



Regulations for the supervisory 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 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 adopted on 25 January 2005;
- * the Remuneration Report: the Remuneration Report of the Supervisory Board;
- * 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 Deputy Chairman: the Deputy Chairman of the Supervisory Board;
- * the Chairman: the Chairman of the Supervisory Board.

2. Regulations

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

3. Duties of the supervisory board

- 3.1 The role of the Supervisory Board is to supervise the policies of the Executive Board and the general affairs of the Company and its associated enterprise, and to assist the Executive Board either on its own initiative or at the request of the Executive Board. In discharging its role, the Supervisory Board shall be guided by the interests of the Company and its associated enterprise, and shall take into account the relevant interests of the Company's stakeholders and the basic principles of good business practice. The Supervisory Board is responsible for the quality of its own performance.
- 3.2 The duties of the Supervisory Board include in any event:
- 3.2.1 Supervising the Executive Board with respect to:
- * achieving the Company's aims;
 - * the strategy and risks associated with its business activities;
 - * the structure and operation of risk management and control systems;
 - * the financial reporting process; and
 - * compliance with the law and regulations;



- 3.2.2 appointing, suspending and dismissing members of the Executive Board in accordance with the provisions of article 23 of the Articles of Association and setting the remuneration of individual members of the Executive Board in accordance with the remuneration policy adopted by the General Meeting;
- 3.2.3 dealing with reported irregularities affecting the functioning of members of the Executive Board;
- 3.2.4 drawing up a Remuneration Report. The main points of the Remuneration Report are to be included in the report of the Supervisory Board referred to in section 3.4 of these Regulations;
- 3.2.5 nominating members of the Supervisory Board in accordance with the provisions of article 31 of the Articles of Association and the criteria in the current profile of the Supervisory Board and proposing the remuneration of individual members of the Supervisory Board;
- 3.2.6 the corporate governance structure of the Company and compliance and enforcement of these Regulations and the Regulations for the Executive Board.
- 3.3 Supplementing the Company's Regulations pursuant to section 46d of the Act on the Supervision of the Securities Trade 1995, the Supervisory Board shall adopt Regulations setting rules for the members of the Executive Board and the Supervisory Board on the ownership of and transactions in securities other than those issued by the Company.
- 3.4 The Supervisory Board shall prepare a report for inclusion in the Company's annual report. The report shall provide information on the work of the Supervisory Board in that financial year.

4. Appointment, membership and expertise of the supervisory board

- 4.1 Members of the Supervisory Board are appointed by the General Meeting on a nomination of the Supervisory Board. The Supervisory Board will notify the General Meeting and the Works Council of a nomination at the same time. The nomination of the Supervisory Board will be accompanied by a commentary.

One third of the members of the Supervisory Board will be persons recommended by the Works Council and nominated by the Supervisory Board, unless the Supervisory Board objects to the recommendation because it expects that the person recommended will be unsuitable for membership of the Supervisory Board or that the Supervisory Board will not function properly if an appointment as recommended by the Works Council is made.

- 4.2 The Supervisory Board shall consist of three or more natural persons (currently four). The Supervisory Board has prepared a profile of its size and membership, taking account of the nature of the business, its activities and the desired expertise and background of individual supervisory directors. The Supervisory Board shall discuss and evaluate the profile annually and ensure that it is revised and updated regularly with due regard for the applicable legislative requirements.



- 4.3 The number of supervisory directorships that a member of the Supervisory Board may hold in listed companies registered in the Netherlands shall be limited so as to ensure the proper distribution of duties and shall not be more than five, with the chairmanship of a supervisory board counting double.
- 4.4 Each member of the Supervisory Board shall report his/her other positions and any changes in them to the Chairman/other members of the Supervisory Board.
- 4.5 The Supervisory Board may delegate a supervisory director from among its members. The delegated supervisory director will have a special duty. The delegation may not extend beyond the duties that the Supervisory Board itself has and may not include the management of the Company. It may entail more intensive supervision and advice and more regular consultation with the Executive Board. The delegation shall be of a temporary nature only. The delegation may not detract from the role and power of the Supervisory Board. The delegated member of the Supervisory Board remains a member of the Supervisory Board.

5. Chairman and deputy chairman

- 5.1 Pursuant to the provisions of article 36 of the Articles of Association, the Supervisory Board will appoint one of its members as Chairman. The Chairman may not be a former member of the Executive Board. The Supervisory Board will also appoint one of its members as Deputy Chairman.
- 5.2 The Chairman determines the agenda and chairs meetings of the Supervisory Board, monitors the proper operation of the Supervisory Board, ensures there is sufficient time for decision-making, arranges for proper information to be provided to the members of the Supervisory Board and for the induction and training programme of the members of the Supervisory Board, acts as the main point of contact in the Supervisory Board for the Executive Board, initiates evaluations of the functioning of the Supervisory Board and of the Executive Board and, as chairman, ensures the orderly and efficient conduct of the General Meeting.

6. Committees

- 6.1 As the Supervisory Board has four members, it has no separate Audit, Remuneration, or Selection and Appointment committees, and these duties are performed by the full Supervisory Board
- 6.2 The Supervisory Board has drawn up regulations for this and reports its discussions and findings.

7. Retirement schedule

- 7.1 The members of the Supervisory Board retire in accordance with a retirement schedule drawn up by the Supervisory Board.
- 7.2 A member of the Supervisory Board shall retire early in the event of inadequate performance, structural incompatibility of interests or other circumstances in which this is deemed necessary by the Supervisory Board.
- 7.3 A member of the Supervisory Board who has temporarily taken on a management role in the event of Executive Directors being unable to act will suspend his duties but remain a member of the Supervisory Board.

8. Remuneration

- 8.1 The General Meeting will set the remuneration of individual members of the Supervisory Board on a proposal of the Supervisory Board. The remuneration shall not be dependant on the Company's results. If members of the Supervisory Board are liable to charge VAT on their fees, the VAT billed will be paid by the Company. The notes to the financial statements shall in any event disclose the information required by law on the level and structure of the remuneration of each member of the Supervisory Board.



- 8.2 The Company will reimburse members of the Supervisory Board for all expenses which were reasonably incurred in attending meetings of the Supervisory Board. All other expenses incurred by the members of the Supervisory Board in connection with their supervisory directorship will be fully or partly reimbursed by the Company, provided such expenses are incurred after prior consultation and agreement of the Chairman

9. Meetings

- 9.1 The Supervisory Board shall meet at least four times a year and otherwise as frequently as one or more members of the Supervisory Board so wish. Meetings may also be convened by the Executive Board. In principle, meetings shall be held at the Company's offices, but may also be held elsewhere. The members of the Executive Board will attend these meetings unless the Supervisory Board resolves otherwise.

Members of the Supervisory Board and the Executive Board may participate in meetings of the Supervisory Board by telephone or video. The Chairman may decide to hold a meeting by telephone or video.

- 9.2 The Company Secretary shall give notice of meetings on behalf of the Chairman or the persons or body referred to in section 9.1 of these Regulations. If practical, notice shall be given in writing at least five working days before the meeting, accompanied by the agenda and any documents to be discussed.

- 9.3 The agenda of a meeting will be set by the Chairman (or the persons or body referred to in section 9.1 of these Regulations).

- 9.4 The Supervisory Board shall discuss at least once a year:

9.4.1 without the Executive Board being present, both its own functioning and that of its individual members, and the conclusions that need to be drawn from this;

9.4.2 with or without the Executive Board being present, the desired profile, composition and competence of the Supervisory Board;

9.4.3 without the Executive Board being present, both the functioning of the Executive Board as a body of the company and the performance of its individual members and the conclusions that need to be drawn from this;

9.4.4 the strategy and risks associated with the business and the results of the assessment by the Executive Board of the structure and operation of the internal risk management and control systems, and any significant changes in them.

- 9.5 Meetings will 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 Supervisory Board and signed as evidence of this by the Chairman and the Company secretary.

- 9.6 The minutes shall record the matters discussed, viewpoints, considerations and decisions taken in the meeting in such a way that members of the Supervisory Board and/or (unless the Executive Board was not invited to the meeting concerned) of the Executive Board who were absent from the meeting have 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 passed and approved 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 Supervisory Board.

- 9.7 If members of the Supervisory Board are frequently absent from meetings of the Supervisory Board they shall be called to account for this by the Chairman.



10. Decision -making

- 10.1 Decisions by the Supervisory Board shall generally be made in meetings of the Supervisory Board. The Supervisory Board may also take decisions outside a meeting. In that case, the Chairman shall provide all members of the Supervisory Board with the agenda and any documents for discussion. The members of the Supervisory Board shall put forward their opinion on a proposal within a period set by the Chairman. (The opinion of each member of the Supervisory Board shall be notified to the other members of the Supervisory Board.)
- 10.2 The Supervisory Board may only pass resolutions if at least three members of the Supervisory Board are present or represented at the meeting or have put forward their opinion on the proposed decision.

Resolutions shall be passed by an absolute majority of votes. If the voting is tied, the Chairman shall have a casting vote.

11. Conflicts of interest of the supervisory board and executive board

- 11.1 The members of the Supervisory Board shall avoid any conflict of interest or appearance of a conflict of interest between the Company or its subsidiaries and members of the Supervisory Board.
- 11.2 Decisions to enter into transactions in which there are conflicts of interest with members of the Supervisory Board that are of material significance to the Company, its subsidiaries and/or the members of the Supervisory Board concerned 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 11.2 to 11.6 inclusive of these Regulations have been complied with. All transactions in which there are conflicts of interest with members of the Supervisory Board shall be agreed on terms that are customary in the industry concerned.
- 11.3 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 Supervisory 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 Supervisory Board;
 - in which a member of the Supervisory Board has a management or supervisory position.
- 11.4 Each member of the Supervisory Board (other than the Chairman) 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 Supervisory Board concerned to the Chairman. The member of the Supervisory Board who has an actual or potential conflict of interest shall provide all relevant information, including information concerning his/her spouse, registered partner or other life companion, foster child and relatives by blood or marriage up to the second degree. The Supervisory Board shall decide whether there is a conflict of interest. The member of the Supervisory Board concerned shall not participate in deciding whether there is a conflict of interest.
- 11.5 If the Chairman has an actual or potential conflict of interest that is of material significance to the Company, its subsidiaries and/or himself/herself, he or she shall report it immediately to the Deputy Chairman and provide all relevant information, including information concerning his/her spouse, registered partner or other life companion, foster child and relatives by blood or marriage up to the second degree. The Supervisory Board shall decide whether there is a conflict of interest. The Chairman shall not participate in deciding whether there is a conflict of interest.
- 11.6 A member of the Supervisory 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.



- 11.7 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 Chairman. 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, registered partner or other life companion, foster child and relatives by blood or marriage up to the second degree. The Supervisory Board shall decide whether there is a conflict of interest.

12. Conflicts of interest of the auditors

The Supervisory Board shall ensure that the Company's auditors immediately report an actual or potential conflict of interest that is of material significance to the Company, its subsidiaries and/or the auditors to the Chairman. The Supervisory Board shall decide whether there is a conflict of interest, and what measures should be taken. If measures are taken, these shall be disclosed in the annual report.

13. Relationship with the executive board and information

- 13.1 The Supervisory Board and individual members of the Supervisory Board have their own responsibility for obtaining from the Executive Board and the external auditors all information that the Supervisory Board requires to fulfil its duties as a supervisory body properly. If the Supervisory Board believes this is advisable, it can obtain information from the Company's staff and external advisers and can also engage its own advisers. The Company shall make the necessary resources available for this. The Supervisory Board may require certain members of staff and external advisers to attend its meetings.
- 13.2 Notwithstanding the general rule in article 13.1 of these regulations, the Executive Board shall send the Supervisory Board a report at the end of each quarter that at least sets out the main points of the Company's strategic policy, general and financial risks and the management and control system. This quarterly report will 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.
- 13.3 If a member of the Supervisory Board obtains information or indications from a source other than the Executive Board or Supervisory Board which could be of significance to supervision, he or she will bring it as quickly as possible to the attention of the Chairman, who will then notify the Supervisory Board accordingly.

14. Relationship with the shareholders

- 14.1 The Supervisory Board will ensure that General Meetings are held on time and that proper notice is given of the necessary agenda items.
- 14.2 The members of the Supervisory Board shall participate in the General Meeting, unless prevented for substantial reasons.
- 14.3 The Supervisory Board shall provide the General Meeting with all information required insofar as this relates to an agenda item, unless prevented by a substantial interest of the Company. If the Supervisory Board does not provide information as a result of a substantial interest, an explanation of its refusal shall be given.
- 14.4 The policy in the Remuneration Report for the Executive Board's remuneration in the next financial year and subsequent years, will be submitted to the General Meeting for approval and supplied to the Works Council for information at the same time. Any substantive change in the remuneration policy will also be submitted to the General Meeting for adoption. Regulations for remunerating members of the Executive Board in shares or rights to take shares, and changes in those regulations, shall be submitted to the General Meeting for approval.



15. Relationship with the works council

Each year, the Supervisory Board will draw up a schedule for one or more members of the Supervisory Board to attend consultative meetings of the Works Council insofar as they are meetings that have to be attended by a member of the Supervisory Board by law. Under section 24(1) of the Works Councils Act, the presence of supervisory directors is required at the half-yearly consultative meetings and meetings in which a proposal pursuant to section 25(1) of the Works Councils Act is discussed.

16. Informal contacts

Het lid van de Raad van Commissarissen dat op informele of andere indirecte wijze in vertrouwen wordt genomen ten aanzien van kwesties die de Vennootschap betreffen, zal in deze contacten zorgvuldig handelen en steeds vooropstellen dat de Raad van Commissarissen, of in ieder geval de Voorzitter, in dit vertrouwen kan worden betrokken.

17. Confidentiality

Each member of the Supervisory Board commits to treating 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 Supervisory Board ceases to be a member.

18. Amendments

These Regulations may only be amended if the Supervisory Board so decides and the General Meeting has approved the amendment. Such amendment shall be set out in writing.

Addendum to the Supervisory Board Rules

Article 6 of the Supervisory Board Rules, in accordance with provision III.5 of the Dutch corporate governance code, states that no separate Audit Committee, Remuneration Committee or Selection and Appointments Committee has been appointed. This addendum accordingly sets forth more detailed provisions with regard to the entire Supervisory Board.

1 In addition to the provisions of Article 3.2.1 of the Supervisory Board Rules, the Supervisory Board shall in any case exercise supervision over the Executive Board with regard to:

- a) the operation of the internal risk management and control systems, including monitoring compliance with the relevant statutory and other rules and regulations and monitoring the operation of codes of conduct;
- b) the provision of financial information by the company (choice of accounting policies, application and assessment of the impact of new rules and regulations, insight into the treatment of estimated items in the financial statements, forecasts, work of internal and external auditors in this connection etc.);
- c) compliance with recommendations and follow-up of remarks by the internal and external auditors;
- d) the role and functioning of the internal audit department;
- e) the company's policy with regard to tax planning;
- f) the relationship with the external auditors, including, in particular, their independence, remuneration and any non-audit activities performed for the company;



g) the company's financing; and

h) ICT applications.

2 The Supervisory Board shall be the first point of contact for the external auditors in the event that the auditors discover irregularities in the content of the financial reports.

3 The Supervisory Board shall determine whether and when the CEO, the CFO, the external auditors and the internal auditors should also attend its meetings, either singly or together.

4 The Supervisory Board shall hold a meeting without the Executive Board also being present as frequently as it deems necessary but in any case at least once a year.

5 The Supervisory Board shall decide the remuneration policy for the senior managers of Sligro Food Group N.V.

6 The Supervisory Board shall also decide the remuneration of the individual members of the Sligro Food Group N.V. Executive Board, including:

a) the remuneration structure, and

b) the amount of the fixed remuneration, the award of shares, options and/or other variable remuneration components, pension rights, severance packages and other benefits, as well as the relevant performance criteria and the application thereof.

7 The Supervisory Board shall in any case concern itself with:

a) the drafting of selection criteria and appointment procedures for members of the Supervisory Board and the Executive Board;

b) the periodical review of the size and composition of the Supervisory Board and the Executive Board and the preparation of proposals for a Supervisory Board profile;

c) the periodical appraisal of the functioning of individual Supervisory Board and Executive Board members;

d) the preparation of proposals for new appointments and reappointments;

e) the supervision of the Executive Board's policy with regard to selection criteria and appointment procedures for senior management.

8 The Supervisory Board shall assess the way in which the external auditors are involved in the content and the publication of financial reports other than the annual financial statements.

9 At least once every four years, the Executive Board and the Supervisory Board shall conduct a thorough review of the functioning of the external auditors in the separate entities and in the capacities in which the external auditors function. The main findings of this review shall be communicated to the general meeting of shareholders to assist shareholders in forming an opinion with regard to the resolution appointing the external auditors.

10 The external auditors and the Supervisory Board shall be involved in drawing up the plan of activities for the internal auditors. They shall also take cognisance of the findings of the internal auditors.