

Annual General Meeting of Shareholders 2013

Welcome

Amsterdam, April 17, 2013



Agendapunt 1 / Agenda item 1

- Opening

Agendapunt 2 / Agenda item 2

- Verslag van de Raad van Bestuur over het boekjaar 2012
- *Report of the Corporate Executive Board for financial year 2012*

Dick Boer

Chief Executive Officer



Our promises are how we get better every day



Better place to shop focuses on what is important to our customers

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

Better place to work because we are committed to our employees' success

Better place to work

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

Better neighbor means we are connected to the communities we serve

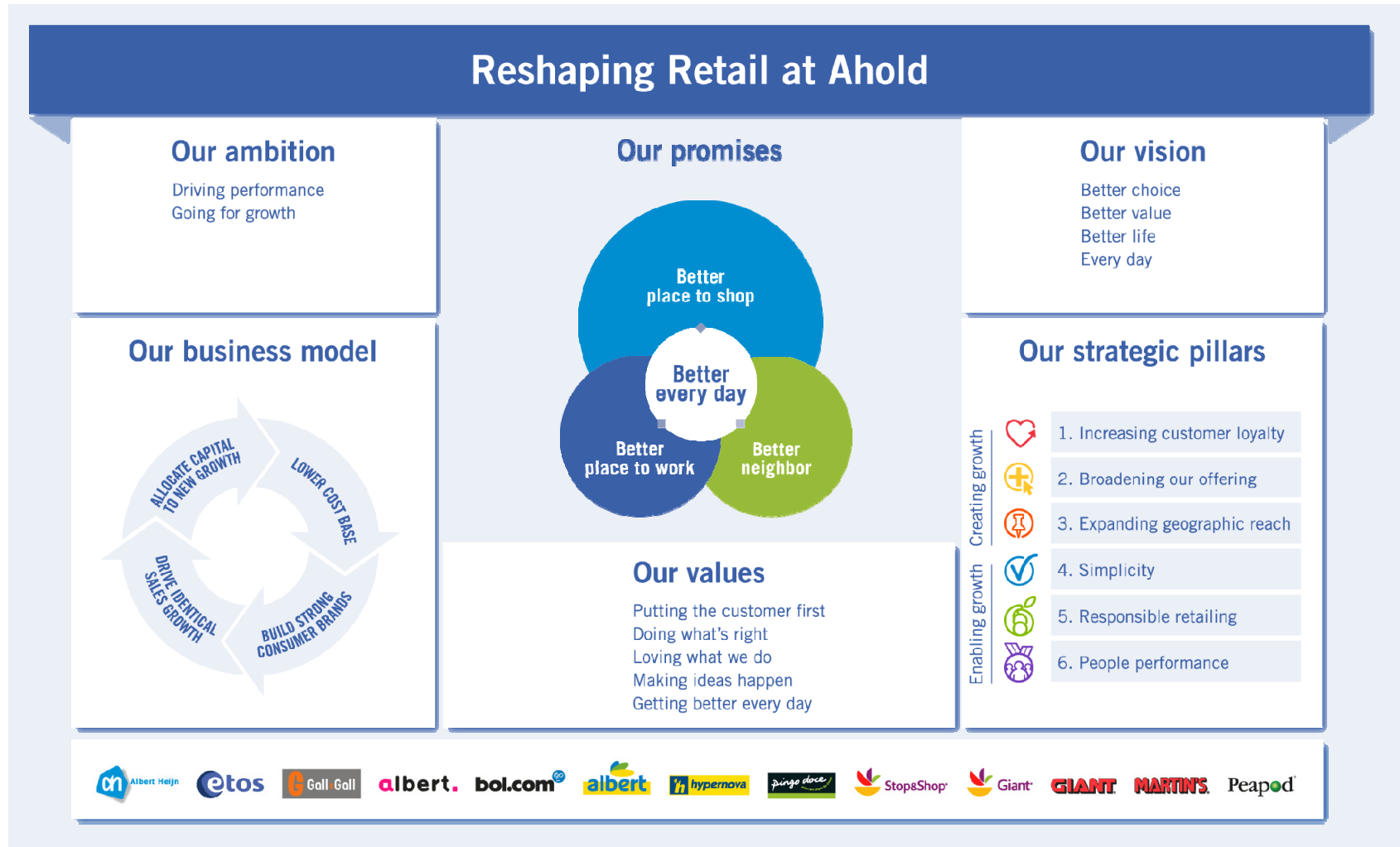
Better neighbor

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

Our promises are how we get better every day



Our strategy helps us leverage changing consumer trends



2012 was a successful year

Solid financial performance

- Net sales increased 3.5% at constant rates to €32.8 billion
- Underlying operating margin of 4.3%
- Market share gains in all major markets



Our strategic pillars are driving growth now and in the future



We are broadening our offering



Our strategic pillars

Creating growth



1. Increasing customer loyalty



2. Broadening our offering



3. Expanding geographic reach

Enabling growth



6. People performance

We are expanding our geographic reach



15 stores added to Giant's Philadelphia network



82 new Dutch stores



6 million potential customers in Flanders

Our strategic pillars

Creating growth



1. Increasing customer loyalty



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Enabling growth

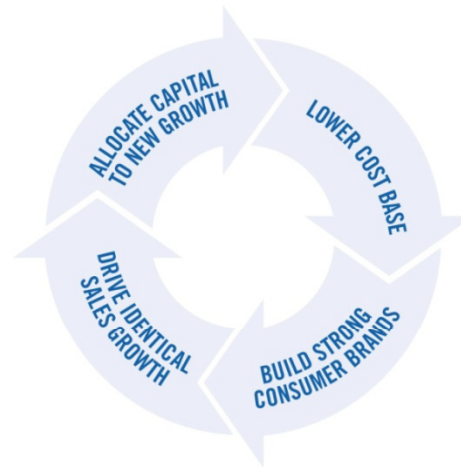


4. Simplicity



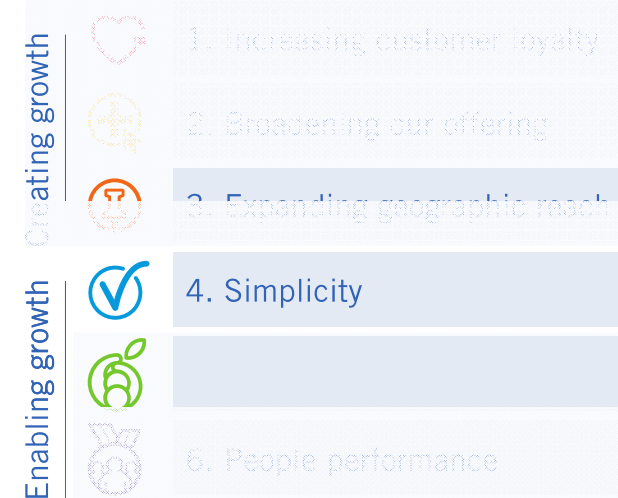
6. People performance

We are simplifying our business and reducing costs



€600 million in 2012 - 2014

Our strategic pillars





Key leadership changes



Carl Schlicker



James McCann



Sander van der Laan

Key leadership changes

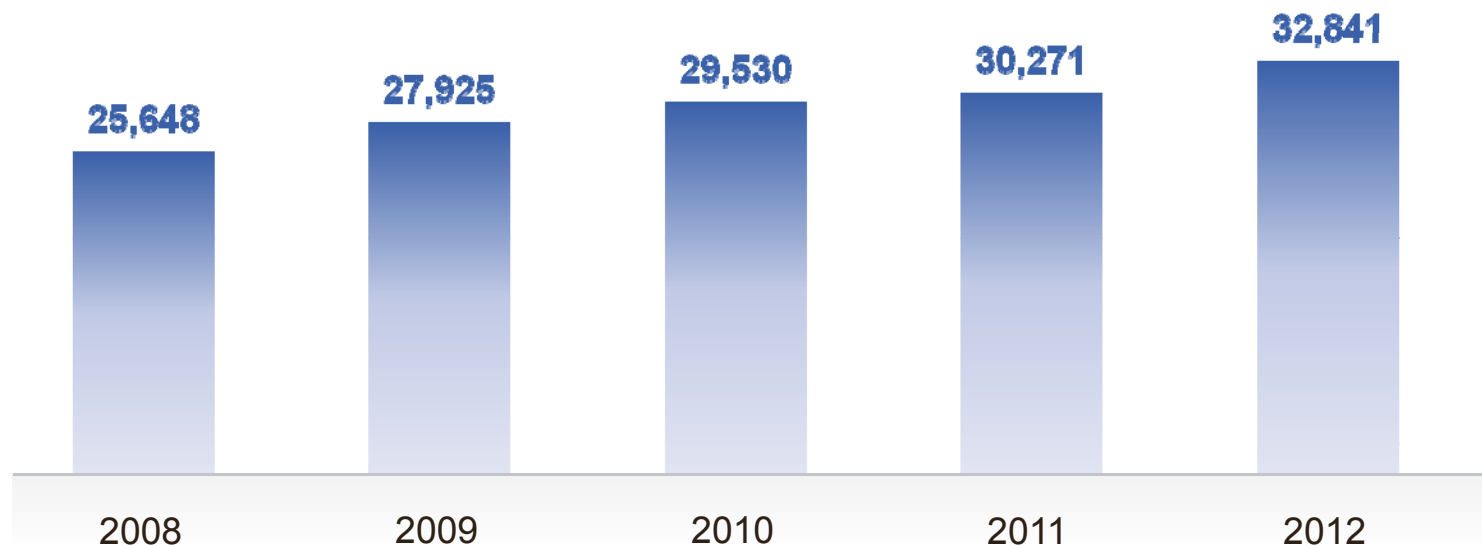


René Dahan

We have shown strong performance over the past five years

Net sales

(in millions of euros)

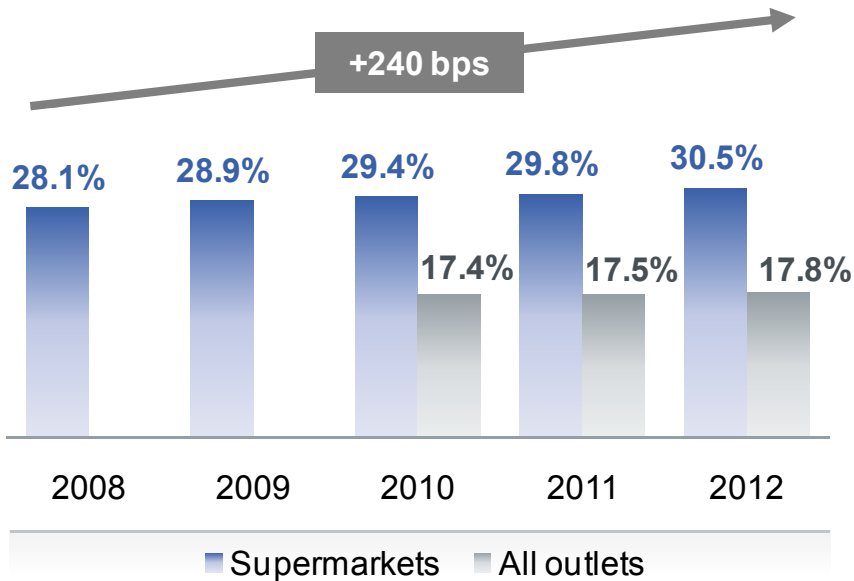


- Net sales increased by €7.2 billion to €32.8 billion, driven by twenty consecutive quarters of identical sales growth

We have realized steady market share growth

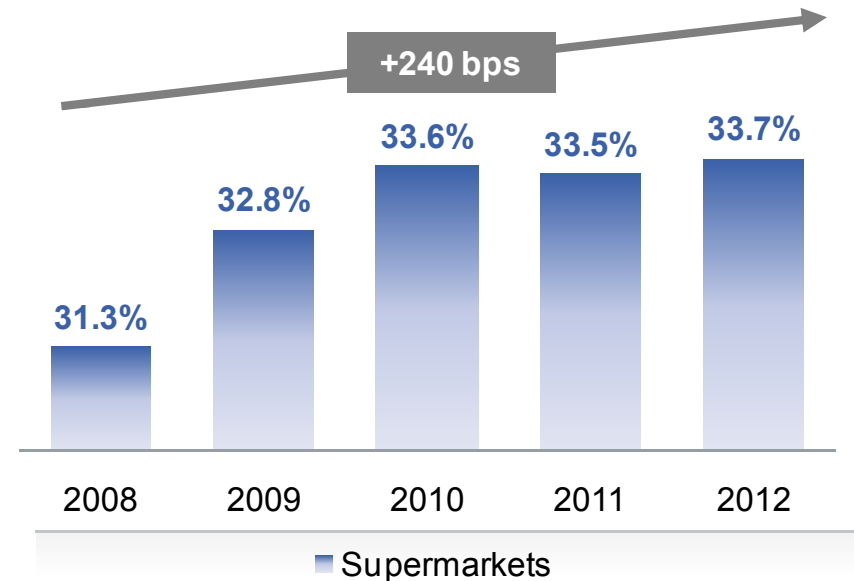
United States

- Gained in both all-outlets and supermarket channel



Albert Heijn

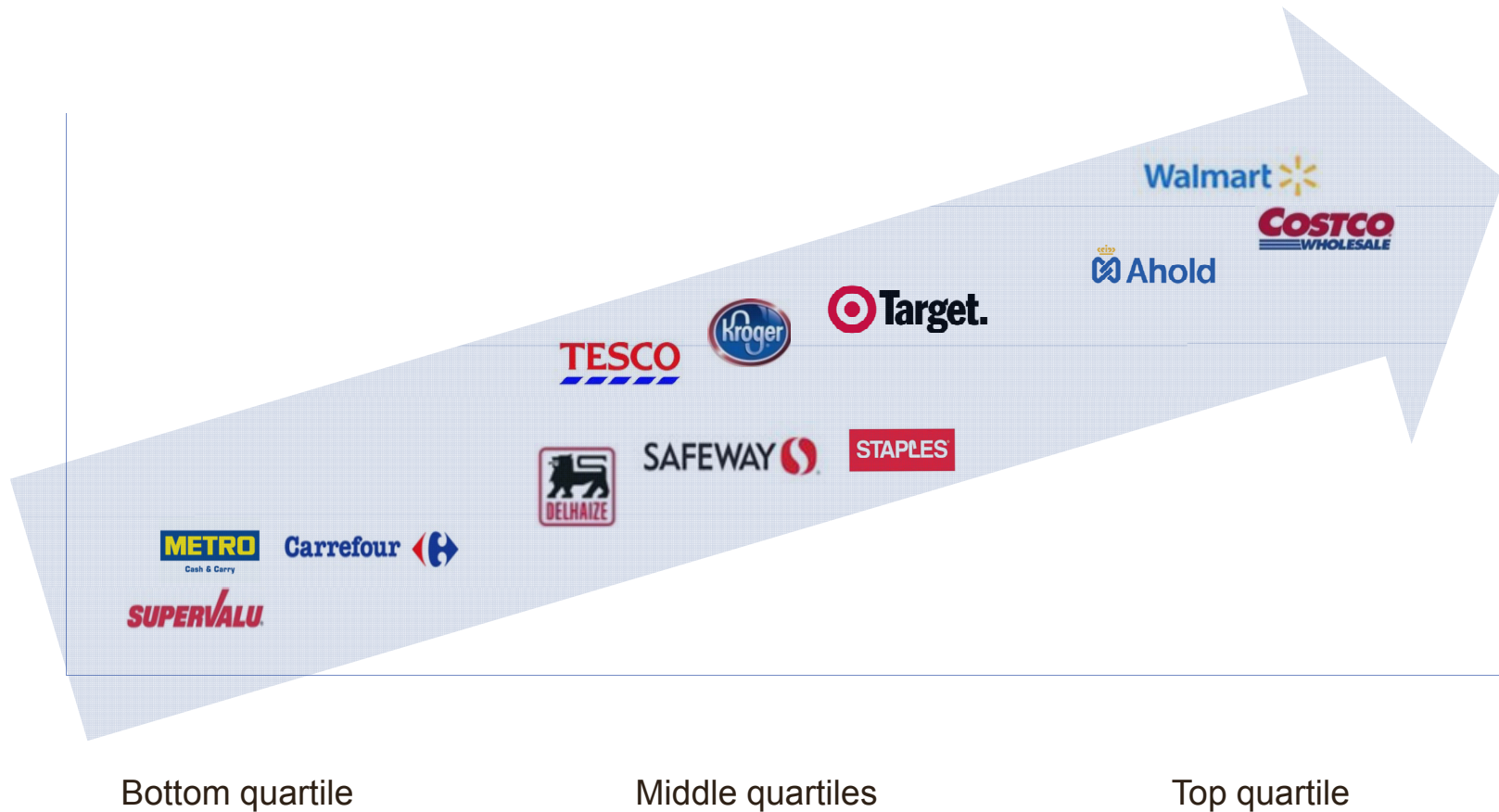
- Share increased in a consolidating market



Source: Nielsen ScanTrack / Nielsen Scanning data

Creating shareholder value

Historical TSR performance
2008 – 2012



2013 – the year ahead

Creating growth



1. Increasing customer loyalty



2. Broadening our offering



3. Expanding geographic reach

Enabling growth



4. Simplicity



5. Responsible retailing



6. People performance



Belgium



Roll out
Pick-up points



Simplicity



Value

Thank you





**Better
every day**

Jeff Carr

Chief Financial Officer



Operating performance

(in millions of euros)

	Quarter 4			Full year		
	2012	2011	Change	2012	2011	Change
Sales	7,835	7,290	7.5%	32,841	30,271	8.5%
Gross profit margin	26.1%	26.2%	(0.1)	26.0%	26.2%	(0.2)
Underlying operating income	355	341	4.1%	1,414	1,375	2.8%
At constant exchange rates	355	346	2.7%	1,414	1,433	(1.3%)
Underlying operating margin	4.5%	4.7%	(0.2)	4.3%	4.5%	(0.2)

- Strong sales performance, up 5.1% in the fourth quarter and 3.5% for the full year (at constant exchange rates)
- Cost reduction program of €600 million in 2012-2014 on track, delivering €190 million in 2012

Operating performance by segment

(in millions)

	Ahold USA		The Netherlands		Other Europe	
	2012	Change	2012	Change	2012	Change
Sales	\$25,845	3.1%	€11,054	5.2%	€1,675	(3.7%)
Underlying operating income	\$1,069	0.2%	€644	(3.3%)	€21	5.0%
Underlying operating margin	4.1%	(0.2)	5.8%	(0.5)	1.3%	0.1

- In the United States, good cost controls continued to balance promotional investments
- In the Netherlands, increased promotions and higher hourly wage rate were partially offset by cost reductions
- In the Czech Republic, 2012 underlying operating margin was up +30bps versus last year

Net income

(in millions of euros)

	Quarter 4			Full year		
	2012	2011	Change	2012	2011	Change
Underlying operating income	355	341	4.1%	1,414	1,375	2.8%
<i>Non-recurring items and other</i>	199	(13)	186	227	(28)	199
Operating income	156	328	(52.4%)	1,187	1,347	(11.9%)
<i>Financing costs</i>	(60)	(55)	(8.1%)	(227)	(316)	28.1%
<i>Income taxes</i>	2	(42)	104.9%	(211)	(140)	(50.2%)
<i>Income from joint ventures</i>	61	43	40.6%	81	141	(42.6%)
Net income from continuing operations	159	274	(42.0%)	830	1,032	(19.6%)

- €121 million settlement of U.S. frozen pension plan, partly offset by changes in Dutch plan
- €88 million write-down of capitalized software development costs in the United States
- Impairment charge of €17 million taken in Slovakia

Adjusted net income

(in millions of euros)

	Full year		
	2012	2011	Change
Net income from continuing operations	830	1,032	(19.6%)
<i>Adjustments</i>	214	(23)	237
Adjusted income from continuing operations	1,044	1,009	3.4%
Adjusted EPS	€1.00	€0.91	9.9%
Pay out ratio	44%	41%	7.3%
Dividend per share	€0.44*	€0.40	10.0%

- Strong dividend growth of 10% driven by higher adjusted income, lower number of outstanding shares and increased payout ratio

* Proposed

Dividend

Dividend 2012

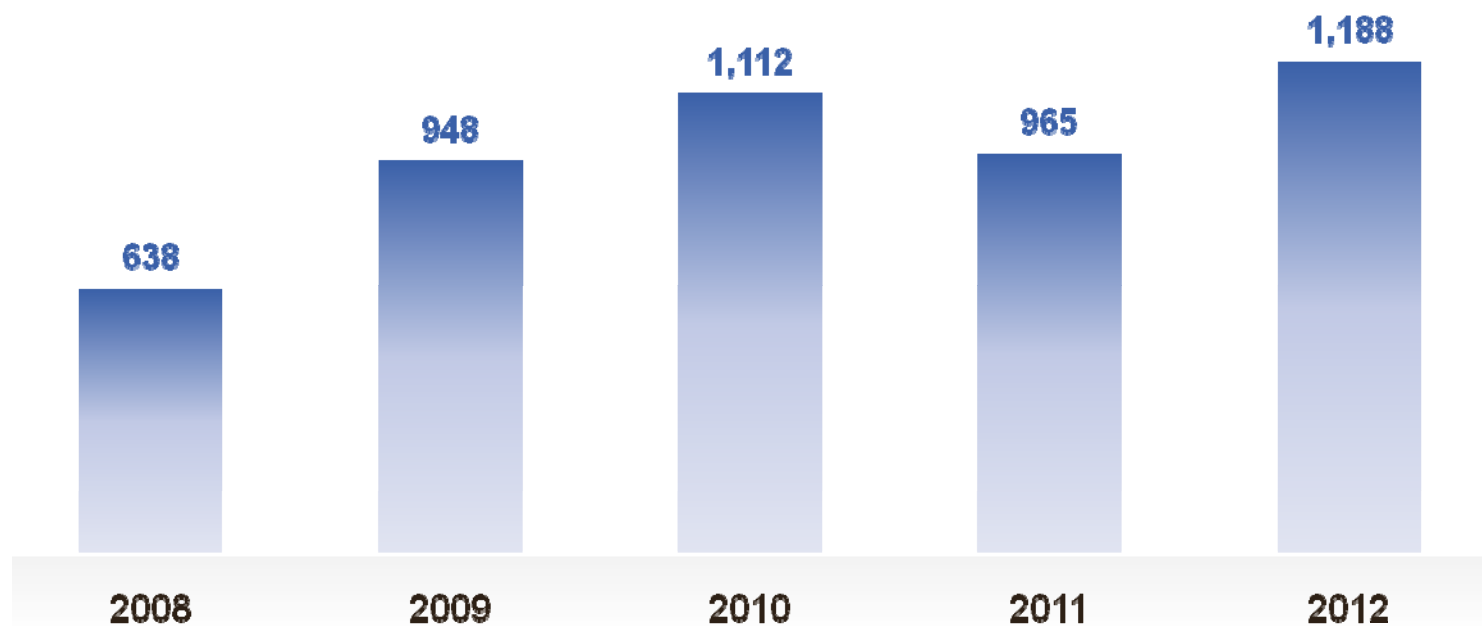
- €0.44 per common share

Timetable

- April 19, 2013: Ex-dividend date
- April 23, 2013: Dividend record date
- May 2, 2013: Payment date

Free cash flow

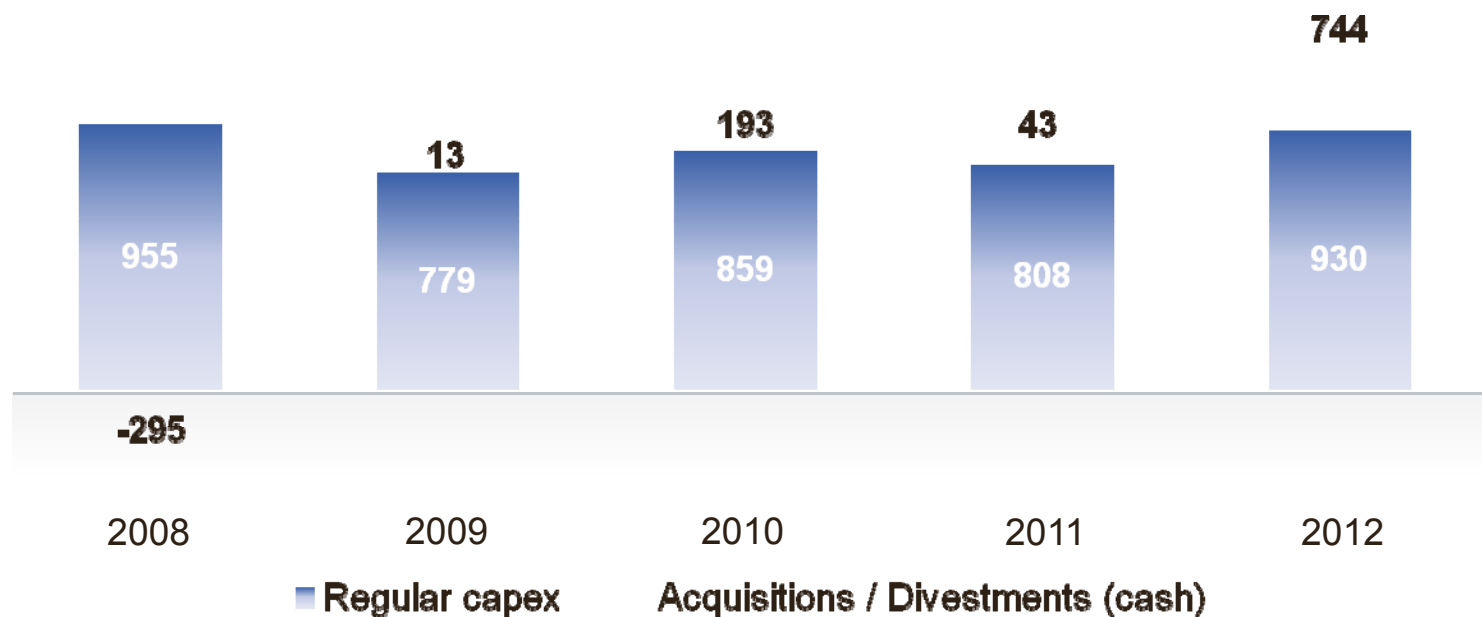
(in millions of euros)



- Free cash flow almost doubled, to a record €1.2 billion in 2012

Investments in growth

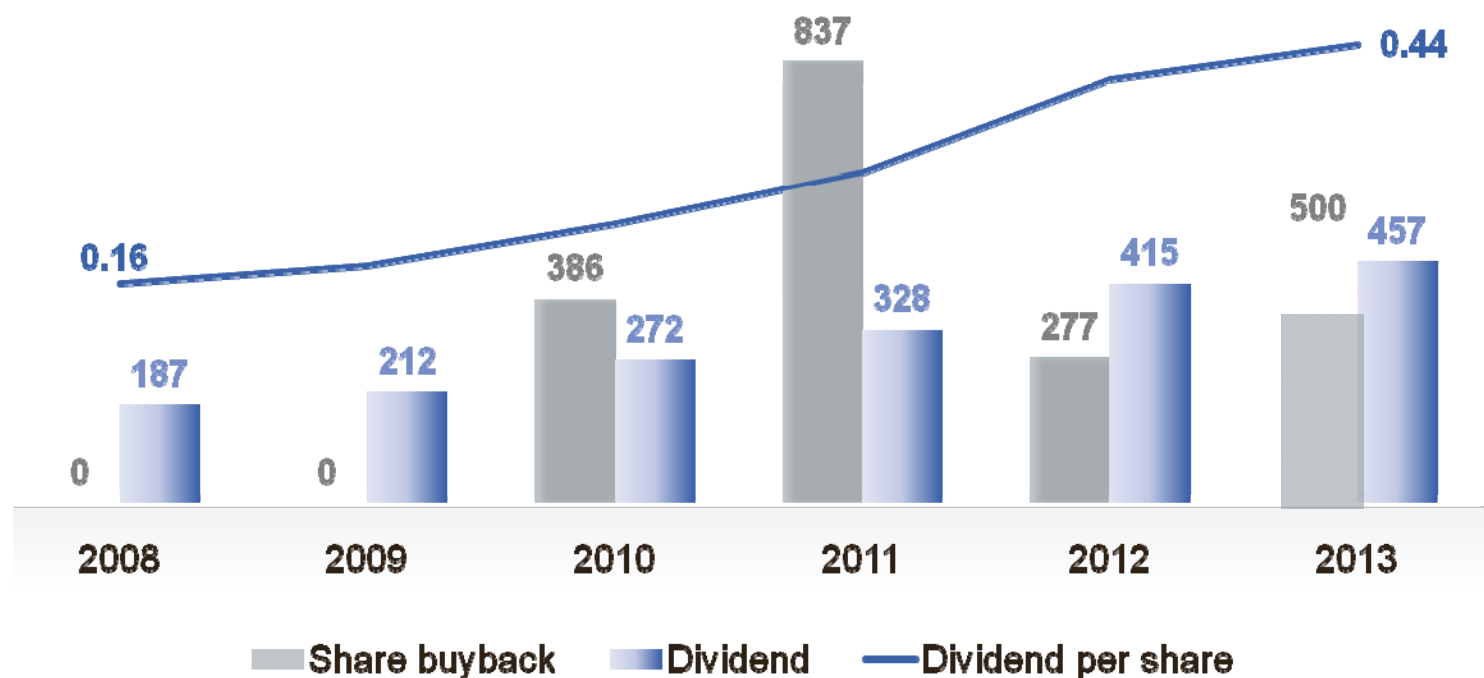
(in millions of euros)



- Stable regular investments to keep stores modern and attractive
- Significant acquisitions for growth in 2012

Returns to shareholders

(in millions of euros; dividend per share)



- €2.9 billion returned between 2008-2012, continued attractive returns to shareholders in 2013

Gross and net debt

- **Good progress on making the balance sheet more efficient**
 - Gross debt down €0.5 billion, to €3.2 billion
 - Cash balances down €0.7 billion, to €1.9 billion
- **Leverage in line with our financial guidelines**
 - Net debt up €0.3 billion, to €1.4 billion
 - Net lease-adjusted debt / EBITDAR at 1.8 times
- **Continue to optimize cash position**
 - New €500 million share buyback program

Pension plans status

Funding ratios	YE 2012	YE 2011
Largest Dutch pension plan	114%	106%
Ongoing U.S. pension plan	118%	92%

- **Total cash contributions for our ongoing plans will not increase in 2013**
- **Adoption of IAS19R in combination with decrease of discount rates is expected to have**
 - €50 million non-cash impact on our underlying operating expenses in the Netherlands
 - €24 million impact on net financial expense

Summary

- Sales growth of 3.5% at constant exchange rates in 2012
- Delivering on our cost reduction program of €600 million
- Underlying operating income up 2.8% to €1.4 billion
- Record free cash flow of €1.2 billion
- Proposed dividend of €0.44 per share (up 10%)
- New €500 million share buyback program

Cautionary notice

These presentations 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 strategy, including but not limited to reshaping retail in all of its business and the roll-out of its promises, responsible retailing, performance compared to the market, offering, advances in technology, growth, cost reductions, capital discipline, investments, returns to shareholders, leadership, share buyback, cash contributions and the impact of IAS19R. 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 public filings and other disclosures. The audience is cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of these presentations. Koninklijke Ahold N.V. does not assume any obligation to update any public information or forward-looking statements in these presentations 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".

Discussie agendapunten 2, 3, 4 en 5

Discussion agenda items 2, 3, 4 and 5



Stemming is geopend / Voting is open

Om te stemmen, druk op 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 4 / Agenda item 4

- Voorstel tot vaststelling van de jaarrekening over het boekjaar 2012
- *Proposal to adopt 2012 financial statements*

Agendapunt 5 / Agenda item 5

- Voorstel tot vaststelling dividend over het boekjaar 2012
- *Proposal to determine the dividend over financial year 2012*

Agendapunt 6 / Agenda item 6

- Voorstel tot het verlenen van décharge aan de leden van de Raad van Bestuur
- *Discharge of liability of the members of the Corporate Executive Board*

Agendapunt 7 / Agenda item 7

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

Agendapunt 8 / Agenda item 8

- Voorstel tot benoeming van de heer J.H.M. Hommen tot lid van de Raad van Commissarissen met ingang van 1 oktober 2013
- *Proposal to appoint Mr. J.H.M. Hommen as a member of the Supervisory Board, with effect from October 1, 2013*

Agendapunt 9 / Agenda item 9

- Voorstel tot benoeming van de heer D.C. Doijer voor een nieuwe termijn tot lid van de Raad van Commissarissen met ingang van 17 april 2013
- *Proposal to appoint Mr. D.C. Doijer for a new term as a member of the Supervisory Board, with effect from April 17, 2013*

Agendapunt 10 / Agenda item 10

- Voorstel tot benoeming van mevrouw S.M. Shern voor een nieuwe termijn tot lid van de Raad van Commissarissen met ingang van 17 april 2013
- *Proposal to appoint Mrs. S.M. Shern for a new term as a member of the Supervisory Board, with effect from April 17, 2013*

Agendapunt 11 / Agenda item 11

- Voorstel tot benoeming van de heer B.J. Noteboom voor een nieuwe termijn tot lid van de Raad van Commissarissen met ingang van 17 april 2013
- *Proposal to appoint Mr. B.J. Noteboom for a new term as a member of the Supervisory Board, with effect from April 17, 2013*

Agendapunt 12 / Agenda item 12

- Voorstel tot wijziging van het bezoldigingsbeleid voor de leden van de Raad van Bestuur
- *Proposal to amend the Remuneration Policy for the Corporate Executive Board members*

Agendapunt 13 / Agenda item 13

- Voorstel tot wijziging van de bezoldiging van de Raad van Commissarissen
- *Proposal to amend the remuneration of the Supervisory Board*

Agendapunt 14 / Agenda item 14

- Voorstel tot wijziging van de statuten
- *Proposal to amend the Articles of Association*

Agendapunt 15 / Agenda item 15

- Benoeming Accountant
- *Appointment Auditor*

Agendapunt 16 / Agenda item 16

- Aanwijzing tot uitgifte van aandelen
- *Authorization to issue shares*

Agendapunt 17 / Agenda item 17

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

Agendapunt 18 / Agenda item 18

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

Agendapunt 19 / Agenda item 19

- Intrekking van gewone aandelen
- *Cancellation of common shares*

Agendapunt 20 / Agenda item 20

- Sluiting
- *Closing*

Questions



Thank you

