
**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 28, 2015 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, 2014.
2. Presentation of the report of the statutory auditor on the financial year ended December 31, 2014.
3. Communication of the consolidated annual accounts as of December 31, 2014.

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, 2014, including the allocation of profits, and approval of the distribution of a gross dividend of EUR 1.60 per share (*).

Proposed resolution: approve the statutory (non-consolidated) annual accounts as of December 31, 2014, including the following allocation of profits:

		EUR
Loss for the financial year	-	118,143,349.74
Transfer from untaxed reserves	+	643,524.68
Loss for the financial year available for appropriation	-	117,499,825.06
Profit carried forward from the preceding financial year	+	898,964,889.50
Result to be allocated	=	781,465,064.44
Transfer to the legal reserve	-	0.00
Gross dividend for the shares	-	165,623,840.00
Balance of profit to be carried forward	=	615,841,224.44

On a per share basis, this represents a gross dividend of EUR 1,60 (*).

(*) 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 4, 2015 and to holders of American Depositary Receipts (ADRs) as from June 9, 2015.

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, 2014.

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, 2014.

7. Renewal and appointment of directors.
 - 7.1 **Proposed resolution:** renew the mandate of Ms. Shari Ballard as director for a period of four years that will expire at the end of the ordinary shareholders' meeting that will be requested to approve the annual accounts relating to the financial year 2018.
 - 7.2 **Proposed resolution:** renew the mandate of Mr. Jacques de Vaucleroy as director for a period of three years that will expire at the end of the ordinary shareholders' meeting that will be requested to approve the annual accounts relating to the financial year 2017.
 - 7.3 **Proposed resolution:** renew the mandate of Mr. Luc Vansteenkiste as director for a period of three years that will expire at the end of the ordinary shareholders' meeting that will be requested to approve the annual accounts relating to the financial year 2017.
 - 7.4 **Proposed resolution:** appoint Mrs. Dominique Leroy as director for a period of four years that will expire at the end of the ordinary shareholders' meeting that will be requested to approve the annual accounts relating to the financial year 2018.
 - 7.5 **Proposed resolution:** appoint Mr. Patrick De Maeseneire as director for a period of four years that will expire at the end of the ordinary shareholders' meeting that will be requested to approve the annual accounts relating to the financial year 2018.
8. Independence of directors under the Belgian Companies Code.
 - 8.1 **Proposed resolution:** upon proposal of the Board of Directors, acknowledge that Ms. Shari Ballard, whose mandate is proposed to be renewed until the end of the ordinary shareholders' meeting that will be requested to approve the annual accounts relating to the financial year 2018, satisfies the requirements of independence set forth by the Belgian Companies Code for the assessment of independence of directors, and appoint her as independent director pursuant to the criteria of the Belgian Companies Code. Ms. Ballard complies with the functional, family and financial criteria of independence as provided for in Article 526ter of the Belgian Companies Code. Moreover, Ms. Shari Ballard expressly stated that, and as far as the Board of Directors is aware, she does not have any relationship with any company that could compromise her independence.
 - 8.2 **Proposed resolution:** upon proposal of the Board of Directors, acknowledge that Mrs. Dominique Leroy, whose appointment as director is proposed until the end of the ordinary shareholders' meeting that will be requested to approve the annual accounts relating to the financial year 2018, satisfies the requirements of independence set forth by the Belgian Companies Code for the assessment of independence of directors, and appoint her as independent director pursuant to the criteria of the Belgian Companies Code. Mrs. Leroy complies with the functional, family and financial criteria of independence as provided for in Article 526ter of the Belgian Companies Code. Moreover, Mrs. Leroy expressly stated that, and as far as the Board of Directors is aware, she does not have any relationship with any company that could compromise her independence.
 - 8.3 **Proposed resolution:** upon proposal of the Board of Directors, acknowledge that Mr. Patrick De Maeseneire, whose appointment as director is proposed until the end of the ordinary shareholders' meeting that will be requested to approve the annual accounts relating to the financial year 2018, satisfies the requirements of independence set forth by the Belgian Companies Code for the assessment of independence of directors, and appoint him as independent director pursuant to the criteria of the Belgian Companies Code. Mr. De Maeseneire complies with the functional, family and financial criteria of independence as provided for in Article 526ter of the Belgian Companies Code. Moreover, Mr. De Maeseneire expressly stated that, and as far as the Board of Directors is aware, he does not have any relationship with any company that could compromise his independence.

9. 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, 2014.

10. Early redemption of bonds, convertible bonds or medium-term notes upon a change of control of the Company.

Proposed resolution: pursuant to Article 556 of the Belgian Companies Code, approve the provision granting to the holders of the bonds, convertible bonds or medium-term notes that the Company may issue within the 12 months following the ordinary shareholders' meeting of May 2015, in one or several offerings and tranches, with a maturity or maturities not exceeding 30 years, for a maximum equivalent aggregate amount of EUR 1.5 billion, the right to obtain the redemption, or the right to require the repurchase, of such bonds or notes for an amount not in excess of 101% of the outstanding principal amount plus accrued and unpaid interest of such bonds or notes, in the event of a change of control of the Company, as would be provided in the terms and conditions relating to such bonds and/or notes. Any such bond or note issue will be disclosed through a press release, which will summarize the applicable change of control provision and mention the total amount of bonds and notes already issued by the Company that are subject to a change of control provision approved under this resolution.

