

# **IMPORTANT NOTICE**

**The Depository Trust Company**



**#:** 4917-09  
**Date:** April 6, 2009  
**To:** ALL PARTICIPANTS  
**Category:** PROXY  
**From:** PROXY DEPARTMENT  
**Attention:** PROXY/REORGANIZATION  
**Subject:** DELHAIZE GROUP  
CUSIP# 29759W101

The Bank of New York (“BNY”), Depository for the above captioned American Depositary Shares, has advised DTC that Delhaize Group, the issuer of the Ordinary shares underlying ADS’s, is holding its Ordinary General Meeting, to be held on April 29, 2009. DELHAIZE GROUP advises BNY that under Belgian law, shareholders wishing to vote at the meeting must, among other matters, effectively own shares on the day of the meeting itself.

To enable U.S. holders of Delhaize Group ADSs to vote at the meeting, BNY has established a record date of March 23, 2009. Persons who hold Delhaize Group ADS’s on March 23, 2009 and on the day of the meeting and wish to vote the Shares underlying their ADSs (subject to any applicable requirements or restrictions under Belgium Law or Delhaize Group, Articles of Association) may provide instructions to BNY. Participants must provide such instructions to Citibank, N.A., prior to 10:00 A.M. (New York City time) on April 22, 2009 to be counted. Participants should obtain the voting instruction forms for that purpose from or questions contact John Lee, phone (201) 222-4113, Email: John.Lee@computershare.com. In addition, Participants must follow the procedure described below.

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Non-Confidential

DTCC is now offering enhanced access to all important notices via a new, Web-based subscription service. The new notification system leverages RSS Newsfeeds, providing significant benefits including real-time updates and customizable delivery. To learn more and to set up your own DTCC RSS alerts, visit [http://www.dtcc.com/subscription\\_form.php](http://www.dtcc.com/subscription_form.php).

To remove your name from the former system of email notifications, send a message to [unsubscribe@dtcc.com](mailto:unsubscribe@dtcc.com).

To provide Citibank, N.A, with assurance that ADSs on which it has received voting instructions from a Participant will still be held in that Participant's account on the meeting date, DTC has agreed to segregate positions on which voting instructions have been filed under a separate contra-CUSIP number, The number to be used for this purpose is (29759W 99 4). A Participant filing voting instructions with Citibank, N.A., on a position in its DTC account will be asked to provide Citibank, N.A., as a part of those instructions a letter authorizing DTC to have its nominee, Cede & Co., execute a proxy on the Participant's behalf and to take certain other actions (described below). The form of the authorization letter and the proxy are attached, extra copies will be available from Citibank, N.A.

Citibank N.A., will advise DTC of all voting instructions received under this procedure and provide DTC with the proxy forms and the authorization letters signed by Participants relating to those instructions. For each such instruction, DTC will then execute the proxy, temporarily deduct the position being voted from the Participant's holdings under the Delhaize Group ADSs CUSIP (29759W 10 1), temporarily credit the position to an account maintained for Citibank, ADS Contra-CUSIP #(29759W 99 4). DTC will return this position to the Participant's account under the base CUSIP numbers upon instructions from Citibank once the blocking process has been completed, this should occur after the meeting takes place on April 29, 2009.

Inquiries regarding this notice should be directed to Ralph Graves at (212) 855-5187 or Steven McGregor at (212) 855-5198.

Attachments

**THE DEPOSITORY TRUST COMPANY  
55 WATER STREET  
NEW YORK, NY 10041**

**VIA FACSIMILE (201) 222-4593**  
CITIBANK, N.A. ("CITIBANK")  
C/O COMPUTERSHARE  
525 WASHINGTON BLVD. MS4726  
JERSEY CITY, NJ 07310  
ATTN: JOHN LEE  
ADR DEPARTMENT

FOR PURPOSES OF ATTENDING THE AORDINARY GENERAL MEETING OF SHAREHOLDERS OF DELHAIZE GROUP, A CORPORATION ORGANIZED UNDER THE LAWS OF BELGIUM ("THE COMPANY"), TO BE HELD ON APRIL 29, 2009.

CEDE & CO., THE NOMINEE OF THE DEPOSITORY TRUST COMPANY, ('DTC') CERTIFIES THAT ON THE INSTRUCTIONS OF THE PARTICIPANT NAMED BELOW, DTC HAS DELIVERED TO A DTC ACCOUNT MAINTAINED ON BEHALF OF "CITIBANK, N.A." THE NUMBER OF AMERICAN DEPOSITARY RECEIPTS ('ADSs'), SPECIFIED BELOW, WHICH ADSs REPRESENT AMERICAN DEPOSITARY SHARES OF THE COMPANY, UNTIL "CITIBANK" ADVISES DTC THAT THE MEETING HAS CONCLUDED. CEDE & CO. HEREBY APPOINTS SUCH PARTICIPANTS AS ITS AGENT AND PROXY TO GIVE OR CONFIRM ALL SUCH INSTRUCTIONS TO "CITIBANK" AS MAY BE NECESSARY OR APPROPRIATE TO IDENTIFY THE BENEFICIAL OWNER (S) OF THE NUMBER OF ADSs SPECIFIED BELOW AND TO ENABLE THE PARTICIPANT OR THE BENEFICIAL OWNER (S) OF THE ADR'S REPRESENTED BY THE ADS's SPECIFIED BELOW TO ATTEND AND ADDRESS THE MEETING AND VOTE THEREAFTER.

THIS PROXY IS REVOCABLE ANY TIME AND IN ANY MANNER, INCLUDING BUT NOT LIMITED TO THE FILING BY CEDE & CO., WITH "CITIBANK" OF AN INSTRUMENT SIMILAR TO THIS INSTRUMENT RELATING TO THE VOTING OF ADRS SPECIFIED BELOW AT THE MEETING. THE FILING OF WHICH INSTRUMENT SHALL REVOKE ALL THE AGREEMENTS AND INSTRUCTIONS SPECIFIED HEREIN.

\_\_\_\_\_  
NAME OF PARTICPANTS

\_\_\_\_\_  
NUMBER OF AMERICAN DEPOSITARY RECEIPTS

DATED: \_\_\_\_\_ 2009

\_\_\_\_\_  
FACSIMILE SIGNATURE OF CEDE & CO.

**(PARTICIPANTS LETTERHEAD)**

\_\_\_\_\_, 2009

The Depository Trust Company  
55 Water Street – 25<sup>th</sup> Floor  
New York, NY 10041

RE: Delhaize Group  
CUSIP #29759W101  
DTC Account #: \_\_\_\_\_  
Number of ADSs \_\_\_\_\_

Gentlemen:

In order to enable the beneficial owner (s) of the number of specified above (the ‘Deposited ADSs’) of Delhaize Group. American Depository Shares to vote at the Extraordinary Shareholders Meeting of Delhaize group. Scheduled to be held on April 29, 2009 please take the following actions:

- (1) Have your nominees, Cede & Co., complete and sign the attached Proxy with respect to the deposited ADS’s and make the signed Proxy available for pick-up Citibank, N.A. “Citibank”; and
- (2) Deliver the Deposited ADSs from the undersigned’s above-referenced account to an account with you maintained on behalf of Citibank until Citibank instructs you to return the Deposited ADS’s to the undersigned’s above-referenced account.

The undersigned certifies to you that the Deposited ADSs were on March 23, 2009 and are on the date hereof, on deposit in the undersigned’s above-referenced account.

Very truly yours,

\_\_\_\_\_  
(Print Participant’s Name)

\_\_\_\_\_  
(Signature) and (Medallion Stamp)

\_\_\_\_\_  
(Print Name)

