



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

SHAREHOLDER PROXY

The undersigned:

First name :

Family name :

Domicile :

.....

or

Corporate name :

Form of corporation :

Registered office :

holder of registered shares of Delhaize Group SA/NV, with registered office at rue Osseghemstraat 53, 1080 Brussels, Belgium, registered with the Register of legal entities under number 0402.206.045 (“**Delhaize Group**” or the “**Company**”) and/or dematerialized shares of Delhaize Group,

will be represented at the **ordinary shareholders’ meeting of Delhaize Group that will take place on Thursday May 22, 2014 at 3.00 p.m. (CET) at the Corporate Support Office of Delhaize Group, square Marie Curie 40 in 1070 Brussels, Belgium**, for the total number of shares for which he/she/it wants to vote, limited however to the number of shares the holding of which is established on the record date, i.e., on Thursday May 8, 2014 at 11:59 p.m. (CET), and

hereby appoints as proxy holder the following person, with power to substitute:

.....¹

to represent him/her/it at the ordinary shareholders’ meeting (and at all other meetings that will be held with the same agenda if the ordinary shareholders’ meeting would be adjourned or postponed) to, as the case may be, vote on its postponement, deliberate, vote on all agenda items in accordance with the instructions below and, in general, to do all which is necessary or useful for the implementation of this proxy.

¹ **Warning** - A potential conflict of interests arises if:

- you appoint as a proxy holder (i) Delhaize Group 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 or 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 any 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;
- proxy forms are returned to Delhaize Group without indicating a proxyholder, in which case Delhaize Group will appoint, as proxy holder, a member of the Board of Directors of Delhaize Group or one of its employees.

More information concerning the rules governing conflicts of interests between shareholders and their proxy holders can be found in the “Shareholders’ Meetings” section (document: Information on Shareholders’ Rights) of the website of Delhaize Group at www.delhaizegroup.com.

Agenda

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.

VOTING INSTRUCTIONS:

Please indicate (with a cross) your voting instruction for each proposed resolution.

| | |
|--|--|
| Item 1 of the agenda does not require a vote | Vote on proposed resolution 8.2 - vote in favor () - vote against () - abstain () |
| Item 2 of the agenda does not require a vote | Vote on proposed resolution 8.3 - vote in favor () - vote against () - abstain () |
| Item 3 of the agenda does not require a vote | Vote on proposed resolution 8.4 - vote in favor () - vote against () - abstain () |
| Vote on proposed resolution 4 - vote in favor () - vote against () - abstain () | Vote on proposed resolution 9 - vote in favor () - vote against () - abstain () |
| Vote on proposed resolution 5 - vote in favor () - vote against () - abstain () | Vote on proposed resolution 10 - vote in favor () - vote against () - abstain () |
| Vote on proposed resolution 6 - vote in favor () - vote against () - abstain () | Vote on proposed resolution 11 - vote in favor () - vote against () - abstain () |
| Vote on proposed resolution 7.1 - vote in favor () - vote against () - abstain () | Vote on proposed resolution 12 - vote in favor () - vote against () - abstain () |
| Vote on proposed resolution 7.2 - vote in favor () - vote against () - abstain () | Vote on proposed resolution 13 - vote in favor () - vote against () - abstain () |
| Vote on proposed resolution 7.3 - vote in favor () - vote against () - abstain () | Vote on proposed resolution 14 - vote in favor () - vote against () - abstain () |
| Vote on proposed resolution 7.4 - vote in favor () - vote against () - abstain () | Vote on proposed resolution 15 - vote in favor () - vote against () - abstain () |
| Vote on proposed resolution 8.1 - vote in favor () - vote against () - abstain () | |

If the undersigned did not provide a specific voting instruction with respect to any of the above proposed resolutions or if, for whatever reason, there is insufficient clarity with regard to the voting instructions given, then:

- (i) the proxy holder will vote in favor of the proposed resolution(s) concerned; OR
- (ii) if the undersigned **has crossed out item (i) immediately above**, the proxy holder will vote in the best interest of the undersigned.

We remind you that in case of a potential conflict of interests if the undersigned has not given a specific voting instruction with respect to any of the above proposed resolutions or if, for whatever reason, there is insufficient clarity with regard to the voting instructions given, the undersigned will always be deemed to have given a specific voting instruction to the proxy holder to vote in favor of the proposed resolution(s) concerned.

NEW ITEMS OR RESOLUTIONS

Pursuant to Article 533ter of the Companies Code, Delhaize Group will, in order to allow shareholders to give specific voting instructions thereon, make a revised shareholder proxy form available if new agenda items and/or new/alternative proposed resolutions are validly filed. The following voting instructions will therefore only be applicable if you fail to provide your proxy holder with new specific voting instructions after the date of this proxy.

1. If, in accordance with Article 533ter of the Companies Code, **new items are added** to the agenda after the date of this proxy, the proxy holder shall **(please indicate (with a cross) your selection)**:

- (..) abstain from voting on the new items and proposed resolutions concerned;
- (..) vote or abstain from voting on the new items and proposed resolutions concerned as he/she/it will deem fit, taking into consideration the interests of the undersigned.

If the undersigned fails to indicate a choice above, the proxy holder will be required to abstain from voting on the new items and proposed resolutions concerned. In case of a conflict of interests, the proxy holder will always be required to refrain from participating in the vote on the new items and proposed resolutions concerned.

2. If, also in accordance with Article 533ter of the Companies Code, **new/alternative proposed resolutions are filed** after the date of this proxy, the proxy holder shall **(please indicate (with a cross) your selection)**:

- (..) abstain from voting on the new/alternative proposed resolutions concerned and vote or abstain from voting on the existing proposed resolutions in accordance with the instructions set out above;
- (..) vote or abstain from voting on the new/alternative proposed resolutions concerned as he/she/it will deem fit, taking into consideration the interests of the undersigned.

If the undersigned fails to indicate a choice above, the proxy holder will be required to abstain from voting on the new/alternative proposed resolutions concerned and will be required to vote or abstain from voting on the existing proposed resolutions in accordance with the instructions set out above. However, the proxy holder will be entitled to deviate from the above voting instructions should their implementation be detrimental to the interests of the undersigned. In that event, the proxy holder shall notify the undersigned of any such deviation as well as the justification therefor. In case of a conflict of interests, the proxy holder will always be required to refrain from participating in the vote on the new/alternative proposed resolutions.

* * *

Owners of dematerialized securities must return their signed proxies by mail, fax or e-mail by **Friday May 16, 2014** before 4:00 pm (CET) either to the Company at the address or number mentioned below or to a branch of ING Belgium.

Owners of registered securities must return their signed proxies to the Company by mail, fax or e-mail at the address or number mentioned below by **Friday May 16, 2014** before 4:00 pm (CET).

Shareholders who wish to be represented by a proxy holder must in addition comply with the registration and confirmation procedure described in the notice of the shareholders' meeting.

This proxy is irrevocable. Holders of shares who granted a proxy may still attend the shareholders' meeting but will not be permitted to vote in person.

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

Signature: _____
Name:
Capacity:
Date:

Legal entities must specify the first name, family name and title of the natural person who signs this proxy on their behalf. If the undersigned is not a natural person who executes this proxy him/herself, the signatory hereby declares and warrants to Delhaize Group to have full authority to execute this proxy on behalf of the undersigned.