

# General Meeting of Shareholders

## Resolutions taken April 19, 2016

Summary of the resolutions taken at the General Meeting of Shareholders of Koninklijke Ahold N.V. (Royal Ahold) on April 19, 2016:

### Agenda item 5: Proposal to adopt the 2015 financial statements

Overview votes		
For	599,274,915	<b>99.88%</b>
Against	746,361	<b>0.12%</b>
Abstained	53,179	
<b>Total</b>	600,074,455	
Shares represented <sup>1</sup>		
	794,126,595	72.69%

### Agenda item 6: Proposal to determine the dividend over financial year 2015

Overview votes		
For	600,002,886	<b>100.00%</b>
Against	8,901	<b>0.00%</b>
Abstained	54,324	
<b>Total</b>	600,066,111	
Shares represented		
	794,118,251	72.69%

### Agenda item 7: Proposal for discharge of liabilities of the members of the Management Board

Overview votes		
For	591,489,558	<b>98.70%</b>
Against	7,764,258	<b>1.30%</b>
Abstained	838,922	
<b>Total</b>	600,092,738	
Shares represented		
	794,144,878	72.69%

<sup>1</sup> On March 22, 2016, after market close, the total number of ordinary shares Koninklijke Ahold N.V. outstanding is 824,114,821 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 898,477,784.

### Agenda item 8: Proposal for discharge of liabilities of the members of the Supervisory Board

Overview votes		
For	591,497,080	<b>98.70%</b>
Against	7,769,101	<b>1.30%</b>
Abstained	838,294	
<b>Total</b>	<b>600,104,475</b>	
Shares represented		
	794,156,615	72.69%

### Agenda item 9: Proposal to amend the Remuneration Policy of the Management Board

Overview votes		
For	539,267,686	<b>90.92%</b>
Against	53,860,316	<b>9.08%</b>
Abstained	6,967,284	
<b>Total</b>	<b>600,095,286</b>	
Shares represented		
	794,147,426	72.69%

### Agenda item 10: Proposal to appoint PricewaterhouseCoopers Accountants N.V. as external auditor for financial year 2016

Overview votes		
For	595,293,296	<b>99.26%</b>
Against	4,416,923	<b>0.74%</b>
Abstained	372,402	
<b>Total</b>	<b>600,082,621</b>	
Shares represented		
	794,134,761	72.69%

### Agenda item 11: Authorization to issue shares

Overview votes		
For	584,452,331	<b>97.40%</b>
Against	15,582,729	<b>2.60%</b>
Abstained	55,299	
<b>Total</b>	<b>600,090,359</b>	
Shares represented		
	794,142,499	72.69%

### Agenda item 12: Authorization to restrict or exclude pre-emptive rights

Overview votes		
For	573,805,734	<b>95.64%</b>
Against	26,167,188	<b>4.36%</b>
Abstained	116,039	
<b>Total</b>	<b>600,088,961</b>	
Shares represented		
	794,141,101	72.69%

**Agenda item 13: Authorization to acquire shares**

Overview votes		
For	597,908,729	<b>99.72%</b>
Against	1,676,736	<b>0.28%</b>
Abstained	498,215	
<b>Total</b>	600,083,680	
Shares represented		
	794,135,820	72.69%

**Agenda item 14: Cancellation of common shares**

Overview votes		
For	599,614,396	<b>99.98%</b>
Against	124,021	<b>0.02%</b>
Abstained	348,771	
<b>Total</b>	600,087,188	
Shares represented		
	794,139,328	72.69%

Ahold Press Office: +31 88 659 5343

