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GOVERNANCE

OUR MANAGEMENT BOARD AND EXECUTIVE COMMITTEE



Our Management Board is responsible for the overall management of the Company and for the actions and decisions of the Executive Committee, which manages our general affairs and ensures effective implementation of the strategy and achievement of the Company's objectives. The Management Board and Executive Committee (ExCo) together support our business, meet the needs of our stakeholders and ensure we comply with relevant rules and regulations.

For a more detailed description of these responsibilities, see the *Rules of Procedure of the MB and ExCo* in the Governance section of our website at: www.aholddelhaize.com.

**FRANS MULLER**

President and Chief Executive Officer; Chair and member, Management Board and Executive Committee

Appointment effective: July 24, 2016 (appointed as CEO effective: July 1, 2018)

Career background

Before his appointment as President and CEO in 2018, Frans served as Deputy CEO and Chief Integration Officer since 2016. He was also Acting Chief Operating Officer for Delhaize America from October 2016 until January 2018. Prior to the merger between Ahold and Delhaize, Frans served as President and CEO of Delhaize Group.

Before joining Delhaize Group, Frans spent more than 15 years in various leadership positions for German retailer Metro AG, including as managing director Makro, president Asia Pacific and Russia / Ukraine, CEO Metro Group Buying and, most recently, member of the board of Metro AG and CEO Metro Cash & Carry. Earlier in his career, Frans held management and executive positions at KLM Cargo in Amsterdam, Frankfurt, Vienna and Singapore.

Other board memberships

Chairman of the board, Vlerick Business School; vice co-chair, board of directors and member, governance committee, Consumer Goods Forum (CGF); As of January 1, 2023, Frans joined the Supervisory Board of the Dutch central bank ("De Nederlandsche Bank").

Age: 61

Nationality: Dutch

**NATALIE KNIGHT**

Chief Financial Officer; Member Management Board and Executive Committee

Appointment effective: April 8, 2020

Career background

Natalie Knight was appointed Chief Financial Officer and a member of the Management Board on April 8, 2020. She started at Ahold Delhaize as Executive Vice President Finance and Member of the Executive Committee on March 1, 2020. She is responsible for Ahold Delhaize's financial performance with a strong focus on omnichannel finance and profitability, ESG performance management and reporting and driving our Save for Our Customers program.

Prior to joining Ahold Delhaize, Natalie was CFO and member of the executive management team at Arla Foods in Denmark since January 2016. In addition to being responsible for the financial and legal teams, Natalie also had global IT responsibility.

Before that, she spent 17 years at adidas AG in Germany and the U.S., where she held various senior finance positions, including senior vice president group functions finance, senior vice president commercial and brand finance, CFO adidas North America and vice president Investor Relations and M&A.

Earlier in her career, Natalie held investor relations roles at BASF and Bankgesellschaft Berlin.

Age: 52

Nationality: American

**KEVIN HOLT**

Chief Executive Officer Ahold Delhaize USA; Member Management Board and Executive Committee

Appointment effective: July 24, 2016

Career background

Before being appointed CEO Ahold Delhaize USA, Kevin was Chief Operating Officer of Ahold USA since October 2016, after serving as Chief Operating Officer of Delhaize America since July 24, 2016. He had earlier served as Executive Vice President of Delhaize Group and CEO of Delhaize America, starting in 2014.

Kevin served as president of retail operations for SuperValu before joining Delhaize Group. Earlier in his career, Kevin worked for three years in executive leadership positions with Sears Holding Company and 14 years with Meijer, serving in various leadership roles, and spent nine years delivering technology solutions at NCR.

Other board memberships

Member, board of directors, Food Marketing Institute.

Age: 64

Nationality: American

**WOUTER KOLK**

Chief Executive Officer Europe and Indonesia; Member Management Board and Executive Committee

Appointment effective: October 1, 2018

Career background

Before being appointed CEO Europe and Indonesia, Wouter had been Chief Operating Officer the Netherlands and Belgium and member of the Executive Committee of Ahold Delhaize since September 8, 2017.

Wouter re-joined Ahold in 2013 as Executive Vice President Specialty Stores and New Markets at Albert Heijn following a six-year period as CEO of international retailer WE Fashion. He became CEO Albert Heijn in January 2015.

Wouter first started at Ahold in 1991, and over the next 16 years served in several international commercial and general management roles, including Commercial Director Asia-Pacific based in Singapore, Regional Director Albert Heijn, General Manager Gall & Gall and General Manager of Etos.

Other board memberships

Chairman, supervisory council, concert hall Paradiso.

Age: 56

Nationality: Dutch

GOVERNANCE

OUR MANAGEMENT BOARD AND EXECUTIVE COMMITTEE



JAN ERNST DE GROOT

Chief Legal Officer and Chief Sustainability Officer; Member Executive Committee

Appointment effective: February 1, 2015

Career background

Jan Ernst de Groot has served as Chief Legal Officer and member of Ahold Delhaize's Executive Committee since 2016, the same role he held at Ahold since 2015. Since 2022, he also serves as Chief Sustainability Officer. He is responsible for leadership in a wide range of activities, from legal, compliance and governance to work safety, food safety, healthy eating, ethics, social and environmental sustainability. Before joining Ahold, Jan Ernst served in various roles at executive and board level at KLM Royal Dutch Airlines and TNT Express. He started his career at law firm De Brauw Blackstone Westbroek.

Other board memberships

Member, executive board, VNO-NCW Confederation of Netherlands Industry and Employers; member, supervisory board, ADG Dienstengroep; chair, supervisory council, ARK Rewilding.

Age: 59

Nationality: Dutch



NATALIA WALLENBERG

Chief Human Resources Officer; Member Executive Committee

Appointment effective: January 17, 2022

Career background

Natalia Wallenberg has served as Chief Human Resources Officer and member of Ahold Delhaize's Executive Committee since January 17, 2022. Natalia is responsible for the company's people strategy, including associate engagement, leadership, culture, DE&I and talent development. She brings experience across several industries – agriculture, financial services and real estate – and has lived and worked in various countries, including the United States, Switzerland, Russia, Belarus, UAE and now, the Netherlands.

Before joining Ahold Delhaize, Natalia worked at global agricultural technology leader Syngenta Group for nearly nine years, serving as their global head human resources for several business units and R&D. Prior to this, she held a number of HR leadership roles at investment bank Renaissance Capital and at IKEA.

Other board memberships

Member, board, American Chamber of Commerce in Amsterdam.

Age: 40

Nationality: Belarusian



BEN WISHART

Global Chief Information Officer; Member Executive Committee

Appointment effective: January 1, 2018

Career background

Ben joined Ahold in 2013 in the role of Global Chief Information Officer and has continued in this role for Ahold Delhaize. He is responsible for leadership and governance on technology matters globally, including strategy and solution delivery, enabling digital platforms, cyber defense and sourcing.

He previously served as chief information officer of Morrisons plc and Whitbread plc and held various senior Information Technology roles at Tesco plc following early career roles in consulting with Cap Gemini and sales and marketing with American Express.

Other board memberships

Independent non-executive director; member, nomination, remuneration and audit committee; and chair, cyber and IT sub-committee, PayPoint.

Age: 60

Nationality: British

MANAGEMENT BOARD COMPOSITION: NATIONALITY

Dutch 2

American 2

EXECUTIVE COMMITTEE COMPOSITION: NATIONALITY

Dutch 3

American 2

British 1

Belarusian 1

MANAGEMENT BOARD COMPOSITION: GENDER



EXECUTIVE COMMITTEE COMPOSITION: GENDER



MANAGEMENT BOARD COMPOSITION: TENURE (YEARS)¹



EXECUTIVE COMMITTEE COMPOSITION: TENURE (YEARS)



● 0-2 ● 3-5 ● 6+

● 0-2 ● 3-5 ● 6+

¹ The composition reflects the years since first appointment as a member of the Management Board (see Reappointment schedule Management Board).

GOVERNANCE

OUR SUPERVISORY BOARD



The Supervisory Board is responsible for supervising and advising our Management Board and overseeing the general course of affairs, strategy, operational performance and corporate governance of the Company. It is guided in its duties by the interests of the Company and the enterprise connected with the Company, taking into consideration the overall well-being of the enterprise and the relevant interests of all its stakeholders.

For a more detailed description of these responsibilities, see the *Rules of Procedure of the Supervisory Board* in the Governance section of our website at www.aholddelhaize.com.

**PETER AGNEFJÄLL**

Chair; Member of the Remuneration Committee and Governance and Nomination Committee

Appointment effective: April 10, 2019

Career background

Peter served as president and CEO of the IKEA Group from 2013 to 2017. He started his career there as a trainee in 1995 and, over the years, held several senior management positions within the company.

Other board memberships

Member board of directors, Orkla ASA; member, advisory board, Deichmann Group; advisor to the private equity team of Abu Dhabi Investment Authority.

Age: 51

Nationality: Swedish

**BILL McEWAN**

Vice Chair; Chair of the Remuneration Committee; Member of the Health and Sustainability Committee

Appointment effective: July 24, 2016

Career background

Bill served on Delhaize's Board of Directors as of 2011 and was Chair of its Remuneration Committee. He is the former president and CEO of Sobeys Inc., and was a member of the board of directors of its parent company, Empire Company Limited. Between 1989 and 2000, Bill held senior marketing and merchandising roles with Coca-Cola Limited, Coca-Cola Bottling and The Great Atlantic and Pacific Tea Company (A&P), including as president of A&P's Canadian operations and president and CEO of its U.S. Atlantic Region.

Other board memberships

Board director, chair governance committee and member audit and finance and independent committees, Interac Corp.; board director, chair of human resources committee, Agrifoods International Cooperatives.

Age: 66

Nationality: Canadian

**RENÉ HOOFT GRAAFLAND**

Chair of the Audit, Finance and Risk Committee; Member of the Health and Sustainability Committee

Appointment effective: January 1, 2015

Career background

René previously held the position of CFO and member of the executive board of Heineken N.V. until April 2015. Before being appointed as a member of Heineken's executive board in 2002, he held various international management positions with the company in Europe, Asia and Africa.

Other board memberships

Chairman, supervisory board, Lucas Bols N.V.; chairman of the boards of the Royal Theatre Carré Fund and the Stichting African Parks Foundation.

Age: 67

Nationality: Dutch

**KATIE DOYLE**

Chair of the Health and Sustainability Committee; Member of the Governance and Nomination Committee

Appointment effective: April 10, 2019

Career background

Katie brings 30 years of experience leading and advising consumer companies in the health and wellness space, executing omnichannel and digital-first strategies. Katie was most recently the CEO of Swanson Health Products and previously led Abbott Laboratories' Nutrition division as a Senior Vice President and Corporate Officer. Prior to these roles, she was Partner at McKinsey & Company, working with consumer goods and retail clients globally.

Other board memberships

Non-executive director, Perrigo; non-executive director, FoodScience Corporation; non-executive director, Monterey Bay Herb Company; board of trustees, Chicago Museum of Science and Industry, Chicago; board of trustees, Georgetown University's McDonough School of Business; member, The Economic Club of Chicago; member, The Chicago Network.

Age: 55

Nationality: American

GOVERNANCE
OUR SUPERVISORY BOARD



HELEN WEIR

Chair of the Governance and Nomination Committee; Member of the Audit, Finance and Risk Committee

Appointment effective: April 8, 2020

Career background

Helen has had a distinguished career as finance director of a number of large consumer-focused companies, including Marks and Spencer plc, where she also had responsibility for IT, John Lewis Partnership, Lloyds Banking Group plc and Kingfisher plc.

Other board memberships

Chair, National Express Group plc.; chair audit committee, Compass Limited; senior independent director, Superdry Plc.

Age: 60

Nationality: British



FRANK VAN ZANTEN

Member of the Remuneration Committee and Governance and Nomination Committee

Appointment effective: April 8, 2020

Career background

Frank has been CEO of Bunzl plc. (FTSE-100), a specialist international distribution and services group, since 2016. Frank joined Bunzl in 1994 when the company acquired his family-owned business in the Netherlands and he subsequently assumed responsibility for a number of businesses in other countries. In 2002, he became CEO of PontMeyer NV, a listed company in the Netherlands, before re-joining Bunzl in 2005 as managing director of the continental Europe business area.

Age: 56

Nationality: Dutch



BALA SUBRAMANIAN

Member of the Governance and Nomination Committee and Health and Sustainability Committee

Appointment effective: April 14, 2021

Career background

Bala is currently executive vice president and chief digital and technology officer at UPS. Before joining UPS, Bala was chief digital officer at AT&T, a U.S.-based provider of telecommunication services. Prior to that, he led the digital transformation at Best Buy, a U.S.-based retailer of technology and entertainment products and services.

Other board memberships

Member, board of directors, audit and remuneration committees, Cars.com.

Age: 51

Nationality: American



JAN ZIJDERVELD

Member of the Audit, Finance and Risk Committee and Health and Sustainability Committee

Appointment effective: April 14, 2021

Career background

Jan spent almost 30 years at Unilever, in senior management positions in seven countries, most recently as CEO and president and member of the executive team of Unilever Europe. He also served as CEO of Avon from 2018-2020.

Other board memberships

Non-executive director, Pandora; non-executive director, Epic Acquisition Corp.

Age: 58

Nationality: Dutch



PAULINE VAN DER MEER MOHR

Member of the Audit, Finance and Risk Committee and Remuneration Committee

Appointment effective: April 13, 2022

Career background

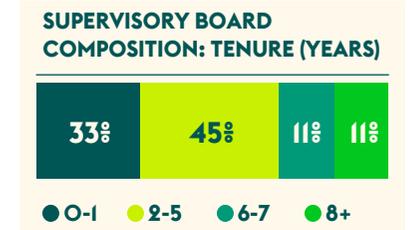
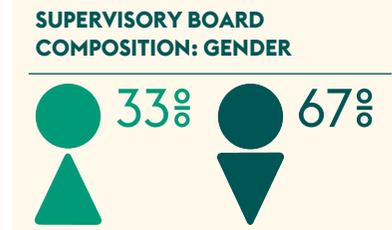
Over the course of her career, Pauline has built extensive experience in both academia and business. She served as president of Erasmus University from 2010-2016, after a career in Human Resources and Legal at multinational companies such as ABN AMRO, TNT and Shell.

Other board memberships

Chair, supervisory board, ASM International; member, supervisory boards Viatrix, Inc. and NN Group; member, capital markets committee of the Dutch "Autoriteit Financiële Markten"; member, selection committee of the Dutch Supreme Court; member, "Begeleidingscollege" of the Dutch "Planbureau voor de Leefomgeving."

Age: 63

Nationality: Dutch



GOVERNANCE
CORPORATE GOVERNANCE



We have designed our corporate governance structure to best support our business, meet the needs of our stakeholders and comply with laws and regulations.

This section contains an overview of our corporate governance structure and includes information required under the Dutch Corporate Governance Code 2016 ("Dutch Corporate Governance Code"). On January 1, 2023, the updated version of the Dutch Corporate Governance Code entered into force (the "Dutch Corporate Governance Code 2022"). The Company will report on its compliance with the Dutch Corporate Governance Code 2022 as from the 2023 financial year and the Ahold Delhaize Annual Report 2023.

GOVERNANCE STRUCTURE

Koninklijke Ahold Delhaize N.V. (the "Company" or "Ahold Delhaize") is a public company under Dutch law, structured to execute our strategy and to balance local, regional and global decision-making.

In 2022, our Company comprised a Global Support Office and two reportable segments: The United States and Europe, each of which are made up of a number of local brands and several supporting entities.

Ahold Delhaize has a two-tier board structure with a Supervisory Board and Management Board that are accountable to our shareholders. Our Management Board has ultimate responsibility for the overall management of Ahold Delhaize. The Supervisory Board supervises and advises the Management Board.

The Executive Committee comprises our Management Board and other key officers of the Company, led by the Chief Executive Officer. The Executive Committee has been established to involve a broader leadership team in the decision-making process and to optimize strategic alignment and operational execution while having

the flexibility to adapt to developments in the business and across the Company and the industry.

The diagram on this page shows Ahold Delhaize's governance structure. A list of subsidiaries, joint ventures and associates is included in [Note 35](#) to the consolidated financial statements.

MANAGEMENT BOARD AND EXECUTIVE COMMITTEE

The Management Board and Executive Committee together support our business, meet the needs of our stakeholders and ensure we comply with relevant rules and regulations. The members of the Management Board, in principle, attend each Supervisory Board meeting. The members of the Executive Committee attend the Supervisory Board Committee meetings relevant to their respective responsibilities. The chairman of the Supervisory Board and the CEO coordinate and agree on the attendance at Supervisory Board meetings by members of the Executive Committee who are not also members of the Management Board.

According to our Articles of Association, the Management Board must consist of at least three members. For a more detailed description of the responsibilities and the requirements of the Management Board and the Executive Committee, see the *Rules of Procedure of the MB and ExCo* in the Governance section of Ahold Delhaize's website at www.aholddelhaize.com.

Composition of the Management Board and Executive Committee

The current members of the Management Board and Executive Committee are presented on the previous pages.

Currently, Ahold Delhaize has a Management Board that is 25% female and an Executive Committee that is 29% female. We recognize this leaves room for improvement, which is reflected in our broad and bold aspiration for diversity, equity and inclusion. In response to the Dutch gender board legislation, Ahold Delhaize defined the sub-top as SVP and above, and set an ambition to achieve one-third female representation by the end of 2025 at the SVP and above level.

We are making good progress on this ambition, given the fact that, at the end of 2022, the SVP and above female representation was 29% (30 female, 72 male and two who chose not to register their gender), up from 26% (27 female and 77 male) at the end of 2021. Generally, the Company and its brands aim to reflect the communities they serve, and have a workplace where all voices are heard and valued and where associates find purpose in their work, have equitable access to opportunities, and can grow and contribute to their fullest.

Ahold Delhaize aspires to be a company that is 100% gender balanced, 100% reflective of the communities served and 100% inclusive. For more information on diversity, equity and inclusion at Ahold Delhaize, see [In focus: Diversity, equity and inclusion](#).

Appointment, suspension and dismissal

The General Meeting of Shareholders can appoint, suspend or dismiss a Management Board member by an absolute majority of votes cast, upon a proposal made by the Supervisory Board. If another party makes the proposal, an absolute majority of votes cast, representing at least one-third of the issued share capital, is required. If this qualified majority is not achieved, but an absolute majority of the votes exercised was in favor of the proposal, then a second meeting may be held. In the second meeting, only an absolute majority of votes exercised, regardless of the number of shares represented at the meeting, is required to adopt the proposal.

Management Board members are appointed for four-year terms and may be reappointed for additional terms not exceeding four years. The Supervisory Board may at any time suspend a Management Board member. The other members of the Executive Committee are appointed, suspended and dismissed by the Supervisory Board, at the proposal of the CEO.

Governance structure



CORPORATE GOVERNANCE



Remuneration

On April 13, 2022, Ahold Delhaize's General Meeting of Shareholders adopted the current remuneration policy for Management Board members.

You can find the details of this policy in *Remuneration policy*. For details on the individual remuneration of Management Board members, see *2022 Remuneration* and for information on an aggregated basis, see *Note 31* and *Note 32* to the consolidated financial statements

Reappointment schedule Management Board

NAME	EFFECTIVE DATE OF FIRST APPOINTMENT	YEAR OF POSSIBLE REAPPOINTMENT
Frans Muller	July 24, 2016	2023
Natalie Knight	April 8, 2020	2024 ¹
Kevin Holt	July 24, 2016	2024 ²
Wouter Kolk	October 1, 2018	2026

1 On January 10, 2023, we announced that Natalie Knight has informed the company that she will pursue another career opportunity in the United States, and will leave Ahold Delhaize. A six-month notice period applies. The search for a successor has started.

2 On November 15, 2022, we announced that Kevin Holt plans to step down from the Management Board at the annual General Meeting of Shareholders on April 12, 2023, and will remain with Ahold Delhaize USA in an advisory capacity until his retirement at the end of 2023, to ensure a seamless transition to his proposed successor, JJ Fleeman, who has been nominated for appointment by the General Meeting of Shareholders on April 12, 2023.

Evaluation

In early 2023, the Management Board and the Executive Committee conducted a self-assessment. To facilitate the self-assessment, a questionnaire was filled out by all members. The consolidated output of the questionnaire was used to facilitate a structured dialogue chaired by the CEO.

Overall, the Executive Committee concluded that the team functions well. The team composition properly represents the Company in its dimensions of capability, experience, nationality, and tenure. Discussions are constructive and respectful of all members' views, routinely considering diverse perspectives on important topics. The effectiveness of the decision-making process improved throughout the year. The Management Board and Executive Committee meeting agendas address an appropriate range of strategic, operational and governance matters, and additional scheduled meetings provide for more frequent and in-depth discussions outside of the formal meetings.

Items for improvement included team diversity, more clarity on the operating framework and taking more time for reflection on successes and learnings.

The Executive Committee resolved to address these items throughout 2023, and will evaluate progress at the end of the year.

SUPERVISORY BOARD

The Supervisory Board is responsible for supervising the Management Board and overseeing the general course of affairs, strategy, operational performance and corporate governance of the Company, and for advising the Management Board and Executive Committee. Ahold Delhaize's Articles of Association require the approval of the Supervisory Board for certain major resolutions by the Management Board, including:

- Issuance of shares
- Repurchases of shares, and any reduction in issued and outstanding capital
- Allocation of duties within the Management Board and the adoption or amendment of the Rules of Procedure of the Management Board and the Executive Committee
- Significant changes in the identity or the nature of the Company or its enterprise.

The Supervisory Board is responsible for monitoring and assessing its own performance. More detailed information on the Supervisory Board can be found in the *Supervisory Board report*. The Rules of Procedure of the Supervisory Board are available in the Governance section of Ahold Delhaize's public website at www.aholddelhaize.com.

Appointment, suspension and dismissal

The General Meeting of Shareholders can appoint, suspend or dismiss a Supervisory Board member by an absolute majority of votes cast, upon a proposal made by the Supervisory Board. If another party makes the proposal, an absolute majority of votes cast, representing at least one-third of the issued share capital, is required. If this qualified majority is not achieved but an absolute majority of the votes exercised was in favor of the proposal, then a second meeting may be held. In the second meeting, only an absolute majority of votes exercised is required, regardless of the number of shares represented at the meeting.

A Supervisory Board member is appointed for a four-year term and may be reappointed for another four-year period. The Supervisory Board member may subsequently be reappointed for a period of two years, which may be extended by, at most, two years, provided such appointments and reappointments contribute to a more diverse composition of the Supervisory Board.

Committees of the Supervisory Board

The Supervisory Board has four committees that are appointed by the Supervisory Board from its own members: the Audit, Finance and Risk Committee, the Governance and Nomination Committee, the Remuneration Committee and the Health and Sustainability Committee.

CORPORATE GOVERNANCE



Audit, Finance and Risk Committee

The Audit, Finance and Risk Committee assists the Supervisory Board in fulfilling its oversight responsibility for, among others, the integrity and quality of Ahold Delhaize's financial statements, financial reporting process, system of internal business controls, risk management and control systems, and significant enterprise risks. The Audit, Finance and Risk Committee determines how the external independent auditor should be involved in the content and publication of financial reports other than the financial statements. The Committee reports to the Supervisory Board annually on its cooperation with the external independent auditor, including on the auditor's independence. The Supervisory Board takes these reports into account when deciding on the nomination for the (re)appointment of the external independent auditor.

Governance and Nomination Committee

The Governance and Nomination Committee advises the Supervisory Board on the following responsibilities in relation to the members of the Supervisory Board, the Management Board and the Executive Committee: preparing the selection criteria and appointment procedures; periodically evaluating the scope and composition, including diversity, of the three bodies; proposing the profile of the Supervisory Board; periodically assessing the performance of individual members of the three bodies and reporting the results to the Supervisory Board; developing succession planning; proposing the (re-)appointments of members of the Management Board and Supervisory Board; and supervising the Executive Committee's policy in relation to the selection and appointment criteria for senior management.

The Committee is also responsible for evaluating the Company's corporate governance and reporting the results to the Supervisory Board, and it assists the Supervisory Board in overseeing

risks related to leadership composition and succession, attraction and retention of people and the governance of the Company.

Remuneration Committee

The Remuneration Committee advises the Supervisory Board in relation to remuneration of the Supervisory Board and Management Board. These responsibilities include analyzing the possible outcomes of the variable remuneration components and how they may affect the remuneration of the Management Board members, and preparing proposals for the Supervisory Board concerning the remuneration of the Supervisory Board and the remuneration policy for the Management Board to be adopted by the General Meeting. The Remuneration Committee prepares proposals for the Supervisory Board concerning the terms of employment, total compensation and performance criteria and application thereof of the individual members of the Management Board and reviews the terms of remuneration proposed by the CEO for the members of the Executive Committee who are not also members of the Management Board. In addition, the Committee prepares proposals for the Supervisory Board on any share or stock option compensation plans, and ensures that the structures of Ahold Delhaize compensation programs are in line with the Company's strategy aimed at long-term value creation and are applied in a consistent way throughout the organization. The Committee also oversees the total cost of approved compensation programs.

Health and Sustainability Committee

The Health and Sustainability Committee advises the Supervisory Board in relation to the Company's long-term vision, strategy and target setting on sustainability. It monitors the Company's performance on sustainability targets and advises on ways to apply innovation to accelerate the achievement of these targets. The Health and Sustainability Committee is

responsible for monitoring the Company's talent, leadership and culture development in the field of health and sustainability and assisting the Supervisory Board in fulfilling its oversight responsibilities for risks related to the topic.

For the full charter of each of these committees, see the complete [Rules of Procedure of the Supervisory Board](#) of Koninklijke Ahold Delhaize N.V. on our website.

Conflict of interest

Each member of the Supervisory Board (other than the Chair) is required to immediately report any (potential) conflict of interest concerning a Supervisory Board member to the Chair of the Supervisory Board and the other members of the Supervisory Board. The Supervisory Board member with such (potential) conflict of interest must provide the Chair with all relevant information to the conflict of interest.

Similarly, each member of the Management Board or the Executive Committee is required to immediately report any (potential) conflict of interest concerning a member of the Management Board or the Executive Committee to the Chair of the Supervisory Board and to the other members of the Management Board or Executive Committee and provide all information relevant to the conflict of interest.

We will record any such facts or transactions in the annual report for the relevant year, with reference to the conflict of interest and a confirmation that we have complied with best practice provisions 2.7.3 and 2.7.4 of the Dutch Corporate Governance Code. During 2022, no member of the Supervisory Board or the Management Board had a conflict of interest that was of material significance to the Company.

In addition, no transactions between the Company and legal or natural persons who hold at least 10% of the shares in the Company

occurred in 2022, corresponding to the best practice provision 2.7.5 of the Code.

SHARES AND SHAREHOLDERS' RIGHTS

General Meeting of Shareholders

Ahold Delhaize's shareholders exercise their rights through annual and extraordinary General Meetings of Shareholders. The Company is required to convene an annual General Meeting of Shareholders in the Netherlands each year, no later than six months after the end of the Company's financial year. Extraordinary General Meetings of Shareholders may be convened at any time by the Supervisory Board, the Management Board, or at the request of one or more shareholders (and/or holders of depository receipts) representing at least 10% of the issued and outstanding share capital.

The agenda for the annual General Meeting of Shareholders must contain certain matters as specified in Ahold Delhaize's Articles of Association and under Dutch law, including the adoption of our annual financial statements. The General Meeting of Shareholders is also entitled to vote on important decisions regarding Ahold Delhaize's identity or character, including major acquisitions and divestments.

Shareholders (and/or holders of depository receipts) are entitled to propose items for the agenda of a General Meeting of Shareholders provided that they hold at least 1% of the issued share capital or the shares or depository receipts that they hold represent a market value of at least €50 million. Proposals for agenda items for a General Meeting of Shareholders must be submitted at least 60 days prior to the date of the meeting.

CORPORATE GOVERNANCE



Adoption of resolutions

Subject to certain exceptions provided by Dutch law or our Articles of Association, resolutions are passed by an absolute majority of votes cast without a requirement for a quorum.

Proposals submitted to the agenda by shareholders require an absolute majority of votes cast at the annual General Meeting of Shareholders representing at least one-third of the issued shares. If this qualified majority is not achieved but an absolute majority of the votes exercised was in favor of the proposal, then a second meeting may be held. In the second meeting, an absolute majority of votes exercised is required to adopt the proposal, regardless of the number of shares represented at the meeting (unless the law or our Articles of Association provide otherwise).

A resolution to dissolve the Company may be adopted by the General Meeting of Shareholders following a proposal of the Management Board made with the approval of the Supervisory Board. Any proposed resolution to wind up the Company must be disclosed in the notice calling the General Meeting of Shareholders at which that proposal is to be considered.

Voting rights

Each common share entitles its holder to cast one vote. Dutch law prescribes a record date to be set 28 days prior to the date of the General Meeting of Shareholders to determine whether a person may attend and exercise the rights relating to the General Meeting of Shareholders. Shareholders registered at that date are entitled to attend and to exercise their rights as shareholders in relation to the General Meeting of Shareholders, regardless of a sale of shares after the record date. Shareholders may be represented by written proxy.

We encourage participation in our General Meetings of Shareholders. We use J.P. Morgan Chase Bank N.A., the Depository for the Company's ADR facility, to enable ADR holders to exercise their voting rights, which are represented by the common shares underlying the ADRs.

Neither Ahold Delhaize nor any of its subsidiaries may cast a vote on any share they hold in the Company. These shares are not taken into account for the purpose of determining how many shareholders are represented or how much of the share capital is represented at the General Meeting of Shareholders.

Cumulative preferred shares

In March 1989, the Company entered into an agreement with the Dutch foundation Stichting Continuïteit Ahold Delhaize (SCAD), as amended and restated in April 1994, March 1997, December 2001, December 2003 and May 2018 (the "Option Agreement"). The Option Agreement was designed to, in accordance with the purpose of SCAD under its articles, potentially exercise influence in the event of a public offer or a potential change of control over the Company, to safeguard the interests of the Company and its stakeholders and to potentially avert, to the best of its ability, influences that might conflict with those interests by affecting the Company's continuity, strategy or identity.

Pursuant to the Option Agreement, SCAD has been granted an option to acquire cumulative preferred shares from the Company from time to time for no consideration.

SCAD and the members of its board are independent from the Company. The current members of the board of SCAD are:

NAME	PRINCIPAL OR FORMER OCCUPATION
G.H.N.L. van Woerkom, Chair	Former Chair of Detailhandel Nederland
B. Vree, Vice Chair	Former CEO APM Terminals Europe and Former CEO of Smit Internationale
B.M.A. van Hussen	Lawyer and former M&A partner at DLA Piper
C.M.S. Smits-Nusteling	Former CFO KPN

For further details on Ahold Delhaize's cumulative preferred shares, including restrictions on transfer, see [Note 21](#) to the consolidated financial statements. The related documents are available on our public website at www.aholddelhaize.com.

Issuance of additional shares and preemptive rights

Shares may be issued following a resolution by the General Meeting of Shareholders on a proposal of the Management Board made with the approval of the Supervisory Board. The General Meeting of Shareholders may resolve to delegate this authority to the Management Board for a period of time not exceeding five years. A resolution of the General Meeting of Shareholders to issue shares, or to authorize the Management Board to do so, is also subject to the approval of each class of shares whose rights would be adversely affected by the proposed issuance or delegation. On April 13, 2022, the General Meeting of Shareholders approved a delegation of this authority to the Management Board, relating to the issuance and/or granting of rights to acquire common shares up to a maximum of 10% of the issued share capital until and including October 13, 2023, and subject to the approval of the Supervisory Board.

Upon the issuance of new common shares, holders of Ahold Delhaize's common shares have a preemptive right to subscribe to common shares in proportion to the total amount of their existing holdings of Ahold Delhaize's common shares. According to the Company's Articles of Association, this preemptive right does not apply to any issuance of shares to associates. The General Meeting of Shareholders may decide to restrict or exclude preemptive rights. The General Meeting of Shareholders may also resolve to designate the Management Board as the corporate body authorized to restrict or exclude preemptive rights for a period not exceeding five years.

On April 13, 2022, the General Meeting of Shareholders delegated to the Management Board, subject to the approval of the Supervisory Board, the authority to restrict or exclude the preemptive rights of holders of common shares upon the issuance of common shares and/or upon the granting of rights to subscribe for common shares until and including October 13, 2023.



Repurchase by Ahold Delhaize of its own shares

Ahold Delhaize may only acquire fully paid-up shares of any class in its capital for consideration following authorization by the General Meeting of Shareholders and subject to the approval of the Supervisory Board and certain provisions of Dutch law and the Company's Articles of Association, if:

1. Shareholders' equity minus the payment required to make the acquisition is not less than the sum of paid-in and called-up capital and any reserves required by Dutch law or Ahold Delhaize's Articles of Association; and
2. Ahold Delhaize and its subsidiaries would not, as a result, hold a number of shares exceeding a total nominal value of 10% of the issued share capital.

In line with the above, the Management Board was authorized by the General Meeting of Shareholders on April 13, 2022, to acquire a number of common shares in the Company until and including October 13, 2023. Such acquisition of common shares, at the stock exchange or otherwise, will take place at a price between par value and 110% of the opening price of the shares at AEX by NYSE Euronext on the date of their acquisition, provided that the Company and its subsidiaries will not hold more than 10% of the issued capital. Ahold Delhaize may acquire shares in its capital for no consideration or for the purpose of transferring these shares to associates through share plans or option plans, without authorization of the General Meeting of Shareholders.

Major shareholders

Ahold Delhaize is not directly or indirectly owned or controlled by another corporation or by any government. The Company does not know of any arrangements that may, at a subsequent date, result in a change of control, except as described under *Cumulative preferred shares*.

Articles of Association

Our Articles of Association outline certain of the Company's basic principles relating to corporate governance and organization. The current text of the Articles of Association is available at the Trade Register of the Chamber of Commerce and Industry for Amsterdam and on our public website at www.aholddelhaize.com.

The Articles of Association may be amended by the General Meeting of Shareholders. A resolution to amend the Articles of Association may be adopted by an absolute majority of the votes cast upon a proposal of the Management Board. If another party makes the proposal, an absolute majority of votes cast representing at least one-third of the issued share capital is required. If this qualified majority is not achieved but an absolute majority of the votes is in favor of the proposal, then a second meeting may be held. In the second meeting, only an absolute majority of votes, regardless of the number of shares represented at the meeting, is required.

The prior approval of a meeting of holders of a particular class of shares is required for a proposal to amend the Articles of Association that makes any change in the rights that vest in the holders of shares of that particular class.

Right of inquiry

The thresholds for shareholders to exercise the right of inquiry ("het enquêterecht") are based on article 2:346 subclause 1 under c of the Dutch Civil Code, regardless of the current nominal share capital of the Company. More information on the nominal value of shares can be found in *Note 21* to the consolidated financial statements.

External independent auditor

The General Meeting of Shareholders appoints the external independent auditor. The Audit, Finance and Risk Committee recommends to the Supervisory Board the external independent auditor to be proposed for (re)appointment by the General Meeting of Shareholders. In addition, the Audit, Finance and Risk Committee evaluates and, where appropriate, recommends the replacement of the external independent auditor.

On April 13, 2022, the General Meeting of Shareholders appointed PricewaterhouseCoopers Accountants N.V. as the external independent auditor of the Company for the financial year 2022.

In addition, on April 13, 2022, the General Meeting of Shareholders appointed KPMG Accountants N.V. as the external independent auditor of the Company for the financial year 2023.

DECREE ARTICLE 10 EU TAKEOVER DIRECTIVE

According to the Decree Article 10 EU Takeover Directive, we are required to report on, among other things, our capital structure; restrictions on voting rights and the transfer of securities; significant shareholdings in Ahold Delhaize; the rules governing the appointment and dismissal of members of the Management Board and the Supervisory Board and the amendment of the Articles of Association; the powers of the Management Board (in particular the power to issue shares or to repurchase shares); significant agreements to which Ahold Delhaize is a party and which are put into effect, changed or dissolved upon a change of control of Ahold Delhaize following a takeover bid; and any agreements between Ahold Delhaize and the members of the Management Board or associates providing for compensation if their employment ceases because of a takeover bid.

The information required by the Decree Article 10 EU Takeover Directive is included in this *Corporate governance* section, in the *Information about Ahold Delhaize share* section, as well as in the notes referred to in these sections or included in the description of any relevant contract.

COMPLIANCE WITH DUTCH CORPORATE GOVERNANCE CODE

Ahold Delhaize complies with the relevant principles and best practices of the Dutch Corporate Governance Code applicable to the Company in 2022, as reported in the *Governance* section. The Dutch Corporate Governance Code can be found at www.mccg.nl.

At the Extraordinary General Meeting of Shareholders on March 3, 2004, our shareholders consented to apply the Dutch Corporate Governance Code. Ahold Delhaize continues to seek ways to improve its corporate governance.

CORPORATE GOVERNANCE



CORPORATE GOVERNANCE STATEMENT

The Dutch Corporate Governance Code requires companies to publish a statement concerning their approach to corporate governance and compliance with the Code. This is referred to in article 2a of the decree on additional requirements for management reports “Besluit inhoud bestuursverslag” last amended on July 1, 2022 (the “Decree”). The information required to be included in this corporate governance statement as described in articles 3, 3a and 3b of the Decree, which are incorporated and repeated here by reference, can be found in the following sections of this Annual Report:

- The information concerning compliance with the Dutch Corporate Governance Code, as required by article 3 of the Decree, can be found in the section *Compliance with the Dutch Corporate Governance Code* in this [Corporate Governance](#) section.
- The information concerning Ahold Delhaize’s diversity policy, as required by article 3a sub d of the Decree, can be found in the *Composition of the Management Board and Executive Committee* section of this [Corporate governance](#) section, as well as in the *Composition of the Supervisory Board* section in the [Supervisory Board report](#).
- The information concerning Ahold Delhaize’s risk management and control frameworks relating to the financial reporting process, as required by article 3a sub a of the Decree, can be found in the relevant section under [Risk management](#).
- The information regarding the functioning of Ahold Delhaize’s General Meeting of Shareholders and the authority and rights of our shareholders, as required by article 3a sub b of the Decree, can be found in the relevant sections under *Shares and shareholders’ rights* in this [Corporate Governance](#) section.
- The information regarding the composition and functioning of Ahold Delhaize’s Management Board, Executive Committee and Supervisory Board and its committees, as required by article 3a sub c of the Decree, can be found in the [Our Management Board and Executive Committee](#), [Our Supervisory Board](#) and [Corporate governance](#) sections as well as in the [Supervisory Board report](#).
- The information concerning the inclusion of the information required by the Decree Article 10 EU Takeover Directive, as required by article 3b of the Decree, can be found in the *Decree Article 10 EU Takeover Directive* part in this [Corporate Governance](#) section.

LETTER FROM THE CHAIR OF THE SUPERVISORY BOARD



“
I share management's belief that a continued focus on local, backed by the strength of the Ahold Delhaize family and guided by its Leading Together strategy, will enable the company to prosper.
”

Dear shareholder,

I'm honored to present Ahold Delhaize's 2022 Supervisory Board report.

As we look back on 2022, it was another challenging year for many reasons. The war in Ukraine, the resulting energy crisis and unprecedented inflation not only impacted Ahold Delhaize, but also associates and people across the brands' communities. The incredible efforts within the entire organization gave help and comfort to civilians fleeing the war, supported causes that matter to communities, and kept prices as realistic as possible so customers had access to healthy, affordable food.

As a people-focused business, retail is often geared towards what's happening now – how we can serve the customer standing in front of us. But we believe it's just as important to continue to plan for tomorrow. While Ahold Delhaize used its local strength to deal with the immediate challenges it faced this year, the company also continued to build for the future. It invested in operations, digital capabilities, sustainability, updating stores and distribution capacity in many of the brands and continuing to expand store networks. And it invested in people, both to support associate development and mental health and to meet customer expectations by offering a great shopping experience. All of these investments will help the company grow in a more sustainable way, with motivated associates and satisfied customers.

Thanks to these great efforts, Ahold Delhaize had a good year in terms of growth and profitability. The company delivered robust results and strong sales growth, while maintaining its underlying operating margin.

I was also proud that Ahold Delhaize didn't take its eye off its sustainability ambitions in 2022 and made significant steps forward. Some highlights for me were the company's updated sustainability targets on CO₂ emissions and commitment to becoming net zero across the entire value chain by 2050, and the publication of its second Human Rights Report. I was pleased to see that Ahold Delhaize maintained its position as a leader in the Food and Staples Retailing sector in the 2022 Dow Jones Sustainability World Index.

Teams across the company have been working hard to continuously improve sustainability reporting – an increasing priority for all of Ahold Delhaize's stakeholders – and prepare for the new Corporate Sustainability Reporting Directive, that came into effect in January 2023, and will apply to the company's Annual Report 2024. The Supervisory Board recognizes the importance of this work.

During the year, I was also grateful for the constructive cooperation among our Supervisory Board members. We are pleased to have nominated Julia Vander Ploeg for appointment at the Annual General Meeting of Shareholders in April 2023 to further strengthen the Supervisory Board. As we say farewell to Bala Subramanian, whose tenure was cut short due to a new executive challenge, we thank him for his invaluable support.

It is always difficult to predict what the future will bring us, as a company and society, in the year ahead. However, I share management's belief that a continued focus on local, backed by the strength of the Ahold Delhaize family and guided by its Leading Together strategy, will enable the company to prosper in the future.

I would like to close by thanking the Management Board, the Executive Committee, and, most of all, associates at the local brands and businesses whose hard work and outstanding efforts supported the needs of customers and communities while continuing to build a successful future for Ahold Delhaize.

On behalf of the Supervisory Board,

Peter Agnefjäll



SUPERVISORY BOARD REPORT



COMPOSITION OF THE SUPERVISORY BOARD

The composition of Ahold Delhaize's Supervisory Board should suit the nature of the Company's business, activities and the desired expertise, experience, background and independence of its members. The Supervisory Board profile was updated on August 10, 2022, and is published on the Company's website at www.aholddelhaize.com and assessed annually by the Supervisory Board. The Supervisory Board is responsible for determining its optimal number of members, which is dependent on the combined qualifications of the members in view of the required qualifications of the Supervisory Board as a body. The preferred size is between eight and 10 members. The Supervisory Board currently comprises nine members.

After the General Meeting of Shareholders on April 13, 2022, Mary Anne Citrino stepped down from the Supervisory Board; at the same meeting, Pauline van der Meer Mohr was appointed by our shareholders. With Pauline's appointment, the Supervisory Board maintained its diversity and gained a seasoned executive and board member with extensive relevant experience from a number of international and dynamic companies. Pauline's background in both law and HR will be important to the Supervisory Board as Ahold Delhaize continues to implement its Leading Together strategy.

In accordance with provision 2.1.5 of the Dutch Corporate Governance Code, Ahold Delhaize's diversity policy states that the composition of the Supervisory Board and the combined experience and expertise of its members should reflect the profile of the Company as it relates to nationality, age, education, gender and professional background.

Currently, three Board members are female and six are male and the Supervisory Board comprises five different nationalities. We recognize this leaves room for improvement, which is reflected in our broad and bold aspiration for diversity, equity and inclusion. Generally, the Company and its brands aim to reflect the communities they serve, and have a workplace where all voices are heard and valued, and where associates find purpose in their work, have equitable access to opportunities, and can grow and contribute to their fullest. Ahold Delhaize aspires to be a company that is 100% gender balanced, 100% reflective of the communities served and 100% inclusive. For more information on diversity, equity and inclusion at Ahold Delhaize, see [In focus: Diversity, equity and inclusion](#).

Ongoing education

As part of ongoing education, the Company organized several deep dives for the Supervisory Board in 2022. These deep dives gave the Supervisory Board the opportunity to get acquainted with senior officers and key talents of the Company and its great local brands and, in turn, gave these associates exposure to the Supervisory Board. Among others, the deep dives included an IT security session and an IT spending deep dive, both presented by the Company's Global Information Security Officer; multiple brand-related deep-dive sessions to broaden the Supervisory Board members' retail knowledge; and presentations regarding the economic and geopolitical environment and potential future challenges following the war in Ukraine, including inflation and energy prices, as well as mitigating measures taken by the Company.

Our new Board member followed a thorough multi-day induction program, during which she was introduced to the members of the Executive Committee, key officers at the GSO and a number of leaders of the great local brands.

Evaluation

The Supervisory Board conducted a self-assessment in early 2023 to evaluate its own performance as well as the performance of its committees and individual members, including the interaction with the Management Board. To facilitate the self-assessment, a questionnaire with open questions was filled out by all Supervisory Board members. The consolidated output of the questionnaire was used to facilitate a structured dialogue chaired by Mr. Agnefjäll during a February 2023 Supervisory Board meeting.

Overall, the Supervisory Board was positive about its own functioning and its relationship with management. Following mostly virtual meetings in the years of the pandemic, attending several in-person meetings, together with management, was well appreciated and valued as being more productive. Supervisory Board discussions are respectful of all members' views, and diverse perspectives from members bringing their specific knowledge and experience to the table are valued. The Supervisory Board is continuously focused on improvement and members noticed the results in multiple areas, including meeting effectiveness.

The Supervisory Board identified a number of opportunities for improvement and several key topics and focus areas. Firstly, there is a need to invest sufficient quality time in discussing short-term and long-term strategy-related topics; therefore, the Supervisory Board agreed to focus on creating and maintaining the right balance in its discussions between topics related to gaining information, maintaining oversight and ensuring compliance, and topics related to short-term and long-term strategy. One of the topics to focus on for 2023, together with management, will be the Company's operating framework. The Supervisory Board also agreed that their meetings could become even more effective by enhancing the balance between time for presentations and time for discussion. Lastly, the Supervisory Board members signaled room for improvement in the engagement with stakeholders, especially around the Company's ESG agenda.

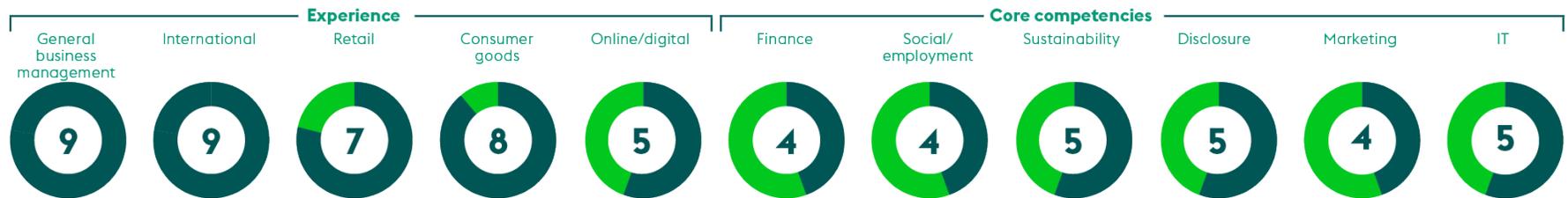
The Supervisory Board will continue to discuss the conclusions and opportunities throughout the year ahead.

SUPERVISORY BOARD REPORT



Supervisory Board profile

NAME	EXPERIENCE					CORE COMPETENCIES					
	GENERAL BUSINESS MANAGEMENT	INTERNATIONAL	RETAIL	CONSUMER GOODS	ONLINE/DIGITAL	FINANCE	SOCIAL/ EMPLOYMENT	SUSTAINABILITY	DISCLOSURE	MARKETING	IT
Peter Agnefjäll	*	*	*	*	*			*	*		*
Bill McEwan	*	*	*	*	*				*	*	*
René Hooft Graafland	*	*			*		*			*	*
Katie Doyle	*	*	*	*	*		*	*			*
Helen Weir	*	*	*	*	*		*	*		*	*
Frank van Zanten	*	*	*	*	*		*	*	*	*	*
Bala Subramanian	*	*	*	*	*						*
Jan Zijderveld	*	*	*	*	*		*				
Pauline van der Meer Mohr	*	*						*	*	*	



Reappointment schedule Supervisory Board

NAME	DATE OF BIRTH	EFFECTIVE DATE OF FIRST APPOINTMENT	REAPPOINTMENT FOR SECOND AND THIRD TERM	END OF CURRENT APPOINTMENT
Peter Agnefjäll	April 21, 1971	April 10, 2019		2023
Bill McEwan	July 28, 1956	July 24, 2016	2022	2023
René Hooft Graafland	September 24, 1955	January 1, 2015	2022	2024
Katie Doyle	October 20, 1967	April 10, 2019		2023
Helen Weir	August 17, 1962	April 8, 2020		2024
Frank van Zanten	February 24, 1967	April 8, 2020		2024
Bala Subramanian	October 10, 1971	April 14, 2021		2025
Jan Zijderveld	May 9, 1964	April 14, 2021		2025
Pauline van der Meer Mohr	February 22, 1960	April 13, 2022		2026

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SUPERVISORY BOARD REPORT



SUPERVISORY BOARD ENGAGEMENT

Due to the continued impact of the COVID-19 pandemic, the two-day Supervisory Board meeting in February took place through a collective video call instead of the regular in-person meeting. A total of 13 Supervisory Board meetings took place during the year. In April and November, we held in-person meetings in Zaandam, the Netherlands. In June, we held in-person meetings in New York and Portland (Maine), in the U.S. In September, we held an in-person meeting in Brussels, Belgium. In connection with the in-person meetings, we organized business visits and sessions with senior leadership and talents. All meetings were attended by the Management Board and several other members of the Executive Committee. Senior management and key talents of the Company were also regularly invited to present on specific topics.

The Supervisory Board focused on a number of key topics and dilemmas during 2022. The Supervisory Board and management regularly discussed opportunities to ensure that the vision and strategy of the Company drive long-term sustainable growth. The topics discussed included the implications and challenges of the current economic climate and the effects of inflation and high energy prices on the Company's business and on that of the brands, individual strategies for the brands in their specific markets, and a strong omnichannel customer value proposition.

As part of the strategy discussions, the Supervisory Board continuously addressed and discussed with management the exploration of the intended subsidiary IPO of bol.com in 2022. The Supervisory Board and the Management Board also discussed strategic focus areas for the Company from a short-term and long-term perspective, and regularly returned to these focus areas. In addition, the Supervisory Board and the Management Boards regularly discussed the Company's **Leading Together strategy**.

During 2022, the Supervisory Board discussed and continued to challenge management on its **Healthy and Sustainable strategy**. At several meetings, the Supervisory Board, through its Sustainability Committee, discussed dilemmas, including the challenge of getting the right data to set appropriate baselines and targets, and the significant funding required for the relevant investments. These discussions resulted in the Company bringing forward its updated CO₂-emissions reduction targets for its entire value chain, in line with the UN goal of keeping global warming below 1.5°C. These included the Company's commitment to an updated interim CO₂-emissions reduction target for its entire value chain (scope 3) of at least 37% by 2030, and a reiterated commitment to become net-zero across its entire value chain by 2050, and, for its own operations (scope 1 and 2), to become net-zero by 2040 with an interim target of a 50% reduction by 2030.

The Supervisory Board regularly reviewed the topic of **succession planning**, both in general and specifically for the Management Board and Supervisory Board, in relation to expiring terms. This resulted in the proposal to recruit Julia Vander Ploeg as a new member of the Supervisory Board and to nominate Peter Agnefjäll, Bill McEwan and Katie Doyle for additional terms (of four, one and four years, respectively) in view of their contribution and experience as the Company continues to implement its Leading Together strategy, and in the interest of continuity, given the number of recent and upcoming changes to the composition. An important factor in the discussions on succession planning is **diversity**, and the Supervisory Board and Management Board regularly assessed opportunities to increase their performance in this area based on the consensus that it is essential to have diverse teams to drive results and to be reflective of the communities served by the Company's brands.

January: During a virtual meeting in January, several strategic business topics were discussed, such as progress of the intended sub-IPO of bol.com.

February: During a two-day virtual meeting, the Supervisory Board discussed and approved Ahold Delhaize's 2021 Q4/full year results and the dividend proposal. In addition, the Supervisory Board received an update on Ahold Delhaize's Technology function. Upon the recommendation of the Remuneration Committee, the Supervisory Board resolved to approve the Company's performance and short-term incentive multiplier for 2021 and the 2022 salary adjustments for the Executive Committee members. The Supervisory Board approved the nominations of Bill McEwan and René Hooft Graafland, and the nomination of Pauline van der Meer Mohr, for reappointment to the Supervisory Board. Lastly, the Supervisory Board approved the nomination of Wouter Kolk for reappointment to the Management Board.

March: During a virtual meeting in March, the Annual Report 2021 and the Agenda with the explanatory notes for the 2022 General Meeting of Shareholders in April were approved. In addition, the 2022 Healthy and Sustainable targets and the 2022 incentive targets were approved.

April: The Supervisory Board received updates on the strategies for the Stop & Shop and FreshDirect brands in the New York area, the intended sub-IPO of bol.com and the implications of the war in Ukraine on the Company's business. In addition, the Supervisory Board prepared itself for the General Meeting of Shareholders. Further to the completed audit tender selection process in 2021, the Supervisory Board recommended to the General Meeting of Shareholders to appoint KPMG Accountants N.V. as the auditor of the Company for the financial year 2023. Lastly, the Supervisory Board and the Management Board jointly addressed the conclusions and

opportunities from the Supervisory Board's self-assessment.

May: During May, the Supervisory Board approved the Q1 2022 interim report and discussed the report of the Audit, Finance and Risk Committee, including the report of the external independent auditor and internal auditor. The Supervisory Board received an update on the Company's data management strategy and discussed and approved the roles and composition of the Supervisory Board committees. Lastly, the Supervisory Board and the Management Board discussed the strategic focus areas for their discussions in the upcoming year.

June: During a virtual meeting, the Supervisory Board received updates on the intended sub-IPO of bol.com and the U.S. transformation program.

During a three-day meeting in the U.S., the Supervisory Board visited the FreshDirect facility in New York and several retail chains, including Stop & Shop stores in New York and Hannaford stores in Portland, Maine. Multiple strategy topics were discussed by the Supervisory Board and Management Board, such as the EU omnichannel strategy and several U.S. brands' strategies. The Supervisory Board also reviewed the overall e-commerce fleet safety. Upon the recommendation of the Governance and Nomination Committee, the updated Supervisory Board Profile was approved.

August: During this meeting, the Supervisory Board approved the Q2 2022 interim results and the interim dividend payment. The Supervisory Board received the Enterprise Risk Management update and an update on the Company's data governance. Lastly, the Supervisory Board approved to suspend decision-making on the intended sub-IPO for bol.com.

September: The Supervisory Board held a three-day meeting in Brussels, Belgium, during which it

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SUPERVISORY BOARD REPORT



received brand updates on Delhaize and Albert Heijn Belgium. The Board also received and discussed U.S. and European business updates, an IT spend deep dive and an update on the Leading Together strategy. During the meeting days, the Board visited several stores of the Delhaize and Albert Heijn Belgium brands and attended the opening of the Delhaize Winery. Lastly, upon the recommendation of the Governance and Nomination Committee, the Supervisory Board approved the nominations of JJ Fleeman and CEO Frans Muller for (re)appointment to the Management Board.

November: During a three-day in-person meeting in Zaandam, the Supervisory Board discussed and approved the budget for 2023, the long-term plans for 2024 and 2025 and the refinance and upsize of a €1.5 billion Sustainability-Linked Revolving Credit Facility. The Supervisory Board and management discussed an IT Security update and a litigation update. In addition, the Supervisory Board received a presentation by an external expert about the economic and geopolitical environment. During the third day of the meeting, a delegation of the Supervisory Board visited Albert Heijn, Etos, Gall & Gall and competition stores in Amsterdam, the Netherlands. Lastly, several Supervisory Board members participated in an interview carousel with senior executives.

December: During an additional virtual meeting, upon the recommendation of the Governance and Nomination Committee, the Supervisory Board approved the nomination of Peter Agnefjäll for reappointment for an additional term to the Supervisory Board.

In addition, throughout the year, the Supervisory Board discussed topics of a strategic nature and held several private meetings without other attendees. The private sessions were, among other things, used to evaluate the functioning of the Management Board and the Executive Committee and their individual members as well as the functioning of the Supervisory Board itself. The CEO was regularly invited to (parts of) the private meetings to discuss the performance of the Management Board and the Executive Committee.

During 2022, the Chair and the CEO continued to hold weekly one-on-one meetings to discuss progress on a variety of topics.

Lastly, the external independent auditor attended the meeting in February 2022, at which the 2021 Annual Report and financial statements were brought forward for adoption by the shareholders at the General Meeting of Shareholders. The external independent auditor also attended the quarterly meetings, at which the financial results were discussed.

ATTENDANCE

Except for a limited number of occasions, and for valid reasons, Supervisory Board members attended all Supervisory Board meetings in 2022.

In all cases, the Supervisory Board members who were not able to attend made sure they were represented. All Supervisory Board members made adequate time available to give sufficient attention to matters concerning the Company.

BOARD ATTENDANCE	SUPERVISORY BOARD		AUDIT, FINANCE AND RISK COMMITTEE		GOVERNANCE AND NOMINATION COMMITTEE		REMUNERATION COMMITTEE		HEALTH AND SUSTAINABILITY COMMITTEE		
	NUMBER OF MEETINGS:	HELD	ATTENDED	HELD	ATTENDED	HELD	ATTENDED	HELD	ATTENDED	HELD	ATTENDED
Peter Agnefjäll	13	13			4	4	8	8			
Bill McEwan	13	13					8	8	4	4	
René Hooft Graafland	13	11	5	5					4	4	
Katie Doyle	13	13			4	4			4	4	
Helen Weir	13	12	5	5	4	4					
Mary Anne Citrino	5	4	2	2			2	1			
Frank van Zanten	13	13			4	4	8	8			
Bala Subramanian	13	12			4	4			4	4	
Jan Zijdeveld	13	13	5	5					4	4	
Pauline van der Meer Mohr	8	6	3	2			6	6			

INDEPENDENCE

The Supervisory Board confirms that, during 2022, as well as on the date of publication of this report, Supervisory Board members were independent within the meaning of provision 2.1.8 of the Dutch Corporate Governance Code.

REMUNERATION

The annual remuneration of the Supervisory Board members was determined by the General Meeting of Shareholders on April 8, 2020. For more information on the remuneration policy of the Supervisory Board, see [Remuneration policy for the Supervisory Board](#).

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SUPERVISORY BOARD REPORT



SHARE POSITIONS

The following Supervisory Board members held shares in the Company during 2022.

MEMBER	POSITION
Peter Agnefjäll	7,200 common shares
Bill McEwan	7,125 American Depository Receipts
Helen Weir	1,000 common shares

The positions of Peter Agnefjäll and Bill McEwan were held for the long term and remained unchanged during 2022. Helen Weir acquired 1,000 common shares on February 18, 2022.

COMMITTEES OF THE SUPERVISORY BOARD

The committees of the Supervisory Board are assigned specific tasks, have advisory powers and provide the Supervisory Board with regular updates on their meetings. Following last year's decision of the Supervisory Board to adjust the focus of the Sustainability and Innovation Committee to health and sustainability, the committee was renamed as the "Health and Sustainability Committee." The current composition of the Supervisory Board committees is detailed in the following table.

	AUDIT, RISK AND FINANCE COMMITTEE	GOVERNANCE AND NOMINATION COMMITTEE	REMUNERATION COMMITTEE	HEALTH AND SUSTAINABILITY COMMITTEE
Peter Agnefjäll (Chair)		Member	Member	
Bill McEwan			Chair	Member
René Hooft Graafland	Chair			Member
Katie Doyle		Member		Chair
Helen Weir	Member	Chair		
Frank van Zanten		Member	Member	
Bala Subramanian		Member		Member
Jan Zijderveld	Member			Member
Pauline van der Meer Mohr	Member		Member	

Audit, Finance and Risk Committee

The CEO, the CFO, the Chief Legal Officer, the Senior Vice President Internal Audit, the Senior Vice President Tax and Accounting and representatives of the external independent auditor are invited to, and attend, the Audit, Finance and Risk Committee meetings.

In 2022, the Audit, Finance and Risk Committee held one meeting in person and four video meetings. The attendance rate of the members of this Committee was 95%. Throughout the year, the Committee closely monitored the financial closing process and reviewed the publication of quarterly results. The Committee received several updates on the risk profile of the Company and its financial position. During every meeting, the Committee received an update on tax and accounting; internal audit; internal control; and governance, risk management and compliance, including compliance and ethics, product integrity, asset protection and business continuity, occupational health and safety, information and cyber security, data privacy, and litigation. The Committee discussed trends, incidents and incident response. During its meeting in November, the Committee assessed the functioning of the Internal Audit function, under new leadership since the beginning of the year, based on a survey that was filled out by key officers of the Company who frequently interact with the Internal Audit Department.

The Audit, Finance and Risk Committee and its Chair held several private meetings, together with the CFO, the Senior Vice President Internal Audit and the external independent auditor.

The Supervisory Board has determined that René Hooft Graafland, Helen Weir, Jan Zijderveld and Pauline van der Meer Mohr are "Audit Committee Financial Experts" within the meaning of provision 2.1.4 of the Dutch Corporate Governance Code.

Governance and Nomination Committee

In 2022, the Committee held four meetings to which the CEO and the Chief Human Resources Officer, among others, were invited. In addition, the Committee held four private meetings. The attendance rate of the members of this Committee was 100%. The Committee evaluated the performance of the members of the Supervisory Board and the Executive Committee and approved the 2023 goals for the members of the Management Board and the Executive Committee. The Committee received several updates on succession and talent planning and diversity. Together with management, the Committee reflected on the outcome of the associate engagement survey.

In view of Kevin Holt's desire to retire and step down from the Management Board after the annual General Meeting of Shareholders on April 12, 2023, the Committee engaged in several sessions with the CEO to determine the composition of the Management Board, and recommended to the Supervisory Board to nominate JJ Fleeman for a term of four years at the General Meeting of Shareholders in 2023. In addition, the Committee recruited and recommended Julia Vander Ploeg for nomination as a new member of the Supervisory Board and recommended Peter Agnefjäll, Bill McEwan and Katie Doyle for nomination for additional terms at the same General Meeting of Shareholders.

SUPERVISORY BOARD REPORT



Remuneration Committee

In 2022, the Committee held five meetings to which the CEO and the Chief Human Resources Officer, among others, were invited to attend. In addition, the Committee held five private meetings. The attendance rate of the members of the Committee was 97%. The Committee discussed and supported the salary recommendations for members of the Management Board and the Executive Committee, as well as the incentive targets for 2022. In addition to the regular topics, the Committee spent time on the remuneration packages for Frans Muller and JJ Fleeman. The Committee also focused on the transparency of disclosures, resulting in an ex-post disclosure in this Annual Report of short-term and long-term incentive plan targets, intervals and actual results. Incentive design and target setting for 2023 took place in a dynamic and volatile economical market situation that required significant attention by the Remuneration Committee.

Health and Sustainability Committee

During 2022, the Committee held four meetings and the attendance rate of its members was 100%. During each meeting, a global update of the ESG landscape was provided, including expectations of customers, associates, investors and other stakeholders. The Committee regularly reviewed the Company's performance against the four main KPIs of the Healthy and Sustainable targets. The content and ambition level of the proposed targets for 2023-2025 were discussed and recommendations were provided to the management and to the Supervisory Board. The Company's new organizational setup for Sustainability was favorably received, to address the expanding scope and ambition level in this area. An important event during the year was the review of the Company's strategy and updated target for scope 3 carbon emissions; it was agreed that the Committee would perform a deep dive into this topic during 2023.

Conclusion

The Supervisory Board is of the opinion that during the year 2022, its composition, mix and depth of available expertise, working processes, level and frequency of engagement across all prominent Ahold Delhaize activities, and access to necessary and relevant information and the Company's management and staff were satisfactory. This enabled the Supervisory Board to carry out its duties towards all of the Company's stakeholders, in a strong year during which the Company continued to live up to its promise to help customers eat well, save time and live better, while delivering strong financial results at the same time.

We are grateful to Ahold Delhaize's shareholders for their continued trust in and support of the Company, its strategy and its management.

Most of all, the Supervisory Board would like to express its gratitude to associates and management of the Company and its great local brands for their passion and dedication in delivering on Ahold Delhaize's promises to customers and all its other stakeholders.

Supervisory Board Zaandam, the Netherlands

February 28, 2023

GOVERNANCE

RISK MANAGEMENT



Ahold Delhaize has a diverse portfolio of brands, geographic footprint and business structure. Because of this, it is critically important that we manage risks in a proactive and responsible way to ensure we can deliver on our Leading Together strategy.

GOVERNANCE, RISK MANAGEMENT AND COMPLIANCE

Our Governance, Risk Management and Compliance (GRC) Framework is tailored to our structure and designed to respond to the dynamic needs of our brand-centric business. It gives our management a transparent view of the risks we take, face and manage and that have a strategic impact on our great local brands and our global organization.

The GRC Framework consists of global policies and controls as well as a GRC Committee structure at global and brand levels that serves as a forum for identifying, addressing and monitoring relevant risks in all corners of our business.

The global GRC Committee is responsible for reviewing Ahold Delhaize's governance, risk management and compliance processes. The GRC Committee is chaired by the Chief Legal Officer and (i) advises the Management Board and Executive Committee on matters concerning the GRC Framework, including an overall GRC vision and strategy, (ii) oversees activities to develop and maintain a fit-for-purpose GRC Framework and (iii) engages with Ahold Delhaize's senior management on important developments in the context of governance, risk and compliance.

ENTERPRISE RISK MANAGEMENT

Through our Enterprise Risk Management (ERM) program, which is embedded in the execution of our strategy, the leadership of each of the brands and global functions review their strategic, operational, financial, regulatory and ESG risks, as well as their related mitigating actions, twice per year. Our Executive Committee performs a semi-annual review of all the risks reported by the brands and the outcome is aggregated into an ERM report that is presented to the Management Board and Supervisory Board, as required by the Dutch Corporate Governance Code. Ahold Delhaize's ERM program contributes to the formation of policies, procedures and controls, the scope of internal audit activities, and the business planning and performance process.

Governance, Risk Management and Compliance Framework



RISK MANAGEMENT



RISK APPETITE

Our risk appetite is defined by our Management Board and Supervisory Board and is integrated into the businesses through our strategy, global policies, procedures, controls and budgets. Our appetite for each risk is determined by considering key opportunities and potential threats to achieving our strategic, operational, financial, compliance, and ESG objectives and can be categorized as follows:

STRATEGIC RISKS

Strategic risks originate from trends, developments or events that could prevent us from executing and realizing our strategic objectives.

Risk appetite: average-above average

Our approach

Ahold Delhaize has a diverse portfolio of brands, geographic footprint and business structure. Because of this, it is critically important that we manage risks in a proactive and responsible way to ensure we can deliver on our Leading Together strategy.

We use fact-based analysis that derives insights from our different markets and brands to support our strategic decision-making process in a way that considers the financial, economic, social and political developments that may impact our ability to achieve our strategic objectives.

OPERATIONAL RISKS

Operational risks include unforeseen incidents that could result from failures in internal processes or systems, human error or adverse external events and could negatively impact the day-to-day operation of our business.

Risk appetite: low

Our approach

Ahold Delhaize strives to minimize the possibility of business disruptions and the related impact of operational failures.

We establish and manage a GRC Framework with global policies that regulate the achievement of our objectives at local and global level.

We constantly review and invest in our structure and processes to ensure they are fit for purpose and address any identified operational risk.

FINANCIAL RISKS

Financial risks include uncertainty of financial returns on investments, reduction in liquidity, erosion of profits, potential financial losses due to financing policies, and other external factors such as the macro-economic environment, unreliability of suppliers, economic restrictions and reduction of the customer base.

Risk appetite: low

Our approach

Ahold Delhaize has a prudent financial strategy focused on maintaining our solid investment-grade credit rating. We are averse to any risks that could jeopardize the integrity of our financial reporting. Our financial risk management, risk appetite and sensitivities are further detailed in [Note 30](#) of the consolidated financial statements.

COMPLIANCE RISKS

Compliance risks relate to unanticipated failures to comply with applicable laws and regulations as well as our own policies and procedures.

Risk appetite: very low

Our approach

At Ahold Delhaize, our values are an essential part of our strategic framework. We strive to behave according to our values as we go about our daily work. One of our values is “integrity,” which means that the Company and all its associates do the right thing to earn customers’ trust. We strive for full compliance with laws and regulations and with our policies and procedures everywhere we do business.

ESG RISKS

ESG risks concern developments, trends and events related to environmental, social and governance matters, including both physical and transition risks related to climate change and the impact of ESG societal expectations on our strategy and performance.

Risk appetite: low

Our approach

Our approach to sustainability and ESG starts with our efforts to better understand the world we live in, the challenges we face in the long, medium and short term, and what our stakeholders expect of us. Using this knowledge, we determine the topics where we have, or can have, the most impact or that impact us the most.

We set ourselves targets and commitments around ESG topics and monitor our performance against a range of KPIs. For more details, see [Environmental, social and governance](#).

GOVERNANCE
RISK MANAGEMENT



GRC framework

The Ahold Delhaize control framework incorporates risk assessment, control activities and monitoring into our business practices at entity-wide and functional levels. We have adopted a “Three lines of defense” model (see chart on this page) to provide reasonable assurance that risks to achieving important objectives are identified and mitigated.

Monitoring and assurance

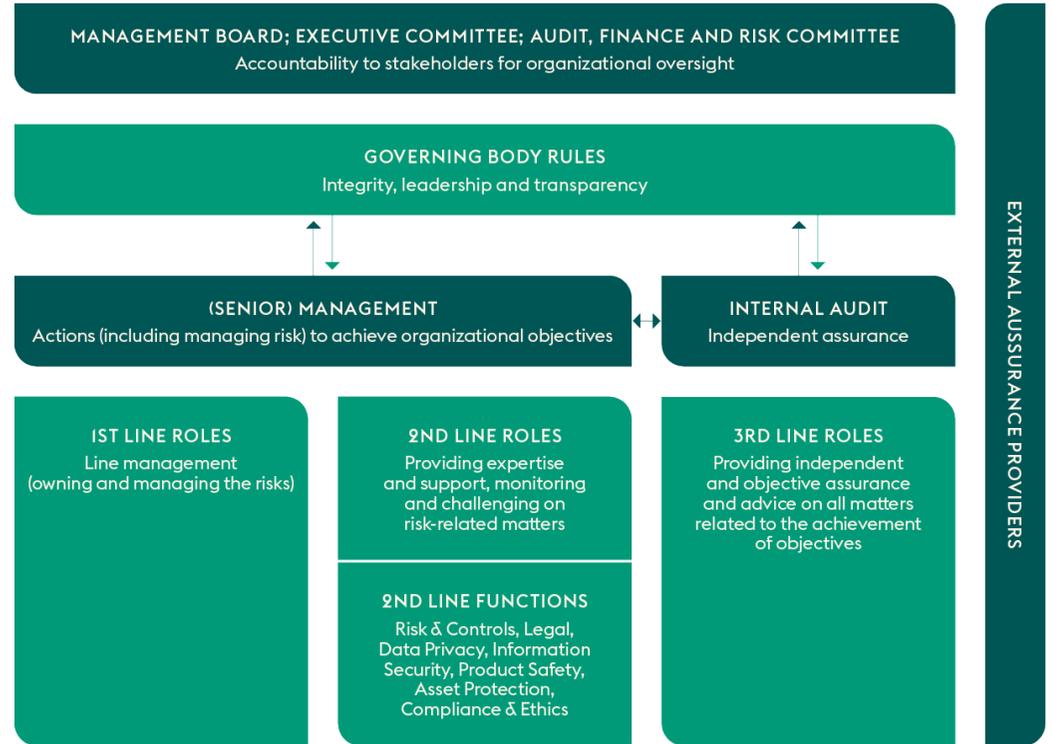
A key element of our GRC framework is monitoring and assurance. We use a comprehensive business planning and performance review process to monitor the Company’s performance. This process covers the adoption of strategy, budgeting and the reporting of current and projected results. We assess business performance according to both financial and non-financial (including sustainability) targets. In order to meet business needs and the requirements of the Dutch Corporate Governance Code, we have a Group-wide management certification process in place, which requires that the executive management team members at each of the reporting entities send letters of representation to the Financial Disclosure Committee on a quarterly basis. These letters confirm whether the reporting entities follow Ahold Delhaize’s Code of Ethics, policies on fraud prevention and detection, accounting and internal control standards, and disclosure requirements.

Reporting

Each of the businesses is required to maintain and manage a sound internal control environment with robust policies, procedures and controls and a strong financial discipline. The control framework is regularly monitored by our second line of defense through testing activities and the results are reported to brand and global GRC committees as well as to the Audit and Finance Committee.

Both our Risk & Controls and Internal Audit functions help to ensure that we maintain and improve the integrity and effectiveness of our system of risk management and internal control. Internal Audit undertakes regular risk-based, independent and objective audits. These functions also monitor the effectiveness of corrective actions undertaken by management.

Three lines of defense model



DECLARATIONS



INTRODUCTION

This 2022 Ahold Delhaize Annual Report dated February 28, 2023 (the Annual Report), comprises regulated information within the meaning of sections 1:1 and 5:25c of the Dutch Act on Financial Supervision “Wet op het financieel toezicht.”

For the consolidated and the parent company’s 2022 financial statements “jaarrekening” within the meaning of section 2:361 of the Dutch Civil Code, see *Performance: Financial statements*. The members of the Management Board and the Supervisory Board have signed the 2022 financial statements pursuant to their obligation under section 2:101, paragraph 2 of the Dutch Civil Code.

The following sections of this Annual Report together form the management report, or the “bestuursverslag” within the meaning of section 2:391 of the Dutch Civil Code:

- *Strategic report*
- *Our Management Board and Executive Committee*
- *Our Supervisory Board*
- *Corporate governance*
- *Risk management*
- *Remuneration* and the subsection *Remuneration* included in the *Supervisory Board report*
- *Environmental, social and governance (ESG) statements* and
- *Definitions and abbreviations*.



For other information, or “overige gegevens” within the meaning of section 2:392 of the Dutch Civil Code, see section **Other information** under Performance.

DECLARATIONS

The members of the Management Board, as required by section 5:25c, paragraph 2, under c of the Dutch Act on Financial Supervision, confirm that to the best of their knowledge:

- The 2022 financial statements included in this Annual Report give a true and fair view of the assets, liabilities, financial position and profit or loss of the Company and the undertakings included in the consolidation taken as a whole.
- The management report included in this Annual Report gives a true and fair view of the position of the Company and the undertakings included in the consolidation taken as a whole as of January 1, 2023, and of the development and performance of the business for the financial year then ended.
- The management report includes a description of the principal risks and uncertainties that the Company faces.

ANNUAL DECLARATION ON INTERNAL RISK MANAGEMENT AND CONTROL SYSTEMS

The Management Board, as required by section 1.4.3 of the Dutch Corporate Governance Code, makes the following declaration:

The Management Board is responsible for establishing and maintaining adequate internal risk management and control systems. Such systems are designed to manage rather than eliminate the risk of failure to achieve important business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss. This report provides sufficient insights into any significant deficiencies in the effectiveness of the internal risk management and control systems. Management is not aware of any critical failings of these systems during 2022.

This report includes those material risks and uncertainties that are relevant to the expectation of the Company’s continuity for the period of 12 months after the preparation of the report.

With respect to financial reporting based on the current state of affairs, it is justified that the financial reporting is prepared on a going concern basis and management has assessed whether the risk management and control systems provide reasonable assurance that the 2022 financial statements do not contain any material misstatements. This assessment was based on the criteria set out in COSO: Internal Control – Integrated Framework 2013 and our internal control framework. It included tests of the design and operating effectiveness of entity-level controls, transactional controls at significant locations and relevant general computer controls. Any control weaknesses not fully remediated at year-end were evaluated.

Based on this assessment, the Management Board determined that the Company’s financial reporting systems are adequately designed, operated effectively in 2022 and provide reasonable assurance that the financial statements are free of material misstatement.

Management Board

- Frans Muller, President and Chief Executive Officer
- Natalie Knight, Chief Financial Officer
- Kevin Holt, Chief Executive Officer Ahold Delhaize USA
- Wouter Kolk, Chief Executive Officer Europe and Indonesia

This Annual Report, including the 2022 financial statements, which are audited by PricewaterhouseCoopers Accountants N.V., has been presented to the Supervisory Board.

The 2022 financial statements and the independent auditor’s report relating to the audit of the 2022 financial statements were discussed with the Audit, Finance and Risk Committee in the presence of the Management Board and the external independent auditor. The Supervisory Board recommends that the General Meeting of Shareholders adopt the 2022 financial statements included in this Annual Report and recommends the proposal to pay a cash dividend for the financial year 2022 of €1.05 per common share. An amount of €0.46 per common share was paid as interim dividend on September 1, 2022. The remaining amount of €0.59 per common share shall be payable on April 27, 2023.

Supervisory Board

- Peter Agnefjäll (Chair)
- Bill McEwan (Vice Chair)
- René Hooft Graafland
- Katie Doyle
- Helen Weir
- Frank van Zanten
- Bala Subramanian
- Jan Zijdeveld
- Pauline van der Meer Mohr



REMUNERATION

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Albert Czech Republic

LETTER FROM THE REMUNERATION COMMITTEE CHAIR



“
We are in a unique position and have a clear responsibility to help customers, associates and communities, especially during economically difficult times.

Bill McEwan



Dear shareholder,

I am pleased to introduce Ahold Delhaize's 2022 Remuneration report.

LOOKING BACK ON 2022

As mentioned throughout this Annual Report, the people across our brands and markets were greatly affected in 2022 by the war and humanitarian tragedy in Ukraine and the consequent steep inflation, at levels we haven't seen in decades. I am proud that our teams were able to effectively navigate through the volatility and sustain a high level of service and provision of healthy and affordable groceries in each of our local markets. At the same time, we continued to invest in communities, associates and key strategic initiatives – all with a keen focus and commitment to sustainability. Supported by our Save for Our Customers cost-savings program, our brands worked diligently with suppliers to mitigate price increases for customers. As we operate at the center of society, our brands are in a unique position and have a clear responsibility to help customers, associates and communities, especially during economically difficult times.

We are extremely proud that associates across our local brands and support teams continued to rise above the challenges and press through, and beyond, the COVID-19 pandemic with purpose, passion and perseverance. We are thankful for their dedication and commitment.

Stakeholder engagement and revised policy

After an extensive end-to-end review of our Remuneration Policy, followed by several consultation sessions with key stakeholders throughout 2021 and early 2022, we developed a new Remuneration Policy that was introduced and adopted at the April 2022 annual General Meeting of Shareholders (AGM). Consistent with the feedback during our stakeholder engagement sessions, the Policy was recalibrated to focus on longer-term value creation overall, with an increased emphasis on ESG factors. Linked to the aspirations and goals set out in our strategy, we have substantially increased the weight of ESG-related metrics in our short- and long-term incentive plans. We are committed to short-term and long-term targets that will be robust, measurable and auditable, year after year.

Notably, in this Annual Report 2022, we have followed through on our commitment to provide clear ex-post disclosure of all targets, performance intervals and actual results for full year 2022 short-term and long-term incentive plans.

A few of our stakeholders continue to express concern about the inclusion of U.S. companies in our labor market peer group. We believe it is critical to include U.S. companies in our benchmark group. Ahold Delhaize is a distinctly bi-continental company: over 60% of the Company's total net sales originate in the United States, and we must compete for high-quality executive leadership talent in the U.S. and global markets.

2022 base salary adjustments

Following the regular performance review process for 2021 conducted by the Governance and Nomination Committee at the outset of the year, the Remuneration Committee assessed the Management Board members' base salary remuneration. We considered external and internal salary movements, Company and individual performance, and the internal pay ratios. The base salaries of three of the four Management Board members were increased as of January 1, 2022: a 1.9% rise for Frans Muller, 2.5% for Natalie Knight and 1.5% for Wouter Kolk. Kevin Holt's base salary was unchanged.

CEO and Management Board performance

Throughout the year, the Management Board oversaw the implementation of Ahold Delhaize's Leading Together strategy:

- Supporting our local brands' efforts to keep prices as low as possible for customers by mitigating unprecedented inflation, rising commodity prices and soaring energy costs.
- Supporting our brands' efforts to aid civilians affected by the war in Ukraine by offering comfort, food and work to those fleeing violence.
- Making continued progress toward our ambition to reduce food waste by 50% by 2030 versus our 2016 baseline.
- Strengthening the business portfolio with mergers, acquisitions and strategic partnerships, including Albert Heijn's partnership with Jan Linders Supermarkets in the Netherlands and our investment in advertising technology company Adhese.
- Announcing a strengthened CO₂-emissions reduction target for our entire value chain (scope 3) to at least 37% by 2030 and reiterating our commitment to become net zero across the entire value chain by 2050.

LETTER FROM THE REMUNERATION COMMITTEE CHAIR



This year, we again employed a rigorous process to monitor and evaluate CEO and Management Board performance. Driven by the Company's Leading Together strategy, the respective Supervisory Board committees established and thoroughly reviewed performance objectives and targets at the outset of the year, followed by full Supervisory Board consideration and approval.

These performance objectives were structured in line with shared strategic objectives on key financial, ESG and associate engagement targets, individual goals connected to each of the four strategic growth drivers, and development goals aimed at continuously improving their leadership capability and capacity as individuals and as a team.

As the year came to a close, the Governance and Nomination Committee of the Supervisory Board conducted a formal Management Board evaluation process. CEO performance was evaluated, in close collaboration with the Supervisory Board Chair and with broader Supervisory Board participation and input. Each Management Board member's individual review included a self-assessment against the defined objectives and metrics, the CEO's assessment, and performance rating and formal review by the Committee. The outcomes of this process were factored into the determinations by the Remuneration Committee of Management Board base salary adjustments for 2023. And finally, while we are informed in this process by the benchmarking versus our selected peer group, the determinations we make are not led by these benchmarks, and we do not use them to target precise positions – they simply provide a reference point that informs how we determine fixed and variable compensation to ensure that we remain in line with competitive market pay levels. We continue to target Management Board members' total remuneration "at or near the median" of our peer group.

2022 annual cash incentive

As the year unfolded, it became clear that the results for the 2022 annual cash incentive would finish well ahead of plan, with payouts at, or near, the maximum level, as in 2020 and 2021. In line with the new Remuneration Policy, the maximum payout level has been adjusted from 150% to 125%. Although the Supervisory Board considers the performance targets for 2022 to have been robust, with clear, specific and auditable metrics, it also recognizes that the ongoing market volatility is likely to persist, due, largely, to the war in Ukraine. We will continue to monitor business performance and internal and external conditions throughout the year and take appropriate action where, when and as we deem prudent and appropriate.

Long-term share vesting

The 2020 long-term incentive program GRO share grant will vest on the day after the 2023 AGM. Earnings per share growth exceeded the maximum performance threshold, while return on capital and the share of healthy food sales also exceeded the targets. Results for total shareholder return fell just short of plan. The overall vesting outcome for the 2020 GRO share grant is 132% of target.

Increased level of transparency and disclosure

Historically, we have elected not to disclose the performance targets for our short-term and long-term incentive plans, as we have considered this information to be commercially sensitive. However, as part of our ongoing dialogue, and reflected in the 2021 Remuneration Report advisory vote of 88.7%, major stakeholders and proxy advisers urged us to disclose targets and intervals.

As indicated earlier in my letter, I am pleased to share with you that the Annual Report 2022 is our first to report on the new Remuneration Policy, which we believe provides the optimal starting point for our enhanced disclosures.

LOOKING FORWARD Renewed Dutch Corporate Governance

At the end of 2022, The Dutch Corporate Governance Code Monitoring Committee adopted the revised Dutch Corporate Governance Code. At Ahold Delhaize, we strongly value these changes and we have already adopted them within our Leading Together strategy and our robust ambitions in the areas of sustainability and ESG. We strongly support more comprehensive regulation of diversity, equity and inclusion. We believe in doing what's right by continuously focusing on the well-being of customers, associates, communities and other stakeholders.

Expectations for 2023

The year 2023 will undoubtedly continue to be challenging and volatile on several fronts. While we anticipate the rate of inflation to slow somewhat, the overall cost of living is expected to remain higher and will continue to impact customers, associates and communities. We will continue to monitor business performance and internal and external conditions throughout the year and take appropriate action where and when we deem prudent and appropriate ...always mindful of our obligations as a leading corporate citizen.

On behalf of the Remuneration Committee of the Supervisory Board, I thank you for your continued support of Ahold Delhaize.

Bill McEwan

EXECUTIVE REMUNERATION PRINCIPLES AND PROCEDURES



A new Remuneration Policy was adopted by the General Meeting of Shareholders on April 13, 2022. It is structured to further increase long-term focus and place greater emphasis on ESG factors, which are an important part of how Ahold Delhaize measures success. This is in line with the next chapter of our Leading Together strategy and a deepened focus on health and sustainability. It also further aligns the interests of the Management Board with those of the Company's stakeholders and features increased disclosures on short- and long-term performance.

This section provides a summary of our principles and procedures and how they relate to our remuneration policies. The full Principles and Procedures are part of our Remuneration Policies for the Management Board and Supervisory Board, available on our website.



Our full remuneration principles and procedures are included in the **Remuneration Policies for the Management Board and Supervisory Board**, available on our **website**.

PRINCIPLES

ALIGNMENT WITH COMPANY STRATEGY

Our Remuneration Policy is aligned with the Company's long-term strategy.

PAY FOR PERFORMANCE

Our Remuneration Policy supports a pay-for-performance culture with an emphasis on sustainable long-term value creation.

CONSISTENCY

The structure of Management Board remuneration is generally consistent with the remuneration structure for other senior associates of the Company.

TRANSPARENCY

The Company provides extensive disclosure of how the Remuneration Policies were implemented, including, for the Management Board, incentive targets, intervals and performance realized.

ALIGNMENT WITH STAKEHOLDER INTERESTS

The Remuneration Policy aligns the focus of the Company and its senior management with the interests of the Company's stakeholders and society at large.

COMPETITIVE PAY

The competitiveness of our Remuneration Policy is benchmarked annually against a relevant labor market peer.

● Applies to Management Board only

● Applies to Management Board and Supervisory Board

PROCEDURES

ESTABLISHING, REVISION, AND EXECUTION

Our Remuneration Policy is established, revised and executed by the Supervisory Board, and subject to adoption by the General Meeting of Shareholders.

RISK ASSESSMENT

The Remuneration Committee regularly conducts a comprehensive analysis of the risks and scenarios associated with variable compensation elements. This includes calculating remuneration under different scenarios, considering different performance assumptions.

DISCRETION AND DEROGATION

The Supervisory Board may exercise discretion in the execution of our Remuneration Policy, and, in exceptional circumstances, deviate from it.

COMPLIANCE

The design and implementation of our Remuneration Policy are compliant with all applicable laws, rules and regulations, and corporate governance requirements.

REMUNERATION POLICY FOR THE MANAGEMENT BOARD



A proposal for an amended Remuneration Policy for the Management Board was adopted by the General Meeting of Shareholders on April 13, 2022 (94.87% of votes in favor), and became effective retroactively as of January 1, 2022.

BENCHMARK PEER GROUP

As an international company, Ahold Delhaize must remain attractive for top leaders from the industry and beyond to continue to have a strong and diverse Management Board. Management Board remuneration levels are benchmarked annually. The benchmark peer group consists of a total of 18 peer companies in Europe and the United States, as well as AEX- and BEL20-listed companies. This labor market peer group reflects the Company's geographic operating areas and the markets most relevant in relation to the recruitment and retention of top management. As a Dutch-headquartered company, and considering the Company's Dutch and Belgian footprint, the AEX market practice in the Netherlands and BEL20 market practice in Belgium are included.

To accommodate potential changes in the labor market peer group due to delistings, mergers or other extraordinary circumstances, the Supervisory Board may exercise discretion to substitute comparable companies.

EUROPEAN PEERS	U.S. PEERS	AEX AND BEL20
Tesco	Kroger	Unilever
Carrefour	Costco	Philips
Metro Cash & Carry	Target	Heineken
Casino Guichard-Perrachon	Walgreens Boots Alliance	Randstad
J Sainsbury	Best Buy	Akzo Nobel
Danone	Lowe's Companies	AB InBev

Typically, geographical composition leads to the replacement determination. For example, if a European-based company is dropped, it is generally replaced by another European-based company.

In 2022, Wm Morrison was replaced by Danone due to its delisting (after its acquisition by the private equity group Clayton, Dubilier & Rice) from the London Stock Exchange in 2021. The choice of a replacement company is based on a selection from the STOXX® Europe 600 Optimised Consumer Staples, in which Ahold-Delhaize is also included. The final selection is based on the parameters of revenue, market capitalization and assets.

We consider the composition of Total Direct Compensation when benchmarking base salary levels. The target Total Direct Compensation level is typically at or near the median, while consideration is given to Ahold Delhaize's size relative to the peer group, with a fixed-to-variable pay ratio that supports the pay-for-performance culture and a long-term strategic focus. More information is included in the [Remuneration Policies](#), available on our website.

An individual exception to the Management Board Remuneration Policy is applied for the CEO Ahold Delhaize USA (Kevin Holt).

The Supervisory Board has determined the remuneration for Kevin Holt on the basis of a local reference market, the U.S. retail labor market reference group.

TOTAL DIRECT COMPENSATION

The basic elements of the Total Direct Compensation provided to Management Board members are (1) a base salary, (2) an annual cash incentive, and (3) a long-term share-based incentive.

In addition to Total Direct Compensation, members of the Management Board are offered pensions and additional arrangements in line with local practices.

ELEMENT	DESCRIPTION
Base salary	The level of the base salary of the members of the Management Board is derived, as one component, from the benchmarking of Total Direct Compensation. Adjustment of individual base salaries is at the discretion of the Supervisory Board.
Annual cash incentive plan: Executive Incentive Plan (EIP)	The Company's priority and goal are to expand market share while focusing on margins to increase profitability and prudently managing capital spending and expenses to secure strong and sustainable cash flow. Consequently, the EIP employs three financial measures that reflect the fundamental key financial metrics of a retail organization: sales growth (30%), underlying operating margin (25%) and operating cash flow (20%). In addition, ESG and other strategic imperatives (25%) are included. In support of the pay-for-performance culture and in recognition of the Company's focus on margins, the underlying operating margin measure serves as a threshold. The at-target pay-out as a percentage of base salary is 100%, contingent on the full achievement of the objectives, with a cap at 125% of the at-target value in the event of above-target performance.
Long-term share-based incentive plan: Global Reward Opportunity (GRO)	Under the GRO program, performance shares are granted as a three-year program. The vesting of these performance shares is subject to performance over three years. As of 2022, the GRO program employs three financial measures: return on capital (RoC) (35%), underlying earnings per share (EPS) growth (25%), and total shareholder return (TSR) (15%). In addition, a non-financial performance ¹ measure (25%) related to health and sustainable targets is included. In line with market practice, the target value of long-term incentives granted varies per role. For the CEO, the target value is 275% of base salary; for the CEO Ahold Delhaize USA, the target value is 275% of base salary; for the CFO, the target value is 200% of base salary; and for the CEO Ahold Delhaize Europe and Indonesia, the target value is 175% of base salary. GRO is linked to TSR, RoC, EPS and healthy and sustainable as described in the definitions of GRO performance measures.

¹ Please note the weighting of the non-financial performance has increased in 2022 in line with our deepened focus on health and sustainability.

REMUNERATION POLICY FOR THE MANAGEMENT BOARD



PENSIONS AND OTHER CONTRACT TERMS

Pension

All existing pension arrangements in the Netherlands are in line with the applicable fiscal pension regulations.

The pension plan for Management Board members is in line with plans for all other associates of the Company in the Netherlands and is referred to as a defined benefit plan, based on career average salary. The current legal retirement age is between 68 and 71 (depending on year of birth), with the option for early retirement from age 55. The pensionable salary is capped at the legal maximum (2022: €114,866). Each Management Board member working under a Dutch contract pays a pension premium contribution identical to that of all other associates of the Company in the Netherlands.

In addition, Management Board members receive a gross (age-dependent) pension allowance and can choose to participate in a Net Pension Arrangement by investing the net (after-tax) amount of the pension allowance. The Net Pension Arrangement is identical to that of all other associates of the Company in the Netherlands whose pensionable salary exceeds the cap. Participation in this Net Pension Arrangement is voluntary.

Members of the Management Board working under a non-Dutch contract are offered pensions in line with local practices.

Loans

The Company does not provide loans to members of the Management Board, nor does the Company issue guarantees to the benefit of members of the Management Board.

Additional arrangements

In addition to the remuneration of the Management Board members, a number of additional arrangements apply. These include expense allowances, insurance, use of company cars and, where applicable, relocation support and allowances, which apply to other senior associates and are in line with market practice. In addition, third-party tax services are provided to ensure compliance with the relevant legislative requirements.

(Service) Agreements

The term of appointment for all Management Board members is four years. If the Company terminates the (service) agreement of any member of the Management Board, the severance payment is limited to one year's base salary. The agreement may be terminated by the Company with a notice period of 12 months and by the Management Board member with a notice period of six months.

SHAREHOLDING REQUIREMENTS AND SHARE OWNERSHIP GUIDELINES

Management Board members must retain the shares awarded under the GRO program for a minimum of five years from the grant date. The sale of a portion of the shares is permissible to finance tax due at the date of vesting. The CEO and the CEO Ahold Delhaize USA are required to acquire and hold shares in the Company with a value at least equal to 400% of the annual base salary. All other members of the Management Board are required to hold shares in the Company with a value at least equal to 300% of the respective base salaries. The holding may be built up by retaining all after-tax shares from the GRO program and does not require personal share purchases.

CLAWBACK

A clawback provision is in place and may be applied to the Management Board members' annual cash incentive plan (EIP) as well as the long-term share-based incentive program (GRO).

MANAGEMENT BOARD REMUNERATION

MANAGEMENT BOARD REMUNERATION AT A GLANCE



In 2022, Ahold Delhaize delivered robust results, with strong sales growth, while maintaining a strong underlying operating margin. These results are reflected in the outcomes of our short-term and long-term incentives.

The Management Board remuneration balances the needs of internal and external stakeholders with the Company's commitment to making a sustainable contribution to society and supports a pay-for-performance culture with an emphasis on long-term value creation.

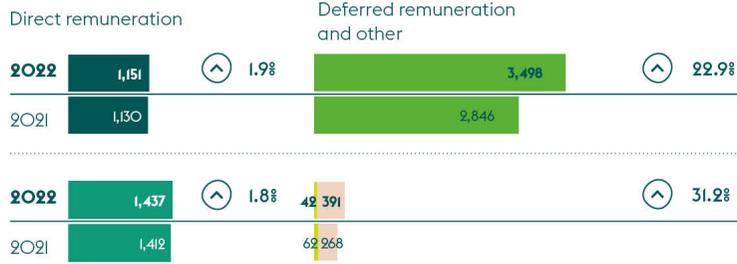
This long-term value creation is reflected in the shareholding requirements and share ownership guidelines, as adopted by shareholders in the 2022 MB Remuneration Policy. As a result, the maximum annual bonus opportunity has been decreased to 125% of the target amount, and the long-term incentive opportunities have been increased, to bring remuneration packages in line with the target positioning while increasing long-term focus and further aligning the interests of the Management Board with those of the Company's shareholders.

Board members are required to acquire and hold shares in the Company with a value equal to a multiple of their annual base salary. In addition, Management Board members must retain the shares awarded under the GRO plan for a minimum period of five years from the grant date. This five-year holding period extends post-tenure (including retirement).

The change in remuneration – as shown in the visual – is predominately caused by the increased (IFRS) costs of the long-term incentive compared to 2021. More details about the IFRS costs and entitlement are included under [Total remuneration](#).

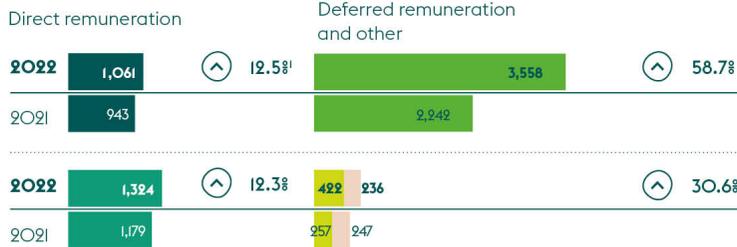
Frans Muller Chief Executive Officer (in € thousand)

Total 2022 €6,519



Kevin Holt CEO Ahold Delhaize USA (in € thousand)

Total 2022 €6,601



● Base salary (fixed) ● Annual cash incentive (variable) ● Long-term equity-based incentive (variable)² ● Pension ● Other

1 The base salary increase of Kevin Holt in euro is purely based on dollar-euro exchange rate differences, his base salary in U.S. dollars remained the same in 2022 compared to 2021 (\$1,114,702).

2 Board members are required to acquire and hold shares in the Company with a value equal to a multiple of their annual base salary and must retain the shares awarded under the GRO plan for a minimum period of five years from the grant date.

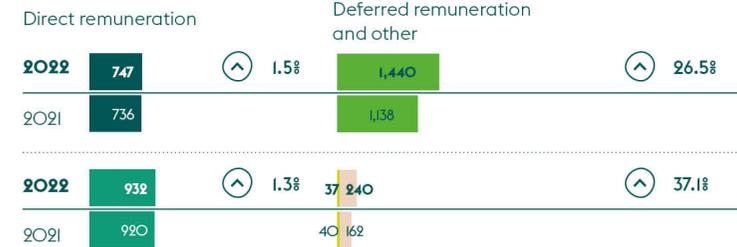
Natalie Knight Chief Financial Officer (in € thousand)

Total 2022 €3,529



Wouter Kolk CEO Ahold Delhaize Europe & Indonesia (in € thousand)

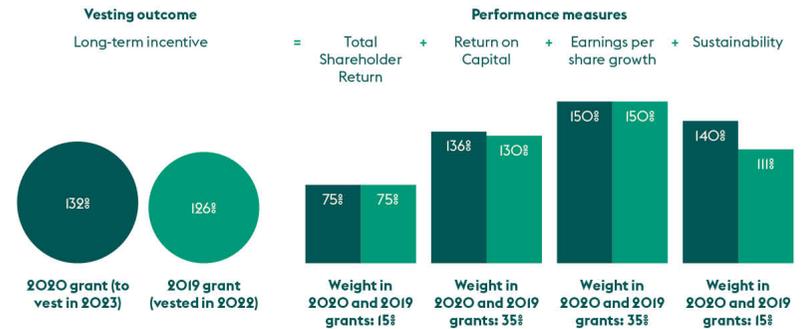
Total 2022 €3,396



Annual cash incentive Executive Incentive Plan



Long-term equity-based incentive Global Reward Opportunity



2022 MANAGEMENT BOARD REMUNERATION



The remuneration paid to the members of the Management Board in 2022 was in accordance with the Remuneration Policy for the Management Board. The individual exceptions for Kevin Holt as adopted by the General Meeting of Shareholders on April 12, 2017, and April 8, 2020, remained in force in 2022.

BASE SALARY

The annual base salaries of the members of the Management Board were reviewed by the Remuneration Committee in early 2022. The Committee considered external and internal salary movement, Company and individual performance, and the determination and assessment of internal pay ratios. It also sought the input of the individual Management Board members.

The annual base salaries of the Management Board members were increased as of January 1, 2022. The increase amounted to 1.9% for Frans Muller, 2.5% for Natalie Knight and 1.5% for Wouter Kolk.

Base salaries per Management Board member

€ THOUSAND	2022	2021	% CHANGE
Frans Muller Chief Executive Officer	1,151	1,130	1.9%
Natalie Knight Chief Financial Officer	727	709	2.5%
Kevin Holt¹ CEO Ahold Delhaize USA	1,061	943	12.5%
Wouter Kolk CEO Ahold Delhaize Europe and Indonesia	747	736	1.5%

¹ The 2022 and 2021 salaries have been converted from U.S. dollars into euros; for 2022, using the 2022 year-to-date average dollar-euro exchange rate of 0.9515; for 2021, using the 2021 year-to-date average dollar-euro exchange rate of 0.8461. The base salary in U.S. dollars for Kevin Holt remained the same at \$1,114,702.

ANNUAL CASH INCENTIVE: EIP

The members of the Management Board participated in the annual cash-based Executive Incentive Plan (EIP). Three performance measures were used to track the Company's financial performance during the year: sales growth, underlying operating margin, and operating cash flow. In addition, healthy sales and food waste reduction were included as ESG and other strategic imperatives in support of the Company's healthy and sustainable ambitions. To support the greater emphasis on ESG factors in the short- and long-term incentive, we increased the financial performance measure ESG strategic imperatives from 20% (2021) to 25% (2022). To accommodate this change, we reduced the weight of the underlying operating margin measure from 30% (2021) to 25% (2022). See following table for the definitions and weight per performance measure.

Definitions of EIP performance measures

PERFORMANCE MEASURE	WEIGHT	DEFINITION	RELEVANCE TO OUR STRATEGY
Sales growth (ex. gasoline)¹	30%	Sales growth (ex. gasoline) quantifies how much sales grew year-over-year, excluding gasoline sales, expressed as a percentage of last year's sales excluding gasoline.	Our goal is to expand market share, while at the same time focusing on margins to increase profitability, and manage capital spending and expenses prudently to secure a strong and sustainable cash flow that allows us to cover financial obligations, make investments in the business and remunerate existing shareholders.
Underlying operating margin	25% ²	Underlying operating margin is the result of dividing underlying operating profit (excluding gasoline operating profit) by third-party sales (excluding gasoline sales).	
Operating cash flow³	20%	Operating cash flow is defined as the cash flow generated by the core operations of the Company, adjusted for net lease payments and after tax.	
ESG and other strategic imperatives	25% ²	ESG and other strategic imperatives are one or more variable performance measures that are defined annually by the Supervisory Board to highlight specific strategic and key business priorities of the Company. In our ongoing dialogue with stakeholders, we find common ground in the importance we attach to ESG factors. Over the past years, we have been consistently increasing the weight of ESG-related metrics in our incentive plans. Two ⁴ performance measures were selected for 2022 that reflect the Company's commitment to a healthy and sustainable future: <ul style="list-style-type: none"> • Healthy sales (15%): The percentage of healthy own-brand food sales as a proportion of total own-brand food sales. • Food waste reduction (10%): Tonnes of food waste per €1 million food sales. 	Our businesses flourish when our communities are healthy and resilient. We aim to enable customers and associates to eat healthier, while at the same time reducing our global footprint. <ul style="list-style-type: none"> • Healthy products: We employ this measure to drive performance in pursuit of our objective to facilitate healthier eating. • Food waste: We employ this measure to drive performance against our objective of reducing food waste.

¹ For incentive purposes, sales growth performance is calculated using constant rates to ensure individuals are not rewarded nor penalized for foreign exchange rate developments, but only for true business performance.

² Underlying operating margin was 30% in 2021 and ESG and other strategic imperatives was 20% in 2021.

³ For incentive purposes, we look at operating cash flow to reflect the true business performance of our operations. In case of unforeseen or unusual circumstances occurring during the performance period that have an impact on the performance of the incentive plan as assessed at the end of the performance period, the Supervisory Board can consider an adjustment, in accordance with the principles of reasonableness and fairness.

⁴ In 2021, carbon-emissions reduction was also included.

MANAGEMENT BOARD REMUNERATION

2022 MANAGEMENT BOARD REMUNERATION



Performance targets were set in the context of the Company's mid-term strategic and operational objectives.

The at-target payout as a percentage of base salary was 100%, contingent on the full achievement of the objectives. In the event of above-target performance, payout is limited to 125% of the target value.

Performance realized

PERFORMANCE MEASURE	WEIGHT	PERFORMANCE MULTIPLIER	
		2022	2021
Sales growth (ex. gasoline)	30%	150%	Exceeded maximum
Underlying operating margin	25%	103%	144%
Operating cash flow	20%	99%	Exceeded maximum
ESG and other strategic imperatives	25%	137%	Exceeded maximum
Total (%) ¹	100%	124.8%	125%

¹ The total performance multiplier is capped at 125%, in accordance with the Remuneration Policy for the Management Board.

A recurring topic in our dialogue with stakeholders has been the call for increased transparency about the performance targets and intervals in our incentive plans. We carefully considered this feedback and have committed to full, ex-post disclosure of all targets and performance intervals for all metrics in both the short-term and long-term incentive plans starting with this year's Annual Report.

PERFORMANCE MEASURE	WEIGHTING	TARGET	PERFORMANCE			PERFORMANCE MULTIPLIER
			0%	100%	150%	
Sales growth (ex. gas)	30%	1.3%	(2.4)%	6.5%	3.2%	150%
Underlying operating margin (ex. gas) ¹	25%	4.0%	3.5%	4.0%	4.3%	103%
Operating cash flow (in millions) ²	20%	4,271	3,203	4,257	4,805	99%
ESG and other strategic imperatives ³						
Healthy products	15%	54.2%	53.2%	54.5%	54.7%	128%
Food waste	10%	4.5	4.7	3.9	4.4	150%
Total (%)	100%					124.8%

¹ Underlying operating margin is the result of dividing underlying operating profit (excluding gasoline operating profit) by third-party sales (excluding gasoline sales). Gasoline operating profits are excluded from the calculation (EPM accounts definition). The amounts are calculated in local currencies or consolidated using target foreign exchange rates. Underlying operating profit (excluding gasoline) is the total operating income excluding gasoline and adjusted for impairments of non-current assets, gains and losses on the sale of fixed assets, restructuring and related charges, and other unusual items, as well as unplanned insurance and pension benefits relating to changes in discount rates.

² Operating cash flow is defined as the cash flows generated by the core operations of the company after tax. Operating cash flow is calculated in local currencies or consolidated using target foreign exchange rates.

³ ESG and other strategic imperatives are consolidated using target foreign exchange rates and are corrected for baseline adjustments and other unplanned (algorithmic) changes.

Actual EIP payout

€ THOUSAND	BASE SALARY	TARGET BONUS	PERFORMANCE MULTIPLIER	2022	2021	% CHANGE
				ACTUAL BONUS ¹	ACTUAL BONUS ²	
Frans Muller Chief Executive Officer	1,151	100% of base salary	124.8%	1,437	1,412	1.8%
Natalie Knight Chief Financial Officer	727	100% of base salary	124.8%	908	887	2.4%
Kevin Holt ³ CEO Ahold Delhaize USA	1,061	100% of base salary	124.8%	1,324	1,179	12.3%
Wouter Kolk Ahold Delhaize Europe and Indonesia	747	100% of base salary	124.8%	932	920	1.3%

¹ The 2022 EIP represents accrued annual cash incentives to be paid in 2023, subject to shareholder approval of the financial statements.

² The 2021 EIP represents the actual amount paid in 2022.

³ The 2022 and 2021 figures have been converted from U.S. dollars into euros; for 2022, using the 2022 year-to-date average dollar-euro exchange rate of 0.9515 and for 2021, using the 2021 year-to-date average dollar-euro exchange rate of 0.8461.

The base salary in U.S. dollars for Kevin Holt stayed the same at \$1,114,702.

2022 MANAGEMENT BOARD REMUNERATION



LONG-TERM SHARE-BASED INCENTIVE: GRO

The members of the Management Board participated in Ahold Delhaize's long-term share-based incentive plan, Global Reward Opportunity (GRO). Under the GRO plan, performance shares were granted with a three-year vesting period. The vesting of these shares is subject to Company performance over these three years. To support the greater emphasis on ESG factors in the short- and long-term incentive, the weight of healthy and sustainable was changed from 15% to 25% and EPS was changed from 35% to 25%, effective 2022.

Performance targets are determined for the three-year performance period based on the Company's strategy and long-term planning. Management Board members will be required to hold shares for five years after the grant date – including post-tenure.

Definitions of GRO performance measures

PERFORMANCE MEASURE	DEFINITION	RELEVANCE TO STRATEGY	WEIGHT 2022 GRANT	WEIGHT 2021 GRANT	MIN-MAX
Total shareholder return (TSR)	TSR is share price growth plus dividends paid during the performance period. TSR is benchmarked against a TSR performance peer group ¹ . No performance shares will vest to Management Board members if the Company ranks below the sixth position in the performance peer group.	TSR is used to compare the performance of different companies and stocks over time. The relative TSR position reflects the market perception of the overall performance of the Company relative to a reference group.	15%	15%	0-150%
Underlying earnings per share growth (EPS)	Underlying EPS is the underlying income from continuing operations of the Company, divided by the weighted average number of shares for the year. The growth is measured by dividing the EPS at the end of the performance period by the EPS at the start of the performance period.	EPS reflects our focus on growth, measured through revenue growth.	25%	35%	0-150%
Return on capital (RoC)	Return on capital is calculated as underlying operating income before depreciation and amortization divided by the annual rolling average of the sum of company-owned property, plant and equipment at purchase price, intangible assets (excluding goodwill) at purchase price, operating working capital components and repayment of lease liabilities divided by 8%.	RoC is used as a measure of how effective we are at turning our investments into profit.	35%	35%	0-150%
Healthy and sustainable	<p>Healthy and sustainable comprised different performance measures that reflect our long-standing commitment to sustainability. For the 2021 GRO grant, healthy and sustainable is measured based on healthy products, food waste reduction and carbon emissions reductions.</p> <p>a. Healthy sales: The percentage of healthy own-brand food sales as a proportion of total own-brand food sales.</p> <p>b. Food waste reduction: Tonnes of food waste per €1 million food sales.</p> <p>c. CO₂ emissions: Percentage reduction of absolute scope 1 (direct) and 2 (indirect) CO₂ emissions.</p> <p>For the 2022 GRO grant, healthy and sustainable is measured based on carbon emissions reductions (scope I and II).</p>	<p>Our brands' businesses flourish when communities are healthy and resilient. Our brands aim to make it easy and fun for customers and associates to eat healthier, while at the same time reducing our global footprint.</p> <p>a. Healthy sales: We employ this measure to drive performance in pursuit of our objective to facilitate healthier eating.</p> <p>b. Food waste reduction: We employ this measure to drive performance against our objective of reducing food waste.</p> <p>c. CO₂ emissions: We employ this measure to drive performance against our objective to reduce CO₂ (scope I and II) plus equivalent emissions.</p>	25%	15%	0-150%

¹ Wm Morrison was replaced with Albertsons in the 2022 GRO award. The TSR peer group is included in [Note 32](#) and the Remuneration Policies for the Management Board and Supervisory Board, available on our website.

For incentive purposes, EPS performance is calculated using constant rates to ensure individuals are not rewarded nor penalized for foreign exchange rate developments, but only for true business performance.

In case of unforeseen or unusual circumstances occurring during the performance period that have an impact on the performance of the incentive plan as assessed at the end of the performance period, the Supervisory Board may consider an adjustment, in accordance with the principles of reasonableness and fairness. With respect to EPS growth specifically, planned or anticipated corporate events occurring during the performance period, including share buybacks, transactions and M&A activity that may, positively or negatively, affect EPS performance, are always factored into the performance targets. In case of a significant unplanned share buyback that was not incorporated into the budget, an adjustment will be made to ensure that EPS performance for incentive purposes is not positively affected.

2022 MANAGEMENT BOARD REMUNERATION



Award of new grants

The 2022 GRO share grant was made on April 14, 2022, the day after the 2022 Annual General Meeting of Shareholders. The vesting of the 2022 GRO performance shares in 2025 will be subject to performance as mentioned in the definitions of GRO performance measures.

2022 GRO share grant and maximum vesting

	PERFORMANCE SHARES				TOTAL AT-TARGET GRANT	TOTAL MAXIMUM VESTING
	ROC (35%)	EPS (25%)	TSR (15%)	HEALTHY AND SUSTAINABLE (25%)		
Frans Muller Chief Executive Officer	96%	69%	41%	69%	275%	413%
Natalie Knight Chief Financial Officer	70%	50%	30%	50%	200%	300%
Kevin Holt CEO Ahold Delhaize USA	96%	69%	41%	69%	275%	413%
Wouter Kolk CEO Ahold Delhaize Europe and Indonesia	61%	44%	26%	44%	175%	263%

All percentages represent a percentage of base salary.

2022 GRO share grant calculation – example: Frans Muller, CEO

	AT-TARGET SHARE GRANT	GRANT VALUE	NUMBER OF PERFORMANCE SHARES GRANTED
RoC performance shares	96%	€1,107,959	38,166
EPS performance shares	69%	€791,399	27,262
TSR performance shares	41%	€474,839	16,357
Healthy and sustainable performance shares	69%	€791,399	27,262
Total	275%	€3,165,597	109,047

Table assumes a base salary of €1,151,126 and a six-month average share price of €29.03.

2022 GRO share grant calculation – example: Natalie Knight, CFO

	AT-TARGET SHARE GRANT	GRANT VALUE	NUMBER OF PERFORMANCE SHARES GRANTED
RoC performance shares	70%	€509,067	17,536
EPS performance shares	50%	€363,619	12,526
TSR performance shares	30%	€218,171	7,516
Healthy and sustainable performance shares	50%	€363,619	12,526
Total	200%	€1,454,476	50,104

Table assumes a base salary of €727,238 and a six-month average share price of €29.03.

2022 MANAGEMENT BOARD REMUNERATION



Vesting of previous grants

The vesting of the 2019 and 2020 GRO grants was subject to performance on three financial measures and one non-financial performance measure.

Performance realized

PERFORMANCE MEASURE	2020 GRANT (TO VEST IN 2023)		2019 GRANT (VESTED IN 2022)	
	WEIGHT	PERFORMANCE MULTIPLIER	PERFORMANCE MULTIPLIER	
Return on capital	35%	136%	130%	
Underlying earnings per share growth	35%	150%	150%	
Total shareholder return	15%	75%	75%	
Healthy and sustainable	15%	140%	111%	
Total (%)	100%	132%	126%	

A recurring topic in our dialogue with stakeholders has been the call for increased transparency about the performance targets and intervals in our incentive plans. We carefully considered this feedback and have committed to full, ex-post disclosure of all targets and performance intervals for all metrics in both the short-term and long-term incentive plans starting with this year's Annual Report.

PERFORMANCE MEASURE	WEIGHTING	TARGET	PERFORMANCE			PERFORMANCE MULTIPLIER
			0%	100%	150%	2022
Return on capital	35%	12.5%	9.0%	13.8%	14.3%	136%
EPS growth	35%	20.5%	10.5%	42.1%	25.5%	150%
Total shareholder return	15%	4th	<7th	5th	1st	75%
Healthy and sustainable ¹						
Healthy sales	5%	51.0%	50.0%	51.4%	52.0%	121%
Food waste reduction	5%	(18.0)%	(14.0)%	(28.4)%	(24.0)%	150%
Carbon emissions	5%	(13.0)%	(10.0)%	(33.0)%	(20.0)%	150%
Total (%)	100%					132%

¹ Healthy and sustainable performance measures are consolidated using target foreign exchange rates and are corrected for baseline adjustments and other unplanned (algorithmic) changes.

MANAGEMENT BOARD REMUNERATION

2022 MANAGEMENT BOARD REMUNERATION

2020 GRO share grant (to vest in 2023)¹

	TOTAL NUMBER OF PERFORMANCE SHARES GRANTED IN 2020	MULTIPLIER	TOTAL NUMBER OF PERFORMANCE SHARES TO VEST IN 2023	SHARE PRICE ²	ESTIMATED VALUE IN € THOUSAND ²
Frans Muller Chief Executive Officer					
2020 TSR grant	17,261	75%	12,945		
2020 RoC grant	40,274	136%	54,772		
2020 EPS grant	40,274	150%	60,411		
2020 Sustainability grant ³	17,261	140%	24,165		
Total vesting April 13, 2023	115,070		152,293	€26.84	4,088
Natalie Knight Chief Financial Officer					
2020 TSR grant	7,698	75%	5,773		
2020 RoC grant	17,961	136%	24,426		
2020 EPS grant	17,961	150%	26,941		
2020 Sustainability grant ³	7,698	140%	10,777		
Total vesting April 13, 2023	51,318		67,917	€26.84	1,823
Kevin Holt CEO Ahold Delhaize USA					
2020 TSR grant	15,412	75%	11,559		
2020 RoC grant	35,962	136%	48,908		
2020 EPS grant	35,962	150%	53,943		
2020 Sustainability grant ³	15,412	140%	21,576		
Total vesting April 13, 2023	102,748		135,986	€26.84	3,650
Wouter Kolk CEO Ahold Delhaize Europe and Indonesia					
2020 TSR grant	7,175	75%	5,381		
2020 RoC grant	16,740	136%	22,766		
2020 EPS grant	16,740	150%	25,110		
2020 Sustainability grant ³	7,175	140%	10,045		
Total vesting April 13, 2023	47,830		63,302	€26.84	1,699

1 The 2020 GRO grant was awarded on April 9, 2020.

2 The estimated value is based on the closing share price on the last trading day of the financial year (December 31, 2022) of €26.84. The actual value will be determined at vesting on April 13, 2023.

3 There is no overlap in the 2022 Management Board Remuneration policy between the performance measure of GRO – Sustainability and the performance measure in EIP – ESG and other strategic imperatives (healthy sales). The 2020 grant falls under the old policy (2020) and the EIP under the new policy (2022).

2019 GRO share grant (vested in 2022)¹

	TOTAL NUMBER OF PERFORMANCE SHARES GRANTED IN 2019	MULTIPLIER	TOTAL NUMBER OF PERFORMANCE SHARES VESTED IN 2022	SHARE PRICE ²	ESTIMATED VALUE IN € THOUSAND ²
Frans Muller Chief Executive Officer					
2019 TSR grant	17,304	75%	12,978		
2019 RoC grant	40,374	130%	52,486		
2019 EPS grant	40,374	150%	60,561		
2019 Sustainability grant	17,304	111%	19,207		
Total vesting April 14, 2022	115,356		145,232	€28.35	4,117
Natalie Knight³ Chief Financial Officer					
2019 TSR grant	3,999	75%	2,999		
2019 RoC grant	9,331	130%	12,130		
2019 EPS grant	9,331	150%	13,996		
2019 Sustainability grant	3,999	111%	4,438		
Total vesting April 14, 2022	26,660		33,563	€28.35	952
Kevin Holt CEO Ahold Delhaize USA					
2019 TSR grant	12,766	75%	9,574		
2019 RoC grant	29,787	130%	38,723		
2019 EPS grant	29,787	150%	44,680		
2019 Sustainability grant	12,766	111%	14,170		
Total vesting April 14, 2022	85,106		107,147	€28.35	3,038
Wouter Kolk CEO Ahold Delhaize Europe and Indonesia					
2019 TSR grant	6,607	75%	4,955		
2019 RoC grant	15,416	130%	20,040		
2019 EPS grant	15,416	150%	23,124		
2019 Sustainability grant	6,607	111%	7,333		
Total vesting April 14, 2022	44,046		55,452	€28.35	1,572

1 The 2019 GRO grant was awarded on April 11, 2019.

2 The total value is based on the share price on April 14, 2022, the vesting date, of €28.35. The estimated value of each grant as previously disclosed in the Annual Report 2021 was based on the closing share price on the last trading day of the financial year 2021 (December 31, 2021) of €30.14.

3 In recognition of Natalie's long-term incentive that was outstanding and forfeited at the time of her resignation at Arla Foods, Natalie received a one-off share grant in 2020 subject to the terms and conditions of the 2019 GRO grant.

2022 MANAGEMENT BOARD REMUNERATION



(SERVICE) AGREEMENTS, PENSION AND OTHER INDIVIDUAL ELEMENTS

The following is a summary of management board service agreements.

Frans Muller

Frans's current service agreement runs until the annual General Meeting of Shareholders in April 2023, at which Frans will be nominated for another term of four years. If the Company terminates his current service agreement for reasons other than cause, Frans is entitled to a severance payment equal to one year's base salary or retirement treatment on his unvested performance shares in case of termination in 2019 through 2023. His service agreement may be terminated by the Company with a notice period of 12 months and by Frans with a notice period of six months. Frans participates in the Company's Dutch pension plan.

Natalie Knight

Natalie's service agreement will end by operation of law without notice being required on the day of the annual General Meeting of Shareholders in April 2024, or earlier if she is otherwise terminated. If the Company terminates her service agreement for reasons other than cause, Natalie is entitled to a severance payment equal to one year's base salary. Her service agreement may be terminated by the Company with a notice period of 12 months and by Natalie with a notice period of six months. Natalie receives reimbursement of school fees and a temporary housing allowance of €7,000 net per month. She participates in the Company's Dutch pension plan.

In recognition of the long-term incentive that was outstanding and forfeited at the time of Natalie's resignation at her former employer, two performance share awards were granted in 2020 with a grant value of €600 thousand each, one of which vested on April 15, 2021, and one of which vested on April 14, 2022. Both grants will further be subject to the five-year holding period from the date of grant as applicable to members of the Management Board.

On January 10, 2023, the Company announced that Natalie Knight had resigned and would leave Ahold Delhaize and that a six-month notice period applies. Natalie is not eligible for a severance payment.

Kevin Holt

Kevin was reappointed as a member of the Management Board for a term ending on the day of the annual General Meeting of Shareholders in April 2024. If the Company terminates his employment agreement for reasons other than cause, Kevin is entitled to a severance payment equal to one year's base salary, unless he is eligible for retirement. His employment agreement may be terminated by the Company with a notice period of 12 months and by Kevin with a notice period of six months. Kevin receives a housing allowance of up to \$7,500 net per month. He participates in the Company's U.S. pension plan.

At the General Meeting of Shareholders on April 14, 2020, Kevin was reappointed to the Management Board in view of several long-term strategic and operational initiatives that were ongoing at Ahold Delhaize USA. If his role in these initiatives was concluded before the end of the four-year term, Kevin and the Company had the option to end Kevin's assignment as per the annual General Meeting of Shareholders in April 2023. As executive leadership transition and continuity is critical, Kevin would then subsequently remain attached to the Company as an advisor to the Management Board until December 31, 2022, after which he would retire.

On November 15, 2022, the Company announced that Kevin Holt will step down from the Management Board at the annual General Meeting of Shareholders on April 12, 2023, and retire from the Company on December 31, 2023.

Wouter Kolk

Wouter was reappointed in 2022 as a member of the Management Board for a term of four years ending on the day of the annual General Meeting of Shareholders in April 2026. If the Company terminates his service agreement for reasons other than cause, Wouter is entitled to a severance payment equal to one year's base salary. His service agreement may be terminated by the Company with a notice period of 12 months and by Wouter with a notice period of six months. Wouter participates in the Company's Dutch pension plan.

2022 MANAGEMENT BOARD REMUNERATION



TOTAL REMUNERATION

The following table provides an overview of the remuneration costs expensed in 2022 and 2021 per Management Board member. The costs reported here are not in all cases equal to the amounts that were received by the individual Management Board members. Share-based compensation expense represents the non-cash cost for Ahold Delhaize of performance shares awarded to members of the Management Board. These costs are recognized over the three-year vesting period of the performance shares in accordance with IFRS 2, "Share-based Payment." The actual value of the 2019 GRO share grant, as received after vesting in 2022 by each Management Board member, is detailed in the table *2019 GRO share grant (vested in 2022)*. The actual value of the 2020 GRO share grant that will vest in 2023 is contingent on the share price at the vesting date of April 13, 2023. The number of performance shares that are expected to vest is detailed in the table *2020 GRO share grant (to vest in 2023)*.

Total remuneration in 2022 and 2021 per Management Board member

€ THOUSAND	DIRECT REMUNERATION						DEFERRED REMUNERATION				TOTAL REMUNERATION		FIXED VS. VARIABLE REMUNERATION ⁵		
	BASE SALARY		ANNUAL CASH INCENTIVE: EIP ¹		OTHER ²		LONG-TERM SHARE-BASED INCENTIVE: GRO ³		PENSION ⁴		2022	2021	2022	2021	
	2022	2021	2022	2021	2022	2021	2022	2021	2022	2021					
Frans Muller															
Costs (IFRS)							3,498	2,846			6,519	5,718	19%–81%	21%–79%	
Entitlement ⁶	1,151	1,130	1,437	1,412	391	268	4,088	4,377	42	62	7,109	7,249	17%–83%	16%–84%	
Natalie Knight⁷															
Costs (IFRS)							1,540	1,103			3,529	3,097	23%–77%	26%–74%	
Entitlement ⁶	727	709	908	887	301	291	1,823	1,012	53	107	3,812	3,006	21%–79%	27%–73%	
Kevin Holt															
Costs (IFRS)							3,558	2,242			6,601	4,868	18%–82%	22%–78%	
Entitlement ⁶	1,061	943	1,324	1,179	236	247	3,650	3,229	422	257	6,693	5,855	18%–82%	18%–82%	
Wouter Kolk															
Costs (IFRS)							1,440	1,138			3,396	2,996	24%–76%	26%–74%	
Entitlement ⁶	747	736	932	920	240	162	1,699	1,671	37	40	3,655	3,529	22%–78%	22%–78%	

1 The 2022 EIP represents accrued annual cash incentives to be paid in 2023, subject to shareholder approval of the financial statements.

2 Other mainly includes gross allowances for net pension, tax compensation (tax equalization charges or refunds for expatriates), allowances for housing expenses, relocation costs, international school fees, employer's contributions to social security plans, benefits in kind such as company cars, tax advice, medical expenses and the associated tax gross-up.

3 The fair value of each year's grant is determined on the grant date and expensed on a straight-line basis over the vesting period. The expense for 2022 reflects this year's portion of the share grants over the previous four years (plans 2019 to 2022).

4 Pension costs are the total net periodic pension costs of the applicable pension plans.

5 Fixed pay comprises the base salary. Variable pay comprises the annual cash incentive plan and the long-term share-based plan.

6 The 2022 entitlement value for the long-term share-based plan is the estimated value based on the closing share price as of the last trading day of the financial year (December 31, 2022) of €26.84 as presented in the table *2020 GRO share grant (to vest in 2023)*.

The actual value will be determined at vesting on April 13, 2023. The 2021 entitlement value for the long-term share-based program is the value of the 2019 grant, which vested in 2022.

7 Natalie Knight received two additional performance share awards with a grant value of €600 thousand each, one of which has vested on April 15, 2021, and one of which has vested on April 15, 2022, subject to the terms and conditions of the long-term plan (including performance targets).

2022 MANAGEMENT BOARD REMUNERATION



MANAGEMENT BOARD REMUNERATION IN CONTEXT

This section places the remuneration of the members of the Management Board and its development over time in the broader context of the remuneration of associates, the Company's performance, and (for the Chief Executive Officer) external peers.

Internal context

Associates are at the center of our brands' relationships with customers and communities. In establishing the employment conditions of their associates, our brands set compensation and benefits levels in line with job level and local market practices and regularly review remuneration practices, considering societal and market dynamics as well as economic conditions. For the majority of associates, remuneration is based on collective bargaining agreements structured primarily as fixed annual salaries or hourly wages. In addition, store managers and general management associates are eligible to receive a performance-based annual bonus. Associates in senior management positions are eligible for performance-based annual bonuses as well as Ahold Delhaize performance share grants that are linked to the long-term goals of the Company. We consistently apply this approach to our Management Board, whereby we determine remuneration by establishing a relevant reference market, determining the target level within that reference market, and setting a variable-to-fixed ratio that is reflective of our performance culture.

As a large part of the remuneration of the Management Board is linked to the business performance, the ratio between the total remuneration of the respective members of the Management Board and the average remuneration of all associates across the group will be strongly influenced by the overall business performance of our company. Therefore, in years of strong performance, the ratio within the Company is likely to be higher than in years of below-target performance.

The following table sets out the total remuneration for the members of the Management Board, the average remuneration of all associates across the group, and the overall annual performance multiplier and long-term incentive vesting outcomes for 2018 through 2022. To ensure consistency with our standing disclosure practice and to allow for external comparison, the Management Board remuneration detailed below reflects the remuneration costs expensed per Management Board member for the respective year. Likewise, the average remuneration of all associates is calculated as the total (IFRS-based) labor costs divided by the number of associates on an FTE basis. In accordance with the guidance provided by the Monitoring Committee Dutch Corporate Governance Code, contracted personnel is taken into account in this calculation.

Management Board remuneration and Company performance

	€ THOUSAND	2022	% CHANGE	2021	% CHANGE	2020	% CHANGE	2019	% CHANGE	2018
Management Board remuneration										
Chief Executive Officer ¹	6,519	14 %	5,718	(5)%	6,024	38%	4,356	(13)%	4,989	
Chief Financial Officer ²	3,529	14 %	3,097	(16)%	3,679	6%	3,463	21%	2,857	
CEO Ahold Delhaize USA	6,601	36 %	4,868	(8)%	5,270	42%	3,714	3%	3,598	
CEO Ahold Delhaize Europe and Indonesia ³	3,396	13 %	2,996	(5)%	3,142	72%	1,827			
Average associate remuneration										
Average FTE remuneration ⁴	51	18 %	43	(14)%	50	19%	42	5%	40	
Company performance										
Annual cash incentive plan (EIP) overall performance multiplier ⁵	125 %	— %	125%	(17)%	150%	69 %	89%	(20)%	111%	
Long-term share-based program (GRO) overall performance multiplier ⁶	132%	5%	126%	8%	117%	72 %	68%	(16)%	81%	

1 For 2018 through 2022, CEO refers to Frans Muller. To reflect a full-year remuneration, the 2018 remuneration comprises the remuneration up to July 1, 2018, received in his capacity as Deputy CEO, and from July 1, 2018, received in his capacity as CEO.

2 For 2021 through 2022, CFO refers to Natalie Knight. For 2020, CFO refers to Jeff Carr for the period up to April 8, 2020, and to Natalie Knight for the period from April 8, 2020, onwards. For 2018 through 2019, CFO refers to Jeff Carr.

3 Since the position of CEO Ahold Delhaize Europe and Indonesia was created on April 11, 2018, (full-year) numbers for 2018 are not available.

4 In 2020, Ahold Delhaize recorded a \$1.7 billion (€1.4 billion) expense for incremental pension liabilities due to withdrawal and settlement agreements of several U.S. multi-employer plans. This expense increased the average associate remuneration to €50 thousand per FTE. If this expense was excluded, the average FTE remuneration would be €44 thousand.

5 After careful consideration, the Supervisory Board decided to adjust the 2021 EIP multiplier downward to 125%.

6 The GRO overall performance multiplier reflects the total performance in the three-year performance period.

MANAGEMENT BOARD REMUNERATION

2022 MANAGEMENT BOARD REMUNERATION



The following table details the pay ratio of the CEO, CFO, CEO Ahold Delhaize USA and CEO Ahold Delhaize Europe and Indonesia compared to the average remuneration of associates in our stores, warehouses and support offices worldwide.

PAY RATIO	2022	2021	2020 ¹	2019	2018
Chief Executive Officer ²	128	132	122	137	105
Chief Financial Officer ³	69	72	74	84	83
CEO Ahold Delhaize USA	129	113	106	120	89
CEO Ahold Delhaize Europe and Indonesia ⁴	67	69	63	72	44

1 In 2020, Ahold Delhaize recorded a \$1.7 billion (€1.4 billion) expense for incremental pension liabilities due to withdrawal and settlement agreements of several U.S. multi-employer plans. These incremental labor costs increased the average associate remuneration per FTE, impacting the ratio between the total remuneration of the members of the Management Board and the average remuneration of all associates across the group. To facilitate multi-year comparison, the table shows the 2020 pay ratio including this expense (left) as well as excluding this expense (right).

2 For 2018 through 2022, CEO refers to Frans Muller. To reflect a full-year remuneration, the 2018 remuneration comprises the remuneration up to July 1, 2018, received in his capacity as Deputy CEO, and from July 1, 2018, received in his capacity as CEO.

3 For 2020, CFO refers to Jeff Carr for the period up to April 8, 2020, and to Natalie Knight for the period from April 8, 2020, onwards. For 2018 through 2019, CFO refers to Jeff Carr.

4 Since the position of CEO Ahold Delhaize Europe and Indonesia was created on April 11, 2018, (full-year) numbers for 2018 are not available.

EXTERNAL CONTEXT

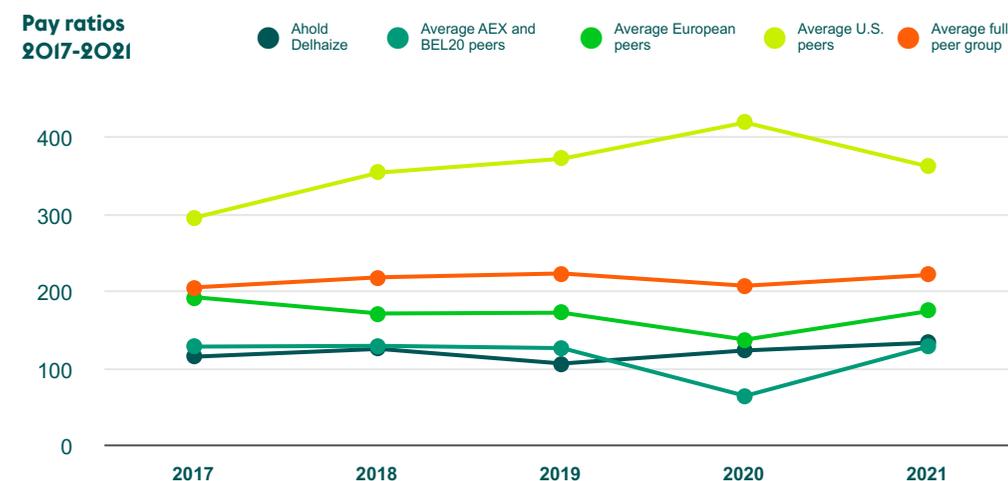
To put Ahold Delhaize's pay ratio into perspective, the following table and chart illustrate how Ahold Delhaize's CEO pay ratio compares to the CEO pay ratio of the companies in the benchmark peer group. All numbers are based on the publicly disclosed 2021 annual reports of the respective companies. For comparison purposes, the ratios have been calculated using the same methodology as is used to determine Ahold Delhaize's pay ratio. As of 2022, Danone is included as the replacement for Wm Morrison following its delisting.

Ahold Delhaize's 2021 pay ratio was higher than in previous years, similar to the 2021 average pay ratios of our AEX, BEL20 and European peers. The average 2021 pay ratio is substantially higher (AEX and Bel20) and slightly higher (Europe), primarily due to higher CEO pay compared to 2020 (COVID-19 impact resulting in base salary reduction and/or limited short-term incentive payout in a few cases in 2020). On average, the U.S. 2021 pay ratio is in line with previous years and lower compared to 2020.

PAY RATIO	2021	2020	2019	2018	2017
Ahold Delhaize	132	122	105	124	114
Average AEX and BEL20 peers	127	63	125	128	127
Average European peers	173	136	171	170	191
Average U.S. peers	361	418	371	353	295
Average full peer group	220	206	222	217	204

It is important to note that pay ratios can vary greatly from one industry to another and that, even within the same industry, comparing pay ratios is challenging due to differences in market conditions (e.g., the mix of high- and low-paying countries).

In determining the compensation of the Management Board, the Supervisory Board will continue to monitor the development of pay ratios in the Company and in comparison to the benchmark peer group.



MANAGEMENT BOARD SHARE-BASED COMPENSATION



SHARE OWNERSHIP

As of January 1, 2023, Management Board members (excluding the former Management Board members) held the following shares and other interests in Ahold Delhaize:

NUMBER OF SHARES	COMMON SHARES SUBJECT TO ADDITIONAL HOLDING REQUIREMENT ¹	OTHER COMMON SHARES	TOTAL COMMON SHARES
Frans Muller ²	156,662	194,857	351,519
Natalie Knight	44,531	—	44,531
Kevin Holt	119,892	—	119,892
Wouter Kolk	62,613	41,416	104,029
Total	383,698	236,273	619,971

¹ In line with best practice 3.1.2 VI of the Dutch Corporate Governance Code 2016 and the Management Board remuneration policy, shares granted and vested under the GRO program to Management Board members should be held for 5 years after the grant date – including post-tenure, except to finance tax payable at the vesting date.

² Additionally, 9,579 shares are held by Frans Muller in the form of American Depository Receipts.

MANAGEMENT BOARD SHARE-BASED COMPENSATION



PERFORMANCE SHARES

The following table summarizes the status of the GRO program during 2022 for the individual Management Board members.

	GRANT DATE	VESTING DATE	END OF RETENTION PERIOD	OUTSTANDING AT THE BEGINNING OF 2022	GRANTED	PERFORMANCE ADJUSTMENT	VESTED ²	FORFEITED	OUTSTANDING AT THE END OF 2022	MAXIMUM NUMBER OF SHARES ³	FAIR VALUE PER SHARE AT THE GRANT DATE (€)
Frans Muller											
2019 TSR grant				17,304	—	(4,326)	12,978	—	—	N/A	14.47
2019 RoC grant	April 11, 2019	April 14, 2022	April 11, 2024	40,374	—	12,112	52,486	—	—	N/A	20.01
2019 EPS grant				40,374	—	20,187	60,561	—	—	N/A	20.01
2019 Sustainability grant				17,304	—	1,903	19,207	—	—	N/A	20.01
2020 TSR grant				17,261	—	—	—	—	17,261	25,891	14.51
2020 RoC grant	April 9, 2020	April 13, 2023	April 9, 2025	40,274	—	—	—	—	40,274	60,411	19.98
2020 EPS grant				40,274	—	—	—	—	40,274	60,411	19.98
2020 Sustainability grant				17,261	—	—	—	—	17,261	25,891	19.98
2021 TSR grant				16,720	—	—	—	—	16,720	25,080	7.41
2021 RoC grant	April 15, 2021	2024 AGM + 1 day	April 15, 2026	39,013	—	—	—	—	39,013	58,519	20.25
2021 EPS grant				39,013	—	—	—	—	39,013	58,519	20.25
2021 Sustainability grant				16,720	—	—	—	—	16,720	25,080	20.25
2022 TSR grant				—	16,357	—	—	—	16,357	24,535	14.31
2022 RoC grant	April 13, 2022	2025 AGM + 1 day	April 13, 2027	—	38,166	—	—	—	38,166	57,249	25.51
2022 EPS grant				—	27,262	—	—	—	27,262	40,893	25.51
2022 Sustainability grant				—	27,262	—	—	—	27,262	40,893	25.51
Natalie Knight⁴											
2019 TSR grant				3,999	—	(1,000)	2,999	—	—	N/A	13.40
2019 RoC grant	April 9, 2020	April 14, 2022	April 9, 2025	9,331	—	2,799	12,130	—	—	N/A	18.52
2019 EPS grant				9,331	—	4,665	13,996	—	—	N/A	18.52
2019 Sustainability grant				3,999	—	439	4,438	—	—	N/A	18.52
2020 TSR grant				7,698	—	—	—	—	7,698	11,547	14.51
2020 RoC grant	April 9, 2020	45029	April 9, 2025	17,961	—	—	—	—	17,961	26,941	19.98
2020 EPS grant				17,961	—	—	—	—	17,961	26,941	19.98
2020 Sustainability grant				7,698	—	—	—	—	7,698	11,547	19.98

MANAGEMENT BOARD REMUNERATION

MANAGEMENT BOARD SHARE-BASED COMPENSATION



	GRANT DATE	VESTING DATE	END OF RETENTION PERIOD	OUTSTANDING AT THE BEGINNING OF 2022	GRANTED	PERFORMANCE ADJUSTMENT	VESTED ²	FORFEITED	OUTSTANDING AT THE END OF 2022	MAXIMUM NUMBER OF SHARES ³	FAIR VALUE PER SHARE AT THE GRANT DATE (€)
Natalie Knight⁴											
2021 TSR grant				7,820	—	—	—	—	7,820	11,730	7.41
2021 RoC grant	April 15, 2021	2024 AGM + 1 day	April 15, 2026	18,247	—	—	—	—	18,247	27,370	20.25
2021 EPS grant				18,247	—	—	—	—	18,247	27,370	20.25
2021 Sustainability grant				7,820	—	—	—	—	7,820	11,730	20.25
2022 TSR grant				—	7,516	—	—	—	7,516	11,274	14.31
2022 RoC grant	April 13, 2022	2025 AGM + 1 day	April 13, 2027	—	17,536	—	—	—	17,536	26,304	25.51
2022 EPS grant				—	12,526	—	—	—	12,526	18,789	25.51
2022 Sustainability grant				—	12,526	—	—	—	12,526	18,789	25.51
Kevin Holt											
2019 TSR grant				12,766	—	(3,192)	9,574	—	—	N/A	14.47
2019 RoC grant	April 11, 2019	April 14, 2022	April 11, 2024	29,787	—	8,936	38,723	—	—	N/A	20.01
2019 EPS grant				29,787	—	14,893	44,680	—	—	N/A	20.01
2019 Sustainability grant				12,766	—	1,404	14,170	—	—	N/A	20.01
2020 TSR grant				15,412	—	—	—	—	15,412	23,118	14.51
2020 RoC grant	April 9, 2020	April 13, 2023	April 9, 2025	35,962	—	—	—	—	35,962	53,943	19.98
2020 EPS grant				35,962	—	—	—	—	35,962	53,943	19.98
2020 Sustainability grant				15,412	—	—	—	—	15,412	23,118	19.98
2021 TSR grant				13,760	—	—	—	—	13,760	20,640	7.41
2021 RoC grant	April 15, 2021	2024 AGM + 1 day	April 15, 2026	32,107	—	—	—	—	32,107	48,160	20.25
2021 EPS grant				32,107	—	—	—	—	32,107	48,160	20.25
2021 Sustainability grant				13,760	—	—	—	—	13,760	20,640	20.25
2022 TSR grant				—	13,984	—	—	—	13,984	20,976	14.31
2022 RoC grant	April 13, 2022	2025 AGM + 1 day	April 13, 2027	—	32,629	—	—	—	32,629	48,943	25.51
2022 EPS grant				—	23,307	—	—	—	23,307	34,960	25.51
2022 Sustainability grant				—	23,307	—	—	—	23,307	34,960	25.51

MANAGEMENT BOARD REMUNERATION

MANAGEMENT BOARD SHARE-BASED COMPENSATION



	GRANT DATE	VESTING DATE	END OF RETENTION PERIOD	OUTSTANDING AT THE BEGINNING OF 2022	GRANTED	PERFORMANCE ADJUSTMENT	VESTED ²	FORFEITED	OUTSTANDING AT THE END OF 2022	MAXIMUM NUMBER OF SHARES ³	FAIR VALUE PER SHARE AT THE GRANT DATE (€)
Wouter Kolk											
2019 TSR grant				6,607	—	(1,652)	4,955	—	—	N/A	14.47
2019 RoC grant	April 11, 2019	April 14, 2022	April 11, 2024	15,416	—	4,624	20,040	—	—	N/A	20.01
2019 EPS grant				15,416	—	7,708	23,124	—	—	N/A	20.01
2019 Sustainability grant				6,607	—	726	7,333	—	—	N/A	20.01
2020 TSR grant				7,175	—	—	—	—	7,175	10,762	14.51
2020 RoC grant	April 9, 2020	April 13, 2023	April 9, 2025	16,740	—	—	—	—	16,740	25,110	19.98
2020 EPS grant				16,740	—	—	—	—	16,740	25,110	19.98
2020 Sustainability grant				7,175	—	—	—	—	7,175	10,762	19.98
2021 TSR grant				6,950	—	—	—	—	6,950	10,425	7.41
2021 RoC grant	April 15, 2021	2024 AGM + 1 day	April 15, 2026	16,216	—	—	—	—	16,216	24,324	20.25
2021 EPS grant				16,216	—	—	—	—	16,216	24,324	20.25
2021 Sustainability grant				6,950	—	—	—	—	6,950	10,425	20.25
2022 TSR grant				—	6,752	—	—	—	6,752	10,128	14.31
2022 RoC grant	April 13, 2022	2025 AGM + 1 day	April 13, 2027	—	15,754	—	—	—	15,754	23,631	25.51
2022 EPS grant				—	11,253	—	—	—	11,253	16,879	25.51
2022 Sustainability grant				—	11,253	—	—	—	11,253	16,879	25.51
Total Management Board members				889,800	297,390	70,226	341,394	—	916,022	1,374,024	

1 Represents the adjustment to the number of performance shares granted resulting from the TSR, RoC and Sustainability performance.

2 The vesting date of the 2019 grant was April 14, 2022. The share price was €28.35 on April 14, 2022.

3 For the TSR performance grants awarded in 2019, 2020, 2021 and 2022, the maximum number of performance shares that could potentially vest equals 150% of the outstanding performance shares if the Company's ranking is one. For the RoC performance grants, the EPS performance grants and the Sustainability performance grants the maximum number of performance shares that could potentially vest equals 150% of outstanding performance shares (as explained in the sections *Main characteristics of performance shares granted in 2019 through 2022* from *Note 32*). The minimum number of performance shares that could potentially vest would be nil (as explained in the sections *Main characteristics of performance shares granted in 2019 through 2022* from *Note 32*).

4 Natalie Knight started at Ahold Delhaize as Executive Vice President Finance and Member of the Executive Committee on March 1, 2020, and was appointed as member of the Management Board effective April 8, 2020. She received two additional performance share awards with a grant value of €600 thousand each, one of which has vested on April 15, 2021, and one of which has vested on April 15, 2022, subject to the terms and conditions of the long-term plan (including performance targets). It was announced that Natalie Knight will leave Ahold Delhaize and that a six-month notice period applies.

REMUNERATION POLICY FOR THE SUPERVISORY BOARD



A proposal to adopt an amended remuneration policy for the Supervisory Board was adopted by the General Meeting of Shareholders on April 13, 2022 (96.22% of votes in favor), and became effective retroactively as of January 1, 2022.

BENCHMARK PEER GROUP

As an international company, Ahold Delhaize must remain attractive for top leaders from our industry and beyond to continue to have a strong and diverse Supervisory Board. The competitiveness of the Supervisory Board remuneration levels is benchmarked every three years. In extraordinary circumstances, an intermediate adjustment might be considered.

The benchmark peer group is the same as determined for the Management Board and consists of a total of 18 peer companies in Europe and the United States, as well as AEX- and BEL20-listed companies. This labor market peer group reflects the Company's geographic operating areas and the markets most relevant in relation to the recruitment and retention of top management.

EUROPEAN PEERS	U.S. PEERS	AEX AND BEL20
Tesco	Kroger	Unilever
Carrefour	Costco	Philips
Metro Cash & Carry	Target	Heineken
Casino Guichard-Perrachon	Walgreens Boots Alliance	Randstad
J Sainsbury	Best Buy	Akzo Nobel
Danone	Lowe's Companies	AB InBev

To accommodate potential changes in the labor market peer group due to delistings, mergers or other extraordinary circumstances, the Supervisory Board may exercise discretion to substitute comparable companies. In general, geographical composition is leading in replacement determination. For example, if a U.S.-based company is dropped, it is generally replaced by another U.S.-based company. In 2022, Wm Morrison was replaced by Danone due to its delisting (after the acquisition by the private equity group Clayton, Dubilier & Rice) from the London Stock Exchange in 2021.

The target remuneration level is typically at or near the median, while consideration is given to the size of Ahold Delhaize relative to the peer group.

REMUNERATION

Given the nature of the responsibilities of the Supervisory Board as an independent body, remuneration is not tied to the performance of the Company and therefore only comprises fixed remuneration, delivered in cash. In 2022, we increased the base fees to reflect the increasing demands on Supervisory Board members. In addition to a base fee, members of the Supervisory Board are offered committee fees and travel time compensation contingent upon their activities and responsibilities and an additional fee for meetings outside of regular meetings. All remuneration is denominated and delivered in euros. Currency conversion risks are not covered by the company.

Annual base fees

The base fees offered to members of the Supervisory Board reflect the Company's size and complexity, as well as the responsibilities of the members and the time spent on their roles.

Chair Supervisory Board	€220,000
Vice Chair	€125,000
Member Supervisory Board	€95,000

Annual committee fees

The chair and members of the Supervisory Board's committees are offered a supplementary fee for the additional responsibilities they take on.

Chair Audit, Finance and Risk Committee	€32,500
Member Audit, Finance and Risk Committee	€17,500
Chair Remuneration Committee	€30,000
Chair Other Committee	€22,500
Member Other Committee	€15,000

Travel time compensation fee

Supervisory Board members are offered a travel time compensation of €7,500 per intercontinental round trip and €2,500 per continental round trip.

Fee for meetings outside regular meetings in 2022

An additional fee of €2,500 per meeting was introduced for meetings outside the regular meeting cadence to reflect the increasing demand on Supervisory Board members' time.

SHAREHOLDING

Members of the Supervisory Board are allowed to hold (privately acquired) shares in the Company.

PENSIONS AND OTHER CONTRACT TERMS

Pension

Members of the Supervisory Board are not eligible to participate in any benefits program offered by the company to its associates, including, but not limited to, pension plans.

Loans

The Company does not provide loans to members of the Supervisory Board, nor does the Company issue guarantees to the benefit of members of the Supervisory Board.

REMUNERATION POLICY FOR THE SUPERVISORY BOARD



Term

Members of the Supervisory Board shall be on the Supervisory Board for a maximum period of four years and shall thereafter be eligible for reappointment for another four-year period. The member of the Supervisory Board may then be reappointed for a period of two years, which appointment may be extended by at most two years.

Resignation

Members of the Supervisory Board shall resign in accordance with the retirement schedule prepared by the Supervisory Board. No notice period or termination fees are applicable.

The remuneration paid to the members of the Supervisory Board in 2022 was in accordance with the Remuneration Policy for the Supervisory Board. The following table outlines the total remuneration for the members of the Supervisory Board for 2018 through 2022.

€ thousand ^{1,2}	2022	2021	2020	2019	2018
Peter Agnefjäll (appointed in 2019)	278	230	138	104	—
Bill McEwan (reappointed in 2022)	208	162	150	208	209
René Hooft Graafland (reappointed in 2022)	160	134	129	143	145
Katie Doyle (appointed in 2019)	168	133	126	104	—
Helen Weir (appointed in 2020)	160	128	88	—	—
Mary Anne Citrino (stepped down as of AGM 2022)	41	125	119	130	130
Frank van Zanten (appointed in 2020)	153	117	83	—	—
Bala Subramanian (appointed in 2021)	158	89	—	—	—
Jan Zijderveld (appointed in 2021)	153	93	—	—	—
Pauline van der Meer Mohr (appointed in 2022)	118	—	—	—	—
Ben Noteboom (retired in 2021)	—	35	109	125	135
Dominique Leroy (retired in 2021)	—	30	116	118	123
Jan Hommen (reappointed in 2017, retired on December 31, 2020)	—	—	223	243	249
Jacques de Vaucleroy (retired in 2020)	—	—	31	120	144
Rob van den Bergh (resigned in 2019)	—	—	—	39	148
Mark McGrath (resigned in 2019)	—	—	—	44	136
Mats Jansson (retired in 2018)	—	—	—	—	68
Johnny Thijs (resigned in 2018)	—	—	—	—	31
Patrick De Maeseneire (resigned in 2018)	—	—	—	—	32
Total remuneration Supervisory Board	1,597	1,276	1,312	1,378	1,550
Number of Supervisory Board members³	10	11	11	11	12

1 In the remuneration of the Supervisory Board members, the Company has considered the composition and the responsibilities of the Supervisory Board and its related committees, as well as the responsibilities of its individual members in the respective years.

2 For the members who were appointed or resigned during a year, the remuneration for that respective year reflects a partial year.

3 These numbers include members who were appointed or resigned during the respective year.

During 2022, Peter Agnefjäll held 7,200 Ahold Delhaize common shares, Bill McEwan held 7,125 Ahold Delhaize American Depositary Receipts common shares and Helen Weir acquired 1,000 Ahold Delhaize common shares on February 18, 2022. None of the other Supervisory Board members held Ahold Delhaize shares.

Ahold Delhaize does not provide loans or advances to members of the Supervisory Board. No loans or advances are outstanding. Ahold Delhaize does not issue guarantees to the benefit of members of the Supervisory Board. No such guarantees are outstanding.