

The Depository Trust Company
IMPORTANT
NOTICE

B#: 3451-08
DATE: May 06, 2008
TO: ALL PARTICIPANTS
CATEGORY: Proxy
FROM: DTC PROXY DEPARTMENT
ATTENTION: PROXY/REORGANIZATION MANAGER
SUBJECT: DELHAIZE GROUP
AMERICAN DEPOSITORY SHARES
CUSIP #29759W101

The Bank of New York (“BNY”), Depository for the above captioned American Depository 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 May 22, 2008. 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 April 08, 2008. Persons who hold Delhaize Group ADS’s on April 8, 2008, 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 BNY May 14, 2008 to be counted. Participants should obtain the voting instruction forms for that purpose from The Bank of New York by calling (212) 815-3895, Attention: Ellen O’Brien. 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 Group 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 23,2008.

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 (212) 571-3050

THE BANK OF NEW YORK, AS DEPOSITARY (“BNY”)
101 BARCLAY STREET, 22 WEST
NEW YORK, NY 10286
ATTN: ELLEN O’BRIEN
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 OM MAY 22, 2008.

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 ADSs 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 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 DEPOSITORY RECEIPTS

DATED: _____ 2008

FACSIMILE SIGNATURE OF CEDE &CO.

(PARTICIPANT LETTERHEAD)

_____, 2008

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

RE: Delhaize Group 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 Group, American Depositary Receipts to vote at the Ordinary Shareholders Meeting of Delhaize Group to be held on May 22, 2008, 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 8, 2008 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)

