

## POWER OF ATTORNEY

For the Annual General Meeting of Shareholders ("AGM") of Koninklijke Ahold N.V. to be held on **April 20, 2011 from 14:00 CET** in the Muziekgebouw aan 't IJ, Piet Heinkade 1 in Amsterdam, the Netherlands.

The undersigned,

..... (name),  
 ..... (address),  
 .....(postal code and town),  
 ..... (country),

hereinafter referred to as "the Shareholder", acting in his capacity as holder of.....(number) shares in Koninklijke Ahold N.V., hereby grants a power of attorney to: (\*)

.....(name),  
 ..... (address),  
 ..... (postal code and town),  
 ..... (country),

to represent the Shareholder at the AGM of Koninklijke AHOLD N.V. and to speak on behalf of the Shareholder and to vote the shares in respect of the items on the agenda for the AGM, in the manner set out below:

No.	Agenda	For	Against	Abstain
1.	<b>Opening</b>	n.a.	n.a.	n.a.
2.	<b>Report of the Corporate Executive Board for financial year 2010</b>	n.a.	n.a.	n.a.
3.	<b>Explanation of policy on additions to reserves and dividends</b>	n.a.	n.a.	n.a.
4.	<b>Proposal to adopt 2010 financial statements (Voting item)</b>			
5.	<b>Proposal to determine the dividend over financial year 2010 (Voting item)</b>			
6.	<b>Discharge of liability of the members of the Corporate Executive Board (Voting item)</b>			
7.	<b>Discharge of liability of the members of the Supervisory Board (Voting item)</b>			
8.	<b>Proposal to appoint Mr. A.D. Boer for a new term as a member of the Corporate Executive Board, with effect from April 20, 2011 (Voting item)</b>			
9.	<b>Proposal to appoint Mr. R. van den Bergh as a member of the Supervisory Board, with effect from April 20, 2011 (Voting item)</b>			
10.	<b>Proposal to appoint Mr. T. de Swaan for a new term as a member of the Supervisory Board, with effect from April 20, 2011 (Voting item)</b>			
11.	<b>Appointment Auditor (Voting item)</b> Proposal to appoint Deloitte Accountants B.V. as external auditor of the Company for financial year 2011.			
12.	<b>Authorization to issue shares (Voting item )</b> Proposal to authorize the Corporate Executive Board for a period of 18 months, i.e. until and including October 20, 2012 to issue common shares or grant rights to acquire common shares up to a maximum of			

(\*) Fill in W. Kokkedee if you do not have a preference for a representative and send the written proof that you are a shareholder (depotbewijs) to Koninklijke Ahold N.V.

	10% of the issued share capital, subject to the approval of the Supervisory Board.			
13.	<b>Authorization to restrict or exclude pre-emptive rights (Voting item)</b> Proposal to authorize the Corporate Executive Board for a period of 18 months, i.e. until and including October 20, 2012 to restrict or exclude, subject to the approval of the Supervisory Board, pre-emptive rights in relation to the issue of common shares or the granting of rights to acquire common shares.			
14.	<b>Authorization to acquire shares (Voting item)</b> Proposal to authorize the Corporate Executive Board for a period of 18 months, i.e. until and including October 20, 2012 to acquire shares in the Company, subject to the approval of the Supervisory Board, up to a maximum of 10% of the issued share capital at the date of acquisition. Shares may be acquired at the stock exchange or otherwise, at a price (i) for common shares between par value and 110% of the opening price at Euronext Amsterdam N.V. at the date of the acquisition, and (ii) for the cumulative preferred financing shares between par value and 110% of the amount paid up (including share premium) on the relevant shares, provided that the Company together with its subsidiaries will not hold more than 10% of the issued share capital in the Company.			
15.	<b>Cancellation of common shares (Voting item)</b> Proposal to cancel common shares in the share capital of the Company held or to be acquired by the Company. The number of shares that will be cancelled shall be determined by the Corporate Executive Board.			
16.	<b>Closing</b>	n.a.	n.a.	n.a.

Signature:.....

Place:.....

Date:.....

**This proxy must be received by Koninklijke Ahold N.V. (department Company Secretariat, P.O. Box 985, 1000 AZ Amsterdam in the Netherlands; fax number +31 (0)20 – 509 5204) no later than April 13, 2011.**