

The Depository Trust Company

IMPORTANT

B#: 9510-06

DATE: April 05, 2006

TO: ALL PARTICIPANTS

CATEGORY: Proxy

FROM: DTC PROXY DEPARTMENT

ATTENTION: PROXY/REORGANIZATION MANAGER

SUBJECT: DELHAIZE GROUP
AMERICAN DEPOSITARY SHARES
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 Extraordinary General Meeting, for which a first call will be held on April 25, 2006. Shareholders representing at least 50% of the share capital of the company must attend the meeting in order for the meeting to be validly held. If this quorum requirement is not satisfied, the Extraordinary Shareholders’ Meeting will be reconvened at a second call to be held on May 24, 2006 at which a quorum is not required. Delhaize Group 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 Group ADSs to vote at the meeting, BNY has established a record date of March 15, 2006. Persons who hold Delahaize Group ADS’s on March 15, 2006, 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 Delahaize, Articles of Association) may provide instructions to BNY. Participants must provide such instructions by April 14, 2006. Participants should obtain the voting instruction forms for that purpose from The Bank of New York by calling (212) 815-8257, Attention Robert Goad. 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 number upon instructions from BNY once the voting has been completed. This should occur on April 26, 2006 for the first call and May 25, 2006 for the second call..

Inquiries regarding this notice should be directed to Kathy Caziarc at (813) 470-1115.

Steve Gaertner

Manager

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: ROBERT GOAD
ADR DEPARTMENT

FOR PURPOSES OF ATTENDING THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF DELHAIZE GROUP, A CORPORATION ORGANIZED UNDER THE LAWS OF BELGIUM ("THE COMPANY"), TO BE HELD IN BELGIUM, FOR WHICH A FIRST CALL WILL BE HELD ON APRIL 25, 2006. SHAREHOLDERS REPRESENTING AT LEAST 50% OF THE SHARE CAPITAL OF THE COMPANY MUST ATTEND THE MEETING IN ORDER FOR THE MEETING TO BE VALIDLY HELD. IF THIS QUORUM REQUIREMENT IS NOT SATISFIED, THE EXTRAORDINARY SHAREHOLDERS' MEETING WILL BE RECONVENED AT A SECOND CALL TO BE HELD ON MAY 24, 2006 AT WHICH A QUORUM IS NOT REQUIRED.

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 DEPOSITARY RECEIPTS ('ADSs'), SPECIFIED BELOW, WHICH ADSs REPRESENT AMERICAN DEPOSITARY 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 DEPOSITARY RECEIPTS

DATED: _____ 2006

FACSIMILE SIGNATURE OF CEDE & CO.

(PARTICIPANT LETTERHEAD)

_____, 2006

The Depository Trust Company
55 Water Street – 50th 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 Extraordinary Shareholders Meeting of Delhaize Group for which a first call will be held on April 25, 2006. Shareholders representing at least 50% of the share capital of the company must attend in order for the meeting to be validly held. If the quorum requirement is not satisfied, the Extraordinary Shareholders’ Meeting will be reconvened at a second call to be held on May 24, 2006 at which a quorum is not required, 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 March 15, 2006 and are on the date hereof, on deposit in the undersigned’s above-referenced account. Note: Should a quorum not be present at the first call of the Extraordinary General Meeting , these ADSs must be re-delivered to a blocked account with DTC by the close of business on May 15, 2006 in order to be counted at the second call of the Extraordinary General Meeting to be held on May 24, 2006, with respect to proposals to be considered at the second call.

Very truly yours,

(Print Participant’s Name)

(Signature) and (Medallion Stamp)

(Print Name)

(Title) & (Telephone Number)