



Sligro Food Group N.V.

CORPORATE GOVERNANCE STATEMENT

This statement is included pursuant to Section 2a of the Decree on the Content of the Directors' Report (Besluit inhoud bestuursverslag) and is also publicly available in digital form in the corporate governance section of sligrofoodgroup.nl. The information that is to be included in this statement pursuant to Sections 3, 3a and 3b of the Decree on the Content of the Directors' Report can be found in the following sections of the 2018 directors' report and is deemed to be included and repeated here:

- information on compliance with the principles and best-practice provisions of the 2016 Corporate Governance Code (page 68 'Corporate Governance'). The Code is available in the Corporate Governance section of the sligrofoodgroup.nl website;
- information on the principal features of the management and control system in connection with the Group's financial reporting process (page 66 'Risk management and control systems');
- information on the functioning of the annual general meeting of shareholders and its principal powers, and on the rights of shareholders and how these can be exercised (page 68 'General meeting of shareholders');
- information on the composition and functioning of the Executive Board (page 19 'Directors and management', page 68 'Executive Board' and page 86 'Executive Board conditions of employment');
- the policy on diversity in the composition of the Executive and Supervisory Boards (page 44);
- information on the composition and functioning of the Supervisory Board and its committees (page 19 'Directors and management' and page 81 'Report of the Supervisory Board');
- information on the rules for appointing and replacing members of the Executive Board and Supervisory Board (page 68 'Executive Board' and page 68 'Supervisory Board');
- information on the rules for amending the company's Articles of Association (page 68 'General meeting of shareholders');
- information on the powers of the Executive Board to issue and repurchase shares (page 68 'General meeting of shareholders');
- information on the 'change of control' provisions in important contracts: a 'change of control' provision applies in the case of the loans referred to on page 131;
- information on transactions with related parties (page 68 'Corporate Governance' and page 140 'Related-party disclosures').

To the extent appropriate, the directors' report also includes information pursuant to the Section 10 of the Take-Over Directive Decree.
