



CONVOCAATION

to attend the Annual General Meeting of Shareholders of Sligro Food Group N.V.

to be held at 11.00 on Wednesday, 11 March 2009, at the company's offices, Corridor 11, Veghel.

The items on which resolutions are required are indicated below. The other items are intended for the information of or for discussion with shareholders.

Agenda

1. Call to order and announcements
2. Minutes of the Annual General Meeting of Shareholders of Sligro Food Group N.V. held on 12 March 2008 (already adopted)
3. Report of the Executive Board on the 2008 financial year
4. Financial statements
 - a. Adoption of the 2008 financial statements (resolution required)
 - b. Adoption of the profit appropriation (resolution required)
 - c. Ratification of the actions of the Executive Board in respect of its management (resolution required)
 - d. Ratification of the actions of the Supervisory Board in respect of its supervision (resolution required)
5. Profit retention and dividend policy
6. Appointment of Mr A. Nühn as Supervisory director (resolution required)
7. Appointment of Mr J.H.F. Pardoel to the position of director pursuant to the Articles of Association (resolution required)
8. Authorisation of the Executive Board to repurchase the company's own shares (resolution required)
9.
 - a. Extension of the period for which the Executive Board is authorised to issue shares (resolution required)
 - b. Extension of the period for which the Executive Board is authorised to restrict or suspend pre-emptive rights of shareholders on the issue of shares (resolution required)
10. Proposed amendment of the Articles of Association (resolution required)
11. Any other business and adjournment

The 2008 annual report and notes to the various agenda items are available for inspection at the company's offices and at the offices of Kempen & Co N.V., Beethovenstraat 300, 1077 WZ Amsterdam, where copies may be obtained free of charge, and are posted on www.sligrofoodgroup.com

Shareholders wishing to attend the meeting in person or be represented by a proxy granted in writing are required to deposit their shares at the offices of Kempen & Co N.V., Beethovenstraat 300, 1077 WZ Amsterdam (fax +31 20 348 95 49 / e-mail proxylvoting@kempen.nl) by Friday, 6 March 2009. The proof of deposit issued will serve as an admission ticket to the meeting.