



AvA 21 maart 2012 – Convocation

CONVOCAATION

Annual General Meeting of Shareholders

Shareholders in Sligro Food Group N.V. are invited to attend the Annual General Meeting of Shareholders to be held at 11.00 on Wednesday, 21 March 2012, at the company's offices, Corridor 11, 5466 RB 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. 1. Call to order and announcements
2. 2. Minutes of the Annual General Meeting of Shareholders of Sligro Food Group N.V. held on 23 March 2011 (already adopted)
3. 3. Report of the Executive Board on the 2011 financial year
4. 4. Financial statements
 - a. Adoption of the 2011 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. Supervisory Board
 - a. Reappointment of Mrs Th.A.J. Burmanje (resolution required)
 - b. Reappointment of Mr R.R. Latenstein van Voorst (resolution required)
 - c. Appointment of Mr B.E. Karis (resolution required)
7. Appointment of Mr W.J. Strijbosch to the position of director pursuant to the Articles of Association (resolution required)
8. Reappointment of auditors (resolution required)
9. Authorisation of the Executive Board to repurchase the company's own shares (resolution required)
10. 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)
11. Any other business and adjournment

The 2011 annual report and the full agenda with notes and annexes are posted from today on the Sligro Food Group N.V. website www.sligrofoodgroup.com.

These documents are also available for inspection, from today until adjournment of the meeting, at Sligro Food Group N.V. offices (Corridor 11, 5466 RB Veghel, telephone +31 (0)413 343 500) and copies may be obtained free of charge there and at the offices of Kempen & Co N.V. (Beethovenstraat 300, 1077 WZ Amsterdam, telephone +31 (0)20 348 9554, e-mail proxyvoting@kempen.nl).

Record date

This meeting may be attended and votes may be cast at the meeting by holders of attendance and voting rights who are entered as shareholders in a nominated (sub)register on 22 February 2012 (the 'record date') after all new entries and deletions have been processed on that date and who have applied in the manner stipulated below. The nominated (sub)registers are those maintained by affiliated institutions of Nederlands Centraal Instituut voor Giraal Effectenverkeer B.V. ('Euroclear Nederland') within the meaning of the Dutch Book-Entry Securities Transfer Act (*Wet Giraal Effectenverkeer*).

Application and representation

Shareholders wishing to attend the meeting in person or represented by a proxy may apply in writing via their bank to Kempen & Co N.V. (by fax to +31 (0)20 348 95 49 or by e-mail to proxyvoting@kempen.nl) by 16:00 on 16 March 2012 at the latest. This application must be accompanied by confirmation from the institution affiliated to Euroclear Nederland in whose administration they are recorded as shareholders that the relevant shares were recorded in their name on the record date. The receipt that those shareholders receive via their bank will serve as an admission ticket to the meeting.

Proxies and voting instructions

Shareholders who do not wish to attend the meeting in person may appoint a third party by means of a written instrument of proxy and instruct the proxy on how to vote on their behalf at the meeting. In that case, the shareholder must apply in the manner described above, accompanying the application with a copy (which may be in electronic form) of the instrument of proxy. Proxy and voting instruction forms are obtainable free of charge from the company (telephone +31 (0)413 343 500 or via www.sligrofoodgroup.nl). The proxy will be required to hand in the receipt and a copy of the instrument of proxy at reception prior to the meeting.

Attendance register

Shareholders or their proxies may exercise their rights to attend and vote at the meeting only if they register at the meeting. The attendance register will be open at the entrance to the room from 10:00 until the start of the meeting. Entries will be made on the basis of the receipt referred to above. Shareholders and proxies may also be asked to show valid proof of identity.

Issued capital and number of voting rights

On the date of this convocation, the company's issued capital amounts to €2,655,300.90, consisting of 44,255,015 ordinary shares, each of €0.06 nominal value.

The number of voting rights on that date is 44,255,015.

Veghel, 7 February 2012

Executive Board
Sligro Food Group N.V.