

Annual General Meeting of Shareholders

Resolutions taken April 17, 2013

Summary of the resolutions taken at the Annual General Meeting of Shareholders of Koninklijke Ahold N.V. (Royal Ahold) on April 17, 2013:

Agenda item 4: Proposal to adopt 2012 financial statements

Overview votes		
For	733,608,573	100.0%
Against	110,815	0.0%
Abstained	878,439	
Total	734,597,827	
Shares represented ¹		
	928,649,967	70.9%

Agenda item 5: Proposal to determine the dividend over financial year 2012

Overview votes		
For	732,943,747	99.9%
Against	778,339	0.1%
Abstained	854,774	
Total	734,576,860	
Shares represented		
	928,629,000	70.9%

Agenda item 6: Discharge of liability of the members of the Corporate Executive Board

Overview votes		
For	727,018,209	99.3%
Against	4,870,948	0.7%
Abstained	2,730,315	
Total	734,619,472	
Shares represented		
	928,671,612	70.9%

¹ The issued share capital of Royal Ahold amounted per March 20, 2013 to 1,041,563,833 ordinary shares, each with a nominal value of €0.30 and entitled to one vote, and 268,415,103 cumulative preferent 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 7: Discharge of liability of the members of the Supervisory Board

Overview votes		
For	726,991,071	99.3%
Against	4,871,083	0.7%
Abstained	2,735,635	
Total	734,597,789	
Shares represented		
	928,649,929	70.9%

Composition of the Supervisory Board
Agenda item 8: Proposal to appoint Mr. J.H.M. Hommen as a member of the Supervisory Board, with effect from October 1, 2013

Overview votes		
For	728,643,962	99.4%
Against	4,641,684	0.6%
Abstained	1,310,823	
Total	734,596,469	
Shares represented		
	928,648,609	70.9%

Agenda item 9: Proposal to appoint Mr. D.C. Doijer for a new term as a member of the Supervisory Board, with effect from April 17, 2013

Overview votes		
For	726,711,115	99.1%
Against	6,607,716	0.9%
Abstained	1,273,708	
Total	734,592,539	
Shares represented		
	928,644,679	70.9%

Agenda item 10: Proposal to appoint Mrs. S.M. Shern for a new term as a member of the Supervisory Board, with effect from April 17, 2013

Overview votes		
For	727,154,330	99.2%
Against	6,174,336	0.8%
Abstained	1,288,142	
Total	734,616,808	
Shares represented		
	928,668,948	70.9%

Agenda item 11: Proposal to appoint Mr. B.J. Noteboom for a new term as a member of the Supervisory Board, with effect from April 17, 2013

Overview votes		
For	727,106,484	99.2%
Against	6,185,313	0.8%
Abstained	1,280,748	
Total	734,572,545	
Shares represented		
	928,624,685	70.9%

Agenda item 12: Proposal to amend the Remuneration Policy for the Corporate Executive Board members

Overview votes		
For	717,944,425	98.0%
Against	14,789,102	2.0%
Abstained	1,866,789	
Total	734,600,316	
Shares represented		
	928,652,456	70.9%

Agenda item 13: Proposal to amend the remuneration of the Supervisory Board

Overview votes		
For	732,244,834	99.8%
Against	1,236,729	0.2%
Abstained	1,118,200	
Total	734,599,763	
Shares represented		
	928,651,903	70.9%

Agenda item 14: Proposal to amend the Articles of Association

Overview votes		
For	727,018,601	99.1%
Against	6,317,620	0.9%
Abstained	1,236,919	
Total	734,573,140	
Shares represented		
	928,625,280	70.9%

Agenda item 15: Appointment Auditor

Proposal to appoint PricewaterhouseCoopers Accountants N.V. as external auditor of the Company for financial year 2013.

Overview votes		
For	733,017,875	99.9%
Against	680,903	0.1%
Abstained	869,253	
Total	734,568,031	
Shares represented		
	928,620,171	70.9%

Agenda item 16: Authorization to issue shares

Overview votes		
For	682,967,866	93.1%
Against	50,646,708	6.9%
Abstained	953,423	
Total	734,567,997	
Shares represented		
	928,620,137	70.9%

Agenda item 17: Authorization to restrict or exclude pre-emptive rights

Overview votes		
For	644,849,677	88.0%
Against	87,729,761	12.0%
Abstained	1,988,823	
Total	734,568,261	
Shares represented		
	928,620,401	70.9%

Agenda item 18: Authorization to acquire shares

Overview votes		
For	729,862,050	99.6%
Against	2,809,826	0.4%
Abstained	1,017,659	
Total	733,689,535	
Shares represented		
	927,741,675	70.8%

Agenda item 19: Cancellation of common shares

Overview votes		
For	732,753,244	99.9%
Against	739,824	0.1%
Abstained	1,061,317	
Total	734,554,385	
Shares represented		
	928,606,525	70.9%

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