



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

**VOTE BY CORRESPONDENCE**

The undersigned:

**First name** : .....

**Family name** : .....

**Domicile** : .....

.....

or

**Corporate name** : .....

**Form of corporation** : .....

**Registered office** : .....

.....

holder of<sup>1</sup>:

a total 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

a total of ..... dematerialized shares of Delhaize Group,

**hereby declares to vote with ..... of his/her/its shares<sup>2</sup> as selected below with respect to the items on the agenda of 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, 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).**

<sup>1</sup> Please **complete** as appropriate.

<sup>2</sup> Please **indicate the number** of shares for which you want to vote by correspondence during the extraordinary shareholders’ meeting. If no indication of such number has been made, you are deemed to vote with the total number of shares you indicated on this form that you hold.

## 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 SELECTION:**  
**Please indicate your voting selection for each proposed resolution.**

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

**Forms that do not indicate a voting selection are invalid.**

**This signed form** for voting by correspondence must be delivered to the Company by mail, fax or e-mail at the address below by **Tuesday March 8, 2016** before 5:00 pm (CET). Shareholders who wish to vote by correspondence must in addition comply with the registration procedure described in the notice of this extraordinary shareholders' meeting.

**A vote by correspondence is irrevocable.** Holders of shares who voted by correspondence may still attend the shareholders' meeting but will not be permitted to vote in person or by proxy for the number of shares for which they voted by correspondence.

In case shareholders, in accordance with Article 533ter of the Belgian Companies Code, exercise their right to table new/alternative resolution proposals for existing agenda items, the votes by correspondence received by the Company before the completed agenda has been issued will remain valid for the items covered by the present form. However, votes on agenda items for which new/alternative resolution proposals have been tabled will be invalid. In that case, shareholders may vote by correspondence on these new/alternative resolution proposals using the revised forms to vote by correspondence which the Company will make available.

In case shareholders, in accordance with Article 533ter of the Belgian Companies Code, exercise their right to put new items on the agenda of the shareholders' meeting, shareholders may vote by correspondence on these new items using the revised forms to vote by correspondence which the Company will make available in that case. The votes contained in this form which relate to existing agenda items will remain valid.

**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  
email: [generalmeeting@delhaizegroup.com](mailto: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 form on their behalf. If the undersigned is not a natural person who executes this form him/herself, the signatory hereby declares and warrants to Delhaize Group to have full authority to execute this form on behalf of the undersigned.