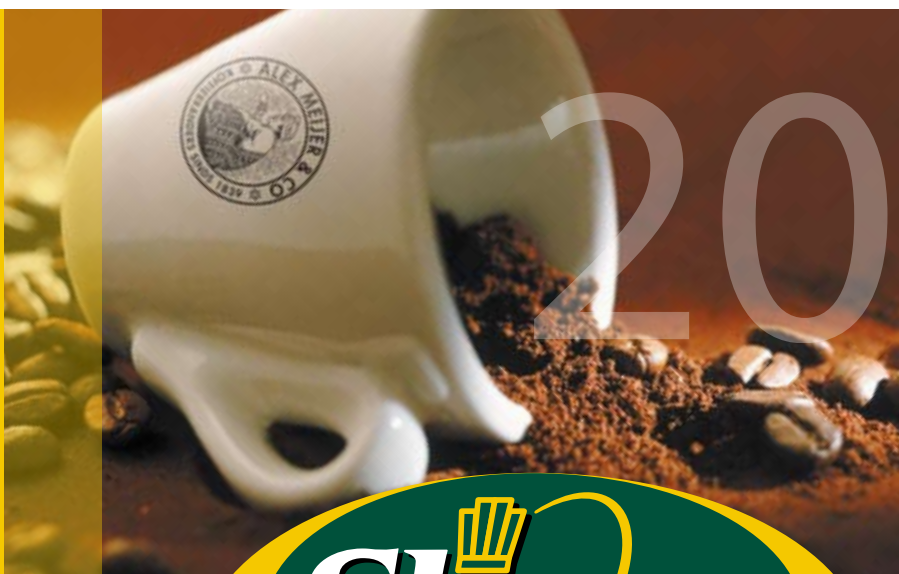


General Meeting of Shareholders

14 March 2007



2006



Agenda

Annual General Meeting of Shareholders of Sligro Food Group N.V., to be held at 11:00 on Wednesday, 14 March 2007, 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.
 - a. Minutes of the Annual General Meeting of Shareholders of Sligro Food Group N.V. held on 22 March 2006 (already adopted)
 - b. Minutes of the Extraordinary General Meeting of Shareholders of Sligro Food Group N.V. held on 28 June 2006 (already adopted)
3. Report of the Executive Board on the 2006 financial year
4. Financial statements
 - a. Adoption of the 2006 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 (annex 1)
6. Authorisation of the Executive Board to repurchase the company's own shares (resolution required) (annex 2)
7. Extension of the period for which the Executive Board is authorised to issue shares and restrict or suspend pre-emptive rights (resolution required) (annex 3)
8. Proposed two-for-one to split of Sligro Food Group N.V. shares and related amendment to the Articles of Association (resolution required) (annex 4)
9. Any other business and adjournment

Supervisory Board

H.J. Hielkema (president)
T.J.M. van Hedel
F.K. De Moor

Executive Board

A.J.L. Slippens (chairman)
H.L. van Rozendaal
K.M. Slippens
A.J.M. Voets

Annex 1: Notes on item 5 of the agenda

Profit retention and dividend policy

Sligro Food Group aims to distribute approximately 40% of the profit after tax, excluding extraordinary items, as dividend. The dividend is payable in cash or shares, at the shareholder's option.

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Annex 2: Notes on item 6 of the agenda

Authorisation of the Executive Board to repurchase the company's own shares

Pursuant to Article 9.3 of the Articles of Association, the company may only acquire shares in its own capital for no consideration or if:

- a. the shareholders' equity minus the purchase price is equal to or exceeds the paid and called capital plus the reserves required to be held by law;
- b. the nominal value of the shares in its own capital which are acquired, held or held in pledge by the company or held by a subsidiary does not exceed one-tenth of the issued capital; and
- c. authorisation to repurchase the company's own shares has been granted by the general meeting.

It is proposed to authorise the company's Executive Board, for a period of eighteen months, to repurchase fully-paid shares in the company, on the stock exchange or privately, up to the maximum of 10% of the issued capital permitted by law, at a price which is not more than 10% above the market price at the time of the transaction. This authorisation will run from 14 March 2007 until 14 September 2008.

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Annex 3: Notes on item 7 of the agenda

Extension of the period for which the Executive Board is authorised to issue shares and restrict or suspend pre-emptive rights

By resolution of the General Meeting of Shareholders of 22 March 2006, the Executive Board was authorised for a period of 18 months, pursuant to Article 5, paragraph 1, of the Articles of Association as in force at that time, to issue – and grant rights to subscribe for – as yet unissued shares in the company's capital and, pursuant to Article 9, paragraph 6, of the Articles of Association as in force at that time, to restrict or suspend pre-emptive rights.

It is proposed to extend the Executive Board's authority for 18 months from the date of this Annual General Meeting and to set a limit on that authority of 10% of the issued capital, plus a further 10% if the issue relates to a merger or acquisition.

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Bijlage 4: Notes on item 8 of the agenda

Proposed two-for-one split of Sligro Food Group N.V. shares and related amendment to the Articles of Association

In view of the rise in the price of and increased market interest in Sligro Food Group N.V. shares, it is proposed that the General Meeting of Shareholders approve a share split in the ratio of two new shares for one existing share, in order to make the shares more marketable. This will involve a reduction in the nominal value of the shares from €0.12 to €0.06 and will therefore require an amendment to the Articles of Association.

The proposed amendment to the Articles of Association will include authorisation of each member of the Executive Board, the Company Secretary and each civil-law notary, junior civil-law notary and notarial assistant employed by Holland Van Gijzen, civil-law notaries practising in Eindhoven, to apply for a declaration of no objection to the draft of the amendment to the Articles of Association and to execute that deed.

It is proposed that the General Meeting of Shareholders resolve to adopt the amendment to the Articles of Association as presented by the Executive Board.

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