

# CORPORATE GOVERNANCE STATEMENT

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This statement is included pursuant to Section 2(a) 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](http://sligrofoodgroup.nl).

The information that must be included in this statement pursuant to Sections 3, 3(a), and 3(b) of said decree can be found in the following sections of the 2019 directors' report. The sections referred to below should be regarded as included and repeated here:

- information on compliance with the principles and best-practice provisions of the 2016 Corporate Governance Code (page 72 'Corporate Governance'). The Code is available in the Corporate Governance section of the company's website at [sligrofoodgroup.nl](http://sligrofoodgroup.nl);
- information on the principal features of the management and control system in connection with the Group's financial reporting process (page 41 'Risk management and control systems');
- information on the functioning of the General Meeting of Shareholders and its principal powers, and on the rights of shareholders and how these can be exercised (page 71 'General Meeting of Shareholders');
- information on the composition and performance of the Executive Board (page 63 'Executive and International Board member details', page 71 'Executive Board', and page 64 'Executive Board conditions of employment');
- the policy on diversity in the composition of the Executive and Supervisory Boards (page 23);
- information on the composition and performance of the Supervisory Board and its committees (page 64 'Supervisory Board member details' and page 65 'Supervisory Board report');
- information on the rules for appointing and replacing members of the Executive Board and Supervisory Board (page 71 'Executive Board' and page 71 'Supervisory Board');
- information on the rules for amending the company's articles of association (page 71 'General Meeting of Shareholders');
- information on the powers of the Executive Board to issue and repurchase shares (page 71 '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 118;
- information on transactions with related parties (page 71 'Corporate Governance' and page 123 'Related parties').

To the extent appropriate, information is also given below pursuant to the Decree implementing Article 10 of the Takeover Directive [Besluit artikel 10 Overname richtlijn].

- the company's capital structure, the existence of different types of shares and the associated rights and obligations and the percentage of issued share capital represented for each type (Note 21 Shareholders' equity, page 116 of the financial statements);
- every limitation imposed by the company on the transfer of shares or depositary receipts issued with the company's cooperation (page 72 Corporate governance);
- the mechanism for auditing a scheme that assigns rights to employees to take or acquire shares in the capital of the company or a subsidiary when the audit is not performed by the employees directly (Note H.5 Employee benefits, page 90 of the financial statements);

- every limitation on voting rights, deadlines for exercising voting rights and the issue of depositary receipts with the company's cooperation (page 71 Corporate governance);
- the regulations regarding appointment and dismissal of Executive Board members and Supervisory Board members and changes to the articles of association (page 71 Corporate governance);
- the Executive Board's powers, in particular to issue shares in the company and repurchase company shares (page 71 Corporate governance);
- the main agreements to which the company is party and that are made, changed or dissolved on the condition that control over the company is changed following a public offer as defined in the Dutch Financial Supervision Act, as well as the consequences of those agreements unless the agreements or consequences are of such a nature that the company is seriously damaged by notification (page 118 Financial statements).