

Reasoned opinion
of the Board of Directors of the company «ALFA BETA VASSILOPOULOS S.A.»
(«AB» or the «Company»)
regarding the Voluntary Tender Offer of
«DELHAIZE “THE LION” NEDERLAND B.V.» («DELNED» or the «Offeror»)
For the purchase of all the common shares of AB

Following the submission by DELNED on 18 May 2009 (“Date of the Tender Offer”) of a voluntary tender offer for the purchase of all common shares of the Company (the “Tender Offer”) and the publication on 11 June 2009 of the approved by the Hellenic Capital Market Commission information circular of DELNED (the “Information Circular”), the Board of Directors of AB met on 19 June 2009 to formulate, in accordance with article 15 of I. 3461/2006 on public offers (the “Law”), the present reasoned opinion (the “Reasoned Opinion”) in relation to the Tender Offer.

According to the Information Circular, the Tender Offer relates to the acquisition by the Offeror of all common nominal shares of the Company, with a nominal value of €1.50 each (the “Shares”), which the Offeror did not already own directly or indirectly as at the Date of the Tender Offer (the “Tender Offer Shares”). More specifically, at the Date of the Tender Offer, the Tender Offer Shares amounted to 4.422.106 Shares that represented approximately 34,73% of the share capital and voting rights of the Company,

It is noted that the Shares are listed and traded on the Athens Stock Exchange (“**ASE**”). The offer price for the purchase of each Tender Offer Share amounts to €30.50 in cash (the “**Offer Price**”).

As of the Date of the Tender Offer, the Offeror already held 8.310.614 Shares, corresponding to appr. 65.27% of the paid share capital and the voting rights of the Company, while no other member of Delhaize Group held, either directly or indirectly, Shares or voting rights of the Company as of such date.

A. Number of Shares that are held or controlled directly or indirectly by members of the Board of Directors and the management of the Company:

The members of the Board of Directors of the Company and its management – members of the Executive Committee of the Company (the “Management Team”), are the following:

Members of the Board of Directors:

1. **Pierre-Olivier Beckers**, non-executive Chairman of the Board of Directors
2. **Konstantinos Macheras**, Executive Member as Chief Executive Officer
3. **Stefan Descheemaeker**, non-Executive Member of the Board of Directors
4. **Nicolas F.V.P.M. Hollanders de Ouderaen**, non-Executive Member of the Board of Directors
5. **Michael Waller**, non-Executive Member of the Board of Directors
6. **Tryfon Kollintzas**, independent non-Executive Member of the Board of Directors
7. **Alexandros Fylaktopoulos**, independent non-Executive Member of the Board of Directors

Management Team:

1. **Leonidas Vrettakos**, Executive Director of Development and Strategic Marketing
2. **Nickos Iossipou**, Executive Supply Chain Director
3. **Maria Kuhkalani**, Chief Assistant to the CEO
4. **Spyros Kyrousis**, Executive Logistics Director
5. **Dimitris Printzios**, Executive Retail Operations Director
6. **Bradley Smith**, Chief Financial Officer
7. **Vassilis Stavrou**, Executive HR Director
8. **Petros Trahanas**, Executive Buying Director

On 18th June 2009, the members of the Board of Directors and the Management Team did not hold or control directly or indirectly any Shares, with the exception of Mr. Konstantinos Macheras, Chief Executive Officer, who held 33.837 Shares.

B. Actions that have already been taken or are intended to be taken by the Board of Directors of the Company in relation to the Tender Offer:

The Board of Directors of the Company was informed in writing on 18 May 2009 of the decision of DELNED regarding the submission of the Tender Offer and informed accordingly the employee representatives of the Company the same day. Subsequently, the Board of Directors of the Company selected as financial advisor, in accordance with article 15 of the Law, the CREDIT SUISSE SECURITIES (EUROPE) LIMITED (the “Advisor”), for the purpose of compiling, in accordance with the Law, a detailed report accompanying the Reasoned Opinion of the Board of Directors.

The Information Circular was approved by the Hellenic Capital Market Commission on 5 June 2009 and was made available to the public on 11 June 2009, on which date it was communicated by the Board of Directors of the Company to the Company’s employees..

Subsequently, and according to the Law, the Board of Directors of the Company will publish and submit its Reasoned Opinion to the Hellenic Capital Market Commission and the Offeror, notifying it, at the same time, to the representatives of the Company’s employees. It is noted that the representatives of the Company’s employees have not to date submitted to the Board of Directors a separate opinion in respect of the Tender Offer effects on the employees’ employment.

Beyond the above, the Board of Directors of the Company did not take any other specific action in relation to the Tender Offer.

In addition, the Board of Directors did not take and does not intend to take any action that is not part of the regular course of action of the Company and that could lead to a cancellation of the Tender Offer.

C. Agreements between the Board of Directors or the members of the Board of Directors and the Offeror

No such agreements exist.

For the sake of completeness, it is noted that Mr. Pierre Olivier Beckers, Non executive Chairman of the Board of Directors of AB, is a director at the Board of Directors of the Offeror.

D. Reasoned Opinion of the Board of Directors with respect to the Tender Offer

D.1. The Offeror has stated in the Information Circular that it intends to pay the Offer Price in cash for each Tender Offer Share lawfully and validly accepted in the context of the Tender Offer.

According to the announcement of DELNED of 18 May 2009:

The above Offer Price is higher by:

- 22% from the closing stock market price on 15th May 2009
- 26,4% from the volume weighted average closing stock market price of the last three month period ended on May 15th 2009
- 17,52% from the volume weighted average closing stock market price of the last six-month period ended on May 15th, 2009

– The Offeror will assume the payment of the 0.08% clearance duties levied in favor of HELEX in relation to the registration of the off-exchange transfer of the tendered Shares, which would otherwise be payable by the accepting shareholders, in accordance with article 7 of the codified Decision 153/18 December 2006 of the Board of Directors of HELEX. Consequently, the accepting shareholders will receive the Offer Price net from the above duties, after deduction of the stock exchange trading tax 0.15%, according to article 21 L. 3697/2008 in connection to article 42 L. 3756/2009.

D.2. The Advisor, using internationally accepted valuation methods, advised the Board of Directors of the Company that the Offer Price is fair from a financial point of view to the holders of the Tender Offer Shares.

D.3. The Offeror has stated in the Information Circular that if, following the end of the acceptance period, the Offeror holds, directly or indirectly, Shares representing in aggregate at least 90% of the total voting rights of the Company:

A) the Offeror will exercise the right to require the transfer to it of all remaining Shares, in accordance with article 27 of the Law (“Squeeze-out Right”).

B) the Offeror is under the obligation to acquire through on market transactions all the Shares which will be offered to it within a period of three (3) months from the publication of the results of the Tender Offer, against payment in cash of the Offer Price, in accordance with article 28 of the Law.

Subsequently, the Offeror will convene a general meeting of the Shareholders with the item of the agenda being the delisting of the Shares from the ATHEX.

D.4. The Business Strategy of the Offeror

As the Offeror has analytically stated in paragraph 5.6 of the Information Circular:

“Having full control of the Company will simplify Delhaize Group’s structure since, save for AB, none of DG’s direct and indirect subsidiaries have listed shares. In addition, AB will continue to be fully supported by Delhaize Group (e.g. in respect of cost capital, synergies, etc.) with an increased operational flexibility, as well as to become even more the platform for growth in Greece and the Balkans of DG.”

“The Offeror intends, based on the current market conditions, to continue operating the Company with no major changes to the business and its operations and with no changes regarding current labour relationships. Moreover, on the basis of the current market conditions, the Offeror does not plan to pursue substantial changes in the employment terms and the total number of employees of the Company or its subsidiaries.”

“In the event that, if at any time following Completion, the Shares are delisted from the Exchange, the Offeror intends to change the governance structure of AB and make any other administrative changes to take into account the fact that the Company will no longer need to comply with the requirements imposed on listed companies...”

“Finally, Delhaize Group has full confidence in the management team of AB, including its Managing Director, which has been instrumental in the success of the Company the last years and, as a result, there are no plans to change its composition.”

<p>The Board of Directors of the Company taking into account the above unanimously forms the following opinion:</p>
--

A. According to what is mentioned in the Information Circular, the successful outcome of the Tender Offer is not expected to negatively affect the interests of the Company or have any negative consequences on the interests of the Company’s employees, given that the Offeror clearly states that the Company will continue to operate without significant change to the business and its operation, while at the same time the company’s growth will continue, as well as that neither the number of employees at the Company and its affiliates nor their employment terms will be substantially altered.

B. The strategic plans of the Offeror, as described in the Offering Circular, are not expected to adversely impact the terms of employment in the areas where the Company operates.

C. The Offer Price of €30,50 per Share is fair from a financial point of view to the holders of Tender Offer Shares.

It is noted that in any case the present Reasoned Opinion should not be interpreted as a recommendation or advice towards the Shareholders for the acceptance or rejection of the Tender Offer.

The present Reasoned Opinion of the Company’s Board of Directors is compiled according to the provisions of article 15, par. 1 & 2 of the Law, is submitted to the Hellenic Capital Market Commission and to the Offeror, according to article 15 par. 3, and is published according to article 16 par. 1 of the Law.

This document is an English translation of the original Greek version. In case of discrepancy or inconsistency between the two versions, the original Greek version shall prevail.

Gerakas, 22 June 2009
FOR THE BOARD OF DIRECTORS OF ALFA BETA VASSILOPOULOS S.A.

KONSTANTINOS MACHERAS
CHIEF EXECUTIVE OFFICER