



# Annual General Meeting of Shareholders 2012

## Welcome

Amsterdam, April 17, 2012



# Agendapunt 1 / Agenda item 1

- Opening

# Agendapunt 2 / Agenda item 2

- Verslag van de Raad van Bestuur over het boekjaar 2011
- *Report of the Corporate Executive Board for financial year 2011*



# Dick Boer

Chief Executive Officer



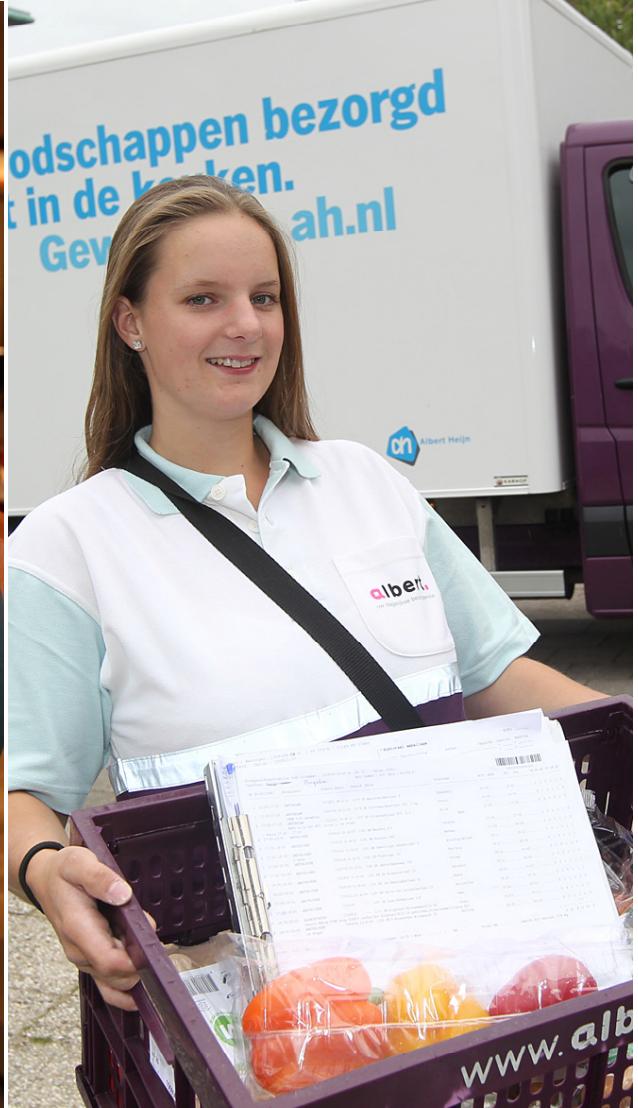
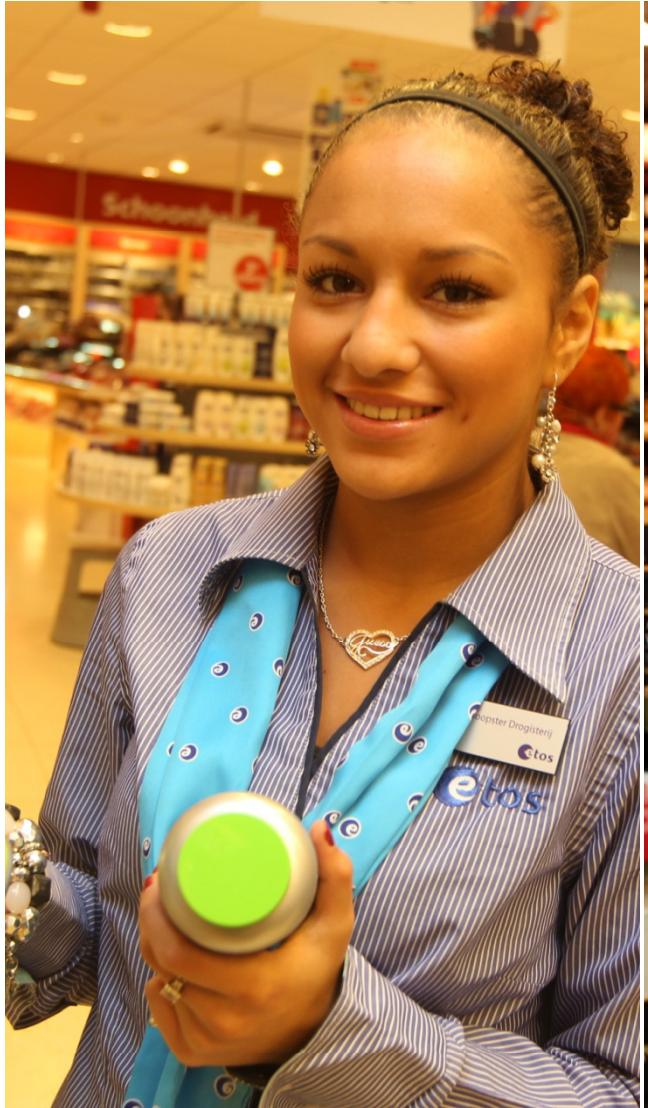


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# ICA



**pingo doce**  
sabe bem pagar tão pouco





# GIANT



# MARTIN'S



Peapod®





# Reshaping Retail@Ahold

# Increasing customer loyalty

**small victories™**  
Inspired Ideas for you!

**Stop&Shop**

**rotisserie chicken 4 ways**  
make tonight game night

**finding that back-to-school balance**

**Valuable coupons inside!**



## family play balance... school friends

For many of us, back-to-school time means settling back into a regular routine, and that can lead to some seriously busy days. Finding the balance between work, school and family can be a challenge, but you're not alone!

In this issue of *small victories*, you'll find quick tips, helpful reminders and creative ideas to keep things running smoothly during the busy school year, along with some personalized offers and meal planning hints to save you money, too.

And don't forget, healthy eating doesn't have to fall off the radar when things get hectic. With our Healthy Ideas shelf tag program, there's no guesswork – one quick glance and you're good to go. It's just one more way we're making the everyday a little easier.



Look for the Healthy Ideas symbol to help you find foods you can count on to be truly healthy.



Don't forget to designate your school on Sept. 9th! For program details, visit [stopandsell.co-enplus](http://stopandsell.co-enplus)



Sample Family, here are some offers we thought you would like!

**STORE COUPON - EXPIRES 8/18/11**  
**\$1 OFF**  
Tropicana Premium Orange Juice  
All Varieties, 59 Oz. Jug



2 1000002595100  
Coupon must be presented at time of purchase. Limit one coupon per customer per order. This coupon cannot be doubled, tripled or combined with any other offer. Coupon not redeemable at Peapod.com. See fine print & terms.

**STORE COUPON - EXPIRES 8/18/11**  
**50¢ OFF**  
Pepperidge Farm Goldfish  
All Varieties, 6.5 Oz. & 8 Oz. Bag



2 1000002595111  
Coupon must be presented at time of purchase. Limit one coupon per customer per order. This coupon cannot be doubled, tripled or combined with any other offer. Coupon not redeemable at Peapod.com. See fine print & terms.

**STORE COUPON - EXPIRES 8/18/11**  
**75¢ OFF**  
Ragu Pasta Saucer  
All Varieties, 16 Oz. - 26 Oz. Jar



2 1000002595120  
Coupon must be presented at time of purchase. Limit one coupon per customer per order. This coupon cannot be doubled, tripled or combined with any other offer. Coupon not redeemable at Peapod.com. See fine print & terms.

**STORE COUPON - EXPIRES 8/18/11**  
**75¢ OFF**  
Edy's Ice Cream  
or Sherbet or Frozen Yogurt,  
All Flavors, 48 Oz. Container



2 1000002595130  
Coupon must be presented at time of purchase. Limit one coupon per customer per order. This coupon cannot be doubled, tripled or combined with any other offer. Coupon not redeemable at Peapod.com. See fine print & terms.

**STORE COUPON - EXPIRES 8/18/11**  
**\$1 OFF**  
Simply Orange Premium Orange  
Juice  
All Flavors, 59 Oz. Container



2 1000002595140  
Coupon must be presented at time of purchase. Limit one coupon per customer per order. This coupon cannot be doubled, tripled or combined with any other offer. Coupon not redeemable at Peapod.com. See fine print & terms.

**STORE COUPON - EXPIRES 8/18/11**  
**75¢ OFF**  
Reddi Wip Whipped Cream  
All Varieties,  
6.5 Oz.-14 Oz. Can



2 1000002595150  
Coupon must be presented at time of purchase. Limit one coupon per customer per order. This coupon cannot be doubled, tripled or combined with any other offer. Coupon not redeemable at Peapod.com. See fine print & terms.

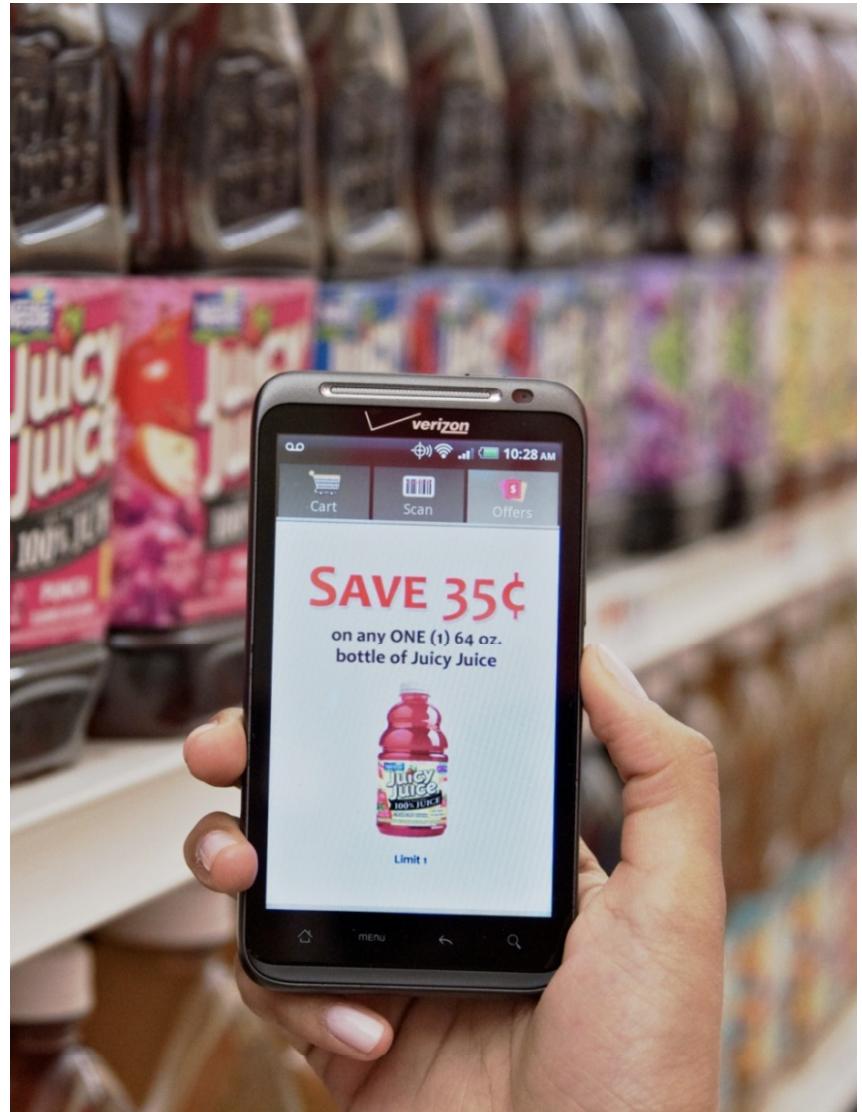
# Broadening our offering



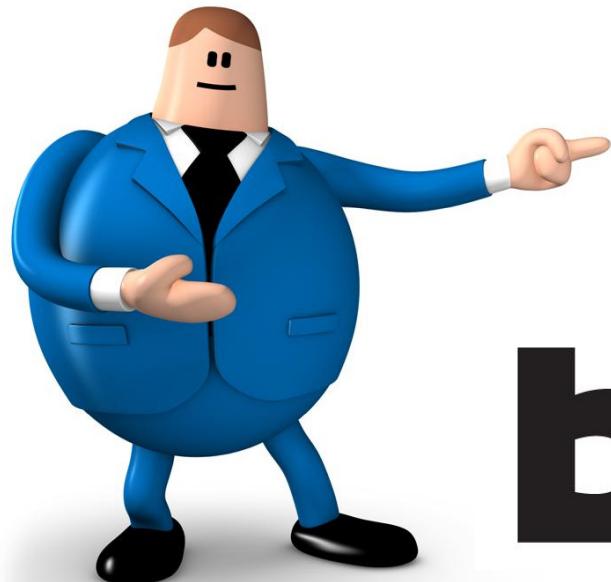
# Broadening our offering



# Broadening our offering



# Broadening our offering



**bol.com**



# Expanding our geographic reach



# Simplicity



# Responsible retailing



Corporate Responsibility  
Report 2011

Ahold

Responsible  
retailing



# Responsible retailing



# People performance





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



# Jeff Carr

Chief Financial Officer



# Operating performance

(in millions of euros)

	2011	2010	Better / (Worse) Than Last Year
Sales	30,271	29,530	2.5%
Gross Profit Margin	26.2%	26.8%	(0.6)
Underlying Retail Margin	4.8%	4.9%	(0.1)
<b>Operating Profit</b>	<b>1,347</b>	<b>1,336</b>	<b>0.8%</b>
Operating Profit Margin	4.4%	4.5%	(0.1)

- Operating profit of €1,347 billion, up slightly on last year
- Cost savings program ahead of schedule (€300 million cost reductions 2010-2011)

# Operating performance by segment

(in millions)

	Ahold USA		The Netherlands		Other Europe	
	2011	Better / (Worse) Than Last Year	2011	Better / (Worse) Than Last Year	2011	Better / (Worse) Than Last Year
Sales	\$25,072	6.6%	€10,506	4.2%	€1,739	4.8%
Underlying Operating Profit	\$1,067	9.1%	€666	(3.6%)	€20	25.0%
<b>Underlying Operating Profit Margin</b>	<b>4.3%</b>	<b>0.1</b>	<b>6.3%</b>	<b>(0.6)</b>	<b>1.2%</b>	<b>0.2</b>

- Control of operating expenses resulted in improvement in profit margin in the United States
- First half 2011 margins impacted by cost inflation in the Netherlands

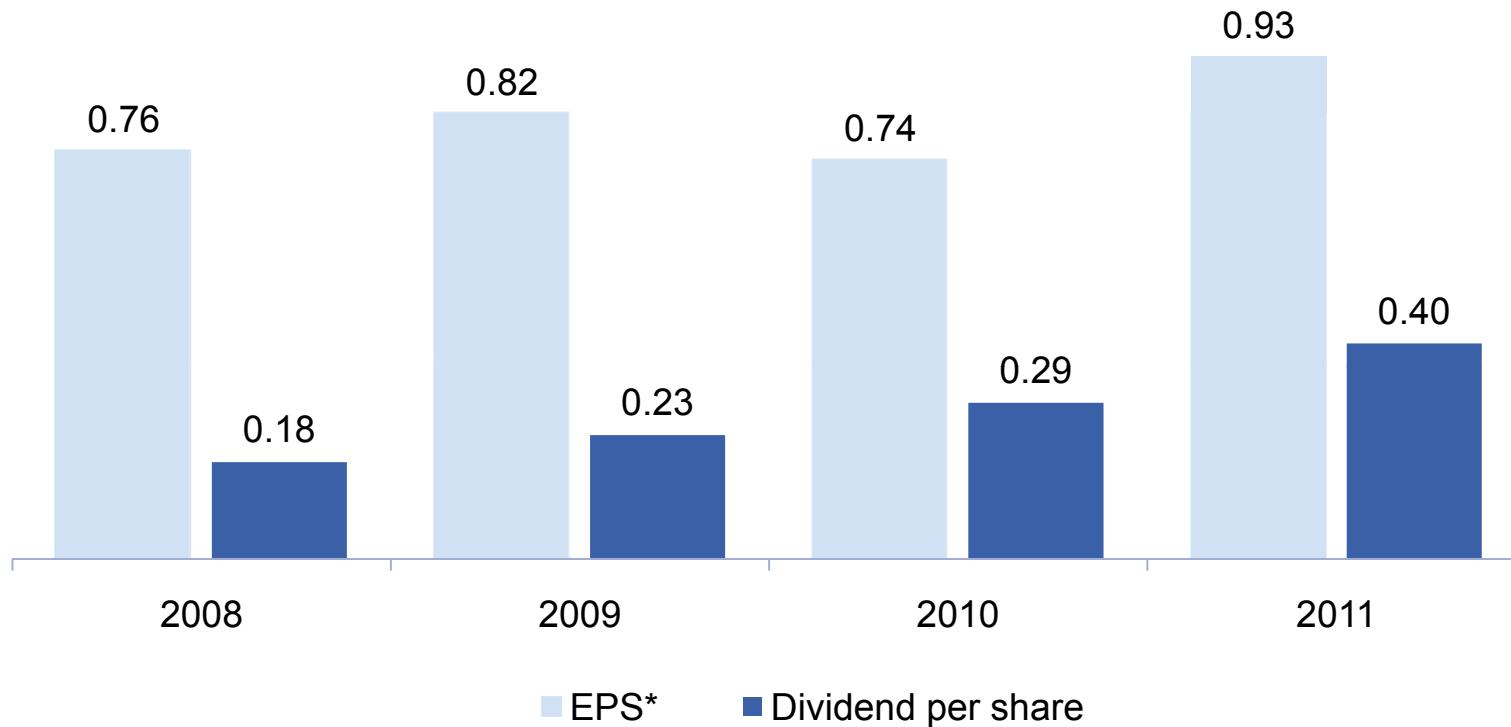
# Net income

(in millions of euros)

	2011	2010	Better / (Worse) Than Last Year
<b>Operating Profit</b>	<b>1,347</b>	<b>1,336</b>	<b>0.8%</b>
Financing Costs	(316)	(259)	(22.0%)
<b>Profit Before Tax</b>	<b>1,031</b>	<b>1,077</b>	<b>(4.3%)</b>
Income Tax	(140)	(271)	48.3%
Income from Joint Ventures	141	57	147.4%
<b>Net Income Continuing Operations</b>	<b>1,032</b>	<b>863</b>	<b>19.6%</b>
Net Income	1,017	853	19.2%

- Financing costs and tax impacted by one-offs
- Net income increased by 19%

# Strong dividend growth



- EPS growth of 26% and dividend per share growth of 38%
- Pay out ratio of 41% of adjusted income from continuing operations

\* Income per common share from continuing operations (basic)

# Pensions – company funding ratio

	YE 2011	YE 2010
The Netherlands	106%	112%
United States	92%	103%

- Cash contributions expected to increase in 2012
- On-going low interest rates continue to result in some increase in the P&L costs

# Free cash flow

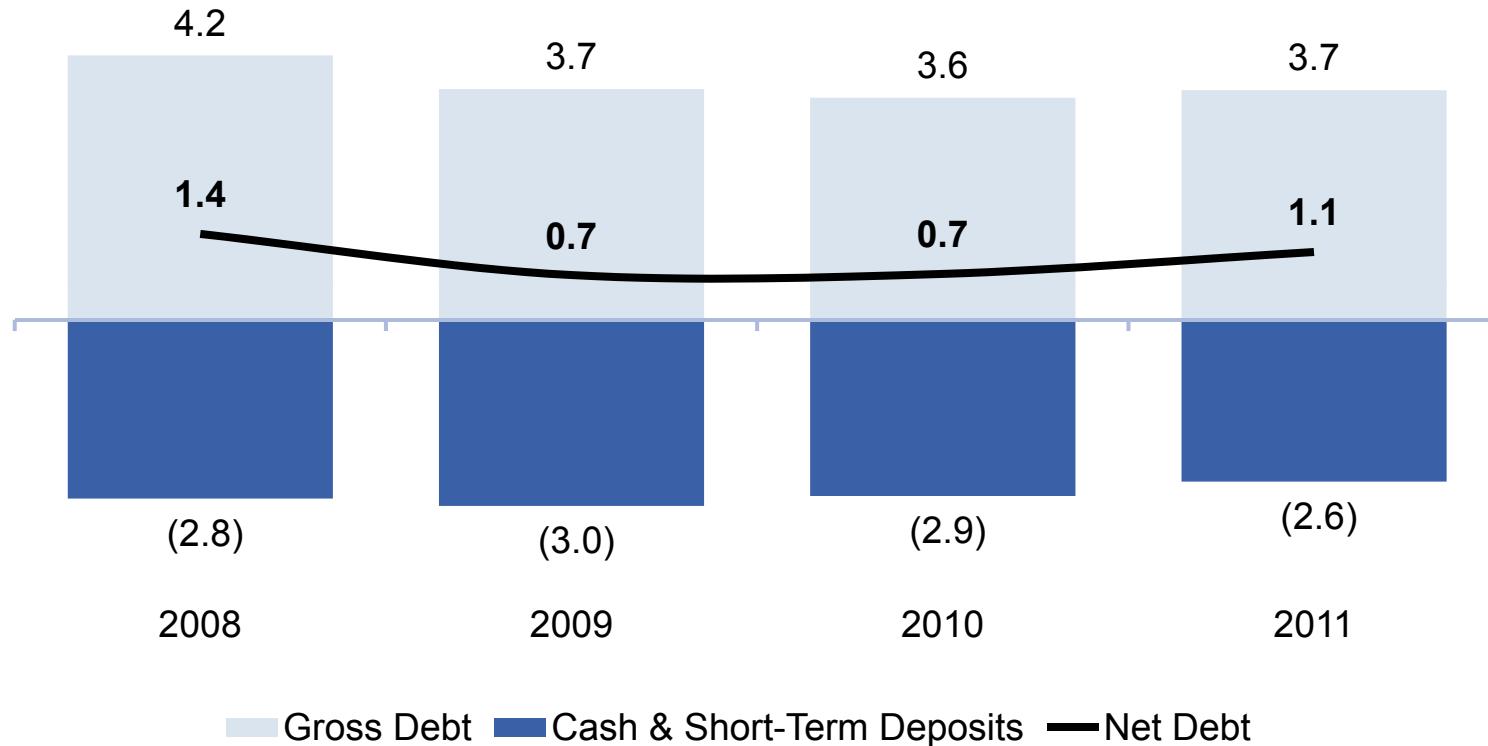
(in millions of euros)

	2011	Better / (Worse) Than
		Last Year
Operating Cash Flow	2,023	(67)
Changes in Working Capital	(26)	(169)
Net Investment	(732)	106
Net Interest Paid	(218)	53
Dividends from Joint Ventures	130	19
Income Tax Paid	(212)	(89)
<b>Free Cash Flow</b>	<b>965</b>	<b>(147)</b>

- CAPEX of €0.9 billion included €0.1 billion of new finance leases
- Outflow of €1.2 billion from share buy back and dividends in 2011

# Gross and net debt

(in billions of euros)



- Net debt remains low
- Cash position to be optimized

# Capital structure and liquidity guidelines

- Leverage including operating lease commitments in line with peers
- Normal liquidity of around €2 billion: €1.6 billion of excess cash
- Committed to investment grade credit rating

# Significant cash outflows first half 2012

(in billions of euros)

	First half 2012
Common and Pref Share Dividend	0.4
Completion of current Share Buyback program	0.3
Notes repayment (coupon 5.875%)	0.4
Acquisitions	0.5
Other	0.2
<b>First half outflows (indicative)</b>	<b>1.8</b>

- Cash to support the strategy for growth, reduce debt, and return to shareholders
- Significant cash outflows expected in the first half of 2012

# Dividend

- **Dividend 2011**

€0.40 per common share

- **Timetable**

April 19, 2012: common share quoted ex dividend

April 23, 2012: dividend record date

May 2, 2012: dividend payable in cash

# Summary

- 5.5% sales growth (at constant exchange rates)
- Operating income up 0.8%
- Excellent cost management and new €350 million savings program announced
- €1.0 billion net income (up 19%)
- Proposed dividend of €0.40 (up 38%), in line with our new dividend policy
- Explanation of capital structure guidelines

# Cautionary notice

These presentations include forward-looking statements, which do not refer to historical facts but refer to expectations based on management's current views and assumptions and involve known and unknown risks and uncertainties that could cause actual results, performance or events to differ materially from those included in such statements. These forward-looking statements include, but are not limited to, statements as to customer loyalty, assortment, growth of geographical position, simplicity, corporate responsibility, human resources, innovation, cash, pensions, profit and loss and associated cost, capital expenditures, net debt, liquidity, Ahold's credit rating, dividend and cost savings. Many of these risks and uncertainties relate to factors that are beyond Ahold's ability to control or estimate precisely, including but not limited to, Ahold's ability to successfully implement and complete its plans and strategies, the benefits from Ahold's plans and strategies being less than anticipated, the effect of general economic or political conditions, the actions of competitors and other third parties, increases or changes in competition, Ahold's ability to retain and attract employees who are integral to the success of the business, acquisition and integration, large strategic projects, collective bargaining, information security, business and IT continuity, food and non-food safety, corporate responsibility, social media, risks related to the euro, contingent liabilities associated with lease guarantees, insurance programs, Ahold's liquidity needs (including but not limited to health care and pension funding requirements) exceeding expected levels, foreign currency translation risk, credit risk, interest rate risk, tax liabilities and legislative and regulatory environment and litigation risks, and other factors discussed in Ahold's public filings and other disclosures. Addressees of these presentations are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of these presentations. Koninklijke Ahold N.V. does not assume any obligation to update any public information or forward-looking statement in these presentations to reflect subsequent events or circumstances after the date of these presentations, except as may be required by applicable laws. Outside the Netherlands, Koninklijke Ahold N.V., being its registered name, presents itself under the name of "Royal Ahold" or simply "Ahold".

# Discussie agendapunten 2, 3, 4 en 5

# Discussion agenda items 2, 3, 4 and 5



# Stemming is geopend / Voting is open

Om te stemmen, druk op 1, 2 of 3

*Register your vote by pressing 1, 2 or 3*

**1 = voor / for**

**2 = tegen / against**

**3 = onthouding / abstention**



## Correctie / Correction

Maak opnieuw uw keuze. Uw laatste keuze geldt.

*Make your choice again. Your last choice will be registered.*

# Agendapunt 4 / Agenda item 4

- Voorstel tot vaststelling van de jaarrekening over het boekjaar 2011
- *Proposal to adopt 2011 financial statements*

# Agendapunt 5 / Agenda item 5

- Voorstel tot vaststelling dividend over het boekjaar 2011
- *Proposal to determine the dividend over financial year 2011*

# Agendapunt 6 / Agenda item 6

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

# Agendapunt 7 / Agenda item 7

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

# Agendapunt 8 / Agenda item 8

- Voorstel tot benoeming van de heer J.E. McCann als lid van de Raad van Bestuur met ingang van 17 april 2012
- *Proposal to appoint Mr. J.E. McCann as a member of the Corporate Executive Board, with effect from April 17, 2012*

# Agendapunt 9 / Agenda item 9

- Voorstel tot benoeming van de heer J. Carr als lid van de Raad van Bestuur met ingang van 17 april 2012
- *Proposal to appoint Mr. J. Carr as a member of the Corporate Executive Board, with effect from April 17, 2012*

# Agendapunt 10 / Agenda item 10

- Voorstel tot benoeming van de heer R. Dahan voor een nieuwe termijn tot lid van de Raad van Commissarissen met ingang van 17 april 2012
- *Proposal to appoint Mr. R. Dahan for a new term as a member of the Supervisory Board, with effect from April 17, 2012*

# Agendapunt 11 / Agenda item 11

- Voorstel tot benoeming van de heer M.G. McGrath voor een nieuwe termijn tot lid van de Raad van Commissarissen met ingang van 17 april 2012
- *Proposal to appoint Mr. M.G. McGrath for a new term as a member of the Supervisory Board, with effect from April 17, 2012*

# Agendapunt 12 / Agenda item 12

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

# Agendapunt 13 / Agenda item 13

- Voorstel tot benoeming van Deloitte Accountants B.V.
- *Proposal to appoint Deloitte Accountants B.V.*

# Agendapunt 14 / Agenda item 14

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

# Agendapunt 15 / Agenda item 15

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

# Agendapunt 16 / Agenda item 16

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

# Agendapunt 17 / Agenda item 17

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

# Agendapunt 18 / Agenda item 18

- Sluiting
- *Closing*

# Questions



# Thank you

