



Sligro Food Group N.V.

WHISTLEBLOWER SCHEME

Approved and adopted by the Supervisory Board and Executive Board on 10 December 2015 and revised on 20 July 2020.

1. DEFINITIONS

The terms below have the following meaning in this whistleblower scheme:

Compliance Officer: the Company Secretary;

Executive Board: the Executive Board of Sligro Food Group N.V.;

Manager: an Employee's immediate manager;

Employee: any person employed by or working on behalf of (e.g. temporary staff) Sligro Food Group;

Works Council: the Works Council;

Suspected Misconduct: an Employee's suspicion of misconduct in the organisation at which he/she works or has worked or in another organisation if he/she has come into contact with that organisation through his/her work, where:

1. the suspicion is based on reasonable grounds resulting from knowledge gained by the Employee in the work for his/her employer or from knowledge obtained by the Employee through his/her work at another business or organisation, and
2. a public interest is at stake since the Suspected Misconduct concerns an infringement of statutory regulations, a risk to public health, public safety or the environment, or an improper act or omission that jeopardises the proper functioning of the public service or an undertaking;

Scheme: this whistleblower scheme;

Supervisory Board: the Supervisory Board of Sligro Food Group N.V.;

Sligro Food Group: Sligro Food Group N.V. and its subsidiaries.

2. OBJECTIVE

2.1. Position of and trust in Sligro Food Group

Sligro Food Group has an important position in society and our Employees are our face to the outside world. Apart from the commercial strength of our outlets, Sligro Food Group's success depends on the trust of those around us, inside and outside the organisation. Trust can only be gained by acting professionally and with integrity.

2.2. Compliance with legislation and regulations by Sligro Food Group

Sligro Food Group is aware of its social responsibilities and so not only wants to comply as far as possible with applicable laws and rules and the Dutch Corporate Governance Code but also to respect social standards and values. We have set out our standards and values in a code of conduct that applies to all Employees.

Sligro Food Group has a single uniform whistleblower scheme that applies to all our Dutch and foreign subsidiaries. The Scheme complies with the Corporate Governance Code and internationally accepted standards in this area.

3. REPORTING SUSPECTED MISCONDUCT

3.1. Reporting

All Employees are asked to report (confidentially) any Suspected Misconduct immediately.

3.2. Suspected Misconduct

Suspected Misconduct includes in any event:

- a. an actual or imminent infringement of legislation or regulations (including committing criminal acts such as theft or fraud);
- b. an actual or imminent infringement of the code of conduct or other guidelines in force at Sligro Food Group;
- c. actual or imminent deliberate misinformation to public bodies by or in the name of Sligro Food Group;
- d. an actual or imminent threat to the health or safety of the public or Employees;
- e. an actual or imminent deficiency in bookkeeping, internal control systems or financial reporting;
- f. actual or imminent abuse of authority;
- g. any other actual or imminent conduct that may lead to material damage to Sligro Food Group's reputation or financial situation;
- h. an actual or imminent environmental offence;
- i. actual or imminent bribery;
- j. actual or imminent deliberate deception of Sligro Food Group or a third party for personal gain;
- k. actual or imminent misuse/incorrect use of company assets;
- l. an actual or imminent failure to comply with obligations in relation to data breaches and/or personal data;
- m. actual or imminent deliberate suppression, destruction or manipulation of information or facts relating to irregularities in a. to l.

3.3. Open communications between Employees and Managers

None of the above should discourage open communication between Employees and Managers. All Employees and Managers are asked to discuss openly any areas of concern that do not immediately qualify as Suspected Misconduct so that the appropriate action can be taken as required.

3.4. Advice

Employees may consult the Compliance Officer in confidence about Suspected Misconduct. Employees may also obtain confidential advice externally, provided that confidentiality as set out in 6.4 is ensured. The cost of the external advice is payable by the person who commissioned it unless other arrangements have been made in writing between the Employee and Sligro Food Group beforehand.

4. REPORTING

4.1. Basis: confidential report to the Compliance Officer

If any Employee reasonably believes that Suspected Misconduct has occurred, is occurring or will occur, he/she is asked to report it directly and openly to the Compliance Officer. The Compliance Officer's contact details are available in the Corporate Governance section on the website www.sligrofoodgroup.nl. A report should be

properly supported and accompanied by any available documentation. If wished, a possible report of Suspected Misconduct may be discussed with the Compliance Officer before it is made.

An anonymous report may hinder or complicate the investigation such that suitable steps cannot be taken. Consequently, Employees are asked to make a report anonymously only in extremely exceptional circumstances. In this context, please see the provisions on confidentiality in article 6.4.

4.2. Exceptions: report to the chairman of the Executive Board or the chairman of the Supervisory Board

Irrespective of article 4.1, if the Suspected Misconduct involves an action or omission of the Compliance Officer, the Employee should report it to the chairman of the Executive Board (CEO). In this context, omission includes a refusal to investigate a particular report.

Irrespective of article 4.1, if the Suspected Misconduct involves an action or omission of the Executive Board or either or both of its members (i.e. the CEO or CFO), the Employee should report it to the chairman of the Supervisory Board. This exception does not, therefore, apply if the action or omission concerns another director. In this context, omission includes a refusal to investigate a particular report.

4.3. Content of the report

In order that Sligro Food Group is in a position to investigate and respond properly, the report should contain as much specific information as possible, including the person(s) involved, any witnesses, the location and other information that could assist Sligro Food Group in investigating the Suspected Misconduct.

4.4. Publicity and reporting Suspected Misconduct outside Sligro Food Group

Except where there is a legal duty to provide information, Employees must not engage in any form of internal or external publicity with respect to Suspected Misconduct they have reported or wish to report unless the Compliance Officer, the Executive Board and the chairman of the Supervisory Board have refused to investigate the matter. If an Employee cannot reasonably be expected to make a report to the people listed in 4.1 and 4.2, or if a report is not treated properly by Sligro Food Group, the Employee may report the issue outside Sligro Food Group to the appropriate body given the nature of the Suspected Misconduct.

5. CONSEQUENCES OF A REPORT

5.1. Protection

An Employee who makes a report under this Scheme based on reasonable knowledge of Suspected Misconduct may not be dismissed, demoted, suspended, threatened or disadvantaged in his/her employment conditions or legal position nor be subject to any other reprisal as a result of making a report. If the Employee him/herself has derived or will derive any personal benefit from the Suspected Misconduct, the Executive Board will consider this and may take measures against that Employee.

5.2. Active prevention of threats or reprisals by Sligro Food Group

Sligro Food Group will not tolerate threats, reprisals or other action against an Employee who has made a report based on reasonable knowledge. If, nevertheless, there are such threats, reprisals or action, the Employee should report this immediately to the Compliance Officer.

5.3. False reports

Sligro Food Group will not accept an Employee making a report of Suspected Misconduct that he/she knows or reasonably ought to know is false. Such a false report may have adverse employment-law or other consequences for that Employee, who, furthermore, may be held liable for damage suffered or to be suffered as a result of such false reporting by Sligro Food Group or a person affected by the report.

6. OBLIGATIONS OF SLIGRO FOOD GROUP

6.1. Period for dealing with a report

Sligro Food Group will treat a report of Suspected Misconduct seriously, confidentially and with the appropriate urgency. The Employee will be given a substantive response and notified of any action to be taken as a result of the report within a reasonable period. If the response cannot be issued within three weeks, the Employee will be notified accordingly and given an indication of when he/she can expect a response.

6.2. Third-party investigation

Suspected fraud or theft and questionable bookkeeping practices will be investigated by a qualified person appointed by the Executive Board or Supervisory Board depending on the nature and content of the reported Suspected Misconduct.

6.3. Co-operation by Sligro Food Group

Sligro Food Group will co-operate fully and assist those investigating the accuracy of a report and all those appointed in that context.

6.4. Confidentiality and privacy

Sligro Food Group will treat all reports of Suspected Misconduct confidentially, respecting its duty of care. Sligro Food Group will, in this regard, comply with the provisions of the General Data Protection Regulation (Algemene verordening gegevensbescherming - AVG).

6.5. Notification of investigation

If an investigation is started into a person within Sligro Food Group as a result of a report, that person will be notified as soon as reasonably possible and desirable.

7. OTHER

7.1. Approval by the Supervisory Board and agreement of the Works Council

This Scheme will come into force after approval by the Supervisory Board and the agreement of the Works Council and may be amended from time to time by the Executive Board following the agreement of the Works Council and Supervisory Board. In principle, this Scheme is valid for an indefinite period unless the Executive Board concludes following an evaluation that it should be amended or terminated.

7.2. Departures

The Compliance Officer, Executive Board or Supervisory Board may on occasion decide to depart from parts of this Scheme if this is reasonably necessary by a justified interest of Sligro Food Group.

7.3. Decision of the chairman of the Supervisory Board

The decision of the chairman of the Supervisory Board will be final in the event of uncertainty or a difference of opinion on the meaning of any provision of this Scheme.

7.4. Governing law; competent court

This Scheme will be governed by the laws of the Netherlands. The Dutch courts will be exclusively competent to decide a dispute arising as a result of or in connection with this Scheme (including disputes concerning its existence, validity or termination).

7.5. Invalidity

If any provision of this Scheme is or becomes invalid, this will not affect the validity of the remaining provisions. The Executive Board may replace the invalid provisions with valid ones whose effect is as far as possible consistent with the content and aim of the provisions to be replaced.

7.6. Publication on the website

The Scheme will be placed on the website of Sligro Food Group.