



Delhaize Group SA/NV
 Rue Osseghemstraat 53
 1080 Brussels, Belgium
 Register of legal entities 0402.206.045 (Brussels)
 www.delhaizegroup.com

SHAREHOLDER PROXY

The undersigned:

First name :

Family name :

Domicile :

.....

or

Corporate name :

Form of corporation :

Registered office :

holder of registered shares of Delhaize Group SA/NV, with registered office at rue Osseghemstraat 53, 1080 Brussels, Belgium, registered with the Register of Legal Entities under number 0402.206.045 (“**Delhaize Group**” or the “**Company**”) and/or dematerialized shares of Delhaize Group,

will be represented at the **extraordinary shareholders’ meeting of Delhaize Group that will take place on Monday March 14, 2016 at 2:00 p.m. (CET) at the Proximus Lounge, rue Stroobantsstraat 51 in 1140 Brussels, Belgium**, for the number of shares indicated above, limited however to the number of shares the holding of which is established on the record date, i.e., on Monday February 29, 2016 at 11:59 p.m. (CET), and

hereby appoints as proxy holder the following person, with power to substitute:

.....¹

to represent him/her/it at the extraordinary shareholders’ meeting (and at all other meetings that will be held with the same agenda if the extraordinary shareholders’ meeting would be adjourned or postponed) to, as the case may be, vote on its postponement, deliberate, vote on all agenda items in accordance with the instructions below and, in general, to do all which is necessary or useful for the implementation of this proxy.

¹ **Warning** - A potential conflict of interests arises if:

- you appoint as a proxy holder (i) Delhaize Group itself, an entity controlled by it, a shareholder controlling the Company or any other entity controlled by such shareholder; (ii) a member of the Board of Directors or of the corporate bodies of the Company, of a shareholder controlling the Company or of any other controlled entity referred to under (i); (iii) an employee or a statutory auditor of the Company, of any shareholder controlling the Company or of any other controlled entity referred to under (i); (iv) a person who has a parental tie with a natural person referred to under (i) to (iii) or who is the spouse or the legal cohabitant of such person or of a relative of such person;
- proxy forms are returned to Delhaize Group without indicating a proxyholder, in which case Delhaize Group will appoint, as proxy holder, a member of the Board of Directors of Delhaize Group or one of its employees.

More information concerning the rules governing conflicts of interests between shareholders and their proxy holders can be found in the “Shareholders’ Meetings” section (document: Information on Shareholders’ Rights) of the website of Delhaize Group at www.delhaizegroup.com.

Agenda

1. Acknowledgment and discussion of the following documents of which the shareholders could receive a copy free of charge:
 - i. the joint cross-border merger proposal, drawn up by the Management Board of Koninklijke Ahold N.V. (“**Ahold**”) and the Board of Directors of the Company, in accordance with Article 5 of Directive 2005/56/EC of the European Parliament and of the Council of 26 October 2005 on cross-border mergers of limited liability companies, Article 772/6 of the Belgian Companies Code and section 2:312 *juncto* 2:326 *juncto* 2:333d of the Dutch Civil Code (the “**Merger Proposal**”);
 - ii. the board report, drawn up by the Board of Directors of the Company, in accordance with Article 7 of Directive 2005/56/EC of the European Parliament and of the Council of 26 October 2005 on cross-border mergers of limited liability companies and Article 772/8 of the Belgian Companies Code (the “**Board Report**”); and
 - iii. the report, drawn up by the Company’s statutory auditor, in accordance with Article 8 of Directive 2005/56/EC of the European Parliament and of the Council of 26 October 2005 on cross-border mergers of limited liability companies and Article 772/9 of the Belgian Companies Code (the “**Auditor’s Report**”).
2. Communication of any material changes in the assets and liabilities of the companies involved in the merger between the date of the Merger Proposal and the date of the merger, in accordance with Article 696 *juncto* 772/1 of the Belgian Companies Code.
3. Cross-border merger by acquisition of the Company by Ahold – Reference provisions of the Dutch Law Role Employees at European Legal Entities – Transfer of real estate

Proposed resolution: approval of:

- i. *the Merger Proposal, conditional upon the satisfaction of the conditions precedent set out in the Merger Proposal and effective as from 00:00 a.m. CET on the first day after the day on which a Dutch civil law notary executes the Dutch notarial deed of cross-border merger (the “**Effective Time**”);*
 - ii. *the cross-border merger by acquisition of the Company by Ahold within the meaning of Article 2.2 a) of Directive 2005/56/EC of the European Parliament and of the Council of 26 October 2005 on cross-border mergers of limited liability companies, Articles 671 and 772/1 of the Belgian Companies Code and Section 2:309 *juncto* Section 2:333 of the Dutch Civil Code, in accordance with the terms of the Merger Proposal, conditional upon the satisfaction of the conditions precedent set out in the Merger Proposal and effective as from and conditional upon the Effective Time, and hence dissolution without liquidation of the Company;*
 - iii. *the application of the reference provisions of Section 1:31, subsections 2 and 3 of the Dutch Law Role Employees at European Legal Entities (Wet Rol Werknemers bij Europese Rechtspersonen) (the “**RWER Law**”) instead of initiating negotiations with a special negotiating body (as referred to in Section 2:333k subsection 12 of the Dutch Civil Code) and, hence, to continue the existing situation at the level of Ahold or at the level of the Company with respect to employee participation as defined in Article 1:1 of the RWER Law; and*
 - iv. *the fact that the real property and immovable rights in rem of which the Company declares to be the owner shall be the subject of separate notarial deeds which shall contain the legal formalities to be complied with regarding the transfer of such real property and immovable rights in rem (without prejudice to the legal formalities which are contained in the minutes of this extraordinary shareholders’ meeting) and which shall be transcribed in the records of the competent mortgage registries.*
4. Grant of Delhaize EU PSUs to Mr. Frans Muller

Proposed resolution: approval of the exceptional grant to Mr. Frans Muller of Delhaize EU PSUs prior to the day on which a Dutch civil law notary executes the Dutch notarial deed of cross-border merger (the “**Closing**”) and with a value of EUR 1.5 million. The vesting of the Delhaize EU PSUs shall occur three years after grant, subject to company performance against financial targets, which currently relate to shareholder value creation, fixed upon grant. The number of shares to be received upon vesting of the Delhaize EU PSUs will vary from 0% to 150% of the awarded number of Delhaize EU PSUs, in function of the achieved company performance against financial targets and upon Closing the performance will be measured against targets as set for the combined company’s long-term incentive plan.

Vesting of the Delhaize EU PSUs granted under this exceptional grant will be conditional upon (i) Closing taking place, and (ii) Mr. Frans Muller’s continued work under his management contract with the Company on the date of Closing. If any of these vesting conditions is not met, vesting will not take place and the Delhaize EU PSUs granted under this exceptional grant will automatically expire and become null and void.

Upon Closing, the Delhaize EU PSUs granted under this exceptional grant will be converted into performance shares under the combined company's long-term incentive plan.

5. Release from liability of the directors

Proposed resolution: *approval of the release of the directors from any liability arising from the performance of their duties during the period from 1 January 2016 until the date of this extraordinary shareholders' meeting.*

6. Delegation of powers

Proposed resolution: *approval of the delegation of powers to:*

- i. B-Docs BVBA, having its registered office at Willem De Zwijgerstraat 27, 1000 Brussels, with the power to sub-delegate, to perform all formalities with the Register of Legal Entities, the VAT administration and any business one-stop-shop in order to amend and/or cancel the registration of the Company with the Crossroads Bank for Enterprises, as well as to perform all formalities resulting from the dissolution of the Company;*
 - ii. any current director of the Company, as well as to Philippe Dechamps, Nicolas Jérôme, Els Steen and Benoit Stockman, acting individually and with the power to sub-delegate, to sign, jointly with one or more representative(s) to be appointed by the general meeting of Ahold, the notarial deeds referred to in resolution 3.iv. above, as well as any rectifying notarial deeds regarding any material errors or omissions with respect to the real property or immovable rights in rem of the Company; and*
 - iii. any current director of the Company, as well as to Philippe Dechamps and Nicolas Jérôme, acting individually and with the power to sub-delegate, to implement the decisions taken by the extraordinary shareholders' meeting and to carry out all necessary or useful formalities to that effect.*
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VOTING INSTRUCTIONS:

Please indicate (with a cross) your voting instruction for each proposed resolution.

Item 1 on the agenda does not require a vote	Item 2 on the agenda does not require a vote
Vote on proposed resolution 3 - vote in favor () - vote against () - abstain ()	Vote on proposed resolution 4 - vote in favor () - vote against () - abstain ()
Vote on proposed resolution 5 - vote in favor () - vote against () - abstain ()	Vote on proposed resolution 6 - vote in favor () - vote against () - abstain ()

If the undersigned did not provide a specific voting instruction with respect to any of the above proposed resolutions or if, for whatever reason, there is insufficient clarity with regard to the voting instructions given, then:

- (i) the proxy holder will vote in favor of the proposed resolution(s) concerned; OR
- (ii) if the undersigned **has crossed out item (i) immediately above**, the proxy holder will vote in the best interest of the undersigned.

* * *

We remind you that in case of a potential conflict of interests if the undersigned has not given a specific voting instruction with respect to any of the above proposed resolutions or if, for whatever reason, there is insufficient clarity with regard to the voting instructions given, the undersigned will always be deemed to have given a specific voting instruction to the proxy holder to vote in favor of the proposed resolution(s) concerned.

NEW ITEMS OR RESOLUTIONS

Pursuant to Article 533ter of the Belgian Companies Code, Delhaize Group will, in order to allow shareholders to give specific voting instructions thereon, make a revised shareholder proxy form available if new agenda items and/or new/alternative proposed resolutions are validly filed. The following voting instructions will therefore only be applicable if you fail to provide your proxy holder with new specific voting instructions after the date of this proxy.

- 1. If, in accordance with Article 533ter of the Belgian Companies Code, **new items are added** to the agenda after the date of this proxy, the proxy holder shall **(please indicate (with a cross) your selection)**:
 - (..) abstain from voting on the new items and proposed resolutions concerned;
 - (..) vote or abstain from voting on the new items and proposed resolutions concerned as he/she/it will deem fit, taking into consideration the interests of the undersigned.

If the undersigned fails to indicate a choice above, the proxy holder will be required to abstain from voting on the new items and proposed resolutions concerned. In case of a conflict of interests, the proxy holder will always be required to refrain from participating in the vote on the new items and proposed resolutions concerned.

- 2. If, also in accordance with Article 533ter of the Belgian Companies Code, **new/alternative proposed resolutions are filed** after the date of this proxy, the proxy holder shall **(please indicate (with a cross) your selection)**:
 - (..) abstain from voting on the new/alternative proposed resolutions concerned and vote or abstain from voting on the existing proposed resolutions in accordance with the instructions set out above;
 - (..) vote or abstain from voting on the new/alternative proposed resolutions concerned as he/she/it will deem fit, taking into consideration the interests of the undersigned.

If the undersigned fails to indicate a choice above, the proxy holder will be required to abstain from voting on the new/alternative proposed resolutions concerned and will be required to vote or abstain from voting on the existing proposed resolutions in accordance with the instructions set out above. However, the proxy holder will be entitled to deviate from the above voting instructions should their implementation be detrimental to the interests of the undersigned. In that event, the proxy holder shall notify the undersigned of any such deviation as well as the justification therefor. In case of a conflict of interests, the proxy holder will always be required to refrain from participating in the vote on the new/alternative proposed resolutions.

* * *

Owners of dematerialized securities must return their signed proxies by mail, fax or e-mail by **Tuesday March 8, 2016** before 5:00 pm (CET) to Euroclear Belgium, attn. Issuer Services, 1 Boulevard du Roi Albert II, 1210 Brussels (Belgium) (e-mail: ebe.issuer@euroclear.com / fax : +32 2 337 54 46).

Owners of registered securities must return their signed proxies to the Company by mail, fax or e-mail at the address or number mentioned below by **Tuesday March 8, 2016** before 5:00 pm (CET).

Shareholders who wish to be represented by a proxy holder must in addition comply with the registration procedure described in the notice of the shareholders' meeting.

This proxy is irrevocable. Holders of shares who granted a proxy may still attend the shareholders' meeting but will not be permitted to vote in person.

Address of the Company:

Delhaize Group SA/NV
c/o Ms. Sandy Paquet
Square Marie Curie 40
1070 Brussels
Belgium
Tel: +32 2 412 75 82
Fax: +32 2 412 83 89
e-mail: generalmeeting@delhaizegroup.com

Signature: _____
Name:
Capacity:
Date:

Legal entities must specify the first name, family name and title of the natural person who signs this proxy on their behalf. If the undersigned is not a natural person who executes this proxy him/herself, the signatory hereby declares and warrants to Delhaize Group to have full authority to execute this proxy on behalf of the undersigned.