

The Depository Trust Company

IMPORTANT

IMPORTANT

B#: 3368

DATE: May 07, 2002

TO: All Participants

CATEGORY: Proxy

FROM: DTC Proxy Department

ATTENTION: Proxy/Reorganization Manager

SUBJECT: ETABLISSEMENTS DELHAIZE FRERES ET CIE cusip #29759W 10 1

The Bank of New York (“BNY”), Depository for the above captioned American Depositary Receipts, has advised DTC that Etablissements Delahaize Freres et Cie “LE Lion” S.A. (“Delahaize”), the issuer of the shares underlying these ADS’s, is holding its Ordinary Shareholders’ Meeting on May 23, 2002 in Belgium. Delahaize advises BNY that under Belgium 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 Delahaize ADRs to vote at the meeting, BNY has established a record date of April 1, 2002. Persons who hold Delahaize ADR’s on April 1, 2002, and on the day of the meeting and wish to vote the Shares underlying their ADRs (subject to any applicable requirements or restrictions under Belgium Law or Delahaize, Articles of Association) may provide instructions to BNY. Participants must provide such instructions by May 14, 2002. Participants should obtain the voting instruction forms for that purpose from The Bank of New York by calling (646) 885-3291, Attention Thomas Abbott. In addition, Participants must follow the procedure described below.

To provide BNY 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 BNY on a position in its DTC account will be asked to provide BNY 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 The Bank of New York.

BNY 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 ADSs CUSIP (29759W 10 1), temporarily credit the position to an account maintained for BNY, ADS Contra-CUSIP #(29759W 99 4). DTC will return this position to the Participant's account under the base CUSIP numbers upon instructions from BNY once the blocking process has been completed, this should occur on May 24, 2002.

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

Joseph Ranieri

Manager

Attachments

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

VIA FACSIMILE (646) 885-3043

THE BANK OF NEW YORK, AS DEPOSITARY ("BNY")
620 AVENUE OF THE AMERICAS, 6TH FLOOR
NEW YORK, NY 10011
ATTN: THOMAS ABBOTT

FOR PURPOSES OF ATTENDING THE ANNUAL MEETING OF SHAREHOLDERS OF DELHAIZE, A CORPORATION ORGANIZED UNDER THE LAWS OF BELGIUM ("THE COMPANY"), TO BE HELD IN BELGIUM, ON MAY 23, 2002, (THE "MEETING"), TO ADDRESS THE MEETING AND TO VOTE THEREAT.

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 "BNY" THE NUMBER OF AMERICAN DEPOSITORY RECEIPTS ('ADSs'), SPECIFIED BELOW, WHICH ADRs REPRESENT AMERICAN DEPOSITORY SHARES OF THE COMPANY, UNTIL "BNY" 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 "BNY" 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 "BNY" OF AN INSTRUMENT SIMILAR TO THIS INSTRUMENT RELATING TO THE VOTING OF ADSs SPECIFIED BELOW AT THE MEETING. THE FILING OF WHICH INSTRUMENT SHALL REVOKE ALL THE AGREEMENTS AND INSTRUCTIONS SPECIFIED HEREIN.

NAME OF PARTICIPANTS

NUMBER OF AMERICAN DEPOSITORY RECEIPTS

DATED: _____ 2002

FACSIMILE SIGNATURE OF CEDE & CO.

(PARTICIPANT LETTERHEAD)

_____, 2002

The Depository Trust Company
55 Water Street – 50th Floor
New York, NY 10041

RE: Delhaize Class A cusip # 29759W 10 1

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 , American Depository Receipts to vote at the Ordinary Shareholders Meeting of Delhaize scheduled to be held on May 23, 2002, please take the following actions:

- (1) Have your nominees, Cede & Co., complete and sign the attached Proxy with respect to the deposited ADSs and make the signed Proxy available for pick-up by The Bank of New York ("BNY") and
- (2) Deliver the Deposited ADSs from the undersigned's above-referenced account to an account with you maintained on behalf of "BNY" until "BNY" 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 April 1, 2002 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)

(Title) & (Telephone Number)