

## DELHAIZE GROUP SA

Statutory Auditor's report  
for the year ended  
31 December 2005

## DELHAIZE BROTHERS AND CO "THE LION" (DELHAIZE GROUP) SA

### STATUTORY AUDITOR'S REPORT FOR THE YEAR ENDED 31 DECEMBER 2005 TO THE SHAREHOLDERS' MEETING

To the Shareholders

As required by law and the company's articles of association, we are pleased to report to you on the audit assignment which you have entrusted to us.

We have audited the financial statements of Delhaize Group SA for the year ended 31 December 2005, prepared in accordance with the legal and regulatory requirements applicable in Belgium, which show total assets of EUR 5.146.332 (000) and a profit for the year of EUR 81.081 (000). We have also performed those specific additional audit procedures required by the Companies Code.

The Board of Directors of the company is responsible for the preparation of the financial statements and the directors' report, for the assessment of the information that should be included in the directors' report, and the company's compliance with the requirements of the Companies Code and its articles of association.

Our audit of the financial statements was conducted in accordance with legal requirements and auditing standards applicable in Belgium, as issued by the "Institut des Reviseurs d'Entreprises/Instituut der Bedrijfsrevisoren".

#### **Unqualified audit opinion on the financial statements**

The forementioned auditing standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

In accordance with these standards we have taken into account the administrative and accounting organization of the company as well as its internal control processes. The responsible officers of the company have replied clearly to all our requests for explanations and information. We have examined, on a test basis, the evidence supporting the amounts included in the financial statements. We have assessed the basis of the accounting policies used, the significant accounting estimates made by the company and the presentation of the financial statements, taken as a whole. We believe that our audit provides a reasonable basis for our opinion.



In our opinion, taking account of the legal and regulatory requirements applicable in Belgium, the financial statements as of 31 December 2005 give a true and fair view of the company's assets, liabilities, financial position and results.

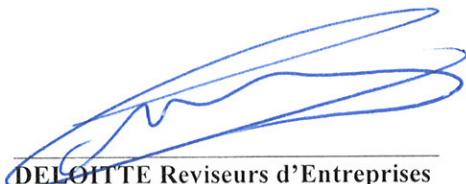
### **Additional attestations and information**

We supplement our report with the following attestations and information which do not change the scope of our audit opinion on the financial statements:

- The directors' report includes the information required by law and is in agreement with the financial statements. However, we are unable to express an opinion on the description of the principle risks and uncertainties confronting the company, or on the status, future evolution, or significant influence of certain factors on its future development. We can, nevertheless, confirm that the information given is not in obvious contradiction with any information obtained in the context of our appointment.
- Without prejudice to certain formal aspects of minor importance, the accounting records are maintained and the financial statements have been prepared in accordance with the legal and regulatory requirements applicable in Belgium.
- We have not identified any transactions that have been undertaken or decisions taken in violation of the company's articles or the Companies Code. The appropriation of the results proposed to the General Meeting is in accordance with the requirements of the law and the company's articles.
- In accordance with article 523 of the Companies Code the Board of Directors of Delhaize Group SA has attached the minutes of its meeting of 3 May 2005 to its annual report. During this meeting seven directors of the company have declared to have a conflict of interest in view of a decision to be taken by the Board of Directors. This decision relates to the undertaking of the company to indemnify Mr. Pierre-Olivier Beckers, Baron Georges Jacobs, Count Arnoud de Pret Roose de Calesberg, Count Richard Goblet d'Alviella, Mr. Robert J. Murray, Dr. William L. Roper and Mr. Didier Smits and all future directors to the maximum extent permitted by law, for damage sustained in the context of their mandate as director, except if the liability or expense is covered by insurance taken by the company or if the liability of a director would arise out of such director's fraud or willful misconduct. The independent directors who are not covered by the indemnification mechanism, have unanimously approved this indemnification resolution.

16 March 2006

### **The Statutory Auditor**



**DELOITTE** Reviseurs d'Entreprises  
SC s.f.d. SCRL  
Represented by Philip Maeyaert