



Sligro Food Group N.V.

Profile

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

This 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 described below was adopted on 13 December 2023 and replaces the profile adopted by the Supervisory Board on 4 December 2017.

Composition

1. The Supervisory Board is composed of three or more natural persons. The number of Supervisory Board members is set by the Supervisory Board. If at any time there are fewer than three members on the Supervisory Board, the Supervisory Board will take immediate action to increase its membership.
2. A member of the Supervisory Board may not be:
 - a. a person employed by the company or a dependent company;
 - b. a director or person employed by an employees' organisation involved in setting the conditions of employment of persons referred to under point a; or
 - c. former directors of the company.
3. The composition of the Supervisory Board is such that its members can operate independently and critically of one another, the Executive Board and any particular interests involved. To ensure its independence, the Supervisory Board is composed in accordance with the criteria set out in best practice provisions 2.1.7 and 2.1.8 of the Dutch Corporate Governance Code (2022).

Knowledge/expertise and skills

For the proper discharge of the duties and responsibilities of the Supervisory Board as set out in Section 2:140(2) of the Dutch Civil Code, efforts will be made to ensure that this board, spread over its various members, has broad knowledge and skills, such as:

- a. managerial experience;
- b. financial knowledge and experience;
- c. expertise and experience at a listed company;
- d. social expertise and community engagement;
- e. experience of marketing consumer products at a wholesale and/or retail company;
- f. general legal and/or tax knowledge and experience;
- g. experience outside the Netherlands;
- h. knowledge and experience in the area of acquisitions;
- i. knowledge and experience in the area of digitalisation;
- j. knowledge and experience in the area of sustainability.

Additionally, each member of the Supervisory Board:

- a. must possess the specific expertise needed to perform their duties, and must also be capable of assessing the essential elements of the overall policy;
- b. 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;
- c. must be able to support the Executive Board with recommendations on the preparation and implementation of policy;
- d. must be able to act critically and independently of the other members of the Supervisory Board and the Executive Board;
- e. must not be prevented from the independent exercise of their supervisory duties as a result of hierarchical subordination within a group, because of connections, or due to other relationships with a person who this member supervises;
- f. must be guided by the interests of Sligro Food Group and its associated businesses and fulfil their duties without a mandate and without being committed to any particular interest to the exclusion of the other interests involved;
- g. must be able, in consultation with the other Supervisory Directors, to take measures to manage Sligro Food Group in the event of Executive Directors being unable to discharge their duties.

Diversity

When selecting members of the Supervisory Board, the company aims to choose the best candidate while achieving a good balance in terms of age, gender, experience and educational background, with due observance of the company's diversity policy and/or the female/male ratio target set under Dutch law.

The legal provision referred to above considers only the sex of the individuals concerned and does not provide the possibility for those involved to state their gender identity on their own initiative and according to their own wishes. In accordance with the recommendation included in the explanatory note to best practice provisions 2.1.5 and 2.1.6. of the Dutch Corporate Governance Code, stating one's gender identity is allowed.

Nationality is not a selection criterion.

Other provisions

1. The composition of the Supervisory Board must be such that there can be a mutual relationship of trust, allowing the Supervisory Board to act as a team and carry out its responsibilities.
2. Age groups will be taken into account in the composition of the Supervisory Board: the aim will be to achieve a harmonious mix in the age groups of 45–55 and 55–65 years.
3. Furthermore, the aim will be to have at least two members of the Supervisory Board who are currently employed in, or have recently worked in commerce.
4. A person will not be appointed to the Supervisory Board if, in the estimation of the Supervisory Board, it can be assumed that their appointment could, as a result of a position elsewhere, lead to a possible conflict of interests.
5. A member to the Supervisory Board will be appointed for a term of four years and may be reappointed for a maximum of one further four-year term.
6. A Supervisory Board member must step down from the board when they reach the then current national retirement age in the Netherlands.
7. Unless the Works Council objects to a proposed appointment, the General Meeting will elect/re-elect a member from the candidates put forward by the Supervisory Board.

8. A recommendation, proposal, appointment or reappointment of a member of the Supervisory Board will be considered in the light of all of the criteria in this profile, in the context of the composition of the Supervisory Board at that time. If a Supervisory Board member is being considered for reappointment, the Supervisory Board will evaluate that member's performance during the previous term and the results of that evaluation will be included in the arguments for the proposed reappointment. Additionally, a candidate's knowledge and skills that make them eligible for appointment or reappointment will be explained.