



DELHAIZE AMERICA GIFTS AND GRATUITIES FROM THIRD PARTIES POLICY

Purpose

Delhaize America strives to maintain a cordial but professional relationship with its vendors, suppliers, franchisees, contractors, and other members of the business community. These relationships are vital to our success, and should be based on good business judgment, mutual trust and fair dealing. We believe, however, that activities typically described as “relationship building” can have a financial cost and may impair our objectivity as we make business decisions. For example, benefits that Delhaize America associates receive from vendors may eventually result in higher costs to us that ultimately are passed on to our customers. Furthermore, gifts or entertainment provided to our associates by a vendor can make it difficult to be objective when dealing with the person or company that provides such benefits.

The Delhaize Group Guide for Ethical Business Conduct sets forth the general principles that should guide our approach to receiving gifts and gratuities. For purposes of this Policy, "Gifts" and/or "Gratuities" includes anything of value that may be received from a vendor, including travel, dining and entertainment. This Delhaize America Gifts and Gratuities from Third Parties Policy is intended to provide additional guidance for Delhaize America associates. While not every possible scenario or situation is addressed in this Policy, the Policy should help resolve most issues that you encounter. If after reviewing the Guide and this Policy you are still unsure about the proper course of action, you should contact the Delhaize America Office of Compliance and Ethics.

General Principle

Transparency and business purpose should be the guiding principles for the acceptance of anything of value from a vendor. Delhaize America associates may not accept gifts or entertainment from any organization or individual whether or not the Company is currently doing business with the vendor if doing so might impair, or appear to impair, their ability to perform Company duties or to exercise judgment in a fair and unbiased manner. Any such gift or entertainment must have a business purpose and must be appropriately disclosed using the Gratuities Log. Delhaize America associates should never benefit personally from any business transaction made on behalf of the Company.

Additional Guidance

Solicitation of Gifts, Facility Usage or Funding

- No Delhaize America associate is to solicit or accept gifts, favors, or gratuities from any person or company that is or may become a vendor or supplier of Delhaize America, and all such attempts are to be discouraged.
- Vendors may not be solicited to fund department luncheons or dinners. However, the vendor can provide meeting facilities and/or sponsor the luncheon or dinner if he/she is in attendance and participates in the business discussions or is an active participant on the agenda.

Acceptance of Gifts

- Salaried associates may not accept vendor's gifts of recognition or gratitude with a dollar value of \$50.00 or more unless approved by the associate's immediate supervisor. All other gifts must be returned to the vendor or donated to a Delhaize America charitable organization or to an external charitable organization. If a gift is donated, the vendor must be made aware of the donation.
- Hourly associates may not accept any gift or gratuity without written prior approval of their supervisors or managers. If the associate receives approval to accept the gift or gratuity, the associate should then record the gift or gratuity in the Gratuities Log.
- Associates may accept promotional materials or other gifts with a value less than \$50.00 as long as the gift:
 - Is reasonable and customary;
 - Is accepted without any express or implied understanding that the recipient is in any way obligated; and,
 - Would not embarrass our Company if publicly disclosed.
- All gifts, regardless of value must be reported using the Gratuities Log; however, only gifts with a value of \$50.00 or more require supervisor or manager approval.

Events and Entertainment

- Meetings or recreational events attended by Delhaize America associates involving a vendor or supplier must be for the primary purpose of developing business relationships, and the vendor must be in attendance.

Associate Travel

- Associate travel on vendor aircraft must be approved by a Vice President and must have a clear business purpose such as visiting the vendor's manufacturing or production facilities. Solicitation of such aircraft and/or use of such aircraft for personal transportation is never permitted. Any such travel on vendor aircraft must be conducted in accordance with the Delhaize America Aviation Policy.

General Guidelines

- Individual departments or functional areas may impose additional limitations on categories of associates that may participate in activities with vendors. Departments are encouraged to frequently review gratuities logged by department associates. All associates that have direct reports are responsible for ensuring the appropriateness of the gifts and gratuities received by the associates within their reporting structure.

The following examples are gift and entertainment items from third parties that are NEVER permitted, and constitute a violation of the Guide for Ethical Business Conduct:

- Cash gifts or equivalent are not allowed nor any cash payments for participation such as a speaking honorarium
- Gift cards¹, loans, stocks or stock options.
- Any gift or entertainment item provided in direct exchange for a reciprocal action.
- Any item that is illegal or sexually explicit, involves gambling, or would otherwise violate our Guide for Ethical Business Conduct.

¹ While gift cards or prizes awarded at Company sponsored events do not constitute a gratuity under this Policy, receipt of these gift cards may create tax liability for the associate.

- Any item that may present an appearance of impropriety or conflict of interest.
- Any item exchanged during a competitive bid process or contract negotiation with a customer or vendor.
- Excessive, lavish, or frequent gifts or entertainment.
- Any item that may violate the gift policy of the provider of the gift.

Supplemental Policy Guidelines for Associates Directly Involved in the Procurement or Management of Vendor Products or Services

As a supplement to our Delhaize America Gift and Gratuities Policy, the following more specific guidelines apply to associates that are directly involved in the procurement or management of vendor products or services. Examples include, but are not limited to, associates within Supply Chain or IT.

Context

Our ability to build strategic business relationships is important to further business knowledge and encourage proactive involvement in each other's businesses in service of achieving excellent business results. Activities that serve to build these relationships, should also serve to further Delhaize America goals. They should not allow the unique approach to our business to be unfairly leveraged by our vendor partners or create questions about Delhaize America's associates being unfairly influenced due to these relationships or participation in events/activities.

Conceptually, our business relationships with our vendors are a result of our roles in the business and all our actions directly and indirectly reflect on Delhaize America. Therefore, all interactions with vendors should fully display Delhaize America's values (Determination, Humility, Humor, Courage, and Integrity).

These guidelines are in addition to those set forth by the Delhaize America Gift and Gratuities From Third Parties policy.

Solicitation of Gifts, Facility Usage or Funding

- Solicitation for charitable activities or other company sponsored activities is allowed; subject to approval through the respective charitable foundation and functional area officer.
- Additionally, Delhaize America may choose to support vendor charitable activities, subject to officer approval.

Acceptance of Gifts, Products or Samples

- Samples, in reasonable quantities are allowed, so managers are knowledgeable of the products they manage.
- Any free tickets offered on behalf of a vendor must be refused or auctioned off to associates.

Events and Entertainment

- Salaried associates involved with the procurement or management of vendors' products may attend local recreational or sporting events with vendors with supervisor approval.
- Non-local / major event participation requires officer level approval, and the associate is responsible for any travel related costs.
- Associates attending a recreational event must be accompanied by the vendor providing the tickets.
- If event falls during normal working hours, the associate must use personal time off to attend.
- All events must be recorded via the Gratuities Log.
- Spouse or partner participation in activities is discouraged, but can be allowed; subject to officer approval.

Dinners and Lunches

- Managers involved with the procurement or management of vendors' products may attend meals with vendors and manufacturers to develop and nurture business partnerships without prior approval from a Supervisor. All such appointments must be recorded via the Gratuities Log.
- Non-manager level associates must obtain supervisor approval to attend a vendor lunch/dinner.

Associate Travel

- Salaried associates involved with the procurement or management of vendors' products may travel with vendors/manufacturers for the primary purpose of building business and strengthening partnerships (the primary purpose of the travel may not be for events and entertainment). All such travel must be approved in advance by the Vice President through which the associate reports. In the case of travel by Vice Presidents, such travel must be approved by the person to whom they report. Any events such as lunch or dinner incurring travel-related expenses must be documented via the Gratuities Log.
 - For travel related to banner visits, conventions and/or trade shows, the cost of travel and travel-related expenses (flights / lodging) should be paid for by Delhaize America.
 - For travel related to plant tours, headquarters visits, or advisory board capacity, the cost of travel and travel-related expenses (flights / lodging) can be paid for by the vendor.

General Guidelines

- Any industry or relationship building event that involves more than lunch or a working dinner and has a retail value greater than \$250.00, requires officer approval.