



**Sligro Food Group N.V.**

## **Profile Supervisory Board**

The Sligro Food Group Supervisory Board has outlined a profile of the desired composition and size of the Supervisory Board, together with the knowledge and experience ideally possessed by the individual Supervisory Directors of Sligro Food Group.

The profile will be evaluated from time to time, compared with social trends and any strategic changes at Sligro Food Group, and revised as necessary. The profile of the Sligro Food Group Supervisory Board set out below was adopted on 4 December 2017 and replaces the profile adopted by the Supervisory Board on 25 January 2005.

### **Composition**

1. The Supervisory Board shall be composed of three or more natural persons (m/f). The number of supervisory directors will be set by the Supervisory Board. If there are fewer than three members in office, the Board will take immediate action to increase its membership.
2. Members of the Supervisory Board may not be:
  - a. employees of the company or an associated company
  - b. managers or employees of an employees' organisation involved in setting the conditions of employment of persons referred to in (a)
  - c. former Executive Directors of the company.

### **Know-how and skills**

In order to properly fulfil the duties of a Supervisory Board as set out in Section 140(2) of Book 2 of the Netherlands Civil Code, the aim will be for the Board to have a wide range of know-how and skills spread among its members, including:

- a. Managerial experience
- b. Financial know-how and experience
- c. Expertise and experience at a listed company
- d. Social expertise and involvement in the community
- e. Experience of marketing consumer products at a wholesale and/or retail organisation
- f. General legal and/or tax know-how and experience
- g. Foreign experience
- h. Experience and expertise in acquisitions

Each Supervisory Director must also have the following qualities:

- i. He or she must possess the specific expertise needed to perform his or her duties. He or she should also be capable of assessing the essentials of overall policy.

j. He or she must be in a position, including having the time available (at least eight half-days per year), to properly supervise the policy of the Executive Board and the general affairs of Sligro Food Group, including taking general trends in the food sector into account.

k. He or she must be in a position to support the Executive Board with recommendations on the preparation and implementation of policy.

l. He or she must be in a position to act critically and independently of the other members of the Supervisory and Executive Boards.

m. He or she must not be prevented from the independent exercise of his or her supervisory duties as a result of hierarchical subordination within a group, because of connections or other relationships with a person who he or she supervises.

n. He or she must be guided by the interests of Sligro Food Group and its associated businesses and fulfil his or her duties with a free hand and without committing himself/herself to a given subsidiary interest while ignoring the other interests involved.

o. In the event of Executive Directors being unable to act, he or she must be in a position, in consultation with the other Supervisory Directors, to take measures to manage Sligro Food Group.

## Diversity

When selecting members of the Supervisory Board, the Company will aim to choose the best candidate and to achieve a balance between age, gender, experience and educational background, having due regard to the Company's diversity policy and the target enshrined in law concerning the ratio between men and women. In the case of candidates of equal suitability, where the statutory target is not satisfied, preference will be given to the candidate enabling the target to be achieved or approached more closely. Nationality is not a selection criterion.

## Other provisions

1. The membership of the Supervisory Board must be such that there can be good mutual confidence, so that the Supervisory Board can act and carry out its duties as an organ of the company.
2. The membership of the Supervisory Board will take account of age. The aim will be for a harmonious structure in the age groups of 45–55 and 55–65 years.
3. The aim is for at least two members of the Supervisory Board to be currently employed in or have recently worked in commerce.
4. No-one will be appointed as a Supervisory Director if it could be assumed that his/her appointment could, as a result of a position elsewhere, lead to a possible conflict of interest, as determined by the Supervisory Board.
5. A Supervisory Director shall be appointed for a period of four years and may be reappointed for a maximum of one further period of four years.
6. The age for a Supervisory Director to remain in office is the current retirement age in the Netherlands.
7. Appointment shall be by the General Meeting of Shareholders from candidates put forward by the Supervisory Board, unless the Works Council objects to the proposed appointment.

8. A recommendation, proposal, appointment or reappointment of a member of the Supervisory Board shall be considered in the light of all of the criteria in this profile, in the context of the membership of the Supervisory Board at that time. If a Supervisory Director is reappointed, his or her performance in the previous term of office shall be evaluated by the Supervisory Board and the results of that evaluation will be included in the commentary on the reappointment. The person's know-how and skills that make him/her eligible for appointment or reappointment will also be stated.