Form **8937**

(December 2011)

Department of the Treasury
Internal Revenue Service

Report of Organizational Actions
Affecting Basis of Securities

▶ See separate Instructions.

OMB No. 1545-2224

Part I	Reporting Issuer

1 Issuer's name	2 Issuer's employer identification number (EIN)
Koninklijke Ahold Delhaize NV, f/k/a/ Koninklijke Ahold NV	82-0549063

3 Name of contact for additional information	4 Telephone No. of contact	5 Email address of contact
Investor Rel. (Kim Verdouw-Essebaggers)	31 88 659 5213	investor.relations@aholddelhaize.com

6 Number and street (or P.O. box if mail is not delivered to street address) of contact	7 City, town, or post office, state, and Zip code of contact
Provincialeweg 11	1506 MA Zaandam, The Netherlands

8 Date of action	9 Classification and description
15 July 2016	Reverse Stock Split

10 CUSIP number	11 Serial number(s)	12 Ticker symbol	13 Account number(s)
		AH (Amsterdam)	

Part II	Organizational Action Attach additional statements if needed. See back of form for additional questions.

14   Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ On July 15, 2016 ("Transaction Date") after the close of New York Stock Exchange trading hours, a reverse stock split took place by way of a consolidation of every 17 existing common shares with a nominal value of €0.01 each, into 16 new shares with a nominal value of €0.01, together with payment of €1.29 per remaining share. (equivalent to about €1.21 per old share).

15   Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ For every 17 shares exchanged, each shareholder received 16 shares back (reverse stock split ratio of 0.941176), plus cash payment of EUR 1.29 per remaining share. In those cases where the reverse stock split conversion resulted in fractional shares, the number of issued shares was rounded down and the corresponding amount was paid out in cash. Therefore, aggregate basis in new stock will generally equal the old basis plus gain, less cash received (but old basis and gain must be determined by each individual shareholder). Generally, new basis should be allocated amongst the shares received in a way that reflects the basis and holding periods in the shares surrendered.

16   Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ We believe that in most cases, the transaction will not result in an aggregate tax basis adjustment, i.e., in those cases in which the resulting gain is greater than the cash distribution. However, if the cash received exceeds the gain, the new basis would likely decrease (i.e., the decrease in basis from the receipt of cash would exceed the increase in basis with respect to the gain). Finally, if the reverse stock split results in a realized (but not recognized) loss, i.e., if the shareholder somehow had "old" basis in excess of the fair market value share price on the transaction date, new basis could decrease, i.e., the aggregate basis in the stock received could be less than the aggregate basis in the stock surrendered if cash is received and there is a realized loss that is not allowed to be recognized under IRC sec. 354, 356(c), or other applicable authorities.
The closing share price on the Transaction Date was approximately Euro 21.16. The US dollar to Euro exchange rate on the Transaction Date was approximately $1.105906, but shareholders must determine and apply their proper exchange rate.

Part II   **Organizational Action** (continued)

17   List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶
<u>IRC sec. 368(a)(1)(E), 354, 356, and 358; also, generally, basis allocation should be carried out per Treas. Reg. 1.358-2(a)(2)(i).</u>

18   Can any resulting loss be recognized? ▶ <u>No</u>

19   Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ <u>2016</u>

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.		
	Signature ▶ *Gregory A Stay*	Date ▶ 8-15-16	
	Print your name ▶ Gregory A. Stay	Title ▶ **Senior Vice President**	

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
	Firm's name ▶			Firm's EIN ▶	
	Firm's address ▶			Phone no.	

Send Form 8937 (including accompanying statements) to: Department of the Treasury, Internal Revenue Service, Ogden, UT 84201-0054