

Annual General Meeting of Shareholders

Resolutions taken April 15, 2015

Summary of the resolutions taken at the Annual General Meeting of Shareholders of Koninklijke Ahold N.V. (Royal Ahold) on April 15, 2015:

Agenda item 5: Proposal to adopt 2014 financial statements

Overview votes		
For	576,840,781	99,99%
Against	75,156	0,01%
Abstained	1,686,821	
Total	578,602,758	
Shares represented¹		
	772,654,898	70,62%

Agenda item 6: Proposal to determine the dividend over financial year 2014

Overview votes		
For	575,831,484	99,81%
Against	1,082,622	0,19%
Abstained	1,680,422	
Total	578.594.528	
Shares represented		
	772,646,668	70,62%

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

Overview votes		
For	570,254,797	99,05%
Against	5,496,831	0,95%
Abstained	2,847,850	
Total	578,599,478	
Shares represented		
	772,651,618	70,62%

¹ The issued share capital of Royal Ahold amounted per March 18, 2015 to 825,666,196 ordinary shares, each with a nominal value of €0,01 and entitled to one vote, and 268,415,103 cumulative preferred financing shares, each with a nominal value of €0,01, to which 74,362,963 voting rights are attached. Percentages have been rounded.

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

Overview votes		
For	570,224,936	99,04%
Against	5,513,420	0,96%
Abstained	2,850,161	
Total	578,588,517	
Shares represented		
	772,640,657	70,62%

Composition of the Management Board
Agenda item 9: Proposal to appoint Mr. A.D. Boer as a member of the Management Board for a new term, with effect from April 15, 2015

Overview votes		
For	575,810,433	99,88%
Against	703,375	0,12%
Abstained	2,070,376	
Total	578,584,184	
Shares represented		
	772,636,324	70,62%

Composition of the Supervisory Board
Agenda item 10: 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

Overview votes		
For	572,853,674	99,51%
Against	2,819,746	0,49%
Abstained	2,909,419	
Total	578,582,839	
Shares represented		
	772,634,979	70,62%

Agenda item 11: Proposal to amend the remuneration policy Management Board

Overview votes		
For	566,067,870	98,16%
Against	10,608,357	1,84%
Abstained	1,914,173	
Total	578,590,400	
Shares represented		
	772,642,540	70,62%

Agenda item 12: Proposals to amend the Articles of Association
Agenda item 12a: Proposal to amend the Articles of Association to reduce the authorized capital of the Company

Overview votes		
For	576,353,704	99,91%
Against	530,916	0,09%
Abstained	1,710,660	
Total	578,595,280	
Shares represented		
	772,647,420	70,62%

Agenda item 12b: Proposal to amend the Articles of Association to reduce the minimum number of members of the Management Board

This agenda item has been withdrawn prior to the meeting.

Agenda item 13: Appointment Auditor

Proposal to appoint PricewaterhouseCoopers Accountants N.V. as external auditor of the Company for financial year 2015.

Overview votes		
For	576,499,304	99,93%
Against	395,387	0,07%
Abstained	1,686,527	
Total	578,581,218	
Shares represented		
	772,633,358	70,62%

Agenda item 14: Authorization to issue shares

Overview votes		
For	552,413,778	95,76%
Against	24,479,998	4,24%
Abstained	1,687,082	
Total	578,580,858	
Shares represented		
	772,632,998	70,62%

Agenda item 15: Authorization to restrict or exclude pre-emptive rights

Overview votes		
For	513,456,062	89,01%
Against	63,410,318	10,99%
Abstained	1,723,649	
Total	578,590,029	
Shares represented		
	772,642,169	70,62%

Agenda item 16: Authorization to acquire shares

Overview votes		
For	575,160,586	99,70%
Against	1,726,727	0,30%
Abstained	1.692.747	
Total	578,580,060	
Shares represented		
	772,632,200	70,62%

Agenda item 17: Cancellation of common shares

Overview votes		
For	576,285,232	99,90%
Against	571,733	0,10%
Abstained	1,726,029	
Total	578,582,994	
Shares represented		
	772,635,134	70,62%

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