

Policy on inside information and securities trading



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Title	Policy on inside information and securities trading
Business/functional owner	Company Secretary
Applicable to	All associates
ExCo owner	Chief Legal Officer
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Next Update	As needed

1. Introduction

Ahold Delhaize is committed to conducting its business in an ethically responsible manner and complying with the law in all countries and jurisdictions in which it operates. Our Code of Ethics reflects this commitment.

2. Purpose of this policy

The purpose of this Policy on inside information and securities trading (the 'Policy') is to set forth the regulations relating to effecting transactions in Ahold Delhaize securities and other restricted securities by associates and the unlawful disclosure of inside information.

Ahold Delhaize's management wants to raise and maintain associate's awareness about the prohibition of trading securities with inside information and the related prohibitions in accordance with the law and the codes applicable to associates and the company.

Ahold Delhaize's management wants to limit any risk to the company's reputation and the integrity of its business as a result of undesirable transactions in securities by its associates or board members.

3. Application of this policy

This policy applies to all associates, irrespective of the capacity in which they execute transactions and also applies if the employee in question executes a transaction for another person's account or as another person's representative.

Trading securities with inside information, disclosing inside information to third parties or recommending a third party to trade Ahold Delhaize securities when you have inside information could seriously harm the interests of Ahold Delhaize and constitutes a crime under Dutch law.

Ahold Delhaize has the right to impose sanctions upon any person who violates the policy on inside information and securities trading, including termination of his or her employment agreement.

4. What is insider trading?

Inside information

Knowledge of information of a precise nature that has not been made public, relating, directly or indirectly, to the legal entity, company, or institution to which the securities relate or to the trade in those securities and which, if it were made

public, could have a significant influence on the price of the securities or on related derivative securities.

Insiders

Associates who have access to inside information through the exercise of their employment, profession or duties and have been designated as such by the central officer.

Transactions

The sale or purchase of securities or the execution of any other legal act aimed at acquiring or disposing of securities, either directly or indirectly and for one's own account or the account of others.

5. Disclosure and policy review

This Policy is published on the website and intranet of the company and reviewed annually by the central officer.

6. Prohibitions for all associates

Trading

1. All associates are prohibited from using inside information in the execution or attempted execution of transactions in Ahold Delhaize securities or other restricted securities to which the inside information relates. This applies to transactions an employee executes or attempts to execute for his or her own account or for the account of a third party, either directly or indirectly.
2. All associates are prohibited from executing transactions in Ahold Delhaize securities or other restricted securities during any period in which the employee has been prohibited from doing so by Ahold Delhaize's central officer.

Sharing inside information

3. All associates are prohibited from disclosing inside information to a third party, unless the disclosure is made in the normal course of the exercise of his or her duties and the recipient of the inside information has an obligation of confidentiality, irrespective of whether this is based on law or regulation, provisions in articles of association, or an agreement.
4. All associates are prohibited from recommending to a third party the execution of transactions in securities to which his or her inside information relates or from inciting a third party thereto.

7. Insiders

Designation as insider

The central officer is responsible for designating associates who have access to

inside information through the exercise of their employment, profession or duties as insiders, and to inform them in writing of that designation as insider.

Restrictions for insiders

1. Insiders are prohibited from executing transactions in Ahold Delhaize securities during a closed period, irrespective of whether he or she possesses inside information.
2. In order to avoid the semblance of speculation, insiders are prohibited from executing a transaction in Ahold Delhaize securities or other restricted securities and within six months thereafter executing another transaction that is the opposite of the first transaction or has the effect of (fully or partially) undoing or limiting the risk of the first transaction. This prohibition does not apply if the first transaction is the exercise of an option granted by the company and the second transaction is the sale of the Ahold Delhaize securities acquired by the exercise of such option.
3. Insiders are prohibited from buying or writing options on Ahold Delhaize securities, or short selling Ahold Delhaize securities.
4. Insiders are prohibited from pledging Ahold Delhaize securities as a collateral for a loan.

Closed periods

5. The central officer is responsible for announcing in a timely manner which periods in each financial year are closed periods.

Closed periods include:

- a. The period of 60 days prior to the publication of Ahold Delhaize's annual accounts, the day of publication included.
- b. The period of 31 days prior to the publication of Ahold Delhaize's quarterly or half-year results, the day of publication included.
- c. Such other periods as the central officer may designate, for any employee or group of associates.

Changes or additions will be announced in the same manner in the course of the financial year.

8.Exemptions

The following actions are allowed even if an employee possesses inside information:

General

1. Executing transactions in the discharge of a due legal obligation existing at the time that the employee acquired inside information (e.g. an obligation to dispose of or acquire Ahold Delhaize securities or other restricted securities arising from an agreement concluded before the inside information was acquired).
2. Acquiring any shares or depositary receipts for shares as payment of dividend, other than in the form of optional dividend, provided that such transactions take place under a pre-agreed mechanism which does not allow any

discretion for the company or the shareholders and under which any inside information cannot influence the share dividend distribution.

3. Executing any other transactions exempted by or under the law.

Employee participation plans

4. Accepting Ahold Delhaize securities in connection with an employee participation plan, provided such transactions take place under a pre-agreed mechanism which does not allow any discretion for the company or the employees and under which any inside information cannot influence the award or grant of shares.
5. Selling shares or depositary receipts for shares acquired in connection with an employee participation plan immediately after the sale has become possible under the plan and if the proceeds of the sale are used to fulfill an obligation to pay tax arising from the acquisition of the shares or depositary receipts for shares, provided that such transactions take place under a pre-agreed mechanism which does not allow any discretion for the company or the employees and under which any inside information cannot influence such transaction.

9. In effect four months after leaving position

1. The prohibitions contained in heading 6 and 7 and any possible exemptions to these prohibitions continue to have effect during the longer of (i) a period of four months after the relevant insider has ceased to occupy a position that qualifies him or her as an insider or (ii) the relevant insider being in the possession of inside information.

10. Sanctions

Internal sanctions

1. In the event of a violation of any provision of this policy the company and its subsidiaries reserve the right to impose any sanctions which they are entitled to impose under the law and/or the (employment) agreement upon the person in question. Such sanctions include termination of the (employment) agreement with the person involved, by way of summary dismissal or otherwise.

General sanctions

2. A description of the sanctions for violation of the prohibitions of the Regulation and/ or the Dutch Act on Financial Supervision has been attached to this policy as Annex.

II. Register

Content

1. The company shall keep a register setting out:
 - a. The personal data of all persons employed by the company who may possess inside information on a regular or incidental basis.
 - b. The reason for including in the register the persons referred to under “a.”
 - c. Date of obtaining/ ceased access to inside information.
2. The register shall be kept by the central officer.

Personal data

3. Ahold Delhaize is responsible for the processing of personal data (to be included in the register. Personal data should only be processed for the purposes specified in the introduction to this policy.
4. Personal data from the register may be provided to the Netherlands Authority for the Financial Markets (Autoriteit Financiële Markten), in the event this is necessary as a result of any legal obligation of the company.
5. The personal data referred to in II.1.a. – c. will be kept for a maximum period of five years after the date of recording in the register or alteration of the data. The central officer should remove other personal data from the register no later than two years after the person in question has ceased to be involved in the company. If the processing of personal data referred to in II.1. is necessary for the resolution of a dispute or relates to property rights and obligations of the company, it will not be removed. In the event that the processing of the personal data is necessary for the resolution of a dispute, the central officer shall remove the data as soon as it ceases to be necessary for the dispute. If the personal data relates to property rights and obligations of the company, the central officer shall remove it seven years after the date of its recording.
6. Any employee who is designated as an insider is responsible to submit the required personal information and need to acknowledge awareness of the entailed duties and applicable sanctions as described in this policy in the manner instructed by the Central officer.
7. Any employee whose personal data is recorded in the register has the right to inspect the data, and he or she may apply to the central officer for this purpose. If personal data about that employee is processed, the central officer should provide him or her with a full written summary within four weeks.
8. Any employee whose personal data is recorded in the register has the right to request that Ahold Delhaize correct, add to, remove or block the personal data in the register that relates to him or her, if the data is factually incorrect or, given the purpose of inclusion in the register, is irrelevant. The employee should direct his or her request to the central officer, who should inform the employee in question of his or her decision within four weeks of receiving the request. A decision to decline the request should set out the reasons for the decision. If the request is granted, the central officer should arrange for the relevant correction, addition, removal or blocking of the personal data as soon as possible.
9. The central officer should notify the Netherlands Authority for the Financial

Markets of a correction, addition, removal or blocking of personal data as soon as possible if these data have been provided to the Netherlands Authority for the Financial Markets.

- IO. The central officer will adjust the data included in the register if:
 - a. The reason for listing a person in the register changes.
 - b. A person needs to be added to the register.
 - c. A person included in the register no longer has access to inside information.
- II. Only the central officer, the company secretariat, the chief legal officer, the chief executive officer and the chairman of the Supervisory Board have the right to inspect the register if their duties and the purposes specified in the provisions of this policy require this.

12. Central and local officers

Central officer

1. The Management Board designated the Company Secretary as the central officer. The Management Board may at any time revoke the designation of the central officer as such.
2. The central officer has the duties and powers granted to him or her in this policy. The Management Board may grant additional duties and powers to the central officer.
3. The central officer may at an employee's request render advice on whether a prohibition or obligation contained in this policy applies to that employee. If an employee is in doubt as to whether a prohibition or obligation contained in this policy applies to that employee, he or she should contact the central officer for advice via insider.trading@aholddelhaize.com.
4. The central officer should report to the chief legal officer on the manner in which he or she has exercised his duties and powers.

Local officers

5. The central officer may, in consultation with the Management Board, appoint one or more local officers to carry out such duties and powers for the benefit of associates in other countries as the central officer will determine in consultation with the Management Board. The central officer may appoint persons to replace him or her in his or her absence. The central officer should announce who the appointed local officers are as well as where these local officers can be contacted.

13. Miscellaneous

Circumstances not covered by the policy

1. The Management Board shall have the right to take decisions in any circumstances not covered by this policy, provided that it does so in accordance with any applicable statutory provisions.

Effective date

2. Effective July 24, 2016 this policy enters into force and replaces the Ahold policy on Inside Information and Securities Trading dated January 1, 2013 and the Delhaize Group Policy governing securities trading and prohibiting market manipulation and unauthorized disclosure of information dated January 23, 2015.

Amendments

3. Provisions of this policy may be amended and supplemented by a resolution of the Management Board. Such resolution will require the approval of the Supervisory Board. Amendments and additions will enter into force from the moment that they are announced, unless the announcement specifies a later date.

Governing law

4. This policy shall be governed by Dutch law.

Annex I – definitions

Ahold Delhaize	Koninklijke Ahold Delhaize N.V., with its corporate seat in Zaandam, the Netherlands.
Ahold Delhaize securities	Securities issued by or relating to Ahold Delhaize.
Central officer	The officer referred to in I2 of this policy. At Ahold Delhaize, the Company Secretary is designated by the Management Board as the central officer.
Associates	Any person employed by, or in any other relationship of authority to, the company or a subsidiary or group company of the company, irrespective of the length of the employment, as well as members of the Management Board and members of the Supervisory Board.
Inside information	Knowledge of information of a precise nature that has not been made public, relating, directly or indirectly, to the legal entity, company, or institution to which the securities relate or to the trade in those securities and which, if it were made public, could have a significant influence on the price of the securities or on related derivative securities.
Insiders	Associates who have access to inside information through the exercise of their employment, profession or duties and have been designated as such by the central officer.
Other restricted securities	Securities (other than Ahold Delhaize securities), that have been designated by the Management Board or have been determined by the central officer.
Personal data	The following data relating to an identifiable natural person: names, full address, date of birth, national identification number, personal and company telephone numbers, function title and company name.
Policy	This policy on inside information and securities trading.
Regulation	Regulation (EU) NO 596/2014 of the European Parliament and the council of 16 April 2014 on market abuse.
Securities	<ol style="list-style-type: none">Shares;depository receipts for shares;other transferable securities comparable with shares or depository receipts for shares;securities – not being securities as referred to in a. or b. – whose value is partly determined by the value of the

-
- securities referred to in a. or b.;
 - e. bonds and other forms of securitised debt;
 - f. securitised debt convertible or exchangeable into shares or into other securities equivalent to shares;

**Securities
(continued)**

- g. 'associated instruments' - meaning the following financial instruments, including those which are not admitted to trading or traded on a trading venue, or for which a request for admission to trading on a trading venue has not been made:
 - (i) contracts or rights to subscribe for, acquire or dispose of securities;
 - (ii) financial derivatives of securities;
 - (iii) where the securities are convertible or exchangeable debt instruments, the securities into which such convertible or exchangeable debt instruments may be converted or exchanged;
 - (iv) instruments which are issued or guaranteed by the issuer or guarantor of the securities and whose market price is likely to materially influence the price of the securities, or vice versa;
 - (v) where the securities are securities equivalent to shares, the shares represented by those securities and any other securities equivalent to those shares.

Transactions

The sale or purchase of securities or the execution of any other legal act aimed at acquiring or disposing of securities, either directly or indirectly and for one's own account or the account of others.

Annex II – sanctions

Insider trading or unlawful disclosure of inside information constitute an economic offence and may lead to administrative sanctions or criminal prosecution.

In case of non-compliance, the Netherlands Authority for the Financial Markets may:

- impose an administrative fine of up to € 5 million¹ both for individuals and for legal entities or (if higher) up to 10 per cent of net group turnover for legal entities;
- instruct individuals and legal entities to comply with the relevant obligation within a reasonable period of time in combination with an incremental penalty payment ('last onder dwangsom');
- make an order to compensate or disgorge profits to affected persons; and
- publish the relevant rulings.

The criminal sanctions are the following:

- fine of between €20,500 and €820,000;
- imprisonment of up to 6 years.

¹ In case of recidivism, the administrative fine can be doubled.



Koninklijke Ahold Delhaize N.V.
Provincialeweg 11, 1506 MA Zaandam
P.O. Box 3000, 1500 HA Zaandam
The Netherlands