AGENDA EXTRAORDINARY GENERAL MEETING KONINKLIJKE AHOLD N.V.,

As well as, for item 2 (a, b, and c), a meeting of holders of common shares

Tuesday, 21 January 2014 from 10:00 CET, at the offices of Koninklijke Ahold N.V., Filmzaal, Provincialeweg 11, 1506 MA Zaandam, The Netherlands

1. Opening	**No voting**
2. a. Amendment of the Articles of Association, among other things, to increase the nominal value of the common shares Proposal to, among other things, increase the nominal value of the common shares.	**Voting item**
b. Amendment of the Articles of Association, among other things, to consolidate the common shares Proposal to, among other things, consolidate the common shares according to a consolidation ratio to be determined later.	
c. Amendment of the Articles of Association, among other things, to reduce the issued capital by decreasing the nominal value of the common shares and the nominal value of the cumulative preferred financing shares Proposal to, among other things, decrease the nominal value of the common shares and decrease the nominal value of the cumulative preferred financing shares.	
3. Closing	**No voting**

Explanatory Notes to the Agenda

Further information regarding the Extraordinary General Meeting of Shareholders can be found on www.ahold.com

Explanation of Capital Reduction and Reverse Stock Split

General Information

It is proposed to the General Meeting of Shareholders that the capital of Koninklijke Ahold N.V. (the "**Company**") will be restructured in order to return in aggregate approximately EUR 1 billion to the holders of common shares. This return will take place in three distinct steps:

i. first, the nominal value of the common shares will be increased;
ii. then, the common shares will be consolidated by a later determined ratio; and
iii. finally the nominal value of the common shares will be decreased, and a portion (approximately EUR 1 billion) of the difference between the increased and the new (lower) nominal value of the common shares will be paid back to the holders of common shares.

This transaction is subject to the customary filings with the Trade Register and a two-month creditor objection period as described in section 2:99 of the Dutch Civil Code. The Company performed a similar return in 2007 by executing a capital reduction and a reverse stock split. The Company has reviewed several possibilities to return approximately EUR 1 billion to the holders of common shares. The conclusion is that, as in 2007, the most expeditious method is a capital reduction and reverse stock split.

The adjustments in the nominal capital and reverse stock split will ultimately result in a repayment of capital to holders of common shares of approximately EUR 1.00 per common share and a *pro rata* reduction in the outstanding common shares. This reduction will reflect the amount of capital returned relative to the total market value of the outstanding common shares as determined at a date set by the Management Board.

Procedure

First amendment of the Articles of Association

The Company proposes to first increase the nominal value of each common share to a nominal value that follows from the consolidation ratio that will be determined by the Management Board using the formula explained below. The increase in nominal value will be paid from the share premium reserve and requires an amendment of the Articles of Association which is proposed under item 2(a).

Second amendment of the Articles of Association

Secondly, it is proposed to consolidate such number of common shares into the number of common shares that follow from the consolidation ratio, which will be determined using the formula below and effectively correcting the number of outstanding common shares after this transaction. This requires a second amendment of the Articles of Association, which is proposed in agenda item 2(b).

To prevent the total nominal value from decreasing as a result of the reverse stock split (which will qualify as a capital reduction, and will require additional implementation steps in the procedure) the Company proposes to choose a nominal value that is divisible by the denominator and remunerator of the consolidation ratio. The amount necessary to pay up the increase of the nominal value will be charged from the share premium reserve.

Third amendment of the Articles of Association

Finally, it is proposed to decrease the nominal value of each common share to EUR 0.01. The amount that then becomes available, (which amount is dependent on the consolidation ratio, but will in aggregate be approximately EUR 1 billion) will be partially repaid to the holders of common shares and the remainder will be added to the share premium reserve.

Furthermore, the nominal value of the cumulative preferred financing shares ("**finprefs**") will be decreased to EUR 0.01 to ensure that the nominal value of the finprefs stays the same as the nominal value of the common shares. The amount of the reduction in the nominal value of the finprefs will not be paid back in cash to the holders of finprefs, but will be added to the finprefs share premium reserve.

Formulas

To determine the consolidation ratio which will be used when determining the new nominal value of the common shares, the new nominal value of the common shares after each amendment and the repayment of capital per common share, the Company will use the following formulas, which will be determined by the Management Board.

Consolidation ratio

The consolidation ratio to be used for common shares to determine the number of outstanding shares after the reverse stock split will be:

$$\frac{A - B}{A} = Y$$

A = the market value of the outstanding common shares held by third parties on a date and time to be determined by the Management Board.

B = the total amount of the repayment of capital to holders of common shares (approximately EUR 1 billion).

Y = the consolidation ratio.

Nominal value after the increase

The nominal value of the common shares after the first amendment of the Articles of Association is dependent on the consolidation ratio. The nominal value of the common shares will have to be increased to a level that ensures that the total nominal value of the common shares before the reverse stock split will be the same as the total nominal value of the common shares after the reverse stock split. The nominal value of the common shares will therefore have to be increased to a value that can be divided by both numerator and denominator of the consolidation ratio. The nominal value will be in the range of EUR 1.10 to up and including EUR 2.40. For example, a consolidation ratio of 13 common shares to 12 common shares will lead to a nominal value of EUR 1.56, a ratio of 14 common shares to 13 common shares to EUR 1.82, a ratio of 15 common shares to 14 common shares to EUR 2.10, a ratio of 16 common shares to 15 common shares to EUR 2.40, and so on.

Nominal value of the common shares after the reverse stock split
The new nominal value of the ordinary shares as a result of the reverse stock split will be determined as follows:

$$\frac{X}{Y} = Z$$

X = the nominal value of common shares before the reverse stock split (consolidation) of the common shares.
Y = the consolidation ratio.
Z = the nominal value of common shares after consolidation.

The amount Z generated by the formula will, to the extent necessary, be rounded up to the nearest eurocent to avoid formalities of another capital reduction. The additional increase will be paid up from the share premium reserve.

Repayment of capital per common share
Since the repayment per common share will take place after the reverse stock split, the exact repayment per common share is dependent on the applicable consolidation ratio.

$$\frac{B\ /\ D}{Y} = E$$

B = the aggregate amount of the repayment of capital of outstanding common shares held by third parties (approximately EUR 1 billion).
D = the total number of outstanding common shares held by third parties;
Y = the consolidation ratio.
E = the total amount of repayment of capital per common share after the reverse stock split.

Example
The following example has been added to clarify the consolidation ratio and the reverse stock split, in which the following starting points are assumed. This example is meant for illustrative purposes only. The consolidation ratio, numbers of shares and numbers of capital are purely fictional. The actual numbers are dependent on resolutions of the Management Board:

Total number of outstanding common shares:	1 billion common shares
Market value per common share:	EUR 14.00 per common share
Total market value of common shares:	EUR 14,000,000,000
Nominal value per common share:	EUR 0.30

The total capital repayment to the holders of common shares will be approximately EUR 1 billion. This amounts to approximately 7.1% of the total market value of the outstanding common shares. If this is correct, the total number of outstanding common shares should be decreased by 7.1% via the reverse stock split to make sure that the capital reduction is reflected in the number of outstanding common shares. As can be seen in the formula below, this reduction can be achieved by using a consolidation ratio of 14 to 13.

Consolidation ratio

$$\frac{A\ (EUR\ 14\ Billion) - B\ (EUR\ 1\ Billion)}{A(EUR\ 14\ Billion)} \approx Y(0.929)$$

<u>Nominal value after the increase</u>

The total nominal value of the outstanding common shares is not allowed to change as a result of the reversed stock split. The nominal value of a common share after the reverse stock split should therefore be divisible by the numerator and denominator of the consolidation ratio. If a consolidation ratio of 14 to 13 (0.929) is used, the nominal value of the common shares should first be increased to EUR 1.82, which will be paid from the share premium reserve.

Nominal value after the reverse stock split

$$\frac{X\ (EUR\ 1.82)}{Y\ (0.929)} = Z\ (EUR\ 1.96)$$

After the consolidation from 14 to 13 common shares, the nominal value of a common share will be increased to EUR 1.96. A shareholder, who before the reverse stock split held 14 common shares with a nominal value of EUR 1.82, will hold 13 common shares with a nominal value of EUR 1.96 after the reverse stock split. The total nominal value of this shareholder's shares will remain EUR 25.48.

Finally the nominal value of the common shares will be decreased to EUR 0.01 per common share. This means that, in this example, the nominal value of every common share will be decreased by EUR 1.95. As explained above, a part of this amount will be paid out to the holders of common shares to a total of approximately EUR 1 billion, while the remainder will again be added to the share premium reserve.

It will therefore have to be determined what the total amount of repayment per common share after the reverse stock split will be. The repayment per common share will be calculated using the following formula:

Repayment of capital per common share

$$\frac{B\ (EUR\ 1\ Billion)/D(1\ Billion\ Common\ Shares)}{Y\ (0.929)} \approx E(EUR\ 1.08)$$

In this example an amount of EUR 1.08 per common share will be repaid to the holders of common shares and EUR 0.87 per common share will be added to the share premium reserve.

Please refer to figure 1 for a schematic overview of the example above.

Ratio 14/13 *Starting point: 1 billion shares*		Nominal value per common share		Total nominal value common shares	
	Nominal value	EUR	0.30	EUR	300,000,000.00
I	Increase nominal value	EUR	1.52	EUR	1,520,000,000.00
	Nominal value after increase	EUR	1.82	EUR	1,820,000,000.00
II	Reverse Stock Split				
	Nominal value after reverse stock split	EUR	1.96	EUR	1,820,000,000.00
III	Reduction nominal value	EUR	1.95	EUR	1,810,714,285.71
	Capital repayment	EUR	0.55	EUR	1,000,000,000.00
	Share premium reserve	EUR	1.40	EUR	810,714,285.71
	Nominal value after SSBB	EUR	0.01	EUR	9,285,714.29

Figure 1: Schematic overview of the capital reduction and reverse stock split

Shareholders' interests

Shareholdings registered in the Company's shareholders register will be consolidated and converted into shares with the new nominal value in accordance with consolidation ratio based on the formula described above. Any registered holding of common shares in the Company not exactly divisible in accordance with the consolidation ratio will generate an entitlement to fractional shares that make up one new common share. Fractional shares will entitle the holder of those shares to a fractional dividend but will only entitle the holder to voting rights in combination with other holders of fractional shares, whose fractional shares make up one common share.

The holder of the finprefs has agreed or will agree to the proposed amendments of the Articles of Association before the date of this Extraordinary General Meeting.

For persons holding their common shares through Euroclear Nederland, banks and brokers will round all positions up or down, depending on the particular contractual arrangement between the bank or broker and the shareholder. As a result, persons whose holding of common shares in Euroclear Nederland is not divisible in accordance with the denominator of the consolidation ratio (14 in the previous example) will either receive cash or need to pay an additional amount from or to the relevant bank or intermediary.

A complete version of the draft amendment of the Articles of Association of the Company and the explanatory notes are available at the office of the Company in Zaandam and on the website of the Company (www.ahold.com).

Explanation of items on the agenda

2a. Amendment of the Articles of Association, among other things, to increase the nominal value of the common shares

It is proposed to the General Meeting to amend the Articles of Association to, among other things, increase the nominal value of each common share from EUR 0.30 to a value that follows from the consolidation ratio and is determined by the Management Board by determining the market value of all the common shares on a date determined by the Management Board. The new nominal value of the shares will be in the range from EUR 1.10 up to and including EUR 2.40. The increase in nominal value will be paid up from the share premium reserve.

2b. Amendment of the Articles of Association, among other things, to consolidate the common shares

It is proposed to the General Meeting to amend the Articles of Association to, among other things, consolidate such a number of common shares, having a nominal value determined in the amendment of the Articles of Association under item 2(a), which will be in the range from EUR 1.10 up to and including EUR 2.40, to an amount of common shares with a nominal value in the range of EUR 1.21 up to and including EUR 2.56, calculated by the formula below which will be determined by the Management Board.

The consolidation ratio that will be applicable to determine the amount of common shares after the reverse stock split will be determined as follows:

$$\frac{A - B}{A} = Y$$

A = the market value of the aggregate common shares held by third parties on a date and time to be determined by the Management Board.
B = the aggregate amount of the repayment of capital to holders of common shares (approximately EUR 1 billion).
Y = the consolidation ratio.

The new nominal value of the common shares after the reverse stock split will be determined with on the basis of the following formula:

$$\frac{X}{Y} = Z$$

X = the nominal value of common shares before the reverse stock split (consolidation) of common shares.
Y = the consolidation ratio.
Z = the nominal value of common shares after the reverse stock split.

2c. Amendment of the Articles of Association, among other things, to reduce the nominal value of the common shares and reduction in the nominal value of finprefs

Decrease of the nominal value of the common shares and finprefs
It is proposed to the General Meeting to amend the Articles of Association to, among other things, decrease the nominal value of each common share from the amount it was raised to after the reverse stock split proposed in item 2(b) to EUR 0.01, resulting in a capital repayment, to be determined by the Management Board based on the formula below, to the holders of common shares. The difference between the nominal value of the common shares for the reduction and the repayment of capital will be added to the share premium reserve.

Repayment of capital per common share

$$\frac{B/D}{Y} = E$$

B = the aggregate amount of the repayment of capital of outstanding common shares held by third party holders (approximately EUR 1 billion).
D = the total number of paid up common shares held by third parties;
Y = the consolidation ratio.
E = the total amount of repayment of capital per common share after the reverse stock split.

It is further proposed to the General Meeting to decrease the nominal value of the finprefs from an amount from EUR 0,30 to EUR 0,01. The decrease in nominal value will added paid to the finprefs share premium reserve.

A vote attached to a common share cast in the Extraordinary General Meeting will be considered as a vote cast in the Extraordinary General Meeting of holders of common shares.

Under the provisions of article 99 of Book 2 of the Dutch Civil Code, objections may be lodged for a period of two months following the publication of the resolution to reduce the capital with the Trade Register of the Chamber of Commerce. The amendment of the Articles of Association and the capital reduction will be effected only after that period and subject to the condition that no objections have been received during that period or, in the event one or more creditors have opposed the capital reduction, after the opposition has been lifted.

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