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INFORMATION ON SHAREHOLDERS' RIGHTS

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This document aims to summarise the main rights attached to the shares of Delhaize Group SA/NV (the "**Company**") as well as their exercise modalities, in particular in relation to the participation in and the voting at shareholders' meetings. In the event of contradiction between the content of this document and the rules provided in the Companies Code or the articles of association, such rules will prevail. This overview is given for information purposes only and cannot be considered as legal advice.

1 Right to request that a shareholders' meeting be convened

A shareholders' meeting must be convened at the request of shareholders holding together one fifth of the share capital. In the latter case, shareholders must indicate in their request the items to be included in the agenda and the board of directors or the auditor must convene a shareholders' meeting within six weeks as from the request.

2 Right to participate in shareholders' meetings

The right of a shareholder to participate in, and vote at, shareholders' meetings is subject to the registration of its shares in its name at 11:59 pm (Belgian time) on the record date, which is the 14th calendar day preceding the shareholders' meeting concerned. The shareholder is allowed to vote with the number of shares registered on the record date regardless of the number of shares he/she/it owns on the date of the shareholders' meeting.

In addition to registering its shares, shareholders have to notify the Company (or the person designated by the Company for that purpose) of their intention to take part in the meeting at the latest on the 6th calendar day preceding the date of the shareholders' meeting concerned.

This registration and confirmation procedure is set out in detail in the convening notice.

Holders of bonds or warrants issued by the Company may attend the meeting in an advisory capacity as provided by the Belgian Companies Code and are subject to the same registration and confirmation procedure as applicable to shareholders.

3 Right to receive information

Shareholders have the right to access and to obtain at no cost copies of (i) the text of the convening notices (including resolution proposals) and the revised agenda (if any), (ii) the total number of shares and voting rights, (iii) documents that will be submitted to the shareholders' meeting (including accounts and reports), (iv) if applicable, new agenda items and/or resolution proposals filed by shareholders and (v) forms that may be used to vote by proxy. All these documents can be accessed on business days and during normal office hours, at the address mentioned in the convening notice or on the Company's website (www.delhaizegroup.com) as from the date of publication of the convening notice for the shareholders' meeting concerned. In addition, holders of registered shares will receive the above mentioned documentation together with the convening notice for that shareholders' meeting.

Minutes of the meeting will mention, for each resolution, the exact number of shares for which votes have been validly cast, the proportion of share capital represented by these votes, the total number of votes validly cast, the number of votes cast for and against each resolution and, if applicable, the number of abstentions. This information will be disclosed on the website of the Company (www.delhaizegroup.com) within 15 calendar days following the shareholders' meeting.

4 Right to add items to the agenda and to file resolution proposals

One or more shareholders holding together at least 3% of the share capital may add items to the agenda of a shareholders' meeting or file new/alternative resolution proposals relating to topics already on the agenda.

Such right does not apply, however, to a shareholders' meeting that has been reconvened because the first shareholders' meeting could not validly deliberate for lack of quorum.

Shareholders will have to prove ownership of at least 3% of the share capital on the date the request is made. In addition, shareholders will have to register at least 3% of the share capital on the record date of the relevant shareholders' meeting.

The ownership at the request date will be evidenced for holders of registered shares by a certificate establishing that the corresponding shares are registered in the Company's share register or for holders of dematerialised shares by a certificate issued by a financial intermediary, an authorized securities account keeper or a clearing institution certifying the registration of the shares in one or more accounts.

Shareholders must send their written requests to the Company by postal correspondence or by e-mail to the address indicated in the convening notice for the shareholders' meeting concerned. The requests must be accompanied by the text of the items to be added to the agenda as well as the corresponding resolutions or the text of the newly proposed resolutions concerning items that were already on the agenda. Such requests must contain the requesting shareholders' postal or electronic address to allow the Company to confirm receipt thereof within 48 hours. All requests must be received by the Company at the latest on the 22nd calendar day preceding the shareholders' meeting concerned. The Company will publish a revised agenda, taking into account the proposals validly submitted by the shareholders, at the latest on the 15th calendar day prior to that shareholders' meeting. Revised proxy forms and, if applicable, revised forms for voting remotely will also be published on the Company's website within this timeframe.

5 Right to ask questions

Shareholders have the right to address questions in relation to the items on the agenda to the board of directors and to the auditor in writing, provided that the questions are received by the Company at the latest on the 6th calendar day prior to the shareholders' meeting concerned. Shareholders are also entitled to orally ask questions at the shareholders' meeting in relation to the items on the agenda. Written questions of shareholders will only be considered if shareholders have complied with the registration and confirmation procedure set out in the convening notice. Answers are provided orally at the shareholders' meeting unless such answers would prejudice the Company's commercial interests or the confidentiality commitments undertaken by the Company, its directors or its auditor. The board of directors and the auditor can provide a global answer to questions on the same matter.

6 Right to vote

Each share entitles its holder to one vote which he/she/it can exercise in person, remotely or by proxy. However, the voting rights pertaining to unpaid shares are automatically suspended so long as called payments, duly made and claimable, have not been made. The Company is also entitled to suspend the exercise of voting rights vested in a share in case there are joint owners of this share until one person has been appointed in writing by all the co-owners to exercise those rights. Furthermore, no one will be allowed to vote at the shareholders' meeting a number of securities greater than the number validly disclosed in accordance with the Belgian legislation on the disclosure of major shareholdings at the latest twenty days before such meeting, it being understood that a shareholder will in any event be allowed to vote a number of securities that does not exceed three per cent of the total of the voting rights existing on the day of that shareholders' meeting or which is in between two successive disclosure thresholds.

The holders of bonds or subscription rights may attend shareholders' meetings if they have complied with the registration and confirmation procedure applicable to shareholders, but do not have the right to vote.

6.1 Voting by proxy

All holders of securities entitled to vote may be represented at the shareholders' meeting in accordance with applicable rules.

Proxy holders need not be shareholders. Shareholders may designate only one person as proxy holder, except in circumstances where Belgian law allows the designation of multiple proxy holders. A proxy given for a certain shareholders' meeting remains valid for all subsequent meetings with the same agenda. Shareholders are invited to designate a proxy holder using the form prepared by the Company. The appointment of a proxy holder by a shareholder is made in writing or by electronic means and must be signed by the shareholder, as the case may be with an electronic signature in accordance with the applicable legal requirements. The notification of the appointment must be made in writing or by electronic means and must reach the Company (at the address indicated in the convening notice) at the latest on the 6th calendar day before the shareholders' meeting concerned. Only proxies sent by shareholders who have complied with the registration and confirmation procedure set out in the convening notice are taken into account for the calculation of the quorum and voting majority. Any appointment of a proxy holder must comply with the applicable Belgian legislation, notably in terms of conflicting interests.

In case shareholders, in accordance with Article 533ter of the Companies Code, exercise their right to add items to the agenda and to file resolution proposals, proxies filed prior to the publication of the revised agenda shall remain valid for the agenda items they cover. In case new/alternative resolution proposals are filed with regard to existing agenda items, the proxy holder will always be entitled to deviate from previously given voting instructions should their implementation be detrimental to the interests of the shareholder. In that event, the proxy holder shall notify the latter of any such deviation as well as the justification thereof. The proxy also needs to indicate whether, in case new items are added to the agenda by shareholders, the proxy holder is entitled to vote on the new items or whether he/she/it should abstain.

Finally, in case of a potential conflict of interests between the proxy holder and the shareholder, the proxy holder (i) must disclose the specific facts which may be relevant for the shareholder in assessing any risk that the proxy holder might pursue any interest other than the interest of the shareholder and (ii) may exercise the voting right only where he/she/it has received specific voting instructions for each item of the agenda. A conflict of interests exists, for example, when shareholders appoint one of the following persons as a proxy holder: (i) the Company 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, 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 the 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.

6.2 Voting remotely in advance of the shareholders' meeting

Shareholders are authorised, before the shareholders' meeting concerned, to vote by correspondence or, if permitted by the convening notice, by electronic means. Such votes must be cast on the form prepared by the Company. Such forms must be signed by the shareholder, as the case may be with an electronic signature in accordance with the applicable legal requirements. The Company must receive original signed forms at the latest on the 6th calendar day before the shareholders' meeting concerned. The form for voting remotely filed for a certain shareholders' meeting remains valid for all subsequent meetings with the same agenda. Forms which do not indicate a positive or a negative vote, or an abstention, are void. Shareholders voting remotely must, in order for their vote to be taken into account for the calculation of the quorum and voting majority, comply with the registration and confirmation procedure set out in the convening notice. A vote by correspondence is irrevocable. Holders of shares who voted remotely 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 remotely.

In case shareholders, in accordance with Article 533ter of the Companies Code, exercise their right to table new/alternative resolution proposals for existing agenda items, votes by correspondence received by the Company before the completed agenda has been issued will remain valid for the items covered by such 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 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 the original form which relate to existing agenda items will remain valid.

