

Proxy and voting instructions

Instrument of proxy for the Annual General Meeting of Shareholders of Sligro Food Group N.V. at 11:00 on 21 March 2012 at Corridor 11, 5466 RB Veghel.

THE UNDERSIGNED: _____
(please give the *CORRECT FULL NAME* of the legal entity which or private person who is the *SHAREHOLDER*)

in his/her/its capacity as holder of _____ Sligro Food Group N.V. shares,
hereby grants PROXY to:

- a. _____, OR
- b. an employee of Sligro Food Group N.V.
(please check a. or b.)

for and on behalf of the undersigned to attend the aforementioned annual general meeting of shareholders, sign the attendance list, take part in the discussions, address the meeting, exercise voting rights in respect of all the shares held by the undersigned in accordance with the instructions below and further to perform any other act that the proxy considers necessary in that regard, all subject to the right of substitution. This proxy is governed by the laws of the Netherlands

VOTING INSTRUCTIONS

Agenda item:	for	against	abstain
4.a Adoption of the 2011 financial statements	[.....]	[.....]	[.....]
4.b Adoption of the profit appropriation	[.....]	[.....]	[.....]
4.c Ratification of the actions of the Executive Board in respect of its management	[.....]	[.....]	[.....]
4.d Ratification of the actions of the Supervisory Board in respect of its supervision	[.....]	[.....]	[.....]
6.a Reappointment of Mrs T.A.J. Burmanje	[.....]	[.....]	[.....]
6.b Reappointment of Mr R.R. Latenstein van Voorst	[.....]	[.....]	[.....]
6.c Appointment of Mr B.E. Karis	[.....]	[.....]	[.....]
7. Appointment of Mr W.J. Strijbosch	[.....]	[.....]	[.....]
8. Reappointment of auditors	[.....]	[.....]	[.....]

9. Authorisation of the Executive Board to repurchase the company's own shares [.....] [.....] [.....]
- 10.a Extension of the period for which the Executive Board is authorised to issue shares [.....] [.....] [.....]
- 10.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 [.....] [.....] [.....]

Please complete this proxy and voting instructions form in all particulars and send it to your bank or stockbroker in good time, having regard to the dates given in the convocation. Your bank or stockbroker will then certify that the shares to which you refer were in custody on the record date.

Signed at (place) _____ on (date) _____

Shareholder's signature: _____