

## POWER OF ATTORNEY

For the Annual General Meeting of Shareholders ("AGM") of Koninklijke Ahold N.V. to be held on **April 15, 2015 from 14:00 CET** in the Muziekgebouw aan 't IJ, Piet Heinkade 1 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 AGM 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 AGM, in the manner set out below:

No.	Agenda	For	Against	Abstain
1.	Opening	n.a.	n.a.	n.a.
2.	Report of the Management Board for financial year 2014	n.a.	n.a.	n.a.
3.	Explanation of policy on additions to reserves and dividends	n.a.	n.a.	n.a.
4.	Explanation of implementation of the remuneration policy of the Management Board	n.a.	n.a.	n.a.
5.	Proposal to adopt 2014 financial statements			
6.	Proposal to determine the dividend over financial year 2014			
7.	Proposal for discharge of liability of the members of the Management Board			
8.	Proposal for discharge of liability of the members of the Supervisory Board			
9.	Composition of the Management Board Proposal to appoint Mr. A.D. Boer as a member of the Management Board for a new term, with effect from April 15, 2015			
10.	Composition of the Supervisory Board Proposal to appoint Mr. R.F. van den Bergh as a member of the Supervisory Board for a new term, with effect from April 15, 2015			
11.	Proposal to amend the remuneration policy of the Management Board			
12.	Proposals to amend the Articles of Association			
	a. Proposal to amend the Articles of Association to reduce the authorised capital of the Company			
	b. Proposal to amend the Articles of Association to			

(\*) Fill in W. Kokkedee 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.

	<b>reduce the minimum number of members of the Management Board</b>			
<b>13.</b>	<b>Appointment Auditor</b> Proposal to appoint PricewaterhouseCoopers Accountants N.V. as external auditor of the Company for financial year 2015.			
<b>14.</b>	<b>Authorization to issue shares</b> Proposal to authorize the Management Board for a period of 18 months, i.e. until and including October 15, 2016, to issue common shares or grant rights to acquire common shares up to a maximum of 10% of the issued share capital, subject to the approval of the Supervisory Board.			
<b>15.</b>	<b>Authorization to restrict or exclude pre-emptive rights</b> Proposal to authorize the Management Board for a period of 18 months, i.e. until and including October 15, 2016, to restrict or exclude, subject to the approval of the Supervisory Board, pre-emptive rights in relation to the issue of common shares or the granting of rights to acquire common shares.			
<b>16.</b>	<b>Authorization to acquire shares</b> Proposal to authorize the Management Board for a period of 18 months, i.e. until and including October 15, 2016, to acquire shares in the Company, subject to the approval of the Supervisory Board, up to a maximum of 10% of the issued share capital at the date of acquisition. Shares may be acquired at the stock exchange or otherwise, at a price (i) for common shares between par value and 110% of the opening price at Euronext Amsterdam N.V. at the date of the acquisition, and (ii) for the cumulative preferred financing shares between par value and 110% of the amount paid up (including share premium) on the relevant shares, provided that the Company together with its subsidiaries will not hold more than 10% of the issued share capital in the Company.			
<b>17.</b>	<b>Cancellation of common shares</b> Proposal to cancel common shares in the share capital of the Company held or to be acquired by the Company. The number of shares that will be cancelled shall be determined by the Management Board.			
<b>18.</b>	<b>Closing</b>	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 April 8, 2015.**