
**Agenda of the ordinary general meeting to be held at the
Corporate Support Office of the Company, square Marie Curie 40 in 1070 Brussels, Belgium,
on May 22, 2014 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, 2013.
2. Presentation of the report of the statutory auditor on the financial year ended December 31, 2013.
3. Communication of the consolidated annual accounts as of December 31, 2013.

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, 2013, including the allocation of profits, and approval of the distribution of a gross dividend of EUR 1.56 per share (*).

Proposed resolution: approve the statutory (non-consolidated) annual accounts as of December 31, 2013, including the following allocation of profits:

		EUR
Loss for the financial year	-	75,156,001.13
Profit carried forward from the preceding financial year	+	1,133,942,219.63
Result to be allocated	=	1,058,786,218.50
Transfer to the legal reserve	-	0
Gross dividend for the shares	-	159,821,329.00
Balance of profit to be carried forward	=	898,964,889.50

On a per share basis, this represents a gross dividend of EUR 1.56 (*).

(*) Such amount may fluctuate depending on the number of warrants exercised between the date of the convening notice and the dividend record date. The dividend will be payable to holders of ordinary shares as from June 2, 2014 and to holders of American Depositary Receipts (ADRs) as from June 5, 2014.

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, 2013.

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, 2013.

7. Renewal and appointment of directors.
 - 7.1 **Proposed resolution:** renew the mandate of Mr. Mats Jansson 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 2017.
 - 7.2 **Proposed resolution:** renew the mandate of Mr. William G. McEwan 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 2017.
 - 7.3 **Proposed resolution:** renew the mandate of Mr. Jack L. Stahl 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 2017.
 - 7.4 **Proposed resolution:** appoint Mr. Johnny Thijs 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 2016.
8. Independence of directors under the Belgian Companies Code.
 - 8.1 **Proposed resolution:** upon proposal of the Board of Directors, acknowledge that Mr. Mats Jansson, 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 2017, 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. Mats Jansson complies with the functional, family and financial criteria of independence as provided for in Article 526ter of the Belgian Companies Code. Moreover, Mr. Mats Jansson expressly stated and the Board of Directors is of the opinion that he does not have any relationship with any company that could compromise his independence.
 - 8.2 **Proposed resolution:** upon proposal of the Board of Directors, acknowledge that Mr. William G. McEwan, 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 2017, 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. William G. McEwan complies with the functional, family and financial criteria of independence as provided for in Article 526ter of the Belgian Companies Code. Moreover, Mr. William G. McEwan expressly stated and the Board of Directors is of the opinion that he does not have any relationship with any company that could compromise his independence.
 - 8.3 **Proposed resolution:** upon proposal of the Board of Directors, acknowledge that Mr. Jack L. Stahl, 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 2017, 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. Jack L. Stahl complies with the functional, family and financial criteria of independence as provided for in Article 526ter of the Belgian Companies Code. Moreover, Mr. Jack L. Stahl expressly stated and the Board of Directors is of the opinion that he does not have any relationship with any company that could compromise his independence.
 - 8.4 **Proposed resolution:** upon proposal of the Board of Directors, acknowledge that Mr. Johnny Thijs, 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 2016, 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. Johnny Thijs complies with the functional, family and financial criteria of independence as provided for in Article 526ter of the Belgian Companies Code. Moreover, Mr. Johnny Thijs expressly stated and the Board of Directors is of the opinion that he does not have any relationship with any company that could compromise his independence.

9. Renewal of the statutory auditor's mandate for a period of three years.

Proposed resolution: upon proposal of the Audit Committee and the Workers' Council, renew the mandate of Deloitte Bedrijfsrevisoren / Reviseurs d'Entreprises S.C. s.f.d. S.C.R.L., Berkenlaan 8B, 1831 Diegem, Belgium, as statutory auditor, represented by Mr. Michel Denayer, auditor, or in the event of inability of Mr. Denayer, by any other partner of the statutory auditor agreed upon by the Company, 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 2016, and approve the yearly audit fees of the statutory auditor amounting to EUR 776,184.

10. 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, 2013.

11. Compensation of the chairman of the Board and of the members and chairman of the Audit & Finance Committee.

Proposed resolution: approve the increase, as from May 22, 2014, of the amount paid per year (i) by EUR 40,000 to the chairman of the Board, (ii) by EUR 5,000 to each member of the Audit & Finance Committee (other than the chairman of the Committee), and (iii) by EUR 10,000 to the chairman of the Audit & Finance Committee. Therefore, the Company will pay, as from May 22, 2014, an amount of EUR 200,000 per year to the chairman of the Board as compensation for his position as chairman of the Board and, with respect to the Audit & Finance Committee, an amount of EUR 15,000 per year to each member of the Audit & Finance Committee, and an amount of EUR 25,000 per year to the chairman of the Audit & Finance Committee, as compensation for their positions within such Committee. The other amounts of compensation of the directors approved by the ordinary shareholders' meeting of May 26, 2011 remain unchanged.

12. Approval of the Delhaize Group 2014 EU Performance Stock Unit Plan.

Proposed resolution: approve the Delhaize Group 2014 EU Performance Stock Unit Plan, under which eligible persons may be granted performance stock units from 2014 onwards to acquire existing shares of the Company. The vesting of the awards will occur three years after the grant date, subject to performance by the Company against financial targets fixed by the Board of Directors upon grant and measured over three-year performance period.

13. Accelerated vesting under the Delhaize Group 2014 EU Performance Stock Unit Plan upon a change of control of the Company.

Proposed resolution: approve, pursuant to Articles 520ter and 556 of the Belgian Companies Code, any provision in the Delhaize Group 2014 EU Performance Stock Unit Plan or any related agreement between the Company and a holder of performance stock units (the "Incentives") under such plan, which grants a holder of Incentives under such plan the right to acquire existing shares of the Company, regardless of the vesting period of the Incentives, upon a change of control of the Company. Under the plan, change of control means, in summary and among other events, an acquisition or series of acquisitions by a person or a group of persons acting in concert of 30% of the voting securities of Delhaize Group.

14. Change of control clause in a credit facility.

Proposed resolution: pursuant to article 556 of the Belgian Company Code, approve the "Change of Control" clause (and any other clause falling within the scope of Article 556 of the Belgian Company Code) as set out in the EUR 400 million five-year (with potentially two additional one-year extensions) revolving credit facility dated April 14, 2014 entered into among inter alios the Company, Delhaize America, LLC, Delhaize Griffin SA, Delhaize The Lion Coordination Center SA, as Borrowers and Guarantors, the subsidiary guarantors party thereto, the lenders party thereto, and Bank of America Merrill Lynch International Limited, BNP Paribas Fortis SA/NV and J.P. Morgan Limited, as Bookrunning Mandated Lead Arrangers. The "Change of Control" clause provides that, in case any person (or group of persons acting in concert) gains control over the Company, i.e. becomes the owner of more than 50 per cent of the issued share capital of the Company or is able to exercise a decisive influence on the designation of a majority of the directors or managers of the Company or the direction of management and policies of the Company, this may lead to a mandatory prepayment and cancellation under the credit facility.

15. 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 2014, 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.

