
**EXTRAORDINARY GENERAL MEETING HELD ON MARCH 14, 2016 AT THE PROXIMUS LOUNGE,
RUE STROOBANTS 51 IN 1140 EVERE, BELGIUM**

SUMMARY OF THE VOTES

1. Acknowledgment and discussion of the following documents of which the shareholders could receive a copy free of charge:
 - i. the joint cross-border merger proposal, drawn up by the Management Board of Koninklijke Ahold N.V. (“**Ahold**”) and the Board of Directors of the Company, in accordance with Article 5 of Directive 2005/56/EC of the European Parliament and of the Council of 26 October 2005 on cross-border mergers of limited liability companies, Article 772/6 of the Belgian Companies Code and section 2:312 *juncto* 2:326 *juncto* 2:333d of the Dutch Civil Code (the “**Merger Proposal**”);
 - ii. the board report, drawn up by the Board of Directors of the Company, in accordance with Article 7 of Directive 2005/56/EC of the European Parliament and of the Council of 26 October 2005 on cross-border mergers of limited liability companies and Article 772/8 of the Belgian Companies Code (the “**Board Report**”); and
 - iii. the report, drawn up by the Company’s statutory auditor, in accordance with Article 8 of Directive 2005/56/EC of the European Parliament and of the Council of 26 October 2005 on cross-border mergers of limited liability companies and Article 772/9 of the Belgian Companies Code (the “**Auditor’s Report**”).
2. Communication of any material changes in the assets and liabilities of the companies involved in the merger between the date of the Merger Proposal and the date of the merger, in accordance with Article 696 *juncto* 772/1 of the Belgian Companies Code.
3. Cross-border merger by acquisition of the Company by Ahold – Reference provisions of the Dutch Law Role Employees at European Legal Entities – Transfer of real estate

Proposed resolution: approval of:

- i. *the Merger Proposal, conditional upon the satisfaction of the conditions precedent set out in the Merger Proposal and effective as from 00:00 a.m. CET on the first day after the day on which a Dutch civil law notary executes the Dutch notarial deed of cross-border merger (the “**Effective Time**”);*
- ii. *the cross-border merger by acquisition of the Company by Ahold within the meaning of Article 2.2 a) of Directive 2005/56/EC of the European Parliament and of the Council of 26 October 2005 on cross-border mergers of limited liability companies, Articles 671 and 772/1 of the Belgian Companies Code and Section 2:309 *juncto* Section 2:333 of the Dutch Civil Code, in accordance with the terms of the Merger Proposal, conditional upon the satisfaction of the conditions precedent set out in the Merger Proposal and effective as from and conditional upon the Effective Time, and hence dissolution without liquidation of the Company;*
- iii. *the application of the reference provisions of Section 1:31, subsections 2 and 3 of the Dutch Law Role Employees at European Legal Entities (Wet Rol Werknemers bij Europese Rechtspersonen) (the “**RWER Law**”) instead of initiating negotiations with a special negotiating body (as referred to in Section 2:333k subsection 12 of the Dutch Civil Code) and, hence, to continue the existing situation at the level of Ahold or at the level of the Company with respect to employee participation as defined in Article 1:1 of the RWER Law; and*
- iv. *the fact that the real property and immovable rights in rem of which the Company declares to be the owner shall be the subject of separate notarial deeds which shall contain the legal formalities to be complied with regarding the transfer of such real property and immovable rights in rem (without prejudice to the legal formalities which are contained in the minutes of this extraordinary shareholders’ meeting) and which shall be transcribed in the records of the competent mortgage registries.*

This resolution has been adopted as follows :

Number of shares for which votes have been validly expressed :	64,348,175
Percentage of the share capital represented by these votes :	61.7 %
Total number of votes validly expressed :	64,348,175
For :	61,918,123
Against :	261,656
Abstain :	2,168,396

4. Grant of Delhaize EU PSUs to Mr. Frans Muller

Proposed resolution: approval of the exceptional grant to Mr. Frans Muller of Delhaize EU PSUs prior to the day on which a Dutch civil law notary executes the Dutch notarial deed of cross-border merger (the “Closing”) and with a value of EUR 1.5 million. The vesting of the Delhaize EU PSUs shall occur three years after grant, subject to company performance against financial targets, which currently relate to shareholder value creation, fixed upon grant. The number of shares to be received upon vesting of the Delhaize EU PSUs will vary from 0% to 150% of the awarded number of Delhaize EU PSUs, in function of the achieved company performance against financial targets and upon Closing the performance will be measured against targets as set for the combined company’s long-term incentive plan.

Vesting of the Delhaize EU PSUs granted under this exceptional grant will be conditional upon (i) Closing taking place, and (ii) Mr. Frans Muller’s continued work under his management contract with the Company on the date of Closing. If any of these vesting conditions is not met, vesting will not take place and the Delhaize EU PSUs granted under this exceptional grant will automatically expire and become null and void.

Upon Closing, the Delhaize EU PSUs granted under this exceptional grant will be converted into performance shares under the combined company’s long-term incentive plan.

This resolution has been adopted as follows :

Number of shares for which votes have been validly expressed :	64,348,175
Percentage of the share capital represented by these votes :	61.7 %
Total number of votes validly expressed :	64,348,175
For :	38,033,135
Against :	25,928,553
Abstain :	386,487

5. Release from liability of the directors

Proposed resolution: approval of the release of the directors from any liability arising from the performance of their duties during the period from 1 January 2016 until the date of this extraordinary shareholders' meeting.

This resolution has been adopted as follows :

Number of shares for which votes have been validly expressed :	64,348,175
Percentage of the share capital represented by these votes :	61.7 %
Total number of votes validly expressed :	64,348,175
For :	62,848,686
Against :	275,177
Abstain :	1,224,312

6. Delegation of powers

Proposed resolution: approval of the delegation of powers to:

- i. *B-Docs BVBA, having its registered office at Willem De Zwijgerstraat 27, 1000 Brussels, with the power to sub-delegate, to perform all formalities with the Register of Legal Entities, the VAT administration and any business one-stop-shop in order to amend and/or cancel the registration of the Company with the Crossroads Bank for Enterprises, as well as to perform all formalities resulting from the dissolution of the Company;*
- ii. *any current director of the Company, as well as to Philippe Dechamps, Nicolas Jérôme, Els Steen and Benoit Stockman, acting individually and with the power to sub-delegate, to sign, jointly with one or more representative(s) to be appointed by the general meeting of Ahold, the notarial deeds referred to in resolution 3.iv. above, as well as any rectifying notarial deeds regarding any material errors or omissions with respect to the real property or immovable rights in rem of the Company; and*
- iii. *any current director of the Company, as well as to Philippe Dechamps and Nicolas Jérôme, acting individually and with the power to sub-delegate, to implement the decisions taken by the extraordinary shareholders' meeting and to carry out all necessary or useful formalities to that effect.*

This resolution has been adopted as follows :

Number of shares for which votes have been validly expressed :	64,348,175
Percentage of the share capital represented by these votes :	61.7 %
Total number of votes validly expressed :	64,348,175
For :	63,216,792
Against :	27,645
Abstain :	1,103,738

