



Sligro Food Group N.V.

Annual General Meeting

13 May 2026

Annual General Meeting, to be held at 10.30 a.m. on Wednesday 13 May 2026, Corridor 11, Veghel

The agenda specifies which items are submitted to the general meeting for resolution. The other items are for information purposes only or for discussion with shareholders.

Agenda

1. Opening remarks and announcements
2. Minutes of the General Meeting of Shareholders of Sligro Food Group N.V. held on 14 May 2025 (already adopted)
3. Executive Board report for the 2025 financial year (including the sustainability statement)
 - a. Management report
 - b. Corporate governance structure and compliance with the Corporate Governance Code (Appendix 1)
4. Annual report and financial statements
 - a. Advisory vote on the remuneration report for 2025 (resolution) (Appendix 2)
 - b. Presentation by the auditor on the audit of the 2025 financial statements
 - c. Adoption of the 2025 financial statements (resolution)
 - d. Provision and dividend policy (Appendix 3)
 - e. Profit distribution for 2025 (resolution) (Appendix 4)
 - f. Grant of full discharge from liability to the members of the Executive Board in respect of their management in 2025 (resolution)
 - g. Grant of full discharge from liability to the members of the Supervisory Board in respect of their supervision in 2025 (resolution)
5. Proposal for the amendment of the remuneration policy (resolution) (Appendix 5)
6. Share buyback
 - a. Authorisation of the Executive Board to repurchase shares (resolution) (appendix 6)
 - b. Proposal for the reduction of share capital by cancelling shares repurchased by Sligro Food Group N.V. (resolution) (Appendix 7)
7. Proposal for the amendment of the articles of association (resolution) (Appendix 8)
8. Share issue
 - a. Authorisation of the Executive Board to issue shares or grant options to subscribe for shares (resolution) (Appendix 9)
 - b. Authorisation of the Executive Board to limit or exclude shareholders' pre-emptive rights when the Company issues shares or grants options to subscribe for shares (resolution) (Appendix 10)
9. Supervisory Board (Appendix 11)
 - a. Reappointment of Ms Inge Plochaet to the Supervisory Board of Sligro Food Group N.V. for a term of two years (resolution) (Appendix 12)
 - b. Reappointment of Ms Angelique de Vries-Schipperijn to the Supervisory Board of Sligro Food Group N.V. for a term of three years (resolution) (Appendix 13)
 - c. Reappointment of Mr Aart Duijzer to the Supervisory Board of Sligro Food Group N.V. for a term of four years
 - d. (resolution) (Appendix 14)
10. Any other business and closing remarks

Supervisory Board

D. J. Anbeek (chair)
A. J. M. de Vries-Schipperijn
I. E. Plochaet
A. C. Duijzer
J. A. E. van Dam

Executive Board

K. M. Slippens (CEO)
R. W. A. J. van der Sluijs (CFO)

Appendix 1

notes to agenda item 3.b

Corporate governance structure and compliance with the Corporate Governance Code

As part of the accountability for the annual report, account is also rendered on compliance with the Dutch Corporate Governance Code. The 2025 management report sets out how Sligro Food Group has adhered to this code, including through the risk management statement (VOR).

Appendix 2

notes to agenda item 4.a

Advisory vote on the remuneration report for 2025

The remuneration report for 2025 has been enclosed with the agenda for this meeting and further notes will be provided at the meeting.

Under Section 135(b)(2) of Book 2 of the Dutch Civil Code, the remuneration report must be submitted to the General Meeting for an advisory vote.

For commercial and competition-related reasons, the short-term bonus targets will be published retrospectively. The long-term bonus targets are announced in advance.

Appendix 3

notes to agenda item 4.d

Provision and dividend policy

Regular and variable dividend

Sligro Food Group aims to pay a *regular* dividend of approximately 60% of the post-tax profit (excluding extraordinary items). The dividend will be paid in cash.

A proposal may be made to pay a *variable* dividend, depending on the development of the solvency and liquidity position.

Interim dividend and final dividend

The dividend is paid in two instalments: an *interim* dividend in the second half of the year and a *final* dividend after the General Meeting. The interim dividend will normally be set at half the regular dividend for the previous year.

Appendix 4

notes to agenda item 4.e

Profit distribution for 2025

Net profit for 2025 totalled €30 million. Earnings per share amount to a profit of €0.68 compared to €0.54 in 2024. The proposal is to set the dividend for 2025 at €0.50 per share. Of the total dividend, €0.40 per share was already paid on 6 October 2025, leaving a final dividend of €0.10.

Appendix 5

notes to agenda item 5

Proposal for the amendment of the remuneration policy

Sligro Food Group N.V.'s current remuneration policy was adopted by the General Meeting of Shareholders of 22 March 2023.

Obligations set out by law require the remuneration policy to be resubmitted to the General Meeting for adoption at least every four years after adoption. As a result, the remuneration policy must be placed on the agenda for the Annual General Meeting of Shareholders in 2027 at the latest. However, the remuneration policy has been put on the agenda this year, i.e. one year early, on account of the Supervisory Board's proposal to amend the remuneration policy effective this year by adding a leave saving scheme.

Sligro Food Group aims for long-term employment relationships with its staff and Executive Board members. Members of Sligro Food Group's Executive Board are therefore appointed for an indefinite period, which leads to long employment relationships. Additionally, Sligro Food Group has a tradition of Executive Board members stepping down between the ages of 60 and 62. The proposed leave saving scheme lets Executive Board members who have reached this age bracket take up to 150 weeks of leave with 70% of their fixed salary. As of the start of this leave period, their responsibilities under the articles of association cease and they are no longer entitled to variable remuneration. Their employment is terminated as of the end of the leave period, without any kind of severance payment. This is an entirely voluntary scheme.

No further amendments to the remuneration policy are proposed. A key consideration in this respect is that the remuneration policy was adopted by the Annual General Meeting of Shareholders in 2023 with a majority of over 91% of the votes cast. In addition, at the Annual General Meetings of Shareholders in the years 2023, 2024 and 2025, the shareholders voted overwhelmingly in favour of the remuneration reports under the annual 'Advisory vote on the remuneration report' agenda item, with majorities of 93.5%, 96.5% and 99.8% respectively.

Given that Sligro Food Group N.V.'s articles of association do not stipulate a lower majority, adoption of the remuneration policy will require at least three quarters of the votes cast.

Sligro Food Group's Works Council has endorsed the current proposal for the amendment of the remuneration policy.

The wording of the proposed new remuneration policy, the proposed new policy with mark-ups for comparison with the current remuneration policy and the Works Council's opinion have been attached separately to the agenda for this meeting on the website.

Appendix 6

notes to agenda item 6.a

Authorisation of the Executive Board to repurchase shares

Article 9.2 of the current articles of association authorises the Company to repurchase paid-up shares for no consideration, provided that:

- a. shareholders' equity, less the acquisition price, is not less than the paid up and called up part of the capital plus the reserves that must be maintained by law;
- b. the nominal amount of the shares in its capital acquired, held, held in pledge by the Company or held by a subsidiary, does not exceed one tenth of the issued share capital; and
- c. authority to repurchase has been granted by the general meeting.

The proposal is to authorise the Company's Executive Board for a period of 18 months from the date of this annual meeting to repurchase paid-up shares in the Company either on the stock exchange or privately up to 10% of the issued share capital for a price of no more than 10% above the market price on the Euronext Amsterdam stock exchange at the time of the transaction, on the understanding that a decision to this effect by the Executive Board will be subject to approval from the Supervisory Board. This authorisation will apply from 13 May 2026 to 13 November 2027.

This authorisation may be used for any purpose, including but not limited to, a share buyback programme or trading and investments. Shares repurchased for these purposes may be resold.

This authorisation replaces the authorisation to repurchase shares that the General Meeting granted the Executive Board on 14 May 2025.

Appendix 7

notes to agenda item 6.b

Proposal for the reduction of share capital by cancelling shares repurchased by Sligro Food Group N.V.

On 5 February 2026, the Company announced a share buyback programme of up to €26 million, which will be carried out between 6 February and 14 November 2026 (the '**Buyback Programme**') and is intended to reduce the Company's share capital. The number of shares that the Company may repurchase under the Buyback Programme has been capped at 2,212,750.

The proposal is that the General Meeting resolves to reduce the Company's issued share capital by cancelling shares that have been or will be repurchased by the Company under the Buyback Programme.

The share capital will subsequently be reduced by cancelling repurchased shares, either upon termination of the Buyback Programme or when the maximum number of shares has been repurchased under the Buyback Programme in accordance with applicable laws and regulations. This will only be done once two months have passed after the resolution to cancel shares has been submitted to the trade register of the Chamber of Commerce and publicly announced.

Appendix 8

notes to agenda item 7

Proposal for the amendment of the articles of association

The proposal is that the General Meeting resolves to partially amend the Company's articles of association. The proposal is for the authorised share capital as stipulated in the Company's current articles of association to be reduced from the current figure of €12 million divided into 200 million shares to €8.4 million divided into 140 million shares. This is proposed in relation to the proposal for the reduction of share capital under agenda item 6.b. At least one fifth of the Company's authorised share capital must be in issue.

The proposal for the amendment of the articles of association is available for inspection at the Company's offices and has been attached separately to the agenda for this meeting on the website.

The General Meeting is also asked to grant all Executive Board members, as well as all employees, legal counsels, assistant and junior notaries working at Houthoff Coöperatief U.A., authorisation to sign the deed of amendment of the articles of association.

Appendix 9

notes to agenda item 8.a

Authorisation of the Executive Board to issue shares or grant options to subscribe for shares

Pursuant to the resolutions of the General Meeting of 14 May 2025, the Executive Board has been designated as the body authorised under Article 5, paragraph 1 of the articles of association to issue - including granting options to subscribe for - all unissued shares in the capital, and, under Article 8, paragraph 4 of the articles of association, to limit or exclude pre-emptive rights, for a period of 18 months.

The proposal is to again authorise the Company's Executive Board, for a period of 18 months from the date of this annual meeting, to issue shares or grant options to subscribe for shares, on the understanding that any resolutions to this effect by the Executive Board will be subject to the Supervisory Board's approval. The proposal is furthermore to cap the Executive Board's authority at 10% of the issued share capital, plus 10% if shares are issued as part of a merger or takeover.

The Executive Board is of the opinion that it is in the Company's and its shareholders' best interests for the Executive Board to be able to respond promptly when certain opportunities arise that require shares to be issued or options to subscribe for shares to be granted.

This authorisation replaces the authorisation to issue shares or grant options to subscribe for shares that the General Meeting granted the Executive Board on 14 May 2025.

Appendix 10

notes to agenda item 8.b

Authorisation of the Executive Board to limit or exclude shareholders' pre-emptive rights when the Company issues shares or grants options to subscribe for shares

Pursuant to the resolutions of the General Meeting of 14 May 2025, the Executive Board has been designated as the body authorised under Article 5, paragraph 1 of the articles of association to issue - including granting options to subscribe for - all unissued shares in the capital, and, under Article 8, paragraph 4 of the articles of association, to limit or exclude pre-emptive rights, for a period of 18 months.

The proposal is to again authorise the Company's Executive Board, for a period of 18 months from the date of this annual meeting, to limit or exclude shareholders' pre-emptive rights when the Company issues shares or grants options to subscribe for shares, on the understanding that:

- a) any resolutions to this effect by the Executive Board will be subject to the Supervisory Board's approval;
- b) the pre-emptive rights can be limited or excluded to a maximum of 10% of the issued share capital.

This authorisation replaces the authorisation to limit or exclude pre-emptive rights when the Company issues shares or grants options to subscribe for shares that the General Meeting granted the Executive Board on 14 May 2025.

Appendix 11

notes to agenda item 9

Supervisory Board

Due to a combination of circumstances, three members of the Supervisory Board were appointed at the same time in 2022, and will therefore step down at the same time, given that their terms of office (or reappointment) are of equal duration. This is not ideal for continuity within the Supervisory Board. In order to improve continuity, the Supervisory Board proposes to stagger the terms to which these three members are reappointed in the manner stated under agenda items 9.a, 9.b and 9.c.

Appendix 12

notes to agenda item 9.a

Reappointment of Ms Inge Plochaet to the Supervisory Board of Sligro Food Group N.V. for a term of two years

Ms Plochaet's first four-year term is set to end in 2026. She is available for reappointment.

Ms Plochaet has been a member of Sligro Food Group N.V.'s Supervisory Board for four years. She has been a member of the Audit Committee since March 2023. The intention is for her to continue in the latter role after her reappointment.

Not only does Ms Plochaet match Sligro Food Group N.V.'s Supervisory Board profile, but she is also independent as required under the Dutch Corporate Governance Code.

Ms Plochaet is currently Chair of the Board of VBSC, Chair of the Board of Groven+, Non-Executive Director of Royal Unibrew, Non-Executive Director of What's Cooking, Non-Executive Director of De Hoop and Non-Executive Director of Faber Group.

Ms Plochaet does not hold any Sligro Food Group N.V. shares.

The Supervisory Board proposes that Ms Plochaet be reappointed to a second and final term of two years.

Appendix 13

notes to agenda item 9.b

Reappointment of Ms Angelique de Vries-Schipperijn to the Supervisory Board of Sligro Food Group N.V. for a term of three years

Ms De Vries' first four-year term is set to end in 2026. She is available for reappointment.

Ms De Vries has been a member of Sligro Food Group N.V.'s Supervisory Board for four years. She has chaired the Remuneration and Appointments Committee since May 2025. The intention is for her to continue in the latter role after her reappointment.

Not only does Ms De Vries match the profile of the Supervisory Board of Sligro Food Group N.V., but she is also independent as required under the Dutch Corporate Governance Code.

Ms De Vries is currently President of EMEA at Workday.

Ms De Vries does not hold any Sligro Food Group N.V. shares.

The Supervisory Board proposes that Ms De Vries be reappointed to a second and final term of three years.

Appendix 14

notes to agenda item 9.c

Reappointment of Mr Aart Duijzer to the Supervisory Board of Sligro Food Group N.V. for a term of four years

Mr Duijzer's first four-year term is set to end in 2026. He is available for reappointment.

Mr Duijzer has been a member of Sligro Food Group N.V.'s Supervisory Board for four years. In March 2022, he joined the Audit Committee, which he has chaired since March 2023. The intention is for him to continue in the latter role after his reappointment.

Not only does Mr Duijzer match Sligro Food Group N.V.'s Supervisory Board profile, he is also independent as required under the Dutch Corporate Governance Code.

Mr Duijzer is currently Non-Executive Director of What's Cooking and Non-Executive Director/Chair of SKG Gouda.

Mr Duijzer does not hold any Sligro Food Group N.V. shares.

The Supervisory Board proposes that Mr Duijzer be reappointed to a second and final term of four years.



Sligro Food Group N.V.

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D. J. Anbeek (chair)
A. J. M. de Vries-Schipperijn
I. E. Plochaet
A. C. Duijzer
J. A. E. van Dam

Executive Board

K. M. Slippens (CEO)
R. W. A. J. van der Sluijs (CFO)

Appendix 1

notes to agenda item 3.b

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Appendix 3

notes to agenda item 4.d

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Regular and variable dividend

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notes to agenda item 5

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No further amendments to the remuneration policy are proposed. A key consideration in this respect is that the remuneration policy was adopted by the Annual General Meeting of Shareholders in 2023 with a majority of over 91% of the votes cast. In addition, at the Annual General Meetings of Shareholders in the years 2023, 2024 and 2025, the shareholders voted overwhelmingly in favour of the remuneration reports under the annual 'Advisory vote on the remuneration report' agenda item, with majorities of 93.5%, 96.5% and 99.8% respectively.

Given that Sligro Food Group N.V.'s articles of association do not stipulate a lower majority, adoption of the remuneration policy will require at least three quarters of the votes cast.

Sligro Food Group's Works Council has endorsed the current proposal for the amendment of the remuneration policy.

The wording of the proposed new remuneration policy, the proposed new policy with mark-ups for comparison with the current remuneration policy and the Works Council's opinion have been attached separately to the agenda for this meeting on the website.

Appendix 6

notes to agenda item 6.a

Authorisation of the Executive Board to repurchase shares

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- b. the nominal amount of the shares in its capital acquired, held, held in pledge by the Company or held by a subsidiary, does not exceed one tenth of the issued share capital; and
- c. authority to repurchase has been granted by the general meeting.

The proposal is to authorise the Company's Executive Board for a period of 18 months from the date of this annual meeting to repurchase paid-up shares in the Company either on the stock exchange or privately up to 10% of the issued share capital for a price of no more than 10% above the market price on the Euronext Amsterdam stock exchange at the time of the transaction, on the understanding that a decision to this effect by the Executive Board will be subject to approval from the Supervisory Board. This authorisation will apply from 13 May 2026 to 13 November 2027.

This authorisation may be used for any purpose, including but not limited to, a share buyback programme or trading and investments. Shares repurchased for these purposes may be resold.

This authorisation replaces the authorisation to repurchase shares that the General Meeting granted the Executive Board on 14 May 2025.

Appendix 7

notes to agenda item 6.b

Proposal for the reduction of share capital by cancelling shares repurchased by Sligro Food Group N.V.

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The proposal is that the General Meeting resolves to reduce the Company's issued share capital by cancelling shares that have been or will be repurchased by the Company under the Buyback Programme.

The share capital will subsequently be reduced by cancelling repurchased shares, either upon termination of the Buyback Programme or when the maximum number of shares has been repurchased under the Buyback Programme in accordance with applicable laws and regulations. This will only be done once two months have passed after the resolution to cancel shares has been submitted to the trade register of the Chamber of Commerce and publicly announced.

Appendix 8

notes to agenda item 7

Proposal for the amendment of the articles of association

The proposal is that the General Meeting resolves to partially amend the Company's articles of association. The proposal is for the authorised share capital as stipulated in the Company's current articles of association to be reduced from the current figure of €12 million divided into 200 million shares to €8.4 million divided into 140 million shares. This is proposed in relation to the proposal for the reduction of share capital under agenda item 6.b. At least one fifth of the Company's authorised share capital must be in issue.

The proposal for the amendment of the articles of association is available for inspection at the Company's offices and has been attached separately to the agenda for this meeting on the website.

The General Meeting is also asked to grant all Executive Board members, as well as all employees, legal counsels, assistant and junior notaries working at Houthoff Coöperatief U.A., authorisation to sign the deed of amendment of the articles of association.

Appendix 9

notes to agenda item 8.a

Authorisation of the Executive Board to issue shares or grant options to subscribe for shares

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The proposal is to again authorise the Company's Executive Board, for a period of 18 months from the date of this annual meeting, to issue shares or grant options to subscribe for shares, on the understanding that any resolutions to this effect by the Executive Board will be subject to the Supervisory Board's approval. The proposal is furthermore to cap the Executive Board's authority at 10% of the issued share capital, plus 10% if shares are issued as part of a merger or takeover.

The Executive Board is of the opinion that it is in the Company's and its shareholders' best interests for the Executive Board to be able to respond promptly when certain opportunities arise that require shares to be issued or options to subscribe for shares to be granted.

This authorisation replaces the authorisation to issue shares or grant options to subscribe for shares that the General Meeting granted the Executive Board on 14 May 2025.

Appendix 10

notes to agenda item 8.b

Authorisation of the Executive Board to limit or exclude shareholders' pre-emptive rights when the Company issues shares or grants options to subscribe for shares

Pursuant to the resolutions of the General Meeting of 14 May 2025, the Executive Board has been designated as the body authorised under Article 5, paragraph 1 of the articles of association to issue - including granting options to subscribe for - all unissued shares in the capital, and, under Article 8, paragraph 4 of the articles of association, to limit or exclude pre-emptive rights, for a period of 18 months.

The proposal is to again authorise the Company's Executive Board, for a period of 18 months from the date of this annual meeting, to limit or exclude shareholders' pre-emptive rights when the Company issues shares or grants options to subscribe for shares, on the understanding that:

- a) any resolutions to this effect by the Executive Board will be subject to the Supervisory Board's approval;
- b) the pre-emptive rights can be limited or excluded to a maximum of 10% of the issued share capital.

This authorisation replaces the authorisation to limit or exclude pre-emptive rights when the Company issues shares or grants options to subscribe for shares that the General Meeting granted the Executive Board on 14 May 2025.

Appendix 11

notes to agenda item 9

Supervisory Board

Due to a combination of circumstances, three members of the Supervisory Board were appointed at the same time in 2022, and will therefore step down at the same time, given that their terms of office (or reappointment) are of equal duration. This is not ideal for continuity within the Supervisory Board. In order to improve continuity, the Supervisory Board proposes to stagger the terms to which these three members are reappointed in the manner stated under agenda items 9.a, 9.b and 9.c.

Appendix 12

notes to agenda item 9.a

Reappointment of Ms Inge Plochaet to the Supervisory Board of Sligro Food Group N.V. for a term of two years

Ms Plochaet's first four-year term is set to end in 2026. She is available for reappointment.

Ms Plochaet has been a member of Sligro Food Group N.V.'s Supervisory Board for four years. She has been a member of the Audit Committee since March 2023. The intention is for her to continue in the latter role after her reappointment.

Not only does Ms Plochaet match Sligro Food Group N.V.'s Supervisory Board profile, but she is also independent as required under the Dutch Corporate Governance Code.

Ms Plochaet is currently Chair of the Board of VBSC, Chair of the Board of Groven+, Non-Executive Director of Royal Unibrew, Non-Executive Director of What's Cooking, Non-Executive Director of De Hoop and Non-Executive Director of Faber Group.

Ms Plochaet does not hold any Sligro Food Group N.V. shares.

The Supervisory Board proposes that Ms Plochaet be reappointed to a second and final term of two years.

Appendix 13

notes to agenda item 9.b

Reappointment of Ms Angelique de Vries-Schipperijn to the Supervisory Board of Sligro Food Group N.V. for a term of three years

Ms De Vries' first four-year term is set to end in 2026. She is available for reappointment.

Ms De Vries has been a member of Sligro Food Group N.V.'s Supervisory Board for four years. She has chaired the Remuneration and Appointments Committee since May 2025. The intention is for her to continue in the latter role after her reappointment.

Not only does Ms De Vries match the profile of the Supervisory Board of Sligro Food Group N.V., but she is also independent as required under the Dutch Corporate Governance Code.

Ms De Vries is currently President of EMEA at Workday.

Ms De Vries does not hold any Sligro Food Group N.V. shares.

The Supervisory Board proposes that Ms De Vries be reappointed to a second and final term of three years.

Appendix 14

notes to agenda item 9.c

Reappointment of Mr Aart Duijzer to the Supervisory Board of Sligro Food Group N.V. for a term of four years

Mr Duijzer's first four-year term is set to end in 2026. He is available for reappointment.

Mr Duijzer has been a member of Sligro Food Group N.V.'s Supervisory Board for four years. In March 2022, he joined the Audit Committee, which he has chaired since March 2023. The intention is for him to continue in the latter role after his reappointment.

Not only does Mr Duijzer match Sligro Food Group N.V.'s Supervisory Board profile, he is also independent as required under the Dutch Corporate Governance Code.

Mr Duijzer is currently Non-Executive Director of What's Cooking and Non-Executive Director/Chair of SKG Gouda.

Mr Duijzer does not hold any Sligro Food Group N.V. shares.

The Supervisory Board proposes that Mr Duijzer be reappointed to a second and final term of four years.