



Departures from the Dutch Corporate Governance Code

The departures from the Dutch Corporate Governance Code were approved by the General Meeting of Shareholders held on 30 March 2005. Sligro Food Group consequently complies fully with the Code. The departures, currently still relevant, are:

II.1.1

The code states that Executive Directors should be appointed for a period of four years. Sligro Food Group thinks this conflicts with the aspirations of many small and mid-cap companies to recruit people internally and appoint them to executive positions after they have gained broad experience throughout the organisation. This is the best guarantee of a steady, ongoing strategic line. Four-year appointments conflict with the Executive Directors' current service contracts, which do not specify a period other than reaching retirement age. Our aim is to offer equivalent directors similar remuneration and associated contractual terms and conditions. Consequently, we propose that Mr. Voets' appointment should also be for an indefinite period. Mr. Voets is being proposed for appointment as director at the Annual General Meeting. Finally, Sligro Food Group believes that limiting his term of appointment would mean different remuneration and regards this as undesirable.

II.2.8

The code states that the maximum remuneration in the event of dismissal should be one year's salary. Neither the Executive Directors' current service contracts nor the current service contract of the proposed director, Mr. Voets, contain any provisions on severance pay. As noted above, Sligro Food Group believes that directors should be treated and remunerated in the same way in similar circumstances. A restriction of the Executive Directors' legal position with regard to this point could translate into undesirable differences in remuneration. External studies have shown that the current remuneration of Sligro Food Group's Executive Directors cannot be regarded as excessive. A study will be made of how statutory severance payments to Executive Directors who prove incompetent can be reduced. This subject is a matter of political interest and the government's views will be borne in mind.

IV.3.1

The half-year and annual statements and trading updates in April and October are part of the communication with the financial markets. Press and analysts' meetings are held on both the half-year and full-year figures. The presentations are published on the website and elsewhere. These presentations are repeated regularly for individual institutional investors in the form of 'one-on-ones' and group presentations for institutional and private investors. The one-on-ones are important to raise and maintain institutional investors' attention on Sligro Food Group and thus support the correct pricing of the shares.