

Extraordinary General Meeting of Shareholders

Resolutions taken March 14, 2016

Summary of the resolutions taken at the Extraordinary General Meeting of Shareholders of Koninklijke Ahold N.V. (Royal Ahold) on March 14, 2016:

Agenda item 2: Merger proposal

Overview votes		
For	673,720,925	99.97%
Against	175,977	0.03 %
Abstained	1,019,701	
Total	674,916,603	
Shares represented ¹		
	868,968,743	79.94%

Proposed appointments of members of the Management board and the Supervisory Board in relation to the merger

Agenda item 3.a: Proposal to appoint Mr. F. Muller as member of the Management Board (with effect from the Effective Time and conditional upon the Merger having become effective)

Overview votes		
For	665,398,405	99.94%
Against	375,912	0.06 %
Abstained	9,137,049	
Total	674,911,366	
Shares represented		
	868,963,506	79.94%

¹ On February 15, 2016, after market close, the total number of ordinary shares Koninklijke Ahold N.V. outstanding is 818,671,089 ordinary shares, each entitled to one vote. Also 268,415,103 cumulative preferred financing shares are outstanding, to which 74,362,963 voting rights are attached. The total number of voting rights is 893,034,052. Percentages have been rounded.

Agenda item 3.b: Proposal to appoint Mr. P. Bouchut as member of the Management Board (with effect from the Effective Time and conditional upon the Merger having become effective)

Overview votes		
For	665,374,568	99.94%
Against	403,865	0.06%
Abstained	9,133,364	
Total	674,911,797	
Shares represented		
	868,963,937	79.94%

Agenda item 3.c: Proposal to appoint Mr. K. Holt as member of the Management Board (with effect from the Effective Time and conditional upon the Merger having become effective)

Overview votes		
For	665,384,607	99.94%
Against	397,280	0.06%
Abstained	9,130,614	
Total	674,912,501	
Shares represented		
	868,964,641	79.94%

Agenda item 3.d: Proposal to appoint Mr. M. Jansson as member of the Supervisory Board (with effect from the Effective Time and conditional upon the Merger having become effective)

Overview votes		
For	662,464,841	99.50%
Against	3,315,997	0.50%
Abstained	9,130,495	
Total	674,911,333	
Shares represented		
	868,963,473	79.94%

Agenda item 3.e: Proposal to appoint Mr. J. de Vaucleroy as member of the Supervisory Board (with effect from the Effective Time and conditional upon the Merger having become effective)

Overview votes		
For	663,054,711	99.62%
Against	2,541,907	0.38%
Abstained	9,313,216	
Total	674,909,834	
Shares represented		
	868,961,974	79.93%

Agenda item 3.f: Proposal to appoint Mr. P. De Maeseneire as member of the Supervisory Board (with effect from the Effective Time and conditional upon the Merger having become effective)

Overview votes		
For	660,316,456	99.18%
Against	5,462,822	0.82%
Abstained	9,133,834	
Total	674,913,112	
Shares represented		
	868,965,252	79.94%

Agenda item 3.g: Proposal to appoint Ms. D. Leroy as member of the Supervisory Board (with effect from the Effective Time and conditional upon the Merger having become effective)

Overview votes		
For	626,416,070	94.09%
Against	39,365,424	5.91%
Abstained	9,131,043	
Total	674,912,537	
Shares represented		
	868,964,677	79.94%

Agenda item 3.h: Proposal to appoint Mr. W.G. McEwan as member of the Supervisory Board (with effect from the Effective Time and conditional upon the Merger having become effective)

Overview votes		
For	663,386,431	99.64%
Against	2,390,950	0.36%
Abstained	9,135,354	
Total	674,912,735	
Shares represented		
	868,964,875	79.94%

Agenda item 3.i: Proposal to appoint Mr. J.L. Stahl as member of the Supervisory Board (with effect from the Effective Time and conditional upon the Merger having become effective)

Overview votes		
For	660,518,924	99.31%
Against	4,582,054	0.69%
Abstained	9,810,416	
Total	674,911,394	
Shares represented		
	868,963,534	79.94%

Agenda item 3.j: Proposal to appoint Mr. J. Thijs as member of the Supervisory Board (with effect from the Effective Time and conditional upon the Merger having become effective)

Overview votes		
For	656,737,946	98.64%
Against	9,032,235	1.36%
Abstained	9,140,103	
Total	674,910,284	
Shares represented		
	868,962,424	79.94%

Agenda item 4: Proposed capital repayment and reverse stock split

Overview votes		
For	664,255,130	99.58%
Against	2,815,058	0.42%
Abstained	7,843,041	
Total	674,913,229	
Shares represented		
	868,965,369	79.94%

Agenda item 5: Proposed amendment of the articles of association in connection with an option right to Stichting Ahold Continuïteit (S.A.C.)

This agenda item has been withdrawn prior to the meeting.

Composition of the Management Board

Agenda item 6.a: Proposal to re-appoint Mr. J. Carr (for a new term)

Overview votes		
For	665,389,505	99.94%
Against	368,983	0.06%
Abstained	9,134,321	
Total	674,892,809	
Shares represented		
	868,944,949	79.93%

Agenda item 6.b: Proposal to re-appoint Mr. J.E. McCann (for a new term)

Overview votes		
For	665,409,911	99.94%
Against	373,789	0.06%
Abstained	9,130,022	
Total	674,913,722	
Shares represented		
	868,965,862	79.94%

Composition of the Supervisory Board

Agenda item 7.a: Proposal to re-appoint Mr. M.G. McGrath (for a new term)

Overview votes		
For	653,657,843	98.18%
Against	12,123,670	1.82%
Abstained	9,129,366	
Total	674,910,879	
Shares represented		
	868,963,019	79.94%

Agenda item 7.b: Proposal to appoint Ms. M.A. Citrino

Overview votes		
For	664,168,868	99.76%
Against	1,605,026	0.24%
Abstained	9,136,173	
Total	674,910,067	
Shares represented		
	868,962,207	79.93%

Agenda item 8: Proposal to amend the remuneration policy of the Management Board

This agenda item has been withdrawn prior to the meeting.

Agenda item 9: Proposal to amend the remuneration of the Supervisory Board

Overview votes		
For	660,973,630	99.19%
Against	5,425,192	0.81%
Abstained	8,513,116	
Total	674,911,938	
Shares represented		
	868,964,078	79.94%

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