
**Agenda of the ordinary general meeting to be held at the
Group Support Office of the Company, square Marie Curie 40 in 1070 Brussels, Belgium,
on May 26, 2016 at 3.00 p.m. C.E.T.**

1. Presentation of the management report of the Board of Directors on the financial year ended December 31, 2015.
2. Presentation of the report of the statutory auditor on the financial year ended December 31, 2015.
3. Communication of the consolidated annual accounts as of December 31, 2015.

The comments of the Board of Directors regarding items 1, 2 and 3 above are contained in the information statement available at www.delhaizegroup.com.

4. Approval of the statutory (non-consolidated) annual accounts as of December 31, 2015, including the allocation of profits, and approval of the distribution of a gross dividend of EUR 1.80 per share (*).

Proposed resolution: approve the statutory (non-consolidated) annual accounts as of December 31, 2015, including the following allocation of profits:

		EUR
Profit for the financial year	+	364,016,893.29
Profit carried forward from the preceding financial year	+	615,841,224.44
Result to be allocated	=	979,858,117.73
Transfer to the legal reserve	-	104,173.10
Gross dividend for the shares	-	187,656,097.00
Balance of profit to be carried forward	=	792,097,847.63

On a per share basis, this represents a gross dividend of EUR 1.80 (*).

(*) Such amount may fluctuate depending on the number of warrants exercised between the date of this convening notice and the dividend record date. The dividend will be payable to holders of ordinary shares as from June 2, 2016 and to holders of American Depositary Receipts (ADRs) as from June 7, 2016.

5. Discharge of liability of the directors.

Proposed resolution: approve the discharge of liability of persons who served as directors of the Company during the financial year ended December 31, 2015.

6. Discharge of liability of the statutory auditor.

Proposed resolution: approve the discharge of liability of the statutory auditor of the Company for the financial year ended December 31, 2015.

7. Approval of the remuneration report.

Proposed resolution: approve the remuneration report included in the corporate governance statement of the management report of the Board of Directors on the financial year ended December 31, 2015.

