



Sligro Food Group N.V.

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# Annual General Meeting

14 May 2025

**Annual General Meeting, to be held at 10.30 a.m. on Wednesday 14 May 2025, 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 Sligro Food Group N.V. of 27 March 2024 (already adopted)
3. Executive Board report for the 2024 financial year (including Sustainability Statement)
4. Annual report and financial statements
  - a. Advisory vote on the Remuneration Report (resolution) (Appendix 1)
  - b. Presentation by the auditor on the audit of the financial statements
  - c. Adoption of the 2024 financial statements (resolution)
  - d. Provision and Dividend Policy (Appendix 2)
  - e. Profit distribution for 2024 (resolution) (Appendix 3)
  - f. Grant of full discharge from liability to the members of the Executive Board in respect of their management (resolution)
  - g. Grant of full discharge from liability to the members of the Supervisory Board in respect of their supervision (resolution)
5. Authorisation of the Executive Board to repurchase shares (resolution) (appendix 4)
6. Extension of the term of the Executive Board's authority to:
  - a. issue shares (resolution) (Appendix 5)
  - b. limit or exclude shareholders' pre-emptive rights in a share issue (resolution) (Appendix 6)
7. Appointment of Mr Jan van Dam to the Supervisory Board of Sligro Food Group N.V. (resolution) (Appendix 7)
8. Any other business and closing remarks

**Supervisory Board**

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

**Executive Board**

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

# Appendix 1

## notes to agenda item 4.a

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### Advisory vote on the Remuneration Report

The Remuneration Report for 2024 has been enclosed with the agenda for this meeting and further notes will be provided at the meeting.

Under legislation in the Netherlands implementing the revised shareholders' rights directive (*Wet tot implementatie van de Herzene aandeelhouders-rechtenrichtlijn*), the Remuneration Report must be submitted to an advisory vote by the annual General Meeting.

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 2

## notes to agenda item 4.d

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### 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 3

## notes to agenda item 4.e

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### Profit distribution for 2024

Net profit for 2024 totalled €24 million. Earnings per share amount to a profit of €0.54 compared to €0.14 in 2023. The proposal is to set the dividend for 2024 at €0.40 per share. Of the total dividend, €0.30 per share was already paid on 7 October 2024, leaving a final dividend of €0.10.

# Appendix 4

## notes to agenda item 5

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### Authorisation of the Executive Board to repurchase shares

Article 9.2 of the 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 to repurchase paid-up shares in the Company either on the stock exchange or privately up to a maximum of 10% of the issued share capital, as stipulated in the articles of association, for a price of no more than 10% above the market price 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 14 May 2025 to 14 November 2026.

# Appendix 5

## notes to agenda item 6.a

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### Extension of the term of the Executive Board's authority to issue shares

Pursuant to the resolutions of the General Meeting of 27 March 2024, the Executive Board has been designated as the body authorised under Article 5, paragraph 1 of the articles of association to issue - and therefore grant rights to - 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 extend the Executive Board's authority to issue shares to 18 months after the date of this annual meeting, on the understanding that any decisions 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.

# Appendix 6

## notes to agenda item 6.b

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### **Extension of the term of the Executive Board's authority to limit or exclude shareholders' pre-emptive rights in a share issue**

Pursuant to the resolutions of the General Meeting of 27 March 2024, the Executive Board has been designated as the body authorised under Article 5, paragraph 1 of the articles of association to issue - and therefore grant rights to - 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 extend the Executive Board's authority to limit or exclude shareholders' pre-emptive rights in a share issue to 18 months after the date of this annual meeting, 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.

# Appendix 7

## notes to agenda item 7

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### **Appointment of Mr Jan van Dam to the Supervisory Board of Sligro Food Group N.V.**

The Supervisory Board nominates, in compliance with Article 26 of the articles of association, Mr Jan van Dam for appointment to the Supervisory Board of Sligro Food Group N.V.

The Supervisory Board considers Mr Van Dam a suitable candidate in view of his knowledge and experience gained in various positions at home and abroad, particularly in the area of general management, commerce, supply chain, marketing and e-commerce in retail and wholesale.

Mr Van Dam studied Business Studies at Erasmus University Rotterdam.

Mr Van Dam has held the position of CEO of Dutch Flower Group since January 2021. From 1996 to 2019 inclusive, he held various board positions at Ahold in the Netherlands (CEO of Gall & Gall, CEO of Etos, EVP of Specialty Stores & New Markets), Central Europe (CEO) and the United States (EVP of Marketing and Supply Chain).

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

The proposal is to appoint Mr Van Dam to the Supervisory Board of Sligro Food Group N.V., as per the nomination by the Supervisory Board, for a four-year term as of 14 May 2025.

Mr Van Dam was born in 1972 and is a Dutch national.

The Works Council has given its backing to the nomination of Mr Van Dam.

Mr Van Dam does not hold any shares in Sligro Food Group N.V.