companies Act 2006 ('CA06').

The company has common directors with AFL. Board of directors meetings primarily focus on the activities of AFL, however all Arla UK company matters are captured, and discussed as required.

The strategies and policies of the company are therefore determined via the UK board of directors, in turn led by the group. The strategies and policies of the company are continually reviewed by the board as part of the overview of UK company matters.

Until 2022, the company retained some legacy contracted employees. All staff costs were recharged to AFL in full at nil margin as their activities were performed solely for the purposes of the operations of AFL. The final legacy contracts were transferred to AFL during the year.

The directors believe the company and its subsidiaries must effectively address and balance interests of all stakeholders, including shareholders, subsidiaries, colleagues, customers and consumers, government and industry groups and external environment, farmers and third party suppliers, in order to fulfil the objective, shared with the group, to provide the Arla farmers the highest price possible for their milk, whilst creating opportunities for growth.

As a holding company, the company's principal activity is determined by AFL. The directors are therefore guided by AFL's culture, policies and strategies. The directors however recognise that their statutory duties are owed to the company and believe when making board decisions during the year ended 31 December 2022 that they have acted in a way that they consider, in good faith, would be most likely to promote the success of the company, having regard to those matters set out in section 172 of the CA06. As a holding company with no employees, third party suppliers or customers, the directors do not consider the factors listed in sections 172(1)(b), interests of employees, 172(1)(c), relationships with suppliers and customers, or 172(1)(d), impact of operations on the community and environment, as relevant to the proper discharge of their duties pursuant to section 172 of the CA06.

In their capacity as board members, the directors receive a broad range of training, pertaining to their functional roles and more broadly to leadership and other personal skills. To better enable the directors to discharge their duties pursuant to section 172 of the CAO6, the directors are briefed specifically on their duties as directors of the company.

The nature of the company's activities during the year were such to achieve long term success and were aligned with AFL policies and procedures in place. These guided and informed the directors during the year, when considering the likely consequences in the long term of their decisions. Board meetings were held on a regular basis to enable the directors to consider a range of topics and receive updates from the business including, but not limited to, financial performance, matters relating to tax and treasury, the impact of new accounting standards, updates on new legislation in both Europe and the UK. For full disclosures of the relevant strategies, policies and values, interactions with the group, stakeholder interactions and the governance structures in operation, refer to the annual report and financial statements of AFL available from Companies House.

During the year, the directors both at board meetings and in the course of their day to day management of the company were supported by a number of corporate functions, including Legal, Accounting, Treasury and Tax.

Arla Foods Holding UK Limited

Arla Foods Holding UK Limited ('the company') is a UK intermediate holding company to its direct and indirect subsidiaries. Since inception, the purpose of the entity is to act as the group's overall holding company to the subsidiaries incorporated in the UK. The principal activity of its indirect subsidiary Arla Foods Limited ('AFL') is manufacture, wholesale and distribution of dairy and food products in the UK and it qualifies as a large company. Therefore the company also qualifies as large under the Companies Act 2006 ('CA06').

The company has common directors with AFL. Board of directors meetings primarily focus on the activities of AFL, however all UK company matters are captured and discussed as required. The company has no employees. AFL is the primary UK employer.

The strategies and policies of the company are determined via the UK board of directors, which are in turn led by the group. The strategies and policies of AFL are continually reviewed by the board.

The directors believe that the company and its subsidiaries must effectively address and balance the interests of all stakeholders, including shareholders, subsidiaries, colleagues, customers and consumers, government and industry groups and external environment, farmers and third party suppliers, in order to fulfil the objective, shared with the group, to provide the Arla farmers the highest price possible for their milk, whilst creating opportunities for growth.

The directors of the company are guided by AFL's culture, policies and strategies. The directors of the company however recognise that their statutory duties are owed to the company and believe, when making board decisions during the year ended 31 December 2022, that they have acted in a way that they consider in good faith, would be most likely to promote the success of the company, having regard to those matters set out in section 172 of the CA06. However, as the company is a holding company with no employees, third party suppliers or customers, the directors do not consider the factors listed in sections 172(1)(b), interests of employees, 172(1)(c), relationships with suppliers and customers, or 172(1)(d), impact of operations on the community and environment, as relevant to the proper discharge of their duties pursuant to section 172 of the CA06 for this particular company.

In their capacity as board members, the directors receive a broad range of training, pertaining to their functional roles and more broadly to leadership and other personal skills. To better enable the directors to discharge their duties pursuant to section 172 of the CA06, the directors are briefed specifically on their duties as directors of the company.

The nature of the company's activities during the year were such to achieve the company's long term success and were aligned with AFL, which has policies and procedures in place that have guided and informed the directors during the year, when considering the likely consequences in the long term of their decisions. Board meetings were held on a regular basis to enable the directors to consider a range of topics and receive updates from the UK companies including, but not limited to, financial performance, matters relating to tax and treasury, the impact of new accounting standards, updates on Brexit and new legislation. For full disclosures of the relevant strategies, policies and values, interactions with the group, stakeholder interactions and the governance structures in operation, refer to the annual report and financial statements of AFL available from Companies House.

During the year, the directors, both at board meetings, and in the course of their day to day management of the company, were supported by several corporate functions, including Legal, Accounting, Treasury and Tax.

A specific example of how the directors have had regard to the matters set out in section 172 when discharging their duties during the year with regards to the company, would be the consideration of the wider project to reduce the number of its direct and indirect inactive subsidiaries. In creating the assessment and plan for eventual dissolution of a number of the company's dormant indirect subsidiaries, the directors have considered the needs of all impacted stakeholders, any regulatory requirements that must be fulfilled ahead of time, the plan for unwinding intercompany positions and all associated legal ramifications of the proposal.



STRENGTH COMES FROM WITHIN