



Algemene Vergadering van Aandeelhouders 2015

Agendapunt 1 / Agenda item 1

- Opening

A photograph of a woman with blonde hair tied back, wearing a tan leather jacket over a patterned top, pushing a shopping cart. A young child with blonde hair, wearing a blue hoodie, is sitting in the cart. They are in a supermarket aisle with shelves of packaged breads and pastries. The background is slightly blurred, showing other shoppers and store fixtures.

Ahold in
2014

Dick Boer

CEO



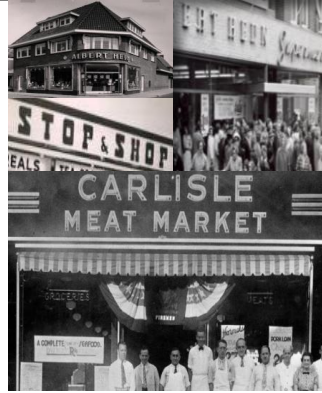
Change is in our DNA



1895

Customer assistance
Dry groceries
Few corner stores
In-store packaging

dry stuffs specialist



1930-60s

Self service
Fresh groceries
National coverage stores (NL)
Production companies & DC's

supermarket



2000's

Loyalty programs,
XL, convenience,
general merchandise,
organic, value chain,
'tele'-service

multi format



Today

Serving customers
Anyhow,
Anytime,
Anywhere

omni-channel retailer

Reshaping Retail framework

We have a robust **business model**, built on strong local brands...

we are keeping our **promises**...

and we have the ambition to drive performance and go for **growth**.



Ahold is becoming
a better place to shop,
a better place to work,
and a better neighbor.



Creating growth:

- Increasing customer loyalty
- Broadening our offering
- Expanding geographic reach

Enabling growth:

- Simplicity
- Responsible retailing
- People performance

Our values

Putting the customer first; Doing what's right; Winning together;
Making ideas happen; Getting better every day

Our vision

Better choice. Better value. Better life. Every day.

Highlights 2014

Financial

- FY sales +0.8% at constant currencies; Q4 sales +2.6%
- Improving sales trend over the course of 2014
- First signs of improved price perception in all divisions
- Underlying operating margin 3.9%
- Simplicity program 2012-2014: €865 million
- Strong free cash flow of €1,055 million

Investments in growth

- Investments in omni-channel:
- Albert Heijn Online introduced in Belgium
- Peapod: New distribution center in New Jersey regio
- Bol.com 2014 sales of about €680 million
- Average annual investments in our stores of €800-900 million
- Acquisition SPAR stores in Czech Republic
- U.S. program for improvement of customer proposition rolled out to 523 stores

Dividends, share buyback

- €2.7 billion returned to shareholders
- Proposed dividend increase of 2.1% to €0.48 per share
- New share buyback of €500 million

Our promises





Better place to shop

- Great quality and freshness
- Finding the products you want
- Good prices and exciting promotions
- Easy to shop
- Friendly and helpful employees

Omni-channel: Offering customers their channel of choice



Compact
hypers



Specialty
stores



Pick-up
points



Online non-
food delivery



Supermarkets



Online food
delivery



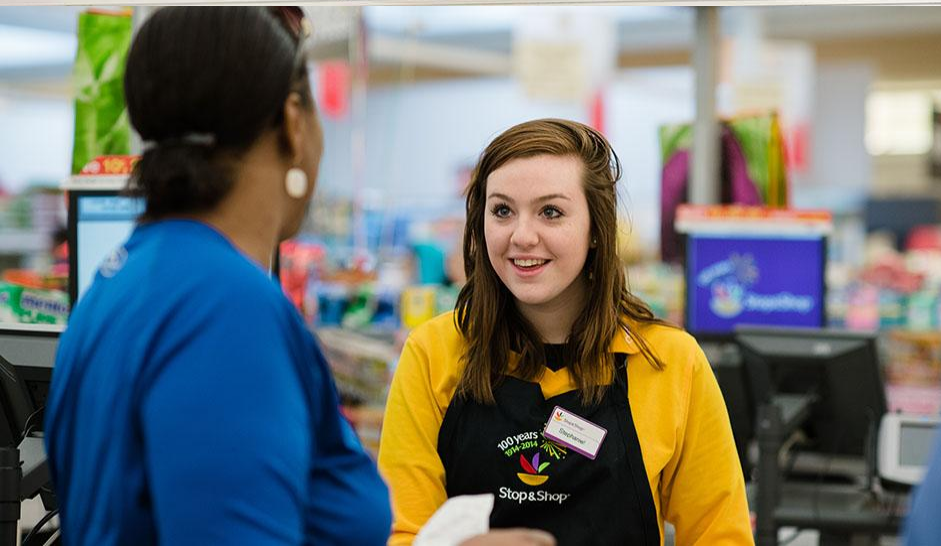
Convenience
stores



Gasoline
stations







AH XL Eindhoven















Better place to work

- Respect for each other
- Good working conditions
- Opportunities to develop
- Support from my manager
- Recognition for performance







PROUD TO SUPPORT
OUR LOCAL FARMERS

Better neighbor

- Healthy living choices made easy
- Contribution to community well-being
- Responsibly sourced products
- Care for the environment





Responsible
Retailing Report 2014

Reshaping Retail framework

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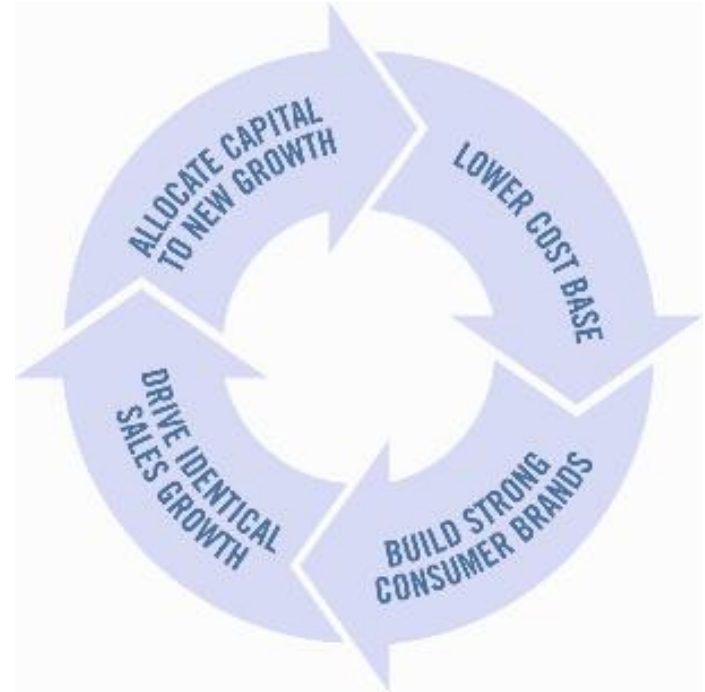
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Making ideas happen; Getting better every day

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Better choice. Better value. Better life. Every day.

Looking ahead

- Our business wheel is still core to our strategy
- We are investing in price, price perception, customer experience in our stores
- We continue to invest in future growth with our omni-channel strategy: more customers, more places, more choices
- Maintain a strong balance sheet and cash flow
- 2020 Responsible Retailing targets to be announced in 2H





Thank you



Financial review

Jeff Carr

CFO



Operating performance

(in millions of euros)

	Full year			
	2014	2013	Change	Change*
Sales	32,774	32,615	0.5%	0.8%
Gross profit margin	26.5%	26.6%	(0.1)	(0.1)
Underlying operating income	1,267	1,379	(8.1%)	(8.0%)
Underlying operating margin	3.9%	4.2%	(0.3)	(0.3)

- Strong Q4 sales driven by improved identical sales in the U.S. and the Netherlands
- Strong online sales growth reaching € 1.4 billion consumer sales in 2014
- Underlying margin impacted by investments in our customer proposition and online sales growth

* At constant exchange rates

Underlying operating income by segment

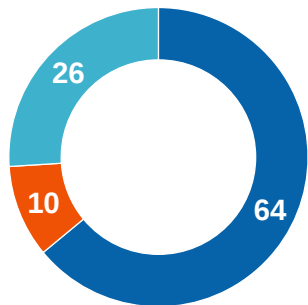
(in millions)

	Ahold USA		The Netherlands		Czech Republic	
	2014	Change	2014	Change	2014	Change*
Sales	\$25,976	(0.5%)	€11,696	1.8%	€1,521	11.7%
Underlying operating income	\$980	(7.9%)	€574	(7.3%)	€19	(33.0%)
Underlying operating margin	3.8%	(0.3)	4.9%	(0.5)	1.2%	(0.9)

- Investments in the customer proposition resulted in lower margins in the U.S. with improved sales trends through the year
- In the Netherlands, lower margins were mainly caused by negative identical sales growth in the first three quarters
- Czech full-year underlying operating margin excluding SPAR at 2.3% improved slightly compared to last year

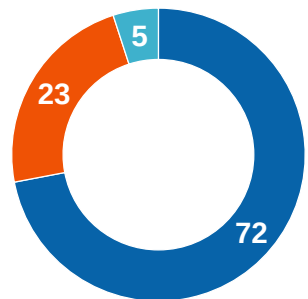
* At constant exchange rates

Simplicity cost and efficiency improvement program



Functional split 2014 (in %)

- Commercial improvements
- Overhead reduction
- Operational efficiencies



Regional split 2014 (in %)

- Ahold USA
- The Netherlands
- Czech Republic

All our businesses have successful cost and efficiency improvement programs underway

Delivered €385 million in 2014:

- Commercial improvements
- Operational efficiencies
- Overhead reduction

Invested in:

- Lower prices
- Absorbing COGS inflation
- Mitigating OPEX cost pressure

The total three-year plan (2012-2014) delivered €865 million

Ongoing initiatives expected to deliver an additional €350 million in 2015

Adjusted net income

(in millions of euros)

	Full year		
	2014	2013	Change
Underlying operating income	1,267	1,379	(8.1%)
Operating income	1,250	1,239	0.9%
Net financial expenses	(235)	(291)	19.2%
Income taxes	(248)	(153)	62.1%
Share in income (loss) of joint ventures	24	10	140.0%
Income from continuing operations	791	805	(1.7%)
European reorganization	30	-	
Dutch Pension plan amendments	(44)	-	
Multi-employer pension plan settlement	-	39	
Movements in income tax contingency reserves	-	(37)	
Adjusted income from continuing operations	777	807	(3.7%)
Basic EPS from continuing operations	€0.90	€0.79	13.9%
Dividend per share	€0.48*	€0.47	2.1%
Payout ratio	51%	51%	

* Subject to shareholder approval

Dividend

Dividend 2014

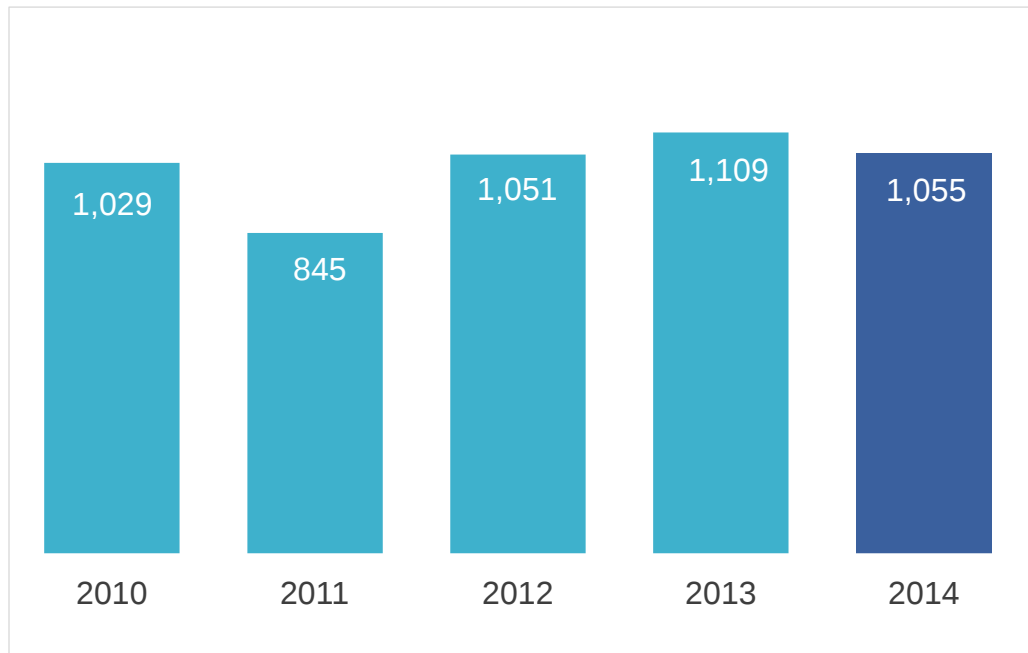
- €0.48 per common share

Timetable

- April 17, 2015 Ex-dividend date
- April 20, 2015 Dividend record date
- April 30, 2015 Payment date

Free cash flow

(in millions of euros)

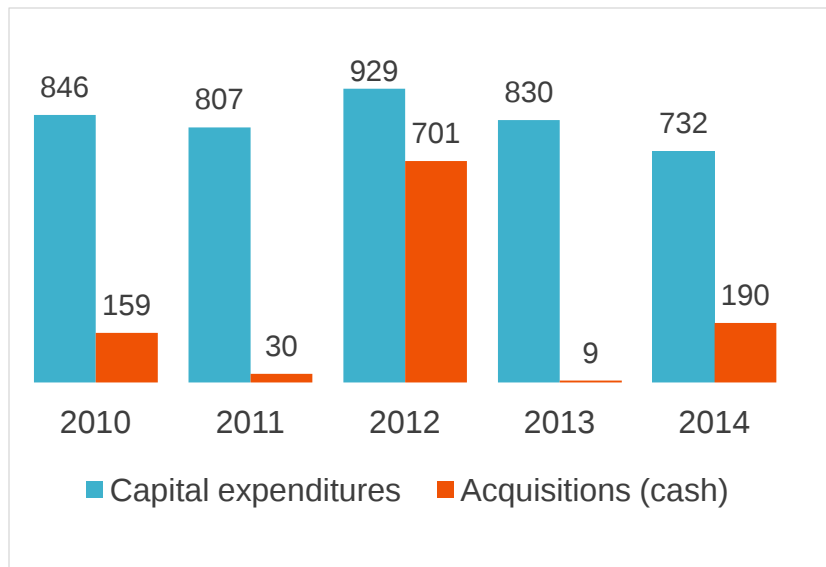


- Continued strong free cash flow of €1.1 billion in 2014
- Expected cash flow for 2015 broadly in line with 2014
- The € / USD rate in 2014 was 1.33: Sensitivity of \$0.10 decrease results in €53 million additional free cash flow

Uses of cash

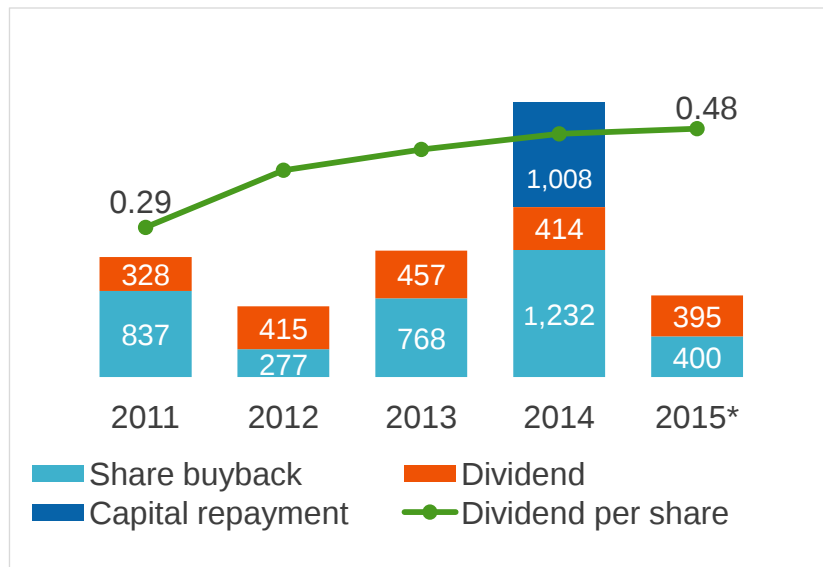
(in millions of euros)

Continuous balanced investments



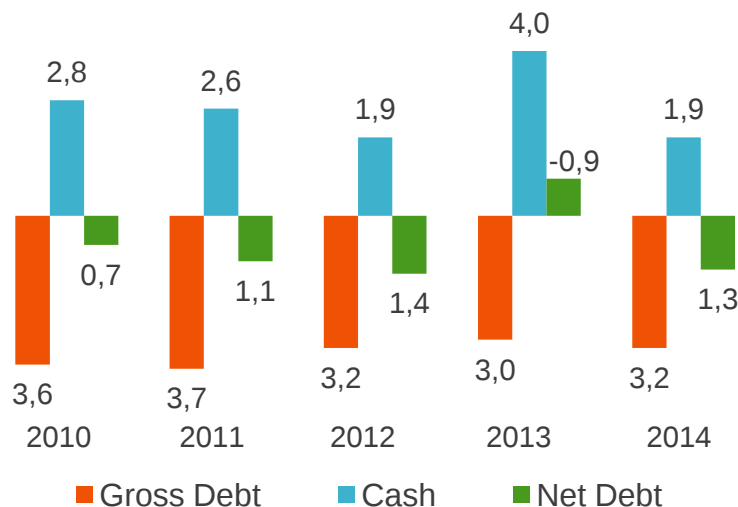
* Expected

Attractive shareholder returns



Capital structure

(in billions of euros)



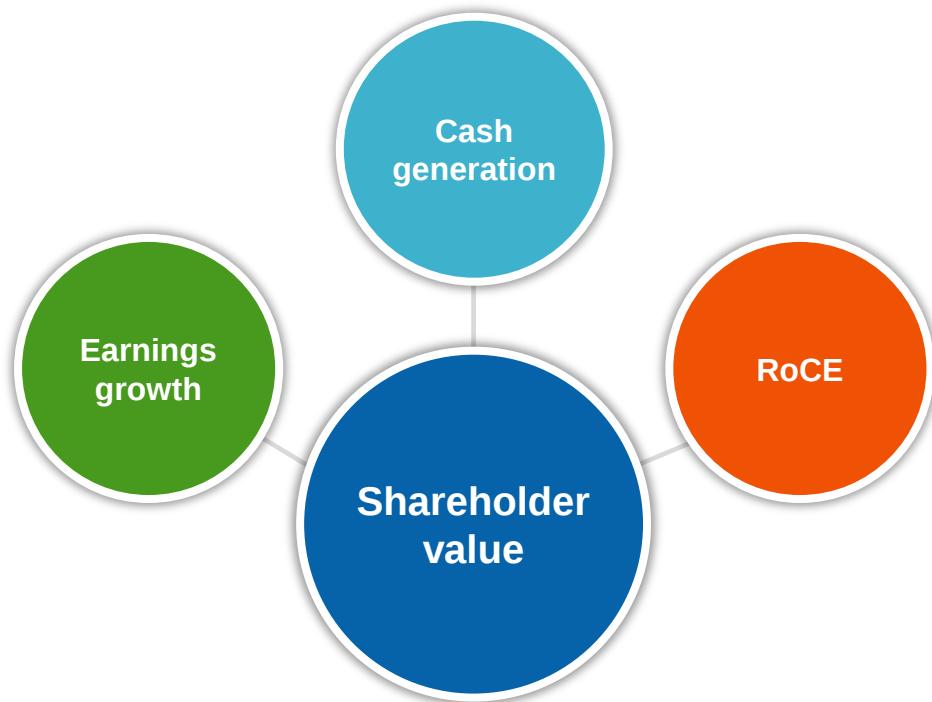
* Includes cash and short-term deposits

Further reduction of excess liquidity Lease adjusted leverage close to target

- €1 billion capital repayment and €2 billion share buyback program completed during 2014
- Cash balances* down €2.1 billion to €1.9 billion
- Net lease-adjusted debt / EBITDAR at 1.9 times
- New share buyback program of €500 million over the next 12 months

Financial strategy

Balanced investment in growth and return excess cash



Return on capital

Top quartile of the sector

Capital structure guidelines

- Net lease-adjusted debt to EBITDAR around 2x
- Liquidity around €2 billion
- Committed to investment grade credit rating

Dividend policy

Distribute 40-50% of adjusted income from continuing operations

Summary 2014 & Outlook 2015

- Sales growth in 2014 of 0.8% at constant exchange rates, with improved sales trends through the year
- Simplicity cost and efficiency improvement program delivered €865 million for 2012-2014
- Continued strong free cash flow in 2014 of €1.1 billion
- Proposed dividend in 2014 of €0.48, up 2.1%
- New €500 million share buyback program launched in March 2015
- Simplicity cost and efficiency improvement target of €350 million in 2015
- Capex excluding acquisitions to be around €900 million in 2015
- Free cash flow 2015 broadly in line with 2014



Albert Heijn

Sinds 1887

Thank you

**Belonings
beleid**

**Raad van
Bestuur**

**Rob van den
Bergh**



Evaluatie Beloningsbeleid

	Doel en link met strategie	Beleid
Basis salaris	Met het basis salaris heeft Ahold tot doel RvB leden met specifieke vaardigheden en ervaring, nodig voor de implementatie van de Ahold strategie aan te trekken.	Het basis salaris wordt jaarlijks geëvalueerd en vergeleken met de salarissen betaald door bedrijven in de peer group.
Korte termijn variabele beloning	Ondersteunt zowel de Ahold strategie en de prestatie cultuur.	Target level (als % van basis salaris): 100% Maximale bonus (als % van basis salaris): 150% Berekening van de jaarlijkse bonus: * 90% gebaseerd op Ahold's financiële resultaten * 10% gebaseerd op doelstellingen geformuleerd op het vlak van maatschappelijk verantwoord ondernemen
Lange termijn variabele beloning	Beeoogt de talenten voor de organisatie te behouden. Stelt medewerkers in staat mee te delen in de gecreëerde waarde gedurende de looptijd van het plan. Ter ondersteuning van Ahold's strategische doelstellingen. De belangen van de organisatie en die van aandeelhouders op elkaar af te stemmen.	Target levels (als % van basis salaris): CEO: 185%* COO Ahold USA: 185% CFO: 150% * Aanpassing voorgesteld in de 2015 AvA

Cautionary notice

This presentation includes forward-looking statements, which do not refer to historical facts but refer to expectations based on management's current views and assumptions and involve known and unknown risks and uncertainties that could cause actual results, performance or events to differ materially from those included in such statements. These forward-looking statements include, but are not limited to, statements as to Ahold's omni-channel retailing strategy, reshaping retail framework, dividend, share buyback, investments, balance sheet and cash flow, responsible retailing, cost and efficiency improvement program, liquidity, return on capital, capital structure, investment grade credit rating and capital expenditures. These forward-looking statements are subject to risks, uncertainties and other factors that could cause actual results to differ materially from future results expressed or implied by the forward-looking statements. Many of these risks and uncertainties relate to factors that are beyond Ahold's ability to control or estimate precisely, such as the effect of general economic or political conditions, fluctuations in exchange rates or interest rates, increases or changes in competition, Ahold's ability to implement and complete successfully its plans and strategies, the benefits from and resources generated by Ahold's plans and strategies being less than or different from those anticipated, changes in Ahold's liquidity needs, the actions of competitors and third parties and other factors discussed in Ahold's disclosures. The audience is cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this presentation. Koninklijke Ahold N.V. does not assume any obligation to update any public information or forward-looking statements in this presentation to reflect subsequent events or circumstances, except as may be required by law. Outside the Netherlands, Koninklijke Ahold N.V., being its registered name, presents itself under the name of "Royal Ahold" or simply "Ahold".



Stem procedure / Voting procedure

- Om te stemmen, druk 1, 2 of 3
- *Register your vote by pressing 1, 2 or 3*

1 = voor / for
2 = tegen / against
3 = onthouding / abstention

- **Correctie / Correction**

- Maak opnieuw uw keuze. Uw laatste keuze geldt.
- *Make your choice again. Your last choice will be registered.*



Agendapunt 5 / Agenda item 5

- Voorstel tot vaststelling van de jaarrekening over het boekjaar 2014

- *Proposal to adopt 2014 financial statements*

Agendapunt 6 / Agenda item 6

- Voorstel tot vaststelling dividend over het boekjaar 2014

- *Proposal to determine the dividend over financial year 2014*

Agendapunt 7 / Agenda item 7

- Voorstel tot het verlenen van décharge aan de leden van de Raad van Bestuur
- *Proposal for discharge of liability of the members of the Management Board*

Agendapunt 8 / Agenda item 8

- Voorstel tot het verlenen van décharge aan de leden van de Raad van Commissarissen
- *Proposal for discharge of liability of the members of the Supervisory Board*

Agendapunt 9 / Agenda item 9

- Samenstelling van de Raad van Bestuur
 - Voorstel tot benoeming van de heer A.D. Boer tot lid van de Raad van Bestuur voor een nieuwe termijn met ingang van 15 april 2015
- *Composition of the Management Board*
 - *Proposal to appoint Mr. A.D. Boer as a member of the Management Board for a new term, with effect from April 15, 2015*

Agendapunt 10 / Agenda item 10

- Samenstelling van de Raad van Commissarissen
 - Voorstel tot benoeming van de heer R.F. van den Bergh tot lid van de Raad van Commissarissen voor een nieuwe termijn met ingang van 15 april 2015
- *Composition of the Supervisory Board*
 - *Proposal to appoint Mr. R.F. van den Bergh as a member of the Supervisory Board for a new term, with effect from April 15, 2015*

Agendapunt 11 / Agenda item 11

- Voorstel tot wijziging van het bezoldigingsbeleid Raad van Bestuur
- *Proposal to amend the remuneration policy Management Board*

Agendapunt 12 / Agenda item 12

- Voorstel tot wijziging van de statuten
 - a. Voorstel tot wijziging van de statuten om het maatschappelijk kapitaal van de Vennootschap te verminderen
- *Proposals to amend the Articles of Association*
 - a. *Proposal to amend the Articles of Association to reduce the authorised capital of the Company*

Agendapunt 13 / Agenda item 13

- Benoeming Accountant
 - Voorstel tot benoeming van PricewaterhouseCoopers Accountants N.V. als externe accountant van de Vennootschap voor het boekjaar 2015.
- *Appointment Auditor*
 - *Proposal to appoint PricewaterhouseCoopers Accountants N.V. as external auditor of the Company for financial year 2015.*

Agendapunt 14/ Agenda item 14

- Aanwijzing tot uitgifte van aandelen

- *Authorization to issue shares*

Agendapunt 15/ Agenda item 15

- Aanwijzing tot het beperken of uitsluiten van voorkeursrechten
- *Authorization to restrict or exclude pre-emptive rights*

Agendapunt 16/ Agenda item 16

- Machtiging tot inkoop van eigen aandelen
- *Authorization to acquire shares*

Agendapunt 17/ Agenda item 17

- Intrekking van gewone aandelen

- *Cancellation of common shares*

Agendapunt 18/ Agenda item 18

- Sluiting

- *Closing*

Questions & Answers



Thank you

