

Annual General Meeting of Shareholders

Resolutions taken April 17, 2012

Summary of the resolutions taken at the Annual General Meeting of Shareholders of Koninklijke Ahold N.V. (Royal Ahold) on April 17, 2012:

Agenda item 4: Proposal to adopt 2011 financial statements

Overview votes		
For	713,762,263	100.0%
Against	80,232	0.0%
Abstained	147,437	
Total	713,989,932	
Shares represented¹		
	908,042,072	(69.5%)

Agenda item 5: Proposal to determine the dividend over financial year 2011

Overview votes		
For	713,671,208	100.0%
Against	224,825	0.0%
Abstained	105,687	
Total	714,001,720	
Shares represented		
	908,053,860	(69.5%)

Agenda item 6: Discharge of liability of the members of the Corporate Executive Board

Overview votes		
For	707,543,594	99.3%
Against	5,039,928	0.7%
Abstained	1,409,369	
Total	713,992,891	
Shares represented		
	908,045,031	(69.5%)

¹ The issued share capital of Royal Ahold amounted per March 20, 2012 to 1,037,943,945 ordinary shares, each with a nominal value of €0.30 and entitled to one vote, and 268,415,103 cumulative preferential financing shares, each with a nominal value of €0.30, to which 74,362,963 voting rights are attached. Percentages have been rounded.

Agenda item 7: Discharge of liability of the members of the Supervisory Board

Overview votes		
For	705,143,937	99.0%
Against	7,424,221	1.0%
Abstained	1,432,113	
Total	714,000,271	
Shares represented		
	908,052,411	(69.5%)

Composition of the Corporate Executive Board
Agenda item 8: Proposal to appoint Mr. J.E. McCann as a member of the Corporate Executive Board, with effect from April 17, 2012

Overview votes		
For	711,974,484	99.9%
Against	596,906	0.1%
Abstained	1,379,434	
Total	713,950,824	
Shares represented		
	908,002,964	(69.5%)

Agenda item 9: Proposal to appoint Mr. J. Carr as a member of the Corporate Executive Board, with effect from April 17, 2012

Overview votes		
For	711,966,490	99.9%
Against	603,816	0.1%
Abstained	1,391,134	
Total	713,961,440	
Shares represented		
	908,013,580	(69.5%)

Composition of the Supervisory Board
Agenda item 10: Proposal to appoint Mr. R. Dahan for a new term as a member of the Supervisory Board, with effect from April 17, 2012

Overview votes		
For	707,226,884	99.3%
Against	4,770,248	0.7%
Abstained	1,994,411	
Total	713,991,543	
Shares represented		
	908,043,683	(69.5%)

Agenda item 11: Proposal to appoint Mr. M.G. McGrath for a new term as a member of the Supervisory Board, with effect from April 17, 2012

Overview votes		
For	706,539,523	99.1%
Against	6,089,497	0.9%
Abstained	1,340,740	
Total	713,969,760	
Shares represented		
	908,021,900	(69.5%)

Agenda item 12: Proposal to amend the remuneration of the Supervisory Board

Overview votes		
For	711,235,841	99.7%
Against	2,119,939	0.3%
Abstained	530,864	
Total	713,886,644	
Shares represented		
	907,938,784	(69.5%)

Agenda item 13: Appointment Auditor

Proposal to appoint Deloitte Accountants B.V. for financial year 2012

Overview votes		
For	711,503,084	99.7%
Against	2,054,531	0.3%
Abstained	374,486	
Total	713,932,101	
Shares represented		
	907,984,241	(69.5%)

Agenda item 14: Authorization to issue shares

Overview votes		
For	669,515,383	93.8%
Against	43,944,176	6,2%
Abstained	420,679	
Total	713,880,238	
Shares represented		
	907,932,378	(69.5%)

Agenda item 15: Authorization to restrict or exclude pre-emptive rights

Overview votes		
For	628,209,223	88.2%
Against	84,063,961	11.8%
Abstained	1,667,973	
Total	713,941,157	
Shares represented		
	907,993,297	(69.5%)

Agenda item 16: Authorization to acquire shares

Overview votes		
For	705,745,921	99.3%
Against	4,863,539	0.7%
Abstained	3,340,697	
Total	713,950,157	
Shares represented		
	908,002,297	(69.5%)

Agenda item 17: Cancellation of common shares

Overview votes		
For	712,532,232	99.9%
Against	976,805	0.1%
Abstained	440,669	
Total	713,949,706	
Shares represented		
	908,001,846	(69.5%)

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