
**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 23, 2013 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, 2012.
2. Presentation of the report of the statutory auditor on the financial year ended December 31, 2012.
3. Communication of the consolidated annual accounts as of December 31, 2012.

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, 2012, including the allocation of profits, and approval of the distribution of a gross dividend of EUR 1.40 per share (*).

Proposed resolution: approve the statutory (non-consolidated) annual accounts as of December 31, 2012, including the following allocation of profits:

		EUR
Profit of the financial year	+	410,473,779.05
Profit carried forward from the preceding financial year	+	866,160,002.48
Result to be allocated	=	1,276,633,781.53
Transfer to the legal reserve	-	1,464.90
Gross dividend for the shares	-	142,690,097.00
Balance of profit to be carried forward	=	1,133,942,219.63

On a per share basis, this represents a gross dividend of EUR 1.40 (*).

(*) 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 May 31, 2013 and to holders of American Depositary Receipts (ADRs) as from June 5, 2013.

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, 2012.

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, 2012.

7. Appointment of director.

Proposed resolution: appoint Ms. Elizabeth Doherty 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 2015.

8. Independence of director under the Belgian Companies Code.

Proposed resolution: upon proposal of the Board of Directors, acknowledge that Ms. Elizabeth Doherty, 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 2015, 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. Elizabeth Doherty complies with the functional, family and financial criteria of independence as provided for in Article 526ter of the Belgian Companies Code. Moreover, Ms. Elizabeth Doherty expressly stated and the Board of Directors is of the opinion that she does not have any relationship with any company that could compromise her independence.

9. 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, 2012.

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 2013, 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.

11. Powers to implement the shareholders resolutions.

Proposed resolution: approve the following resolution:

"The Ordinary Shareholders' Meeting grants the powers to the Board of Directors, with the power to sub-delegate, to implement the decisions taken by the Ordinary Shareholders' Meeting and to carry out all necessary or useful formalities to that effect."

