

## POWER OF ATTORNEY

For the Extraordinary General Meeting of Shareholders (EGM) of Koninklijke Ahold N.V. to be held on **March 14, 2016 from 2:00 PM CET** at the Amsterdam RAI Forum Centre, Europaplein in Amsterdam, the Netherlands.

The undersigned,

\_\_\_\_\_  
 \_\_\_\_\_ (name),  
 \_\_\_\_\_ (address),  
 \_\_\_\_\_ (postal code and town),  
 \_\_\_\_\_ (country),

hereinafter referred to as "the Shareholder", acting in his capacity as holder of \_\_\_\_\_ (number) shares in Koninklijke Ahold N.V., hereby grants a power of attorney to: (\*)

\_\_\_\_\_  
 \_\_\_\_\_ (name),  
 \_\_\_\_\_ (address),  
 \_\_\_\_\_ (postal code and town),  
 \_\_\_\_\_ (country),

to represent the Shareholder at the EGM of Koninklijke Ahold N.V. and to speak on behalf of the Shareholder and to vote the shares in respect of the items on the agenda for the EGM, in the manner set out below:

No.	Agenda	For	Against	Abstain
1.	Opening	n.a.	n.a.	n.a.
2.	Merger Proposal a. Approval of the Merger Proposal, resolution to merge, share premium reserves and approval for the method of fulfilling Belgian real estate formalities b. Applying the reference provisions of Section 1:31 subsections 2 and 3 of the Dutch Law Role Employees at European Legal Entities instead of initiating negotiations with a special negotiating body as referred to in Section 2:333k subsection 12 of the Dutch Civil Code c. Amendment of the Articles of Association to be effected upon the Merger			
3.	Proposed appointments of members of the Management Board and the Supervisory Board in relation to the Merger	n.a.	n.a.	n.a.
	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)			
	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)			
	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)			
	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)			
	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)			
	(Continued on next page)	n.a.	n.a.	n.a.

(\*) Fill in Ms. A.E. Barents-de Kreuk if you do not have a preference for a representative and send the written proof that you are a shareholder (depotbewijs) to Koninklijke Ahold N.V.

No.	Agenda	For	Against	Abstain
3.	(Continued from previous page)	n.a.	n.a.	n.a.
	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)			
	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)			
	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)			
	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)			
	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)			
4.	Proposed capital repayment and reverse stock split a. Amendment of the Articles of Association (to increase the nominal value of the common shares) b. Amendment of the Articles of Association (to execute the reverse stock split) c. Amendment of the Articles of Association (to decrease the nominal value of the common shares) including a reduction of capital			
5.	Proposed amendment of the Articles of Association in connection with an option right to Stichting Ahold Continuïteit (S.A.C.)			
6.	Composition of the Management Board	n.a.	n.a.	n.a.
	a. Proposal to re-appoint Mr. J. Carr (for a new term)			
	b. Proposal to re-appoint Mr. J.E. McCann (for a new term)			
7.	Composition of the Supervisory Board	n.a.	n.a.	n.a.
	a. Proposal to re-appoint Mr. M.G. McGrath (for a new term)			
	b. Proposal to appoint Mrs. M.A. Citrino			
8.	Proposal to amend the remuneration policy of the Management Board			
9.	Proposal to amend the remuneration of the Supervisory Board			
10.	Closing	n.a.	n.a.	n.a.

Signature: \_\_\_\_\_

Place: \_\_\_\_\_

Date: \_\_\_\_\_

**This proxy must be received by Koninklijke Ahold N.V. (department Company Secretariat, P.O. Box 3000, 1500 HA Zaandam in the Netherlands) no later than March 7, 2016.**