



Regulations for the Executive Board Of

Sligro Food Group N.V.

These regulations were approved and adopted by the Supervisory Board on 25 January 2005.

1. Definitions

In these regulations, the following terms shall mean:

- the General Meeting: the General Meeting of Shareholders of the Company;
- the Annual Report: the Annual Report of the Company prepared by the Executive Board;
- the Works Council: the Works Council of the Company;
- the Executive Board: the Executive Board of the Company;
- the Supervisory Board: the Supervisory Board of the Company;
- the Regulations: the regulations for the Executive Board as established on 25 January 2005;
- the Articles of Association: the Articles of Association of the Company as most recently amended on 18 September 2003
- the Company: Sligro Food Group N.V., established in Veghel
- the Chairman: the Chairman of the Executive Board.

2. Regulations

These regulations shall remain in force until amended in accordance with the following provisions.

3. Duties of the executive board

3.1 The role of the Executive Board is to manage the Company, including responsibility for achieving the Company's aims, strategy and policy and the results arising from them. The Executive Board is accountable for this to the Supervisory Board and the General Meeting. In discharging its duties, the Executive Board shall be guided by the interests of the Company and its associated enterprise, taking into consideration the interests of the Company's stakeholders. The Executive Board shall provide the Supervisory Board in good time with all information needed for the Supervisory Board to perform its duties.

3.2 Notwithstanding the general rule in article 10.1 of these regulations, the Executive Board shall prepare a report for the Supervisory Board each quarter that sets out the main points of the Company's strategic policy, general and financial risks and the management and control system. This quarterly report shall be accompanied by a letter from the Executive Board in which the Executive Board gives further commentary on the report it has prepared and also provides information on the policy it has followed.

3.3 The Executive Board shall draw up an annual corporate plan setting out the intentions for the policy to be followed in the following financial year. The Executive Board shall submit the corporate plan to the Supervisory Board for approval.



3.4 Each year, the Executive Board shall provide the Supervisory Board with the budget for the following financial year, the revised version of the long-term plan prepared by the Executive Board, and a statement that, in the current financial year, the Executive Board has provided the Supervisory Board with all relevant information for proper supervision by the Supervisory Board. These shall be provided in good time so that the Supervisory Board is able to grant its approval no later than in December of the current financial year.

3.5 The Executive Board is responsible for the Company's corporate governance structure and compliance with and enforcement of these regulations. The Executive Board shall report to the General Meeting on this.

3.6 The Executive Board shall prepare the Annual Report.

3.7 The Executive Board is responsible for compliance with all relevant legislation and regulations, for managing the risks associated with business activities and for the financing of the Company. The Executive Board shall report on this and discuss the internal risk management and control systems with the Supervisory Board.

The Company shall, in any event, have the following instruments in its internal risk management and control system:

- risk analyses of the Company's operational and financial objectives;
- guides for the layout of the financial reports and procedures to be followed when preparing them;
- a system of monitoring and reporting.

3.8 The Executive Board is responsible for the internal procedures for preparing and publishing the Annual Report, financial statements, quarterly and/or half-year figures and ad hoc financial information. The Executive Board is responsible for the quality and completeness of the published financial reports.

3.9 The Executive Board is responsible for organising and enforcing internal procedures to ensure that all significant financial information is known to the Executive Board, so that the timeliness, completeness and accuracy of the external financial reporting is ensured. From this viewpoint, the Executive Board shall ensure that the financial information from business units and/or subsidiaries is reported directly to it, and that the integrity of the information is not compromised.

3.10 The Executive Board shall convene General Meetings.

The Chairman shall ensure that agenda items requested in writing by one or more shareholders who alone or jointly represent at least one percent of the issued capital (or shares – note: if the shares are listed on the stock exchange – representing a value of at least EUR 50 million), are included in the notice of the meeting. The Chairman is only required to include such items in the notice of the meeting provided the request for it was received no later than sixty days before the meeting and not prevented by a substantial interest of the Company. The members of the Executive Board shall participate in the General Meeting, unless prevented for substantial reasons.



3.11 If the appointment of one or more members of the Supervisory Board is a matter to be discussed by the General Meeting, the Executive Board shall notify the Works Council in good time. The Executive Board shall also notify the Works Council if the appointment of one or more members of the Supervisory Board is being made on the basis of a proposal by the Supervisory Board on which a person recommended by the Works Council sits.

If the loss of confidence in the Supervisory Board is a matter to be discussed by the General Meeting, the Executive Board shall notify the Works Council in good time. The Executive Board shall also notify the Works Council of the reasons for the resolution to the General Meeting. Notice shall be given at least thirty days before the General Meeting at which the resolution is to be discussed. If the Works Council takes a position on the resolution, the Executive Board shall notify the supervisory directors and the General Meeting of that position.

3.12 The Executive Board has adopted an internal allocation of duties. Any changes in the allocation of duties has to be approved by the Supervisory Board. Each member of the Executive Board is responsible for the duties allocated to him/her, although the full Executive Board has collective responsibility for policy implemented.

The Executive Board has the following allocation of duties:

- K.M. Slippens is responsible for setting objectives and strategy of the business run by the Company and the purchasing and personnel policy;
- H.L. van Rozendaal is responsible for preparing, adopting and implementing financial policy;
- J.H. Peterse is responsible for preparing, adopting and implementing the foodservice policy;
- J.H.F. Pardoel is responsible for preparing, adopting and implementing the foodretail policy.

4. Membership of the executive board

4.1 The Executive Board shall have four members.

4.2 A member of the Executive Board may not hold more than two supervisory directorships of listed companies. A member of the Executive Board's acceptance of a supervisory directorship or other position at another Company requires the approval of the Supervisory Board. All significant other positions shall be reported to the Supervisory Board and supervisory directorships of listed companies require the approval of the Supervisory Board.

5. Chairman

5.1 In accordance with the provisions of article 23 of the Articles of Association, the Supervisory Board shall appoint one of the members of the Executive Board to be the Chairman.

5.2 The Chairman sets the agenda and chairs meetings of the Executive Board, ensures there is sufficient time for discussion and decision-making by the Executive Board and is responsible for the operation of the Executive Board.

6. Ownership of securities

6.1 The regulations on ownership of and transactions in securities other than those issued by the Company by the members of the Executive Board apply to all members of the Executive Board. Those regulations are drawn up as a supplement to the Company's regulations pursuant to Section 46d of the Act on the Supervision of the Securities Trade 1995.

6.2 Shares in the Company owned by members of the Executive Board are long-term investments.

7. Meetings

7.1 The Executive Board shall meet at least twelve times a year and otherwise as frequently as one or more members of the Executive Board so wish. In principle, meetings shall be held at the Company's offices, but may also be held elsewhere. Members of the Executive Board may, with the approval of the Chairman, participate in meetings of the Executive Board by telephone or video. The Chairman may decide to hold a meeting by telephone or video.



- 7.2 A meeting shall be convened by the Chairman or the member/members of the Executive Board who requested it. If practical, notice shall be given in writing at least three working days before the meeting, accompanied by the agenda and any documents to be discussed.
- 7.3 The agenda of a meeting shall be set by the Chairman or the member/members of the Executive Board who requested it.
- 7.4 Meetings shall be chaired by the Chairman. The minutes of the meeting shall be prepared by the Company Secretary and adopted in the next meeting by the Executive Board and signed as evidence of this by the Chairman.
- 7.5 The minutes shall record the matters discussed, viewpoints, considerations and decisions taken in the meeting in such a way that members of the Executive Board not present at the meeting are given a clear and complete view of what, insofar as relevant, was discussed during the meeting. A separate list of resolutions, expressly setting out the resolutions taken at the meeting, shall be attached to the minutes.

If a decision is taken outside a meeting, the decision must be recorded in writing and that record shall be attached to the documents for the next meeting of the Executive Board.

8. Decision-making

- 8.1 Decisions by the Executive Board shall generally be made in meetings of the Executive Board. The Executive Board may also take decisions outside a meeting. In that case, the Chairman shall provide all members of the Executive Board with the agenda and any documents for discussion. The members of the Executive Board shall put forward their opinion on a proposal within a period set by the Chairman. (The opinion of each member of the Executive Board shall be notified to the other members of the Executive Board.)
- 8.2 The Executive Board may only pass resolutions if at least three members of the Executive Board are present or represented at the meeting or have put forward their opinion on the proposed decision.
- 8.3 Resolutions shall be passed by an absolute majority of votes. If the voting is tied, the Chairman shall have a casting vote.
- 8.4 In addition to resolutions that require the approval of the Supervisory Board pursuant to the law or the Articles of Association, all resolutions by the Executive Board on the following subjects shall also be submitted to the Supervisory Board for approval:
- the operational and financial objectives of the Company;
 - the strategy to achieve the objectives;
 - the conditions used for the strategy;
 - entering into transactions involving conflicts of interest of members of the Supervisory Board or of the Executive Board or the external auditors;
 - transactions between partnerships, natural persons or legal entities which directly or indirectly own at least ten percent of the shares in the Company and which are of material significance to the Company and/or these persons;
- 8.5 Proposed resolutions by the Executive Board that require the approval of the General Meeting pursuant to the law or the Articles of Association, shall also be submitted to the Supervisory Board for approval.
- 8.6 Proposed resolutions by the Executive Board that require advance approval of the Supervisory Board and on which the Works Council has a right to be consulted, must first be approved by the Supervisory Board. Such approval (if granted) shall be given subject to a favourable recommendation by the Works Council.
- 8.7 The Executive Board shall not pass any resolutions that pursuant to the law, Articles of Association or these regulations require the approval of the Supervisory Board and/or the General Meeting until such approval has been given.



9. Conflicts of interest

9.1 The members of the Executive Board shall avoid any conflict of interest or appearance of a conflict of interest between the Company or its subsidiaries and members of the Executive Board.

9.2 A member of the Executive Board shall not:

- enter into competition with the Company;
- demand or accept a (substantial) favour from the Company for him/herself or for his/her spouse, registered partner or other life companion, foster child or relative by blood or marriage up to the second degree;
- provide unjustified advantages to third parties to the detriment of the Company;
- take advantage of business opportunities to which the Company is entitled for him/herself or others.

9.3 Each member of the Executive Board shall immediately report any actual or potential conflict of interest that is of material significance to the Company, its subsidiaries and/or the member of the Executive Board himself/herself to the Supervisory Board and the other members of the Executive Board. The member of the Executive Board who has an actual or potential conflict of interest shall provide all relevant information, including information concerning his/her spouse wife, registered partner or other life companion, foster child and relatives by blood or marriage up to the second degree. The Supervisory Board shall decide, without the member of the Executive Board being present, whether there is a conflict of interest.

9.4 A conflict of interests exists, in any event, if the Company or its subsidiaries intends to enter into a transaction with a legal entity:

- in which a member of the Executive Board personally has a material financial interest;
- which has a management board member who has a relationship under family law up to the second degree with a member of the Executive Board of the company;
- in which a member of the Executive Board of the Company has a management or supervisory position.

9.5 A member of the Executive Board shall not take part in any discussion or decision-making that involves a subject or transaction in relation to which he or she has a conflict of interest.

9.6 All transactions in which there are conflicts of interest with members of the Executive Board shall be agreed on terms that are customary in the industry concerned. Decisions to enter into transactions in which there are conflicts of interest with members of the Executive Board that are of material significance to the Company, its subsidiaries and/or to the members of the Executive Board require the approval of the Supervisory Board. Such transactions shall be disclosed in the annual report, together with a statement of the conflict of interest and a declaration that sections 9.3 to 9.6 inclusive have been complied with.

10. Provision of information

10.1 The Executive Board shall provide all shareholders in the Company and other parties in the financial markets with equal and simultaneous information about matters that may influence the share price.

The Executive Board shall provide the General Meeting with all information that it requires for the exercise of its powers, unless prevented by a substantial interest of the Company. If the Executive Board claims a substantial interest, an explanation shall be given.

The Executive Board shall provide the Supervisory Board in good time with all information needed for the Supervisory Board to perform its duties.

10.2 The Executive Board of the Supervisory Board shall separately report their dealings with the external auditor to the Supervisory Board annually, including in particular their independence (for example, the desirability of rotating the responsible partners of an external audit firm that provides audit services, and the desirability of the same audit firm providing non-audit services to the Company).



10.3 At least once every four years, the Executive Board of the Supervisory Board shall conduct a thorough evaluation of the functioning of the external auditors within the various entities and the different capacities in which the external auditors act. The main conclusions of this evaluation shall be communicated to the General Meeting for the purposes of assessing the nomination for the appointment of the external auditor.

11. Confidentiality

Unless the Regulations, Articles of Association or applicable law or regulations provide otherwise, each member of the Executive Board shall treat all information and documents he or she obtains in the performance of his/her duties as a member of the Executive Board as strictly confidential.

This clause shall continue to apply even after a member of the Executive Board ceases to be a member.

12. Amendments

These regulations may only be amended if the Executive Board so decides (and the Supervisory Board/General Meeting have approved the amendment). Such amendment shall be set out in writing.