

Annual General Meeting of Shareholders

Resolutions taken April 16, 2014

Summary of the resolutions taken at the Annual General Meeting of Shareholders of Koninklijke Ahold N.V. (Royal Ahold) on April 16, 2014:

Agenda item 5: Proposal to adopt 2013 financial statements

Overview votes		
For	641,051,321	99.99 %
Against	55,961	0.01 %
Abstained	1,145,359	
Total	642,252,641	
Shares represented¹		
	836,304,781	68.25 %

Agenda item 6: Proposal to determine the dividend over financial year 2013

Overview votes		
For	628,585,984	99.81 %
Against	1,173,718	0.19 %
Abstained	1,133,609	
Total	630,893,311	
Shares represented		
	824,945,451	67.32 %

Agenda item 7: Discharge of liability of the members of the Management Board

Overview votes		
For	635,945,437	99.29 %
Against	4,579,063	0.71 %
Abstained	1,735,098	
Total	642,259,598	
Shares represented		
	836,311,738	68.25 %

¹ The issued share capital of Royal Ahold amounted per March 19, 2014 to 957.006.862 ordinary shares, each with a nominal value of €0.30 and entitled to one vote, and 268,415,103 cumulative preferred financing shares, each with a nominal value of €0.30, to which 74,362,963 voting rights are attached. Percentages have been rounded.

Agenda item 8: Discharge of liability of the members of the Supervisory Board

Overview votes		
For	635,879,095	99.29 %
Against	4,544,008	0.71 %
Abstained	1,809,846	
Total	642,232,949	
Shares represented		
	836,285,089	68.24 %

Composition of the Corporate Executive Board
Agenda item 9: Proposal to appoint Mr. L.J. Hijmans van den Bergh for a new term as a member of the Management Board, with effect from April 16, 2014

Overview votes		
For	640,259,413	99.89 %
Against	674,551	0.11 %
Abstained	1,327,419	
Total	642,261,383	
Shares represented		
	836,313,523	68.25 %

Composition of the Supervisory Board
Agenda item 10: Proposal to appoint Mrs. J.A. Spriester for a new term as a member of the Supervisory Board, with effect from April 16, 2014

Overview votes		
For	633,115,250	98.79 %
Against	7,779,985	1.21 %
Abstained	1,341,921	
Total	642,237,156	
Shares represented		
	836,289,296	68.25 %

Agenda item 11: Proposal to appoint Mr. D.R. Hooft Graafland as a member of the Supervisory Board, with effect from January 1, 2015

Overview votes		
For	638,053,060	99.56 %
Against	2,848,585	0.44 %
Abstained	1,355,387	
Total	642,257,032	
Shares represented		
	836,309,172	68.25 %

Agenda item 12: Proposal to amend the remuneration of the Supervisory Board

Overview votes		
For	634,427,687	98.96 %
Against	6,644,715	1.04 %
Abstained	1,187,826	
Total	642,260,228	
Shares represented		
	836,312,368	68.25 %

Agenda item 13: Appointment Auditor

Proposal to appoint PricewaterhouseCoopers Accountants N.V. as external auditor of the Company for financial year 2014.

Overview votes		
For	640,988,246	99.98 %
Against	124,733	0.02 %
Abstained	1,145,079	
Total	642,258,058	
Shares represented		
	836,310,198	68.25 %

Agenda item 14: Authorization to issue shares

Overview votes		
For	596,532,893	93.05 %
Against	44,547,201	6.95 %
Abstained	1,176,721	
Total	642,256,815	
Shares represented		
	836,308,955	68.25 %

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

Overview votes		
For	602,312,112	93.95 %
Against	38,759,219	6.05 %
Abstained	1,186,251	
Total	642,257,582	
Shares represented		
	836,309,722	68.25 %

Agenda item 16: Authorization to acquire shares

Overview votes		
For	638,927,258	99.81 %
Against	1,199,754	0.19 %
Abstained	2,111,638	
Total	642,238,650	
Shares represented		
	836,290,790	68.25 %

Agenda item 17: Cancellation of common shares

Overview votes		
For	640,839,568	99.96 %
Against	229,909	0.04 %
Abstained	1,187,744	
Total	642,257,221	
Shares represented		
	836,309,361	68.25 %

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