

Draft De Brauw Blackstone Westbroek 3 March 2015

Koninklijke Ahold N.V.

Explanatory notes to the proposed amendments of the articles of association of Koninklijke Ahold N.V. (agenda items 12.a. and 12.b.)

Notes

This document contains an explanation to the proposed amendment of the articles of association of Koninklijke Ahold N.V. (the "**Company**"), included in the agenda of the meeting as agenda items 12.a. and 12.b. The left column displays the current unofficial translation of the provisions of the articles of association for which an amendment is proposed. The middle column displays an unofficial translation of the proposed amendments. The right column includes an explanation to the amendments. Only the provisions of the articles of association for which an amendment is proposed, have been included in this triptych. We refer to the website of the Company, www.ahold.com, for the complete text of the articles of association of the Company and the unofficial English translation thereto. In the middle column "**D**" refers to a deleted word or part of a sentence.

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Proposed amendments of the articles of association of Koninklijke Ahold N.V. – agenda item 12.a.

UNOFFICIAL TRANSLATION PROVISION OF THE ARTICLES OF ASSOCIATION BEFORE THE PROPOSED AMENDMENT	AMENDMENT I. AGENDA ITEM 12.A. UNOFFICIAL TRANSLATION PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION	EXPLANATORY NOTES
<p>4.1. The authorised capital of the company amounts to forty-three million five-hundred and thirty-five thousand eight hundred and nine euro and forty-nine eurocent (EUR 43,535,809.49), consisting of:</p> <p>a. forty-three thousand five-hundred and twenty (43,520) cumulative preferred shares of five hundred euro (EUR 500) each;</p> <p>b. four hundred seventy-seven million five hundred eighty thousand nine hundred and forty-nine (477,580,949) cumulative preferred financing shares of one eurocent (EUR 0.01) each, which are convertible into common shares, subdivided into:</p> <ul style="list-style-type: none"> - one (1) series numbered FP1 of twenty-four million (24,000,000) cumulative preferred financing shares; - one (1) series numbered FP2 of thirty million (30,000,000) cumulative preferred financing shares; - one (1) series numbered FP3 of three million (3,000,000) cumulative preferred financing shares; - one (1) series numbered FP4 of four million five hundred thousand (4,500,000) cumulative preferred financing shares; - one (1) series numbered FP5(A) of six million (6,000,000) cumulative preferred financing shares; 	<p>4.1. The authorised capital of the company amounts to <u>thirty million euro (EUR 30,000,000)</u>, consisting of:</p> <p>a. <u>thirty thousand (30,000)</u> cumulative preferred shares of five hundred euro (EUR 500) each;</p> <p>b. <u>three hundred twenty-nine million (329,000,000)</u> cumulative preferred financing shares of one eurocent (EUR 0.01) each, which are convertible into common shares, subdivided into:</p> <ul style="list-style-type: none"> - one (1) series numbered FP1 of twenty-four million (24,000,000) cumulative preferred financing shares; - one (1) series numbered FP2 of thirty million (30,000,000) cumulative preferred financing shares; - one (1) series numbered FP3 of three million (3,000,000) cumulative preferred financing shares; - one (1) series numbered FP4 of four million and five hundred thousand (4,500,000) cumulative preferred financing shares; - one (1) series numbered FP5(A) of six million (6,000,000) cumulative preferred financing shares; 	<p>It is proposed to decrease the authorised capital (<i>maatschappelijk kapitaal</i>) of the Company as a result of which the maximum number of common shares, cumulative preferred financing shares and cumulative preferred shares which can be issued are decreased. This proposal is made in connection with the requirement under article 2:67 of the Dutch Civil Code that at least one fifth of the Company's authorised capital has to be issued. As a result of the cancellation of treasury shares subsequent to the Company's recent share buyback programs, the Company's issued capital (<i>geplaatst kapitaal</i>) has been reduced. In order to remain comfortably above the minimum prescribed by law, a reduction of the Company's authorised capital from EUR 43,535,809.45 to EUR 30,000,000.00 is proposed. The proposed reduction does not impact the Company's issued capital and it will affect all three classes of shares</p>

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<ul style="list-style-type: none"> - one (1) series numbered FP5(B) of seven million five hundred thousand (7,500,000) cumulative preferred financing shares; - one (1) series numbered FP6 of nine million (9,000,000) cumulative preferred financing shares; - one (1) series numbered FP7 of twenty-four million nine hundred thousand (24,900,000) cumulative preferred financing shares; - one (1) series numbered FP8 of three million one hundred eighty thousand (3,180,000) cumulative preferred financing shares; - one (1) series numbered FP9 of one million nine hundred fifty thousand (1,950,000) cumulative preferred financing shares; - one (1) series numbered FP10 of nine hundred sixty thousand (960,000) cumulative preferred financing shares; - one (1) series numbered FP11 of four million fifty thousand (4,050,000) cumulative preferred financing shares; - one (1) series numbered FP12 of nine hundred sixty thousand (960,000) cumulative preferred financing shares; - one (1) series numbered FP13 of six million (6,000,000) cumulative preferred financing shares; - one (1) series numbered FP14 of four million 	<ul style="list-style-type: none"> - one (1) series numbered FP5(B) of seven million and five hundred thousand (7,500,000) cumulative preferred financing shares; - one (1) series numbered FP6 of nine million (9,000,000) cumulative preferred financing shares; - one (1) series numbered FP7 of twenty-four million and nine thousand (24,900,000) cumulative preferred financing shares; - one (1) series numbered FP8 of three million one hundred and eighty thousand (3,180,000) cumulative preferred financing shares; - one (1) series numbered FP9 of one million nine hundred and fifty thousand (1,950,000) cumulative preferred financing shares; - one (1) series numbered FP10 of nine hundred and sixty thousand (960,000) cumulative preferred financing shares; - one (1) series numbered FP11 of four million and fifty thousand (4,050,000) cumulative preferred financing shares; - one (1) series numbered FP12 of nine hundred and sixty thousand (960,000) cumulative preferred financing shares; - one (1) series numbered FP13 of six million (6,000,000) cumulative preferred financing shares; - one (1) series numbered FP14 of four million 	<p>in the Company's share capital (common shares; cumulative preferred shares; cumulative preferred financing shares).</p>

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<ul style="list-style-type: none"> - nine hundred eighty-thousand (4,980,000) cumulative preferred financing shares; - one (1) series numbered FP15(A) of one million (1,000,000) cumulative preferred financing shares; - one (1) series numbered FP15(B) of three million (3,000,000) cumulative preferred financing shares; - one (1) series numbered FP16 of six million (6,000,000) cumulative preferred financing shares; - one (1) series numbered FP17 of six hundred thirty-six thousand (636,000) cumulative preferred financing shares; - one (1) series numbered FP18 of one hundred ninety-two thousand (192,000) cumulative preferred financing shares; - one (1) series numbered FP19 of two million (2,000,000) cumulative preferred financing shares; - one (1) series numbered FP20 of one hundred ninety-two thousand (192,000) cumulative preferred financing shares; - one (1) series numbered FP21 of fifteen million eight hundred sixty-eight thousand and forty-one (15,868,041) cumulative preferred financing shares; - one (1) series numbered FP22 of fifteen million 	<ul style="list-style-type: none"> - nine hundred and eighty thousand (4,980,000) cumulative preferred financing shares; - one (1) series numbered FP15(A) one million (1,000,000) cumulative preferred financing shares; - one (1) series numbered FP15(B) three million (3,000,000) cumulative preferred financing shares; - one (1) series numbered FP16 of six million (6,000,000) cumulative preferred financing shares; - one (1) series numbered FP17 of six hundred and thirty-six thousand (636,000) cumulative preferred financing shares; - one (1) series numbered FP18 of one hundred and ninety-two thousand (192,000) cumulative preferred financing shares; - one (1) series numbered FP19 of two million (2,000,000) cumulative preferred financing shares; - one (1) series numbered FP20 of one hundred and ninety-two thousand (192,000) cumulative preferred financing shares; - one (1) series numbered FP21 of <u>six million four hundred eighty-four thousand eight hundred and ninety-seven (6,484,897)</u> cumulative preferred financing shares; - one (1) series numbered FP22 of fifteen million 	

<p style="text-align: center;">UNOFFICIAL TRANSLATION PROVISION OF THE ARTICLES OF ASSOCIATION BEFORE THE PROPOSED AMENDMENT</p>	<p style="text-align: center;">AMENDMENT I. AGENDA ITEM 12.A. UNOFFICIAL TRANSLATION PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION</p>	<p style="text-align: center;">EXPLANATORY NOTES</p>
<p>eight hundred sixty-eight thousand and forty-one (15,868,041) cumulative preferred financing shares;</p> <ul style="list-style-type: none"> - one (1) series numbered FP23 of six million seven hundred eight thousand six hundred and seventy-one (6,708,671) cumulative preferred financing shares; - one (1) series numbered FP24 of four million two hundred twenty thousand one hundred and four (4,220,104) cumulative preferred financing shares; - one (1) series numbered FP25 of three million two hundred sixty-eight thousand and sixty-nine (3,268,069) cumulative preferred financing shares; - one (1) series numbered FP26 of eight hundred twenty-eight thousand four hundred and sixty-two (828,462) cumulative preferred financing shares; - one (1) series numbered FP27 of sixty-four thousand eight hundred and seventy-one (64,871) cumulative preferred financing shares; - one (1) series numbered FP28 of seventy-nine thousand two hundred and twenty-five (79,225) cumulative preferred financing shares; - one (1) series numbered FP29 of sixty thousand seven hundred and sixty-three (60,763) cumulative preferred financing shares; 	<p>eight hundred sixty-eight thousand and forty-one (15,868,041) cumulative preferred financing shares;</p> <ul style="list-style-type: none"> - one (1) series numbered FP23 of six million seven hundred eight thousand six hundred and seventy-one (6,708,671) cumulative preferred financing shares; - one (1) series numbered FP24 of four million two hundred twenty thousand one hundred and four (4,220,104) cumulative preferred financing shares; - one (1) series numbered FP25 of three million two hundred sixty-eight thousand and sixty-nine (3,268,069) cumulative preferred financing shares; - one (1) series numbered FP26 of eight hundred twenty-eight thousand four hundred and sixty-two (828,462) cumulative preferred financing shares; - one (1) series numbered FP27 of sixty-four thousand eight hundred and seventy-one (64,871) cumulative preferred financing shares; - one (1) series numbered FP28 of seventy-nine thousand two hundred and twenty-five (79,225) cumulative preferred financing shares; - one (1) series numbered FP29 of sixty thousand seven hundred and sixty-three (60,763) cumulative preferred financing shares; 	

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<ul style="list-style-type: none"> - one (1) series numbered FP30 of five hundred thirteen thousand eight hundred and sixty-five (513,865) cumulative preferred financing shares; - one (1) series numbered FP31(A) of seven million nine hundred thirty-four thousand and twenty (7,934,020) cumulative preferred financing shares each; - one (1) series numbered FP31(B) of seven million nine hundred thirty-four thousand and twenty-one (7,934,021) cumulative preferred financing shares; - one (1) series numbered FP32 of fifty-one million eight hundred sixty-eight thousand and forty-one (51,868,041) cumulative preferred financing shares; - one (1) series numbered FP33 of one hundred thousand nine hundred and seventy (100,970) cumulative preferred financing shares; - one (1) series numbered FP34 of five hundred eighty thousand nine hundred and forty-nine (580,949) cumulative preferred financing shares; - two hundred nineteen (219) series numbered FP57 through FP273 of one million (1,000,000) cumulative preferred financing shares each; and - one (1) series numbered FP274 of six hundred 	<ul style="list-style-type: none"> - one (1) series numbered FP30 of five hundred thirteen thousand eight hundred and sixty-five (513,865) cumulative preferred financing shares; <u>D</u> - one (1) series numbered FP31(B) of seven million nine hundred thirty-four thousand and twenty-one (7,934,021) cumulative preferred financing shares; - one (1) series numbered FP32 of fifty-one million eight hundred sixty-eight thousand and forty-one (51,868,041) cumulative preferred financing shares; - one (1) series numbered FP33 of one hundred thousand nine hundred and seventy (100,970) cumulative preferred financing shares; <u>D</u> - <u>eighty-seven (87)</u> series numbered FP57 through <u>FP143</u> of one million (1,000,000) cumulative preferred financing shares each; and <u>D</u> 	

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<p>eighty-two thousand eight hundred and thirty-six (682,836) cumulative preferred financing shares; and</p> <p>c. one billion seven hundred million (1,700,000,000) common shares of one eurocent (EUR 0.01) each.</p>	<p>c. <u>one billion one hundred seventy-one million (1,171,000,000)</u> common shares of one eurocent (EUR 0.01) each.</p>	
<p>13.4. If the transferor and the management board have not reached agreement on the price as referred to in paragraph 2 of this article within two (2) months after the date of the written notice of rejection which was combined with the designation of one (1) or several interested buyers to whom the shares concerned may be transferred in accordance with the provisions of this article, that price shall then be determined by an expert to be appointed by the transferor and the management board in mutual agreement or, failing reaching such agreement within three (3) months after the notice of rejection, by the chairman of the Chamber of Commerce and Industry in whose area the company has its principle place of business acting at the request of either of the parties. If the matter concerns financing preferred shares the expert shall determine the price taking therefor as his guideline the value which pursuant to article 39, paragraph 4, article 40 and article 44 may be attributed to the financing preferred shares concerned.</p>	<p>13.4. If the transferor and the management board have not reached agreement on the price as referred to in paragraph 2 of this article within two (2) months after the date of the written notice of rejection which was combined with the designation of one (1) or several interested buyers to whom the shares concerned may be transferred in accordance with the provisions of this article, that price shall then be determined by an expert to be appointed by the transferor and the management board in mutual agreement or, failing reaching such agreement within three (3) months after the notice of rejection, by the <u>President of the Royal Dutch Notarial Association</u> acting at the request of either of the parties. If the matter concerns financing preferred shares the expert shall determine the price taking therefor as his guideline the value which pursuant to article 39, paragraph 4, article 40 and article 44 may be attributed to the financing preferred shares concerned.</p>	<p>It is proposed to submit requests to appoint an expert to the President of the Royal Dutch Association of Civil-law Notaries (<i>Koninklijke Notariële Beroepsorganisatie</i>) because the President of the Chamber of Commerce no longer handles such requests.</p>
CONCLUDING STATEMENT (UNOFFICIAL TRANSLATION) NOTARIAL DEED OF AMENDMENT OF THE ARTICLES OF ASSOCIATION		
	<p>Finally the person appearing declares that as a consequence of the execution of this deed the issued and paid up share capital of the</p>	<p>According to article 2:124 paragraph 4 of the Dutch Civil Code the issued</p>

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	<p>Company amounts to [●] (EUR [●]), divided into [●] ([●]) cumulative preferred financing shares and [●] ([●]) common shares, each share with a nominal value of one eurocent (EUR 0.01).</p>	<p>and paid up capital of the Company at the time of the execution of the deed of amendment of the articles of association of the Company has to be mentioned in the deed.</p>

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Proposed amendments of the articles of association of Koninklijke Ahold N.V. – agenda item 12.b.

UNOFFICIAL TRANSLATION PROVISION OF THE ARTICLES OF ASSOCIATION BEFORE THE PROPOSED AMENDMENT	AMENDMENT II. AGENDA ITEM 12.b. UNOFFICIAL TRANSLATION PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION	EXPLANATORY NOTES
<p>16.2. The management board shall be composed of at least three (3) members.</p>	<p>16.2. The management board shall be composed of at least <u>two (2)</u> members.</p>	<p>The proposed decrease of the minimum number of members the management board follows the introduction of the new executive leadership structure in 2013, and the stepping down of Mr. Hijmans van den Bergh from the management board.</p>
<p>19.1. In the event that one or more members of the management board is absent or cease to hold office, the management of the company shall be conducted by the remaining members or by the sole remaining member, as the case may be.</p>	<p>19.1. In the event that one or more members of the management board is absent or cease to hold office, the management of the company shall be conducted by the remaining members or by the sole remaining member, as the case may be, <u>without prejudice to the right of the supervisory board to replace the member of the management board concerned for a temporary member of the management board.</u></p>	<p>This provision will offer the supervisory board more flexibility if the said situation occurs.</p>