



Sligro Food Group N.V.

General Meeting

Shareholders of Sligro Food Group N.V. are convened for the Annual General Meeting to be held at 10.30am on Tuesday 9 June 2020 (the "Meeting").

The agenda specifies which items are submitted to the general meeting for resolution. The other items are for information purposes only.

Agenda

1. Opening remarks and notices
2. Minutes of the General Meeting of Sligro Food Group N.V. of 20 March 2019 (already adopted)
3. Executive Board report for the 2019 financial year
4. Annual report and financial statements
 - a. Advisory vote on the Remuneration Report (resolution)
 - b. Presentation by the auditor on the audit of the financial statements
 - c. Adoption of the 2019 financial statements (resolution)
 - d. Provision and Dividend Policy
 - e. Adoption of profit distribution for 2019 (resolution)
 - f. Grant of full discharge from liability to the members of the Executive Board in respect of their management (resolution)
 - g. Grant of full discharge from liability to the members of the Supervisory Board in respect of their supervision (resolution)
5. Proposal to amend the Remuneration Policy (resolution)
6. Authorisation of the Executive Board to repurchase shares (resolution)
7. Extension of the term of the Executive Board's authority to:
 - a. issue shares (resolution)
 - b. limit or exclude shareholders' pre-emptive rights in a share issue (resolution)
8. Proposals to amend the articles of association
 - a. Proposal to amend the articles of association in light of new legislation restricting the conversion of shares into bearer shares (*Wet omzetting aandelen aan toonder*) (resolution)
 - b. Proposal to amend the articles of association: change of financial year (resolution)
 - c. Proposal for authorisation to sign the deed of amendment to the articles of association (resolution)
9. Supervisory Board
 - a. Reappointment of Ms M. E. B. van Leeuwen to the Supervisory Board of Sligro Food Group N.V. (resolution)
 - b. Reappointment of Mr F. Rijna to the Supervisory Board of Sligro Food Group N.V. (resolution)
 - c. Appointment of Mr P. C. Boone to the Supervisory Board of Sligro Food Group N.V. (resolution)
10. Any other business and closing remarks

As of today, the 2019 annual report and the full agenda with notes and appendices are available on the website of Sligro Food Group N.V. (www.sligrofoodgroup.nl).

These documents are, also as of today and until conclusion of the Meeting, available for inspection at the offices of Sligro Food Group N.V. (Corridor 11, 5466 RB Veghel, +31 (0)413 34 35 00). Copies can also be obtained free of charge there, as well as at Van Lanschot Kempen Wealth Management N.V. (Beethovenstraat 300, 1077 WZ Amsterdam, +31 (0)20 348 95 55, email: proxyvoting@kempen.nl).

Temporary COVID-19 Justice and Safety Act

In compliance with the provisions of the 'Temporary COVID-19 Justice and Safety Act' (*Tijdelijke wet COVID-19 Justitie en Veiligheid*), the Meeting can only be attended by electronic means. As a result, the following will apply for this year's Meeting:

- shareholders will not have physical access to the Meeting,
- the Meeting will be live-streamed (see website www.sligrofoodgroup.nl);
- shareholders who have registered on time will have the opportunity to ask questions about the items on the agenda as specified in this notice, from Thursday 4 June 2020 until 10.30am on Saturday 6 June 2020 and exclusively by email to AVA@sligro.nl;
- these questions will be answered before or at the Meeting, possibly by addressing certain themes to which multiple questions relate, and questions and answers will also be posted on the www.sligrofoodgroup.nl website;
- only shareholders who have used the option to ask questions as specified above will be able to ask further questions during the actual Meeting, using the email address AVA@sligro.nl, albeit on certain conditions that will be set by the chairman during the Meeting in the interest of ensuring an orderly Meeting;
- shareholders will only be able to vote in the manner detailed below.

Registration date

For this General Meeting, anyone who is registered as a shareholder in a designated (sub-)register on 12 May 2020 (the 'Registration Date') after processing of all additions and removals as of that date, and who has also been registered in the manner detailed below, is considered entitled to vote and attend the meeting. The (sub-)register designated for this purpose is made up of the records of all institutions affiliated with the Dutch Central Securities Depository ('Euroclear Nederland') as defined in the Securities (Bank Giro Transactions) Act (*Wet Giraal Effectenverkeer*).

Registration and representation

Holders of shares who wish to attend the Meeting by proxy can register in writing until 4pm on 4 June 2020, through their bank, with Van Lanschot Kempen Wealth Management N.V. (by fax on +31 (0)20 348 95 49 or by email to proxyvoting@kempen.nl). This registration must be accompanied by a confirmation issued by the Euroclear Nederland-affiliated institution in whose records they are registered for the shares, showing that these shares are registered in their name on the Registration Date. Holders of shares will receive confirmation of receipt through their bank.

Voting: by proxy only and voting instructions

Holders of shares can only exercise their voting right by, prior to the Meeting, authorising the proxy designated by Sligro Food Group N.V. (using the 'Voting proxy and instructions' form attached to this notice) to vote on their behalf and giving the proxy voting instructions on how to vote at the Meeting. The shareholder must subsequently register their shares in the manner detailed above, on submission of an (electronic) copy of the proxy. Voting proxy and instructions forms are available free of charge

from the Company (+31 (0)413 34 35 00) or on www.sligrofoodgroup.nl. The voting proxy and instructions form completed by holders of shares must have been received by the Company and processed in the electronic voting platform (EVO) through their bank or broker by 4pm on 4 June 2020.

The Company's issued share capital and voting rights

As at the date of the notice, the Company's issued share capital totals €2,655,300.90, consisting of 44,255,015 ordinary shares with a nominal value of €0.06 each.

The number of voting rights as at that date amounts to 44,108,415 (146,600 shares repurchased).

Veghel, 28 April 2020

Executive Board, Sligro Food Group N.V.