



Agenda and explanatory notes
of the
Extraordinary General Meeting of
Shareholders
of Koninklijke Ahold Delhaize N.V.

To be held at
The Zaantheater, Nicolaasstraat 3, Zaandam, The Netherlands
on July 5, 2023, at 3:00 PM CET

Dated May 24, 2023



Letter to shareholders

Dear Shareholder,

On behalf of Koninklijke Ahold Delhaize N.V. ("Ahold Delhaize" or the "Company"), we are pleased to provide you with the agenda and explanatory notes for the Extraordinary General Meeting of Shareholders ("EGM"), to be held on July 5, 2023.

This document provides you with a detailed description of the only agenda item to be considered during the EGM. This agenda item is for your voting. We encourage you to read this information carefully and hope that you will agree with the recommendation of the Management Board and the Supervisory Board to vote in favor of the proposal.

The agenda contains the proposal to appoint a new member of the Management Board. We are excited about the proposed appointment of Ms. Jolanda Poots-Bijl as new member of the Management Board for the role of CFO of Ahold Delhaize.

The EGM will be held on July 5, 2023, at 3:00 PM CET. Shareholders may attend the EGM in-person. The EGM will be held at the Zaantheater, Nicolaasstraat 3, Zaandam, the Netherlands. The formal notice of this meeting and further instructions on how to participate in our EGM can be found on: <https://www.aholddelhaize.com/en/investors/EGM-2023/> We value your continued support and we look forward to engaging with you before or on July 5, 2023. If you have any questions, please feel free to contact our Investor Relations team at: investor.relations@aholddelhaize.com.

Yours sincerely,

Peter Agnefjäll
Chair of the Supervisory Board

Frans Muller
President and Chief Executive Officer

Agenda Extraordinary General Meeting of Shareholders

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Explanatory notes to the Extraordinary General Meeting of Shareholders

All information regarding the Extraordinary General Meeting of Shareholders of the Company can be found on: <https://www.aholddelhaize.com/en/investors/EGM-2023/>.

1. Opening

2. Proposal to appoint Ms. Jolanda Poots-Bijl as new member of the Management Board (voting item)

In accordance with the Company's Articles of Association and the Dutch Civil Code, the Supervisory Board proposes to appoint Ms. Jolanda Poots-Bijl as new member of the Management Board. The proposed appointment is for a term starting October 1, 2023, and ending at the end of the annual General Meeting of Shareholders to be held in 2027, which is the fourth calendar year after the year of appointment. Following the appointment by the shareholders, Ms. Jolanda Poots-Bijl will assume the role of Chief Financial Officer (CFO) starting October 1, 2023. She will join the Company mid-August as Executive Vice President Finance and member of the Executive Committee.

Ms. Jolanda Poots-Bijl (September 26, 1969) is a Dutch national. Since 2016, she has held the position of CFO at offshore construction company Van Oord, also overseeing HRM, Legal, Sustainability, Procurement and the digital transformation.

Ms. Jolanda Poots-Bijl has broad international experience. She has a long-standing finance career at executive level, serving as CFO in several global and listed companies ranging from European IT Service provider Ordina, international construction company Volker Wessels, to public transportation companies Connexion and ProRail. Over the years, she gained substantial experience in ESG and in designing strategies and transforming companies into data driven, high-performance organizations embracing sustainability as core business.

In addition to her executive roles, she has extensive supervisory experience, serving on the Supervisory Board of AkzoNobel and Pon Holdings and previously Blokker and Gasunie.

Ms. Jolanda Poots-Bijl holds a Master in Business Economics and a postgraduate degree in Management Accounting (CMA) from the Erasmus University Rotterdam, the Netherlands.

The proposed appointment is in line with the Dutch Corporate Governance Code, the Dutch Civil Code and the Articles of Association.

The agreed remuneration package is as follows:

- Base Salary: € 660.000
- At-target annual cash incentive (as a percentage of base salary): 100%. Maximum bonus opportunity capped at 125%.
- At-target long-term share-based incentive (as a percentage of base salary): 200%. Maximum LTI opportunity capped at 150%, resulting in an overall LTI max of 300%.

Other relevant components:

- No guaranteed bonus.
- No company loans.
- Notice period: 12 months for the Company, 6 months for Ms. Jolanda Poots-Bijl.

- Severance arrangement is a one-year base salary.
- Appointment subject to shareholder approval and the term of appointment is October 1, 2023, up to and including the annual General Meeting of Shareholders in 2027.
- Ms. Jolanda Poots-Bijl will participate in the Dutch pension scheme.

The remuneration package for Ms. Jolanda Poots-Bijl is in line with the Remuneration Policy of the Management Board, as adopted by the Annual General Meeting of Shareholders on April 13, 2022.

Ms. Jolanda Poots-Bijl currently holds no shares in the Company.

3. Closing



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