



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 28, 2015 at 3.00 p.m. (CET) at the Group Support Office of Delhaize Group, square Marie Curie 40 in 1070 Brussels, Belgium**, for the number of shares indicated above, limited however to the number of shares the holding of which is established on the record date, i.e., on Thursday May 14, 2015 at 11:59 p.m. (CET), and

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

.....<sup>1</sup>

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.

<sup>1</sup> **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](http://www.delhaizegroup.com).

## 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](http://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
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.

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**VOTING INSTRUCTIONS:**

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

<b>Item 1 of the agenda does not require a vote</b>	<b>Vote on proposed resolution 7.3</b> - vote in favor ( ) - vote against ( ) - abstain ( )
<b>Item 2 of the agenda does not require a vote</b>	<b>Vote on proposed resolution 7.4</b> - vote in favor ( ) - vote against ( ) - abstain ( )
<b>Item 3 of the agenda does not require a vote</b>	<b>Vote on proposed resolution 7.5</b> - vote in favor ( ) - vote against ( ) - abstain ( )
<b>Vote on proposed resolution 4</b> - vote in favor ( ) - vote against ( ) - abstain ( )	<b>Vote on proposed resolution 8.1</b> - vote in favor ( ) - vote against ( ) - abstain ( )
<b>Vote on proposed resolution 5</b> - vote in favor ( ) - vote against ( ) - abstain ( )	<b>Vote on proposed resolution 8.2</b> - vote in favor ( ) - vote against ( ) - abstain ( )
<b>Vote on proposed resolution 6</b> - vote in favor ( ) - vote against ( ) - abstain ( )	<b>Vote on proposed resolution 8.3</b> - vote in favor ( ) - vote against ( ) - abstain ( )
<b>Vote on proposed resolution 7.1</b> - vote in favor ( ) - vote against ( ) - abstain ( )	<b>Vote on proposed resolution 9</b> - vote in favor ( ) - vote against ( ) - abstain ( )
<b>Vote on proposed resolution 7.2</b> - vote in favor ( ) - vote against ( ) - abstain ( )	<b>Vote on proposed resolution 10</b> - 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 22, 2015** before 5:00 pm (CET) to Euroclear Belgium, attn. Issuer Services, 1 Boulevard du Roi Albert II, 1210 Brussels (Belgium) (e-mail: [ebe.issuer@euroclear.com](mailto:ebe.issuer@euroclear.com) / fax : +32 2 337 54 46).

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 22, 2015** before 5:00 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](mailto: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.