Speech by Mats Jansson, Chairman of the Board of Directors,
at the Ordinary General Meeting of Delhaize Group
May 22, 2014

For Delhaize Group, 2013 was a year of significant change. First and foremost, we are proud of the great professionalism and dedication that Pierre-Olivier Beckers and Frans Muller displayed to assure a smooth CEO succession. The proof is in the pudding--in our 2013 results, which I will comment on in a few minutes.

For governments and companies alike, an uneventful transfer of leadership is the mark of successful governance. It reflects well on the wisdom of our founders and shareholders. For Delhaize Group, this represents the first time that a member of the founding families is not the CEO. Like other successful family companies that have made this transition, it is only made possible by a strong legacy, by dedicated family and non-family shareholders, and by a board in which you have great confidence.

I would like to share with you today some of the other changes in our board and Executive Committee leadership, and explain some of the key decisions the Board made in 2013 to improve our performance and deliver shareholder value. I hope that you will conclude, after hearing from me and from our new CEO, Frans Muller, that your confidence is well-placed.

Let me start with important changes on our Board. The first is the retirement of one of our long-standing directors, **Hugh Farrington**. Please Hugh, stand. Hugh has served Delhaize for 11 years, and prior to his board membership, he was the President and CEO of Hannaford Brothers, our successful banner in the Northeastern part of the United States. We will miss Hugh's valuable contributions, his wealth of knowledge, and his passion for the business. So, let me say, on behalf of the Board, the Executive Committee, and the entire Company, a sincere "thank you" to you Hugh.

With Hugh's retirement, the Board has nominated a new, independent director for your consideration and approval at this meeting, **Johnny Thijs**. Mr. Thijs is well-known to many of you. He is seasoned executive, having served in senior leadership roles at Masterfoods, Jacobs-Suchard, AB Inbev, Ter Beke and most recently as CEO of the Belgian Post. With his breadth and depth of experience, we are confident that he will bring to Delhaize Group's

Board great international perspective as well as keen insight into customer dynamics.

We also have made significant changes to our Executive Committee. Based upon the recommendation of our CEO, the Board appointed **Dirk Van den Berghe** as a member of the EC. Dirk is the CEO of Delhaize Belgium and Luxemburg, and has been with Delhaize Group for 15 years, serving us well in several key leadership roles.

We also welcome to the Executive Committee **Marc Croonen** who, again, based on the recommendation of our CEO, the Board appointed as the new Chief Human Resources Officer. Marc brings a wealth of experience, having served as the senior human resources professional at other top companies here in Belgium.

The other members of the EC are: **Kostas Macheras**, who leads our Southeastern European and Asian operations, **Pierre Bouchut**, our CFO, who joined Delhaize in 2012, and **Maura Smith**, our General Counsel and General Secretary, who joined in 2013. Both Pierre and Maura are sitting here with Frans and me. I am convinced that this

Executive Committee will build on the strong foundations established by Pierre-Olivier, and the CEOs who preceded him, to ensure a bright future for our company and for our shareholders.

Before turning to the financial results of 2013, I would like to share my perspective on some other changes that are affecting Delhaize Group. These are **changes in the external environment**, and we are not alone in having to respond effectively or risk losing our competitive position.

I believe we are witnessing a profound transformation in the retail industry due to **the growing importance of e-commerce**. Food retail is not immune to this transformation. Because the internet and social media are everywhere, consumers now have instant access to information and make decisions more quickly than ever before.

This means that time is of the essence more now than ever before. Delhaize and other food retailers are pursuing various strategies to retain market share, as new entrants, like Amazon, move into our space. In this regard, Delhaize is committed to ensuring that the role of the traditional supermarket remains important to our shoppers, while at the same time embracing the digital world to enhance our customers' shopping experience.

We are also witnessing consumers' increasing attention on issues surrounding **"sustainability."** They are looking for **healthy products with more information about both the ingredients in, and sources of our products.** This is why Delhaize has a Sustainability vision and strategy and goals. We have made public commitments about the traceability of certain of our products, about our suppliers' working conditions, and about our company's impact on the environment. We are about to issue our **2013 Sustainability Report** that details our progress to date, and there is more work to do. We are committed to taking further concrete steps to assure that we are a "sustainable business" in the fullest meaning of this word. We believe our customers expect this, and our strategies going forward will recognize the importance of our decisions and how they impact our products, people and the planet.

In light of these influences, I want you to know that this Board and the management team are committed to delivering sustainable, profitable growth. That is what you have entrusted us to do, and we will do so.

In that regard, I would like to address **two topics** for which the Board has important responsibilities—the first is **setting the dividend** and the second is our responsibility for oversight of **management.**

First, let me comment on the **dividend**. The Board understands the importance of its dividend decision, as this is clearly very important to our shareholders. We know it represents a major portion of the return on your investment, and is an important element in your continued confidence and desire to invest in this Company. At the same time, the Board must also assess the Company's performance, its cash flow generation capabilities, its need for further investment, and competitive pressures. To balance these competing interests and to provide you with more certainty and clarity about our dividend decision, the Board of Directors has adopted a **dividend policy** which will serve as a framework for our dividend decisions.

Based on this policy, we will strive for a distribution of 35 percent of the Group's annual underlying net profit as a dividend. For 2013, in line with our new dividend policy, this resulted in a dividend of €1.56 per share, which is an increase of 11.4 percent compared to 2012.

The second critical area of Board responsibility relates to **oversight of management**. There are many aspects of this oversight responsibility, including **succession planning, performance assessments, and compensation decisions. And** the Board devoted a great deal of time in 2013 to these topics.

In that regard, we made decisions that resulted in the **departure, by mutual agreement, of Pierre-Olivier Beckers and several other senior executives** and we recruited their replacements. We approved severance arrangements that were based on contracts and related law. While some may question the amounts, we respected commitments that had been made to these executives, especially our CEO, who served the company faithfully for more than 30 years, 15 of which as CEO.

We also protected the Company by ensuring we had **enforceable non-compete agreements** with the departing executives, and we put in place a one-year retention program for key executives we wanted to retain during this period of uncertainty. The Board concluded that it was important to take into account these uncertainties and market forces that could harm the Company's ability to execute its strategy.

Our responsibility for succession planning is tied, of course, to performance assessments. I can assure you that we have a robust process in place to assess the performance of our senior leaders. We then make compensation decisions based on the results of our assessments. Using benchmarking data and external consultants, we take into account our overall compensation policy and review not only our current compensation programs, but also our strategy for the future. Effective boards must always be mindful of competitive market conditions for executives, and the external factors that affect our ability to attract, reward, and retain the executives we need to lead the company.

With that context, please allow me now to briefly highlight the important elements of the 2013 Remuneration Report. A full version of this report can be found in the Annual Report of 2013. You will be requested to approve the Remuneration Report as agenda topic number 10 of this meeting.

The Remuneration Committee of Delhaize Group met 13 times in 2013. In addition to succession planning, we embarked on a full review of the design of our compensation programs. In general, as explained in the Remuneration Report, we remain focused on one key principle: **Pay for Performance**. Our compensation program includes fixed and variable components, in line with market practices. We also ensure that our executives have established targets that are consistent with their responsibilities in support of our values, our strategy and goals. An executive's variable compensation depends on individual performance as well as the performance of the Group. For leaders of our operating companies, their variable compensation is also affected by the results of their respective operations.

The proportion of variable compensation compared to fixed remuneration attempts to balance the Company's short-term goals and long-term objectives. Senior executives have a greater portion of their pay "at risk" –or in other words, their pay is dependent on the company's total financial results. Likewise, the components of variable compensation include a mix of cash and equity—also designed to align executive management's targets with those of the Company. Finally, we provide executives with market-based benefits, pension and severance arrangements that are in line with customary and legally permitted practices. For our most senior executives, we take into account the geographic scope of their responsibilities. For retention purposes, we benchmark their compensation against the competitive market practices of comparable multinational companies.

For the same reason, we also benchmark **director compensation** against European and North American food and other retail companies because our Board includes directors from Europe and North America. We compete for talented directors just as we compete for talented executives. On the basis of this year's benchmarking results, the Board recommended (without my participation, of course) an increase in my annual compensation from €160,000 to €200,000 per year. The rationale for this increase is based upon my additional responsibilities interacting with executive management and our CEO, since he is not a member of the Board.

The Board also recommended an increase in the compensation of the Chairman of the Audit Committee from €15,000 to €25,000 per year, and an increase in Audit & Finance committee member fees from €10,000 to €15,000 per year. The rationale for these increases is, in part, due to the expanded charter of the Audit Committee to be the Audit & Finance Committee.

No changes in the overall director fee of €80,000 per year were recommended this year, but we will continue to review compensation annually against comparable market data.

The proposed adjustments in compensation will be considered under Agenda topic n°11 of this meeting.

I would like to draw your attention to some of the **specific decisions** that were taken in 2013 with regard to **compensation design principles**.

First we terminated the Cash Performance Plan, and implemented a European Stock Performance Plan to replace it. These changes took into account benchmarking data from European and US markets, as well as recommendations from the Company's external compensation consultants and our Human Resource professionals.

We also made changes to align key elements of the equity compensation programs for US and European executives, where appropriate, recognizing that we are a multinational company that recruits its executives from all over the world.

Finally, I would like to emphasize that the contracts between our Company and members of the Executive Committee are in line with market practices and relevant laws.

Now let me offer a few comments on **Delhaize Group's performance in 2013.** I will then turn the podium over to Frans who will elaborate on these results and will share more about our strategy, the principles that will guide us going forward, and our key priorities.

In the **US**, which is responsible for 61 percent of the Group's revenues and 64 percent of its profits, our full year sales were up 1.9percent, with comparable store sales increasing a very promising 2.0 percent.

In a highly competitive retail environment, our performance reflects the measures we are taking to improve our stores, enhance our customer offerings, and manage our cost structure. We made significant investments in price and store conditions, and these efforts are paying off. The performance at Food Lion has been especially strong, with five quarters in a row of increased comparable store sales, which I am happy to say, continued in the first quarter of 2014.

Our **Belgian** operations faced stiff competition, which required us to make investments in price, resulting in lower margins. We also suffer from a significant labor cost disadvantage compared to our competitors, putting further pressure on our profitability. Despite these challenges, our customer satisfaction scores improved, and our sales were up 3 percent compared to 2012.

In **Southeastern Europe**, our 2013 revenues increased by 4.5 percent compared to 2012, and this part of our portfolio now accounts for 15 percent of total Group sales. In 2010 this figure was only 9 percent. The strong revenue growth is mainly due to the impressive network growth in **Romania** where we opened 103 new stores, the majority of which are convenience stores. And despite the challenges in **Greece**, with its economy still fragile in its attempt to recover from a serious financial crisis, we were able to grow our market share. This was due in large measure to our Greek team's profound understanding of, and response to, the needs of our Greek customers.

In **Serbia,** the economy deteriorated further and is not in good shape. In 2013 we took measures to be more responsive to our customers' needs. This is a business that is receiving significant management attention, and we expect to see improvements in our performance in 2014.

Before turning the microphone over to Frans to provide highlights of our strategy, and the first quarter results, I would like to **sum up with the following**:

While 2013 was a year of change, 2014 is a year of choices. We see many opportunities to grow in our core markets, fueled by investments in our people, stores, assortments, and prices. We will continue to sharpen our customer offerings while focusing on executing our **digital strategy** and delivering our **sustainability strategy** to ensure that we remain relevant to our customers.

Because, in the end, our customers are the reason why we are in business. We will invest wisely in our resources and our associates to improve our customers' shopping experience, to ensure a profitable future for the Company. A large part of our customers' shopping experience depends on our store associates who must earn the trust of our customers in everything they do. So allow me to take this occasion to thank them.

Lastly, I would like to say "thank you" to you, our shareholders, and to my colleagues on the Board. We all realize that these are challenging and interesting times for the food retail industry. As a Board we are questioning old assumptions and truths. The Board has approved a strategy that we believe will result in success and we appreciate your trust in us and the management team we have selected. As Chairman, I am particularly grateful to my colleagues on the Board for their valuable advice, insights and support throughout 2013, and I look forward to our continued efforts, working together with our new CEO and Executive Committee, to ensure a great future.

With that Frans will share his plans to tackle the challenges we face, building on this Company's great legacy that celebrates its 148th year in business.

Thank you.

Speech by Frans Muller, President and Chief Executive Officer,
at the Ordinary General Meeting of Delhaize Group
May 22, 2014

Thank you, Mats, and good afternoon to all.

I, too, would like to welcome you to our Ordinary General Meeting, and to thank you for your participation and interest in our Company. I am confident and enthusiastic about our future, and I appreciate the Board's commitment to the Company and its leadership. I look forward to continuing the excellent and close collaboration with them that began on the first day I joined the Company, more than six months ago.

Before turning to the future, I would like to express my personal thanks to Pierre-Olivier Beckers for his great support and professionalism throughout the transition process. He shared not only his knowledge and his experience with me, but also his passion for the Company, our Associates and customers.

And, I would be remiss if I did not take this opportunity to welcome my two colleagues to the Executive Committee, Dirk Van den

Berghe, CEO for Delhaize Belgium and Luxembourg, and Marc Croonen, our new chief human resources officer.

With the planned addition of a CEO for Delhaize America, our Executive Committee will be complete, and I am confident that our team has the right experience, vision and skills to lead the Company forward and to achieve the performance you want and expect from us.

Furthermore, I would like to say thank you to my colleagues and to the Associates around the world. I have, in my first six months as CEO, visited every operating Company and met with leadership teams and Associates.

I was warmly welcomed, and quite quickly I felt like I had been part of the Company for much longer. I have also had the opportunity to meet with customers and suppliers to hear their input and perspectives on Delhaize.

These experiences made me proud to be part of this Company—a Company with strong values—determination, integrity, courage, humility and humor. These values are deeply ingrained in our culture, and are lived in all we do every day.

There is no question that this Company has a bright future. We have all of the ingredients needed for success. We have loyal customers and we have dedicated Associates who serve more than 20 million customers each week.

This achievement is a testament to our Associates—from store managers and distribution center teams to our category managers and administrative people—who care deeply about the business and therefore our customers. They are good merchants and they are passionate about what they do every day.

However, there is more to do to grow the profitability of our Company.

For the balance of my remarks today, I would like to share with you what we are doing to identify opportunities for improvement, and the actions we are taking.

I will then summarize the results of the first quarter, and after that we will take your questions.

Starting last November, working together with my colleagues on the Executive Committee and the leadership teams in our operating companies, we conducted a rigorous and in-depth analysis of our performance.

We also examined the key levers we can pull to improve. With a detailed understanding of our current situation, our challenges and our full potential for profitable growth, we aligned with our Board on

Who We Are, Key Principles that guide our actions, and four key Priorities for 2014. This is summarized in the one page shown on the screen, but I would like to explain in more detail what this means.

Let me start with “Who We Are.”

First and foremost, we are the preferred food retailer—in the supermarket segment—and we must assure this is true in every country and region where we are convinced we can win.

We have a clear positioning, with a differentiated concept and offering, that is relevant to our customers.

We are recognized for our fresh assortments and for our private brand expertise.

While at the same time, we have strong local identities, with good and close-to-the-customer locations, local brands and assortments.

We leverage our multi-national footprint by sharing best practices and scale.

And we are respectful to all stakeholders—from shareholders, customers, and suppliers, to Associates, the communities in which we operate, and the governmental and non-governmental bodies who monitor our compliance with the laws and our public commitments.

To ensure that our vision and our decisions are consistent, we aligned on the six Principles you see on the slide. We use them to check our logic and the choices we make.

Applying these principles, the Executive Committee recommended a comprehensive strategy to our Board of Directors. The essence of our strategy was to seek a Board mandate to take a series of decisions and portfolio choices which would likely produce the highest returns and create the most long-term shareholder value.

Our Board invested a great deal of time and effort to review our recommendations, and in March, gave us the mandate we requested and to explore certain opportunities. This enabled us to take action immediately on a number of fronts, such as investing in our core businesses to achieve their full potential, and divesting businesses which are not in line with our strategy, such as Bulgaria and Bosnia-Herzegovina.

While I cannot share the competitively sensitive details of our mandates—let me summarize at a high level the actions underway.

We are investing in local markets where we already have a strong presence and high relative market share. We will capitalize on our strengths—with local, neighborhood-based stores and strong front-line retail leadership, competing for further market share gain.

At the same time we are being equally disciplined about every cent of cost. We will establish cost reduction targets for SG&A and in procurement—and this will free up resources to invest in our people and the capabilities we will need in the future.

We are adhering to rigorous capital investment principles to improve our capital efficiency in new store openings and remodelings, and to reduce working capital.

And we are taking actions to improve the quality and speed of our decision-making, and to drive accountability for performance and results.

To achieve all of the foregoing, we are clarifying decision-rights throughout the organization, starting with the role of the center—to make our stewardship role clear, and put in place a governance structure with aligned policies and procedures for the corporate center and all of the Operating Companies.

We also just implemented a harmonized performance management process, facilitated by a Performance Management Office to track our initiatives and our results against key performance metrics. This will help us identify gaps or shortfalls, and take corrective actions quickly.

And finally, in the strategy process, we have identified the key enablers of our success, and assessed where we need to improve.

Certain enablers—such as talent management and our IT infrastructure—we will continue to build. Other enablers—such as our pricing strategies, our private brand strategy, and the testing of customer-focused concepts—we will refine.

However, there are two key enablers related to changed customer behavior and customer expectations: one is our digital strategy and the other is our sustainability strategy. For both of these enablers we will clarify what is needed and invest appropriate resources.

In a sense, both have become imperatives due to the rapidly changing food retail environment, notably due to the influences of e-commerce and changing consumer preferences. And for both strategies, we must push for timely execution of our plans to ensure that we remain relevant to our customers today and in the future.

Not only are customer preferences changing thanks to the internet and mobile technology; they are also being shaped by societal concerns related to waste, water and food supply, and of course the growing concerns about the impacts of climate change.

One thing is certain for our business: As grocers, we put quality assurance and food safety at the heart of what we do, and we will meet the commitments we have made to be a leader in Sustainability.

I hope you will take some time to read more about our accomplishments to date, and our vision for the future in our 2013 Sustainability Report which will be published next week.

Based on the foregoing, our immediate priorities for 2014 are:

First, we are putting the Customer back into the center of all we do.

Second, we are focusing on our core markets: Food Lion and Hannaford in the US, and our businesses in Belgium, Greece and Serbia in Europe. This means we are prioritizing our capital and human resources to those markets where we have a relative competitive advantage today and based on the attractiveness of those geographies.

Third, we are implementing targets and plans to realize more operating efficiencies. Here I am referring mainly to SG&A where our Company must improve its performance, and reverse the trend we have seen in our costs over the past several years

Fourth, we will act decisively, and with speed.

With this strategy, clear priorities, and dedicated Associates, I am confident that we will rise to the challenges ahead and execute our plans well.

And with that, I will review, briefly, some of our first quarter results.

This slide provides you with a summary of our Q1 income statement:

Our first quarter was a mixed performance, with very strong revenues in the U.S. but disappointing results in Belgium.

As a Group we generated a strong 2.8 percent organic revenue growth in the first quarter and we increased or maintained market share in all of our markets except Belgium.

At 5.1 billion Euro, our sales increased by 0.3% at actual exchange rates and by 2.8% at identical exchange rates.

Our gross margin stood at 24.0% and decreased by 58 basis points compared to last year at identical exchange rates.

This decrease is explained by a 68 basis points gross margin decrease at Delhaize America, primarily driven by price investments both at Food Lion and Hannaford, and also by a decrease of more than 100 basis points of our gross margin in Belgium. Belgian results were due mostly to the competitive landscape, which required us to increase our price investments and promotions.

Our SG&A stood at 21.3% of sales and was stable compared to last year.

At 161 million Euro, our first quarter Underlying Operating Profit — UOP—decreased by 14.2% at identical exchange rates. Our UOP margin amounted to 3.1%, down 63 basis points, mainly as a result of our gross margin decrease, as SG&A remained flat as a percent of sales.

Now let me share some highlights and lowlights of the first quarter in our operations.

In the U.S., our comparable store sales growth of 4.6 percent was primarily driven by the continued momentum at Food Lion. Hannaford comparable store sales growth was also positive.

Our performance in the U.S. is encouraging. The positive contributions of both Food Lion and Hannaford produced the sixth consecutive quarter of positive real growth.

Importantly, for our future; we are on track to implement our strategy of Easy, Fresh & Affordable at 77 Food Lion stores later in the year.

However, as we expected, our price investments, coupled with commodity cost increases, as well as costs related to weather and one-time events, negatively impacted our margin.

In Belgium, we experienced weak first quarter sales and profitability, being the result of continuing vigorous competition, requiring more promotions and price investments, as well as a further increase in SG&A costs.

At the same time, customer satisfaction improved compared to last year, and the number of customers who visited our stores increased as well. In Belgium, we are working on further differentiating the customer experience in our stores.

We opened two “next generation” stores last month, bringing to life our new strategy centered around “Bien Acheter, Bien Manger” or “Goed Kopen, Goed Eten”. This, too, is an important step to improve our future performance.

In Southeastern Europe the results were promising in Greece and Romania. We achieved comparable store sales growth and further market share gains in Greece and Romania. Although the overall trading environment remains very challenging in Greece, we continue to succeed with our Greek customers at Alfa Beta. Mega Image, our banner in Romania, continues to grow its store footprint without reducing same store sales growth—a real accomplishment.

However, we have had disappointing results in Serbia where our business is struggling due to the economy and significant deflation.

Serbia and Bosnia and Herzegovina have been hit hard by devastating rains and floods in the past weeks. Our thoughts are with our Associates and their families, as well as the communities where there is no power, limited access to food and clean water, and the roads are not passable. Our teams on the ground are doing what they can, and we will provide assistance wherever we can contribute.

In sum, the first quarter results show that the competitive environment remains very challenging. Nonetheless we are working hard to deliver this year's results.

For the full year, as we reiterated at the end of the first quarter, we expect our capital expenditures to increase to approximately €625 million at identical exchange rates, and we plan to open approximately 180 stores.

And with all of these initiatives, we also intend to continue to generate a healthy level of free cash flow.

Allow me to close by saying that I share the Chairman's and the Board's enthusiasm for, and confidence in, our future. We have identified opportunities to grow in our core markets, we are making choices about our portfolio to fuel investments in our capabilities, and we are focused on our most important asset, our customers.

I am convinced that we have the right team, and I can say with assurance that we are committed to deliver the results you, our shareholders, expect.

On a more personal note, I am both honored and humbled by the opportunity to take the helm at such an important time in the Company's evolution. I appreciate the Board's confidence and trust that have been placed in me. I am also thankful for your continuing support and for your participation and attention today.

Let me now open the floor for questions. Remember to wait for the microphone to ask your question so that all of our guests will be able to hear and understand you and our responses. If we do not have an immediate answer to a question, we will try to have them for you by the end of the meeting. Who will ask the first question?