



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

NOTICE

The Board of Directors cordially invites the holders of shares, bonds and warrants issued by Delhaize Group SA/NV (the “**Company**”) to attend the **ordinary shareholders’ meeting** of the Company that will be held **on Thursday May 28, 2015, at 3.00 p.m. (CET) at the Group Support Office of the Company, square Marie Curie 40 in 1070 Brussels, Belgium**. The agenda of the meeting is set forth below.

We request that all persons attending the meeting arrive by 2.15 p.m. (CET) in order to timely complete the registration formalities.

Agenda

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.

QUESTIONS – NEW ITEMS OR RESOLUTIONS

A time for questions is provided during the shareholders' meeting. Shareholders may submit written questions in advance of the shareholders' meeting in relation to the items of the agenda. Shareholders are also entitled to orally ask questions at the shareholders' meeting. Written questions should be addressed to the Board of Directors (c/o Mr. Nicolas Jérôme, Delhaize Group SA/NV, Square Marie Curie 40, 1070 Anderlecht, Belgium, fax no. + 32 (0)2 412 83 89, e-mail: generalmeeting@delhaizegroup.com) and must be received by Friday May 22, 2015, 5.00 pm (CET). Questions validly addressed to the Company will be raised during question time. Written questions of a shareholder will only be considered if the shareholder has complied with the registration and confirmation procedure as indicated below.

One or more shareholders holding together at least 3% of the share capital can request to put an item on the agenda of the ordinary shareholders' meeting and table resolution proposals for items included on the agenda of the ordinary shareholders' meeting. Such requests should be addressed to the Board of Directors (c/o Mr. Nicolas Jérôme, Delhaize Group SA/NV, Square Marie Curie 40, 1070 Anderlecht, Belgium, fax no. + 32 (0)2 412 83 89, e-mail: generalmeeting@delhaizegroup.com) and must be received by Wednesday May 6, 2015, 5.00 pm (CET). The Company will publish a revised agenda no later than Wednesday May 13, 2015 if it has validly received within the above-mentioned period one or more requests to add new items or new resolutions to the agenda.

More information concerning the above rights and their exercise modalities is available on the Company's website www.delhaizegroup.com.

ATTENDANCE FORMALITIES

In order to attend the ordinary shareholders' meeting of the Company, shareholders must comply with the following formalities:

1) Registration

Pursuant to Articles 31 and 32 of the articles of association of the Company, the right of a shareholder to attend and to vote his/her/its shares at the ordinary shareholders' meeting on Thursday May 28, 2015 is subject to the registration of such shares in the name of the shareholder by 11:59 p.m. (CET) on **Thursday May 14, 2015** (the "Record Date"), either in the register of registered shares of the Company or in the case of dematerialized shares, in the accounts of an authorized securities account keeper or clearing institution, in each case for the number of shares for which the shareholder wants his/her/its shareholding to be registered on the Record Date and which the shareholder wants to vote at the shareholders' meeting.

For dematerialized shares, the authorized securities account keeper, clearing institution or financial intermediary will issue a certificate to the shareholder certifying the number of shares held by the shareholder on the Record Date and for which he/she/it intends to participate in the meeting. Owners of dematerialized shares should request their securities account keeper, clearing institution or financial intermediary to send this certificate directly 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) by **Friday May 22, 2015** before 5:00 p.m. (CET).

Shares will not be blocked as a result of shareholders following the above-mentioned process. Shareholders can thus dispose of their shares after the Record Date.

2) Confirmation of participation

In addition, shareholders intending to attend the shareholders' meeting must give notice of such intent as follows:

- (i) **Owners of registered shares** must deliver to the Company by **Friday May 22, 2015**, a signed attendance form evidencing their intent to attend at the meeting. Such attendance form can be obtained at the address indicated below and must be sent to the address, fax number or e-mail address indicated below.
- (ii) **Owners of dematerialized shares** must give notice of their intent to attend the shareholders' meeting 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) by **Friday May 22, 2015** before 5:00 p.m. (CET).

For shareholders voting by proxy or by correspondence, their proxy or form for voting by correspondence will serve as notice of their intent to attend the shareholders' meeting. Such shareholders must however comply with the registration procedure indicated under item 1) above.

Only persons who are shareholders of the Company on the Record Date and who have given notice as indicated above are entitled to attend and vote at the meeting.

PROXY VOTING

Shareholders are permitted to be represented by a **proxy holder**. The forms of proxy which may be used in order to be represented can be obtained:

- at the address mentioned below; or
- at 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); or
- are available on the Company's website at www.delhaizegroup.com.

The appointment of a proxy holder is to be made in writing and must be signed by the shareholder.

Owners of dematerialized securities intending to be represented by proxy holders must return their signed proxies by **Friday May 22, 2015** before 5:00 p.m. (CET) either to the Company (at the address, fax number or e-mail address below) or 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 (at the address, fax number or e-mail address below) by **Friday May 22, 2015** before 5:00 p.m. (CET).

Shareholders who wish to be represented by a proxy holder must in addition comply with the above registration procedure.

VOTE BY CORRESPONDENCE

Shareholders can **vote by correspondence**. The forms which must be used in order to validly vote by correspondence can be obtained:

- at the address mentioned below; or
- at 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); or
- are available on the Company's website at www.delhaizegroup.com.

The signed form for voting by correspondence must be delivered to the Company (at the address, fax number or e-mail address below) by **Friday May 22, 2015** before 5:00 p.m. (CET).

Shareholders who wish to vote by correspondence must in addition comply with the above registration procedure.

HOLDERS OF BONDS OR WARRANTS

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

PROOF OF IDENTITY AND POWERS

In order to attend the meeting, individuals holding securities and proxy holders must prove their identity and representatives of legal entities must provide copies of documents establishing their identity and their representation powers, in each case at the latest immediately prior to the beginning of the meeting.

AVAILABILITY OF DOCUMENTS

An information statement providing additional information on the items of the agenda, the annual report and the annual accounts of the Company and all the documents relating to this shareholders' meeting which the law requires to make available to shareholders are available on the Company's website (www.delhaizegroup.com). Shareholders can obtain at no cost copies of all documents which the law requires to be made available to them at the address mentioned below during normal office hours, or on the Company's website at www.delhaizegroup.com as from the date of publication of this convening notice.

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

The Board of Directors