

General Meeting

of Shareholders

12 March 2008



Agenda

Annual General Meeting of Shareholders of Sligro Food Group N.V., to be held at 11.00 on Wednesday, 12 March 2008, at the company's offices, Corridor 11, Veghel.

The items on which resolutions are required are indicated below. The other items are intended for the information of or for discussion with shareholders.

Agenda

1. Call to order and announcements
2. Minutes of the Annual General Meeting of Shareholders of Sligro Food Group N.V. held on 14 March 2007 (already adopted)
3. Report of the Executive Board on the 2007 financial year
4. Financial statements
 - a. Adoption of the 2007 financial statements (resolution required)
 - b. Adoption of the profit appropriation (resolution required)
 - c. Ratification of the actions of the Executive Board in respect of its management (resolution required)
 - d. Ratification of the actions of the Supervisory Board in respect of its supervision (resolution required)
5. Profit retention and dividend policy (annex 1)
6. Supervisory Board
 - a. Reappointment of Mr F.K. De Moor (resolution required) (annex 2a)
 - b. Appointment of Mrs T.A.J. Burmanje (resolution required) (annex 2b)
 - c. Appointment of Mr R.R. Latenstein van Voorst (resolution required) (annex 2c)
 - d. Remuneration of Supervisory Board directors (resolution required) (annex 2d)
7. Appointment of Mr J.H. Peterse to the position of director pursuant to the Articles of Association (resolution required) (annex 3)
8. Authorisation of the Executive Board to repurchase the company's own shares (resolution required) (annex 4)
9. Extension of the period for which the Executive Board is authorised to issue shares and restrict or suspend pre-emptive rights (resolution required) (annex 5)
10. Any other business and adjournment

Supervisory Board

H.J. Hielkema (president)
T.J.M. van Hedel
F.K. De Moor

Executive Board

A.J.L. Slippens (chairman)
H.L. van Rozendaal
K.M. Slippens
A.J.M. Voets

Annex 1

Notes on item 5 of the agenda

Profit retention and dividend policy

Sligro Food Group aims to distribute approximately 40% of the profit after tax, excluding extraordinary items, as dividend. The dividend is payable in cash or shares, at the shareholder's option.

General Meeting of Shareholders
Sligro Food Group N.V.
12 March 2008

Annex 2a

Notes on item 6a of the agenda

Reappointment of Mr F.K. De Moor

The first four-year period of Mr F.K. de Moor will end in 2008. He is eligible for reappointment.

In the four years during which Mr De Moor has been a member of the Sligro Food Group N.V. Supervisory Board he has clearly demonstrated his management, commercial and financial expertise and experience, specifically in respect of retail organisations. He also has the knowledge and experience of chairing the executive board of a listed company and considerable expertise in the field of acquisitions. Mr De Moor fits the profile set for the Supervisory Board of Sligro Food Group N.V. He is also independent in the sense referred to in the Dutch Corporate Governance Code.

The Supervisory Board consequently proposes reappointing Mr De Moor for a second and final period of four years.

General Meeting of Shareholders
Sligro Food Group N.V.
12 March 2008

Annex 2b

Notes on item 6b of the agenda

Appointment of Mrs T.A.J. Burmanje

Pursuant to Article 26 of the Articles of Association, the Supervisory Board nominates Mrs T.A.J. Burmanje for appointment to the Supervisory Board of Sligro Food Group N.V..

The Supervisory Board regards Mrs Burmanje as a suitable candidate in view of her management experience, specifically with government and semi-government organisations and her expertise in and commitment to issues of importance to society. Mrs Burmanje fits the profile set for the Supervisory Board of Sligro Food Group N.V. She is also independent in the sense referred to in the Dutch Corporate Governance Code.

It is proposed to appoint Mrs Burmanje to the Supervisory Board of Sligro Food Group N.V. for an initial period of four years from today's date, in accordance with her nomination by the Supervisory Board.

Mrs Burmanje chairs the Dutch Land Registry Board. She was born in 1954 and has Dutch nationality. After secondary school she studied Remedial Education, Communications Management, Business Economics and Organisational Management in Utrecht.

Having worked in various roles for organisations such as the Dutch Ministry of Education, she became deputy director of EnergieNed, a sector organisation for energy companies, in 1995. In 1999 she became secretary and director of the

Rijn & IJssel water board, and was appointed to her present position at the Dutch Land Registry in May 2004.

Mrs Burmanje holds various ancillary positions at organisations such as Deltares, where she is a member of the Supervisory Board, the Council of Economic Advisers in the Diocese of Utrecht and the Board of Governors of the Dutch School of Public Administration.

Mrs Burmanje does not own any Sligro Food Group N.V. shares.

General Meeting of Shareholders
Sligro Food Group N.V.
12 March 2008

Annex 2c

Notes on item 6c of the agenda

Appointment of Mr R.R. Latenstein van Voorst

Pursuant to Article 26 of the Articles of Association, the Supervisory Board nominates Mr R.R. Latenstein van Voorst for appointment to the Supervisory Board of Sligro Food Group N.V..

The Supervisory Board regards Mr Latenstein van Voorst as a suitable candidate in view of his management experience and his financial and economic expertise. Mr Latenstein van Voorst fits the profile set for the Supervisory Board of Sligro Food Group N.V. He is also independent in the sense referred to in the Dutch Corporate Governance Code.

It is proposed to appoint Mr Latenstein van Voorst to the Supervisory Board of Sligro Food Group N.V. for an initial period of four years from today's date, in accordance with his nomination by the Supervisory Board. Mr Latenstein van Voorst is also Chief Financial Officer on the Executive Board of SNS Reaal.

Mr Latenstein van Voorst was born in 1964 and has Dutch nationality. After graduating in Business Economics, he completed an MBA, specialising in Finance and Accounting. He has also completed various executive programmes at Harvard University and Insead. After working in several national and international financial management positions, including for Randstad Dienstengroep and Thomas Cook, Mr Latenstein van Voorst joined SNS Reaal in 1995. He was a member of the

Executive Board of SNS Bank until 2001. He then moved to Bank Insinger de Beaufort, where he was CFO for a year and a half, before returning to SNS Reaal in late 2002.

Mr Latenstein van Voorst does not own any Sligro Food Group N.V. shares.

General Meeting of Shareholders
Sligro Food Group N.V.
12 March 2008

Annex 2d

Notes on item 6d of the agenda

Remuneration of Supervisory Board directors

It is proposed to increase the annual remuneration of the Supervisory Board directors by €10,000 with effect from 1 January 2008.

This proposal will bring the annual remuneration of a member of the Supervisory Board to €29,000 (currently: €19,000). The annual remuneration of the chairman of the Supervisory Board will rise to €34,000 (currently: €24,000).

The proposed remuneration is in line with the market and commensurate with the tasks and responsibilities of the Supervisory Board directors, while also taking account of the developments in Sligro Food Group's business activities.

We propose amending the Supervisory Board remuneration once every three years.

General Meeting of Shareholders
Sligro Food Group N.V.
12 March 2008

Annex 3

Notes on item 7 of the agenda

Appointment of Mr J.H. Peterse

The Supervisory Board proposes to nominate Mr J.H. Peterse as director pursuant to the Articles of Association of Sligro Food Group N.V..

Mr Peterse (43) was General Manager of Lekkerland Benelux from 2000 and previously worked in various commercial positions at Unilever and in the family wholesale business Groothandel Peterse.

Since joining Sligro Food Group, Mr Peterse has focused on the Sligro wholesale delivery service activities. His responsibilities will be extended to include ICT and logistics. Various other responsibilities will also be added as a result of the Executive Board responsibilities being reallocated following the departure of Mr A. Slippens in September 2008.

Mr Peterse owns 1,000 Sligro Food Group N.V. shares.

General Meeting of Shareholders
Sligro Food Group N.V.
12 March 2008

Annex 4

Notes on item 8 of the agenda

Authorisation of the Executive Board to repurchase the company's own shares

Pursuant to Article 9.2 of the Articles of Association, the company may only acquire shares in its own capital for no consideration or if:

- a. the shareholders' equity less the purchase price is equal to or exceeds the paid and called capital plus the reserves required to be held by law;
- b. the nominal value of the shares in its own capital that are acquired, held or held in pledge by the company or held by a subsidiary does not exceed one-tenth of the issued capital; and
- c. authorisation to repurchase the company's own shares has been granted by the general meeting.

It is proposed to authorise the company's Executive Board, for a period of eighteen months, to repurchase fully paid shares in the company, on the stock exchange or privately, up to the maximum of 10% of the issued capital permitted by the Articles of Association, at a price not more than 10% above the market price at the time of the transaction. This authorisation will run from 12 March 2008 to 12 September 2009.

General Meeting of Shareholders
Sligro Food Group N.V.
12 March 2008

Annex 5

Notes on item 9 of the agenda

Extension of the period for which the Executive Board is authorised to issue shares and restrict or suspend pre-emptive rights

By resolution of the General Meeting of Shareholders of 14 March 2007, the Executive Board was authorised for a period of eighteen months, pursuant to Article 5, paragraph 1, of the Articles of Association in force at that time, to issue - and grant rights to subscribe for - as yet unissued shares in the company's capital and, pursuant to Article 8, paragraph 4, of the Articles of Association in force at that time, to restrict or suspend pre-emptive rights.

It is proposed to extend the Executive Board's authority for eighteen months from the date of this Annual General Meeting and to set a limit on that authority of 10% of the issued capital, plus a further 10% if the issue relates to a merger or acquisition.

General Meeting of Shareholders
Sligro Food Group N.V.
12 March 2008

Corridor 11
P. O. Box 47
5460 AA Veghel
Tel. +31 413 34 35 00
Fax +31 413 36 30 10
info@sligrofoodgroup.com
www.sligrofoodgroup.com

