

# Rules of Procedure of the Supervisory Board of Koninklijke Ahold Delhaize N.V.

Title	<b>Rules of Procedure of the Supervisory Board of Koninklijke Ahold Delhaize N.V.</b>
Business/functional owner	<b>Company Secretary</b>
Applicable to	<b>Supervisory Board, Management Board, Executive Committee</b>
Supervisory Board owner	<b>Chair Supervisory Board</b>
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# I. Definitions and construction

- I.1 In these Rules of Procedure, capitalized terms have the meaning as set out in Schedule I.
- I.2 Any reference in these Rules of Procedure to "in writing" means in writing or by reproducible electronic communication.
- I.3 Any defined term in the singular includes the plural.
- I.4 Schedules are part of these Rules of Procedure. Annexes are not part of these Rules of Procedure and are attached for information purposes only.

# 2. Responsibilities of the Supervisory Board

- 2.1 The Supervisory Board is responsible for supervising the Company's management and the Company's general affairs and the business connected with it, and for advising the Management Board and the Executive Committee. In performing its duties, the Supervisory Board shall be guided by the interests of the Company and its business, and shall take into account the relevant interests of all the Company's stakeholders. The Supervisory Board is responsible for the quality of its own performance.
- 2.2 The responsibilities of the Supervisory Board shall include:
  - (a) supervising and advising the Management Board and, where applicable, the Executive Committee, on:
    - (i) the Company's performance;
    - (ii) the way the Company's sustainable long-term value creation strategy is implemented and the risks associated with it;
    - (iii) the design and effectiveness of the internal risk management and control systems;
    - (iv) the financial and sustainability reporting processes;
    - (v) social responsibility and sustainability matters that are relevant to the Company;
    - (vi) the relationship with shareholders;
    - (vii) compliance with legislation;
    - (viii) the Company's culture and the activities of the Management Board in that regard; and
    - (ix) ensuring that internal procedures are established and maintained which safeguard that all relevant information is known to the Management Board and the Supervisory Board in a timely fashion.
  - (b) disclosing, complying with and enforcing the Company's corporate governance structure;
  - (c) approving the annual accounts and approving the Company's annual budget and major capital expenditures;
  - (d) selecting and nominating for appointment by the General Meeting, the Company's external auditor and the Assurance Provider, upon

recommendation of the Audit, Finance & Risk Committee;

- (e) selecting, recommending the appointment of and suspending the members of the Management Board and being consulted about the appointment, suspension, dismissal and number of members of the Executive Committee who are not members of the Management Board in accordance with the from time to time applicable appointment process for the Executive Committee;
- (f) selecting and recommending the appointment of the members of the Supervisory Board;
- (g) proposing the remuneration policy for the Management Board and the remuneration policy and remuneration for the Supervisory Board, such policies to be adopted by the General Meeting
- (h) adopting the remuneration policy for the members of the Executive Committee, who are not members of the Management Board, approving any deviations from such remuneration policy proposed by the CEO and annually discussing the remuneration of the members of the Executive Committee, who are not members of the Management Board;
- (i) evaluating and assessing the functioning of the Management Board, the Executive Committee, the Supervisory Board, its committees and their individual members (including the evaluation of the Supervisory Board's profile and the induction, education and training program (see articles 3.2 and 8));
- (j) evaluating, assessing and approving the corporate strategy and evaluating and assessing the main risks of the business, the result of the assessment by the Management Board of the design and effectiveness of the internal risk management and control systems, as well as any significant changes thereto;
- (k) handling, and deciding on, reported potential conflicts of interests within the meaning of article 10 between the Company on the one side and members of the Management Board or the Executive Committee, the external auditor or the majority shareholder(s) on the other side; and
- (l) handling, and deciding on, reported alleged irregularities that relate to the functioning of the Management Board or the Executive Committee within the meaning of article 11.

2.3 The Supervisory Board shall prepare and publish a report on its functioning and activities and of the functioning and activities of its committees during the preceding financial year.

### 3. Composition, expertise and independence of the Supervisory Board

3.1 The Supervisory Board consists of such number of members as determined in accordance with article 21 of the Articles of Association.

3.2 The Supervisory Board shall prepare a profile, taking into account the nature

of the business, its activities, and the desired expertise, experience, background and independence of its members. The profile shall deal with the aspects of diversity in the composition of the Supervisory Board that are relevant to the Company and shall state what specific objective is pursued by the Supervisory Board in relation to diversity. In so far as the existing situation differs from the intended situation, the Supervisory Board shall account for this in the report of the Supervisory Board and shall indicate how and within what period it expects to achieve this aim.

The present profile is attached as Annex I and is published on the Company's website. The Supervisory Board shall evaluate the profile annually and shall discuss each amendment of the profile with the General Meeting.

3.3 The composition of the Supervisory Board shall be such that the combined experience, expertise and independence of its members meet the Supervisory Board profile as set out in Annex I and enables the Supervisory Board to carry out the variety of its responsibilities and duties.

3.4 In composing the Supervisory Board, the following requirements must be observed:

(a) its members must be capable of assessing the broad outline of the overall policy and affairs of the Company and its business;

(b) its members must meet the Supervisory Board profile as set out in Annex I;

(c) at least one of the members of the Supervisory Board must have relevant expertise in financial administration and accounting for listed companies or other large companies;

(d) its members, with the exception of no more than one person, must be independent within the meaning of the Code;

(e) the main duties or the number and nature of other (supervisory) board memberships held by a member of the Supervisory Board should be such that they do not interfere with the proper exercise of the duties as a member of the Supervisory Board. A member of the Supervisory Board shall promptly notify the Company of any changes in their duties and other (supervisory) board memberships;

(f) the number of non-executive or supervisory positions of companies and other entities as referred to in article 2:142a of the Dutch Civil Code shall be limited to a maximum of five, for which purpose the Chairship counts double;

(g) no member of the Supervisory Board may be a member of the management board of an administrative trust that holds and administers the shares in the Company's capital by way of *fiducia cum amico* (*ten titel van beheer*); and

(h) the Chair may not be a former member of the Management Board or Executive Committee.

3.5 The Supervisory Board may appoint one or more of its members as "delegated" Supervisory Board members. Delegated Supervisory Board members are Supervisory Board members with a special duty. The delegated authority may not exceed the duties of the Supervisory Board members

themselves and does therefore not include managing the Company; it entails more intensive supervision and advice and more frequent consultation with the Management Board. The delegation shall be of a temporary nature only. The delegation may not detract from the function and power of the Supervisory Board. Delegated Supervisory Board members remain members of the Supervisory Board.

- 3.6 Supervisory Board members must limit external positions to ensure effective fulfillment of their duties and comply with all legal and regulatory restrictions on the number of positions held. Each Supervisory Board member must inform the Supervisory Board and the Company Secretary of any (potential) outside positions before accepting such outside position. If the Chair, in consultation with the Company Secretary, determines that there is a risk of a conflict of interest within the meaning of article 10, the matter shall be discussed by the Supervisory Board. Where it relates to an outside position of the Chair, the Vice-Chair will have the duties and tasks of the Chair as set out in the previous two sentences. The Company Secretary will maintain a list of the outside positions concerned for each Supervisory Board member.
- 3.7 Each member of the Supervisory Board shall provide such information to the Company as is necessary to enable the Company to comply with applicable laws and regulations (including the rules of any stock exchanges on which the Company may be listed).

## 4. Chair, Vice-Chair and Company Secretary

- 4.1 The Supervisory Board shall appoint one of its members as Chair and one of its members as a Vice-Chair. The Chair so appointed shall have the title of "Chair of the Supervisory Board" (*President-Commissaris*).
- 4.2 The Chair shall ensure the proper functioning of the Supervisory Board and its committees and shall act on behalf of the Supervisory Board as the main contact for the Management Board members (and where applicable the Executive Committee members) and the Supervisory Board members.
- 4.3 If a member of the Supervisory Board should receive information or indications relevant to the Supervisory Board in the proper performance of its supervisory and advisory tasks (from a source other than the Management Board, the Executive Committee or the Supervisory Board), the relevant Supervisory Board member shall make this information or indications available to the Chair as soon as possible. The Chair shall subsequently inform the entire Supervisory Board.
- 4.4 The Chair:
- (a) determines the agenda of the meetings of the Supervisory Board;
  - (b) chairs the meetings of the Supervisory Board;
  - (c) ensures that the Supervisory Board appoints a Vice-Chair;
  - (d) monitors and procures the proper functioning and adequate performance of the Supervisory Board and its committees;
  - (e) arranges for the adequate and timely submission of information to the

- members of the Supervisory Board as necessary to perform their duties;
- (f) co-ordinates the Supervisory Board's decision-making process and ensures that there is sufficient time for consultation, consideration and decision making;
  - (g) ensures that an appropriate induction and training program is made available for members of the Supervisory Board;
  - (h) acts on behalf of the Supervisory Board as main contact for the (chair of the) Management Board and Executive Committee and ensures that such contact is proper and productive and that the results thereof are timely and prudently communicated to the other members of the Supervisory Board;
  - (i) initiates and ensures the annual evaluation of the functioning of the Supervisory Board and its members, of the Management Board and its members and of the Executive Committee and its members;
  - (j) receives, and decides on, reported potential conflicts of interests within the meaning of article 9;
  - (k) receives, and decides on, reported alleged irregularities relating to the functioning of the members of the Management Board or the Executive Committee within the meaning of article 10; and
  - (l) chairs the General Meeting and ensures the orderly and efficient conduct of the General Meeting and the proper contact between the Supervisory Board and the General Meeting.

The Chair ensures that:

- i. the Management Board performs activities in respect of the Company's culture;
- ii. the Supervisory Board recognizes signals from the enterprise affiliated with the Company and ensures that any (suspicion of) material misconduct and irregularities are reported to the Supervisory Board without delay;
- iii. regular and effective communication with shareholders is assured; and
- iv. the Supervisory Board is involved closely, and at an early stage, in any merger or takeover process.

4.5 The Vice-Chair of the Supervisory Board shall deputize for the Chair when the occasion arises and assumes the powers and duties of the Chair in the latter's absence. The Vice-Chair shall act as contact for individual Supervisory Board members, Management Board members and Executive Committee members concerning the functioning of the Chair.

4.6 The Supervisory Board shall be assisted by the Company Secretary, to be appointed and dismissed by the Management Board with the approval of the Supervisory Board.

4.7 The Company Secretary shall be primarily responsible for:

- (a) compliance of the Supervisory Board's functioning with Dutch law, the Articles of Association and the rules and regulations issued pursuant thereto (including the Code and these Rules of Procedure);
- (b) assisting the Chair in the logistics of the Supervisory Board (information,

- agenda, taking minutes of meetings, evaluation, etc.); and
- (c) the induction, education and training program of the members of the Supervisory Board.

## 5. (Re-)appointment, term and resignation

- 5.1 The members of the Supervisory Board shall be appointed by the General Meeting, on the recommendation of or nomination by the Supervisory Board. The recommendation or nomination for appointment shall state the reasons for it. On re-appointment, the way the candidate fulfilled their duties as member of the Supervisory Board shall be taken into account. Members of the Supervisory Board shall be on the Supervisory Board for a maximum period of four years and shall thereafter be eligible for re-appointment 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. In the event of a reappointment after an eight-year period, reasons should be given in the report of the Supervisory Board.
- 5.2 The Supervisory Board shall prepare a rotation schedule to prevent, to the greatest extent possible, re-appointments occurring simultaneously. The present rotation schedule of the Supervisory Board is attached as Annex 2 and is published on the Company's website. Subject to article 5.3 of these Rules of Procedure, members of the Supervisory Board shall resign in accordance with the rotation schedule.
- 5.3 Members of the Supervisory Board shall resign early in the event of inadequate performance, structural incompatibility of interests, and other instances where resignation is deemed necessary at the discretion of the Supervisory Board.
- 5.4 Members of the Supervisory Board who take on the management of the Company temporarily, where the Management Board members are absent or unable to discharge their duties, shall (temporarily) resign from the Supervisory Board.

## 6. Supervisory Board committees

- 6.1 The Supervisory Board may establish one or more permanent or ad hoc committees, consisting of one or more of its own members. The Supervisory Board as a whole remains responsible for its decisions even if they were prepared by one of the committees.
- 6.2 The Supervisory Board shall have at least the following three standing committees: the Audit, Finance & Risk Committee, the Remuneration Committee and the Governance & Nomination Committee. The members of such committees shall be appointed by the Supervisory Board from among its members.

- 6.3 The Supervisory Board may resolve to establish such other (standing and ad hoc) committees, apart from the committees mentioned in article 6.2 hereof, as it deems necessary or desirable for the functioning of the Supervisory Board.
- 6.4 The Supervisory Board shall prepare charters of each of the current committees. The present charters of the current committees are included in these Rules of Procedure as Schedule 2 through 6. Unless stated otherwise, the provisions of these Rules of Procedure shall apply accordingly to the committees.
- 6.5 The composition of the committees, the number of committee meetings and the main items discussed therein shall be recorded in the Supervisory Board's report. The charters and the composition of the committees shall be placed on the Company's website.
- 6.6 Should one or more committees as referred to in article 6.2 not be instituted, their respective charter shall apply mutatis mutandis to the Supervisory Board.
- 6.7 The Supervisory Board shall receive from each committee a report of its deliberations and findings, as soon as practically possible after each meeting of such committee.

## 7. Remuneration

- 7.1 The Company has a policy in respect of remuneration of the Supervisory Board. The policy is adopted by the General Meeting on a proposal made by the Supervisory Board.
- 7.2 The remuneration of the members of the Supervisory Board shall be determined by the General Meeting upon a proposal by the Supervisory Board with due observance and within the scope of the remuneration policy as referred to in article 7.1.
- 7.3 Members of the Supervisory Board shall be reimbursed for all reasonable costs incurred in connection with their attendance of meetings. Any other expenses shall only be reimbursed, either in whole or in part, if incurred with the prior consent of the Chair; the Chair will inform the Supervisory Board on an annual basis on the reimbursement of expenses.
- 7.4 The remuneration determined by the General Meeting shall be applicable to each individual member of the Supervisory Board. If the members of the Supervisory Board are required to charge VAT on their fees, the Company shall also pay the amount of VAT. The Company's annual report shall contain full and detailed information on the amount and structure of the remuneration of Supervisory Board members.



## 8. Induction program and ongoing training and education

- 8.1 Once appointed, each member of the Supervisory Board shall follow an induction program, prepared and sponsored by the Company.
- 8.2 The Supervisory Board shall evaluate the induction program from time to time to identify any other specific aspects in respect of which further training and education is required, such evaluation shall be sponsored by the Company.

## 9. Supervisory board meetings (agenda, teleconferencing, attendance, minutes) and resolutions

- 9.1 The Supervisory Board shall hold at least six meetings per year and whenever one or more of its members have requested a meeting. The meetings shall generally be held at the offices of the Company, but may also take place elsewhere. Alternatively, meetings may be held by telephone or videoconference provided that all participants can hear each other simultaneously.
- 9.2 Unless the Supervisory Board decides otherwise, meetings of the Supervisory Board shall be attended by the members of the Management Board, save for meetings concerning:
  - (a) the evaluation of the functioning of the Management Board or the Executive Committee and its individual members, and the conclusions to be drawn from such evaluation;
  - (b) the evaluation of the functioning of the Supervisory Board and its individual members, and the conclusions to be drawn from such evaluation;
  - (c) the desired profile, scope and composition of the Supervisory Board;
  - (d) potential conflicts of interests of members of the Management Board or the Executive Committee within the meaning of article IO.

Save for meetings concerning the items referred to under (a) through (d) above, the chair of the Management Board shall determine, in consultation with and subject to the approval of the Chair, which other members of the Executive Committee will attend a specific Supervisory Board meeting.

The external auditor shall be requested to attend each Supervisory Board meeting at which the examination, adoption and, if applicable, approval of the annual accounts are discussed. The Assurance Provider shall be requested to attend each Supervisory Board meeting at which the Assurance Provider's report on the assurance of the sustainability reporting is discussed.

- 9.3 Meetings shall be convened by the Company Secretary on behalf of the member(s) requesting the meeting. Where practically possible, notices convening a meeting and the agenda of items to be considered and discussed therein, shall be dispatched before the meeting and sent to each member of the Supervisory Board and the chair of the Management Board.
- 9.4 Minutes of the meeting shall be prepared by the Company Secretary or by any other person designated by the Chair. They shall generally be adopted in the next meeting. A certificate signed by the Chair and the Company Secretary confirming that the Supervisory Board had adopted a particular resolution, shall constitute evidence of such resolution vis-à-vis third parties. If all members of the Supervisory Board agree on the contents of the minutes, they may be adopted earlier. The Company Secretary may issue and sign extracts of the adopted minutes.
- 9.5 The Supervisory Board can only validly adopt resolutions in a meeting at which at least one half of its members is present or represented, with the provision that members who have a conflict of interest as referred to in article IO shall not be taken into account when calculating this quorum.
- 9.6 Where possible, resolutions of the Supervisory Board are adopted by unanimous vote. Where this is not possible, resolutions of the Supervisory Board are adopted by an absolute majority of votes, with the provision that members who have a conflict of interest as referred to in article IO shall not take part in the voting. In the event of a tie, the resolution is rejected.
- 9.7 The Supervisory Board may also adopt resolutions outside a meeting, provided that all members of the Supervisory Board have had the opportunity to voice their opinion in respect of the proposal concerned and that no member has objected to this form of decision-taking, provided that members who have a conflict of interest as referred to in article IO shall not participate in the voting. Subject to article IO, the Supervisory Board can only adopt resolutions outside a meeting if at least three-fourths of the members have declared themselves in favor of the proposal. In case a member of the Supervisory Board has a conflict of interest as referred to in article IO, the other members shall be informed thereof. The member of the Supervisory Board who has a conflict of interest as referred to in article IO shall be informed about the resolutions adopted by the Supervisory Board. The Chair shall prepare and sign a report of the resolution adopted in this manner, enclosing any written replies received. The adoption of resolutions outside a meeting must be reported prior to or at the next meeting.
- 9.8 In the event that one or more members of the Supervisory Board ceases to hold office or is absent, the provisions of the Articles of Association in this regard apply.
- 9.9 The ongoing items to be considered and discussed at Supervisory Board meetings include:
- (a) updates/ reports from the committees;
  - (b) the financial results and the reporting thereof;
  - (c) the Company's budget;
  - (d) major capital expenditures exceeding the Company's budget;

- (e) major decisions requiring Supervisory Board approval;
- (f) the corporate strategy (and changes thereto);
- (g) social responsibility and sustainability matters that are relevant to the Company;
- (h) the Company's culture;
- (i) sustainable long-term value creation;
- (j) the main risks of the business;
- (k) long-term capital structures;
- (l) new lines of business;
- (m) major acquisitions and divestments;
- (n) major litigation;
- (o) the result of the evaluation of the design and effectiveness of the internal risk management and control systems, as well as any significant changes thereto; and
- (p) succession planning of the Supervisory Board, Management Board and Executive Committee.

## IO. Conflict of interest

- IO.1 Each Supervisory Board member (other than the Chair) shall immediately report any (potential) conflict concerning a Supervisory Board member to the Chair and the other members of the Supervisory Board. The Supervisory Board member with such (potential) conflict of interest must provide the Chair with all information relevant to the conflict of interest, including information relating to such member's spouse, registered partner or other life companion, foster child and relatives by blood or marriage up to the second degree. The Chair will determine whether a reported (potential) conflict of interest qualifies as a conflict of interest to which article IO.3 applies.
- IO.2 In case the Chair has a potential conflict of interest, the Chair shall immediately report such (potential) conflict to the Vice-Chair. The Chair must provide the Vice-Chair with all information relevant to the conflict of interest, including information relating to their spouse, registered partner or other life companion, foster child and relatives by blood or marriage up to the second degree. The Vice-Chair will determine whether a reported (potential) conflict of interest qualifies as a conflict of interest to which article IO.3 applies.
- IO.3 A member of the Supervisory Board shall not participate in the discussions and decision-taking process on a subject or transaction in relation to which the Supervisory Board member has a conflict of interest (*tegenstrijdig belang*) with the Company within the meaning of Article 2:140, paragraph 5 of the Dutch Civil Code (conflict of interest). If as a result thereof no resolution of the Supervisory Board can be adopted, the resolution is adopted by the General Meeting. Such transaction must be concluded on terms at least customary in the sector concerned and must be approved by the Supervisory Board.

- IO.4 In case a (potential) conflict of interest is reported in respect of any member of the Management Board or the Executive Committee, the Supervisory Board will determine whether a reported (potential) conflict of interest qualifies as a conflict of interest for which such member or members of the Management Board or the Executive Committee should not participate in the discussions and decision-taking process of the Management Board or the Executive Committee.
- IO.5 The Chair shall procure that the transactions referred to in this article (concerning members of the Supervisory Board) will be referred to in the Company's annual report, with a declaration that the provisions in the Code have been complied with.

## II. Supervisory Board approval

- II.1 The Management Board shall submit to the Supervisory Board for approval the resolutions listed in Annex 3, under 1.
- II.2 The Management Board shall submit to the Supervisory Board and the General Meeting for approval the resolutions listed in Annex 3, under 2.

## 12. Relationship with the Management Board and the Executive Committee

- 12.1 The Supervisory Board, and its individual members, has its own responsibility for obtaining all information from the Management Board, the Executive Committee, the external auditor and the Assurance Provider that the Supervisory Board requires for the due performance of its duties. If the Supervisory Board deems it necessary, it may obtain information from officers and external advisors of the Company. The Management Board shall provide the necessary means for this purpose. The Supervisory Board may require that certain officers and external advisors attend its meetings.
- 12.2 The Management Board shall timely provide the Supervisory Board with information (if possible, in writing) on all facts and developments concerning the Company which the Supervisory Board may need to function as required and to properly carry out its duties.
- 12.3 If a takeover bid for the Company's shares or depositary receipts of the Company's shares is in the process of being prepared, the Management Board shall ensure that the Supervisory Board is closely involved in the takeover process in a timely fashion. Furthermore, if the Management Board receives a request from a competing bidder to inspect the Company's records, the Management Board shall discuss this request with the Supervisory Board without delay.

## 13. Relationship with the General Meeting

- 13.1 The members of the Supervisory Board shall attend annual General Meetings, unless they are prevented from attending on serious grounds. In general, the Chair shall chair General Meetings, and shall decide on the contents of resolutions. The ruling pronounced by the Chair in respect of the outcome of a vote in a General Meeting shall be decisive subject to the provisions of Article 2:13 of the Dutch Civil Code.
- 13.2 The Supervisory Board shall provide the General Meeting with any information it may require, unless important interests (*zwaarwegende belangen*) of the Company or any laws, rules or regulations applicable to the Company prevent it from doing so. If the Supervisory Board decides not to provide the General Meeting with information requested, it must explain this.
- 13.3 The Supervisory Board and the Management Board shall ensure that the shareholders, by means of explanatory notes to the agenda, are informed of all facts and circumstances relevant to the items on the agenda.

## 14. Evaluation

At least once a year, outside the presence of the Management Board, the Supervisory Board shall discuss:

- (a) the functioning of the Supervisory Board, its committees, and its individual members, and the conclusions to be drawn on the basis thereof;
- (b) the desired profile, composition and competence of the Supervisory Board;
- (c) the functioning of the Management Board and their individual members and the conclusions to be drawn on the basis thereof;
- (d) the evaluation of the induction, education and training program as referred to in article 8;
- (e) substantive aspects, conduct and culture, the mutual interaction and collaboration, and the interaction with the Management Board and Executive Committee; and
- (f) events that occurred in practice from which lessons may be learned.

The report of the Supervisory Board shall state how the evaluation of the functioning of the Supervisory Board, its committees and the individual Supervisory Board members has been carried out and how the evaluation of the functioning of the Management Board and the individual members of the Management Board has been carried out; and what has been or will be done with the conclusions from the evaluations.

This Supervisory Board evaluation will take place periodically under the supervision of an external expert.

## 15. Holding and trading securities

- 15.1 With respect to securities in the Company, members of Supervisory Board are bound to the Company's Policy on Inside Information and Securities Trading and must at all times comply with all Dutch and foreign statutory provisions and regulations, including applicable notification requirements, applicable to the ownership of and transactions related to securities in the Company as well as with any other internal (governance) rules and regulations, as applicable.
- 15.2 Should any member of the Supervisory Board hold securities in the Company, this will be for the purpose of long-term investment.

## 16. Status of these Rules of Procedure

- 16.1 These Rules of Procedure are established pursuant to article 22.10 of the Articles of Association. These Rules of Procedure are complementary to the rules and regulations applicable from time to time to the Supervisory Board under Dutch law and the Articles of Association.
- 16.2 Where these Rules of Procedure are inconsistent with Dutch law or the Articles of Association, Dutch law or the Articles of Association, as the case may be, shall prevail. Where these Rules of Procedure conform to the Articles of Association but are inconsistent with Dutch law, the latter shall prevail. If one or more provisions of these Rules of Procedure are or become invalid, this shall not affect the validity of the remaining provisions. The Supervisory Board shall replace the invalid provisions by those which are valid and the effect of which, given the contents and purpose of these Rules of Procedure, is to the greatest extent possible similar to that of the invalid provisions.
- 16.3 Without prejudice to article 15.2, these Rules of Procedure, including the committee charters, may be amended by a resolution of the Supervisory Board to that effect. Such resolutions shall be referred to in the Supervisory Board's report.
- 16.4 Save as otherwise provided in the Articles of Association or by law, the Supervisory Board may in exceptional cases, as the circumstances may require, at its discretion decide to deviate from these Rules of Procedure.

## 17. Confidentiality

Members of the Supervisory Board shall treat all information and documentation acquired within the framework of their Supervisory Board membership with the necessary discretion and, in the case of classified information, with the appropriate secrecy. Classified information shall not be disclosed by members of the Supervisory Board outside the Supervisory Board, the Management Board or Executive Committee, made public or

otherwise made available to third parties, even after their resignation from the Supervisory Board, unless it has already been made public by the Company or it has been established that the information is already in the public domain.

## 18. Governing law

These Rules of Procedure shall be governed by and construed in accordance with the law of the Netherlands.

# Schedule I – Definitions

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" <b>Annex</b> " means an annex to these Rules of Procedure;
" <b>Articles of Association</b> " means the articles of association of the Company;
" <b>Assurance Provider</b> " means the party providing the statutory assurance to the Company's sustainability reporting;
" <b>Audit, Finance &amp; Risk Committee</b> " means the Audit, Finance & Risk Committee of the Supervisory Board;
" <b>Chair</b> " means the member of the Supervisory Board with the title Chair of the Supervisory Board;
" <b>Chief Executive Officer</b> " or " <b>CEO</b> " means the Chief Executive Officer of the Company;
" <b>Chief Financial Officer</b> " or " <b>CFO</b> " means the Chief Financial Officer of the Company;
" <b>Code</b> " means the Dutch Corporate Governance Code;
" <b>Company</b> " means Koninklijke Ahold Delhaize N.V.;
" <b>Company Secretary</b> " means the company secretary appointed pursuant to article 4.6;
" <b>Executive Committee</b> " means the members of the Management Board and certain key officers appointed to perform the day-to-day management of the Company jointly;
" <b>General Meeting</b> " means the corporate body that consists of shareholders and all other persons with meeting rights, or the meeting in which the shareholders and all other persons with meeting rights assemble;
" <b>Health &amp; Sustainability Committee</b> " means the Health & Sustainability Committee of the Supervisory Board;
" <b>Management Board</b> " means the management board of the Company;
" <b>Remuneration Committee</b> " means the Remuneration Committee of the Supervisory Board;
" <b>Rules of Procedure</b> " means these rules of procedure of the Supervisory Board;
" <b>Governance &amp; Nomination Committee</b> " means the Governance & Nomination Committee of the Supervisory Board;



" <b>Schedule</b> " means a schedule to these Rules of Procedure;
" <b>Supervisory Board</b> " means the supervisory board of the Company;
" <b>Technology Committee</b> " means the Technology Committee of the Supervisory Board; and
" <b>Vice-Chair</b> " means the member of the Supervisory Board with the title Vice-Chair.

# Schedule 2 – Charter of the Audit, Finance & Risk Committee

## I. Responsibilities

- I.1 The Audit, Finance & Risk Committee shall assist the Supervisory Board in fulfilling its oversight responsibilities in the integrity and quality of the Company's financial statements and sustainability reporting, the financial reporting process and, where appropriate, the sustainability reporting process, including:
- (a) the requirements related to the electronic reporting process;
  - (b) the process the Company undertakes to map the information reported pursuant to the sustainability reporting standards adopted under Section 29b and 29c of Directive 2013/34/EU;
  - (c) the system of internal controls and the effectiveness of the Company's internal risk management and control systems, including with regard to the Company's financial reporting and, where appropriate, the sustainability reporting, including the requirements related to the electronic reporting process;
  - (d) the internal and external audit process and, where appropriate, the assurance of the sustainability reporting;
  - (e) the internal and external auditor's qualifications, independence and performance;
  - (f) the Company's process for monitoring compliance with laws and regulations and any code applicable to the Company;
  - (g) the Company's process by which significant enterprise risks are identified, assessed and incorporated into the Company's business plans; and
  - (h) the financing of the Company and the application of its information- and communication technology.
- The Audit, Finance & Risk Committee shall report its findings to the Supervisory Board. The Audit, Finance & Risk Committee shall periodically call meetings with the Management Board, the Company's internal and external auditor and, where the sustainability reporting is concerned, the Assurance Provider.
- I.2 The Audit, Finance & Risk Committee shall review the Company's annual and interim financial statements and sustainability reporting to be disclosed, including press releases announcing financial or operating results related to or derived from such financial statements, the statement of the Supervisory Board to shareholders to be inserted in the Company's annual accounts and any financial information or earnings guidance to be provided to financial analysts or rating agencies.
- I.3 The Audit, Finance & Risk Committee shall analyze the fairness and adequacy of the contents and presentation of such statements or

information as referred to in article 1.2 of this charter, and shall in the process of monitoring the financial reporting process and, where appropriate, the sustainability reporting process, draw up proposals to safeguard the integrity of this process or these processes. In drawing up these proposals, the Audit, Finance & Risk Committee shall include the requirements related to the electronic reporting process, as well as the process the Company undertakes to map the information reported pursuant to the sustainability reporting standards adopted under Section 29b and 29c of Directive 2013/34/EU.

1.4 The Audit, Finance & Risk Committee shall report its findings to, and discuss such statements and information with, the Supervisory Board before these documents are signed off by the Supervisory Board or issued by the Company.

1.5 In performing these reviews and reporting its findings to the Supervisory Board, the Audit, Finance & Risk Committee shall devote special attention to:

- (a) any changes in accounting policies and practices;
- (b) adjustments resulting from the internal or external audit, as the case may be, and any difficulties encountered during such audits;
- (c) the going concern assumption;
- (d) compliance with applicable accounting standards, sustainability reporting standards and consideration of announcements by professional accounting industry associations;
- (e) compliance with statutory and legal requirements and regulations related to the review, content or presentation of financial information, financial statements and sustainability reporting;
- (f) detection of fraud and illegal acts;
- (g) significant financial exposures in the area of treasury (such as currency risks, interest rate risks, derivatives and any other hedging strategies);
- (h) significant areas of judgment or accounting policies;
- (i) complex or unusual transactions or any "off balance sheet" arrangements, including certain guarantees, indemnification arrangements, or interests in unconsolidated or special purpose entities;
- (j) significant deviations between actual performance and planned performance;
- (k) the overall quality of the earnings;
- (l) alternative accounting policies and treatments discussed between the external auditor and the Management Board or the Audit, Finance & Risk Committee;
- (m) significant changes in financial statement presentation;
- (n) development of relevant financial ratios and changes in the Company's presentation of certain financial information;
- (o) reports of rating agencies;
- (p) the Management Board's basis for and analysis of any projections or discussions of expected future results;
- (q) significant operational risks;

- (r) relations with, and compliance with, recommendations and following up on observations made by internal and external auditor, the Assurance Provider and any other external party involved in auditing or assuring the financial or sustainability reporting;
  - (s) the funding of the Company;
  - (t) the application of information and communication technology by the Company, including risks related to cyber security;
  - (u) the Company's tax policy; and
  - (v) sustainability reporting.
- 1.6 When reporting to the Supervisory Board, the report must, at least, include the following information:
- (a) the methods used to assess the effectiveness of the design and operation of the internal risk management and control systems;
  - (b) the methods used to assess the effectiveness of the internal and external audit processes and the process regarding the assurance of the sustainability reporting;
  - (c) material considerations concerning financial and sustainability reporting; and
  - (d) the way in which the material risks and uncertainties, referred to in best practice provisions 1.4.2 and 1.4.3 of the Dutch Corporate Governance Code have been analyzed and discussed, along with a description of the most important findings of the audit committee.
- 1.7 The Audit, Finance & Risk Committee shall review non-financial information to be provided in the annual and interim reports, including the Company's disclosures analyzing the financial performance of the Company, before release and consider the accuracy and completeness of the information in consultation with the Company's external auditor, the Assurance Provider where it relates to the sustainability reporting, and advisors.
- 1.8 The Audit, Finance & Risk Committee shall assist the Supervisory Board in fulfilling its oversight responsibilities for financial, compliance reporting, and cyber security and information technology related risks. The Audit, Finance & Risk Committee shall consult the Technology Committee in respect of risks related to technology and cyber security and the Technology Committee shall report on such risks identified to the Audit, Finance & Risk Committee on risks related to technology and cyber security.
- 1.9 In particular, the Audit, Finance & Risk Committee reports on the results of the annual statutory audit and the results of the assurance of the sustainability reporting, to the Supervisory Board. This includes information on how the audit and assurance of the sustainability reporting, have contributed to the integrity of the financial and sustainability reporting respectively, and also addresses the role of the Audit, Finance & Risk Committee in these processes.
- 1.10 The Audit, Finance & Risk Committee shall discuss, as appropriate, analyses prepared by (or correspondence between management and) the external auditor or the Assurance Provider, setting forth significant (annual and interim) financial or sustainability reporting issues and judgments made in

connection with the preparation of the financial statements and sustainability reporting.

- I.11 The Audit, Finance & Risk Committee shall review all matters required to be communicated to the Supervisory Board and the Management Board by the external auditor under generally accepted auditing standards.
- I.12 With regard to internal audit, the Audit, Finance & Risk Committee shall:
  - (a) review annually the internal audit charter, the audit plan, the audit scope and its coverage in relation to the scope of the external audit, staffing, independence and organizational structure of the internal audit function;
  - (b) review and approve any significant subsequent changes in the audit plan;
  - (c) ensure there are no unjustified restrictions or limitations on, and review and concur in the appointment, replacement or dismissal of, the internal auditor and provide its recommendation on the appointment or dismissal of the internal auditor by the Management Board to the Supervisory Board;
  - (d) monitor the effectiveness of the internal control systems, the internal audit function and risk management systems with regard to the Company's financial reporting and, where appropriate, the sustainability reporting, including the requirements related to the electronic reporting process; and
  - (e) discuss with the internal auditor their year-end report and report on internal control and report to the Supervisory Board thereon.
- I.13 With regard to the external audit and in preparation of final resolutions to be taken by the Supervisory Board, the Audit, Finance & Risk Committee shall determine the selection process for the external auditor and the Assurance Provider and the nomination to extend the assignment to carry out the statutory audit and to assure the sustainability reporting, respectively, and:
  - (a) review annually the scope of the external auditor's proposed audit and the Assurance Provider's proposed assurance, approach and fees, including the co-ordination efforts with the internal audit as well as the principal risks in the financial reporting and sustainability reporting that the external auditor and the Assurance Provider identified in the proposed audit and proposed assurance respectively;
  - (b) formally evaluate, on at least an annual basis, the external auditor's independence, document its positions on this matter and address any changes to the Company's policy on auditor independence as needed. The Audit, Finance & Risk Committee will annually obtain and review a report from the external auditor confirming its independence in writing. This confirmation should be duly substantiated and cover all aspects concerning independence, including a description of the external auditor's internal quality- control and information gathering and tracking procedures, related review procedures/findings thereof and conflicts with the Company's policy on auditor independence, if any. This report shall also address any material issues raised by the external auditor's internal quality-control review or by any governmental or professional authority within the past five years with respect to any audit carried out

- by the external auditor and any steps taken to deal with any such issues;
  - (c) assess the performance of the external auditor and the Assurance Provider against measurable criteria and regularly advise the Supervisory Board on the (re)appointment of the external auditor and the rotation of the lead audit partner and on the (re)appointment of the Assurance Provider;
  - (d) pre-approve all audit and permitted non-audit services provided by the external auditor in conformity with the Company's policy on auditor independence and pursuant to applicable law;
  - (e) approve changes on the Company's policy on auditor independence;
  - (f) establish policies regarding the Company's hiring of any current or former employee of the external auditor;
  - (g) discuss with the external auditor and the Assurance Provider their respective year-end reports and report on internal control and advise the Supervisory Board thereon;
  - (h) discuss with the external auditor all critical accounting policies, all alternative treatments of financial information discussed with management, ramifications of such alternatives and the treatment preferred by the external auditor;
  - (i) take all other actions with respect to the Company's relationship with its internal and external auditor that may be required by applicable law;
  - (j) act as the primary point of contact for the external auditor, in the event the external auditor find any irregularities in the financial reporting by the Company; and
  - (k) act as the primary point of contact for the Assurance Provider, in the event the Assurance Provider finds any irregularities in the sustainability reporting by the Company.
- I.14 The Audit, Finance & Risk Committee shall determine how the external auditor should be involved in the content and publication of financial reports of the Company other than the financial statements. The internal auditor shall have access to the external auditor and to the Audit, Finance & Risk Committee. Records are kept of how the Audit, Finance & Risk Committee is informed by the internal auditor.
- I.15 The Audit, Finance & Risk Committee shall periodically discuss the Company's policy on business control and the Company's major areas of risk and methods of risk assessment and management with the Management Board.
- I.16 The Audit, Finance & Risk Committee will periodically review the effectiveness and the results of the Management Board's procedures regarding investigation and follow-up (including disciplinary action of any instances of non-compliance). The Audit, Finance & Risk Committee will obtain regular updates from the CEO and CFO, the external and internal auditors, the Assurance Provider and the Chief Legal Officer regarding compliance matters and the effectiveness of the compliance programs.
- I.17 The Audit, Finance & Risk Committee, in preparation of the resolutions to be taken by the Supervisory Board, shall provide all information and documents reasonably required by the Supervisory Board to fulfill its oversight

responsibilities as referred to in this article, or as requested by the Supervisory Board.

- 1.18 The Audit, Finance & Risk Committee shall be delegated authority by the Supervisory Board only with respect to issues specifically specified in this charter or required by law and on any other issues as the Supervisory Board may specifically decide from time to time.
- 1.19 The Audit, Finance & Risk Committee is a committee of the members of the Supervisory Board who have specific tasks and powers with the duties of the Supervisory Board as a whole under Dutch law. This charter is not intended to increase the liability or responsibility of the Supervisory Board or any of its members. Neither this charter nor any activity of the Audit, Finance & Risk Committee shall release the Management Board, the external auditor and the Assurance Provider from their duties and responsibilities. In carrying out its function, the Audit, Finance & Risk Committee is not providing any expert or special assurance as to the Company's financial statements or compliance with laws and regulations, or any professional certification as to the external auditor's work.

## 2. Constitution and composition

- 2.1 The Audit, Finance & Risk Committee shall consist of at least three members of the Supervisory Board. The chair of the Technology Committee shall be one of the members of the Audit, Finance & Risk Committee.
- 2.2 The members of the Audit, Finance & Risk Committee shall be appointed by the Supervisory Board in accordance with this charter and any other applicable requirements and, notwithstanding anything to the contrary in this charter, the membership of any member may be terminated at any time by the Supervisory Board.

## 3. Independence and expertise

- 3.1 Each member of the Audit, Finance & Risk Committee shall be independent within the meaning of article 3.4 of the Rules of Procedure at the time of appointment, reappointment and at any time while serving as a member of the Audit, Finance & Risk Committee. The Chair or any of the Company's (former) members of the Management Board may not (simultaneously) be chair of the Audit, Finance & Risk Committee.  
In addition, each member shall comply at the time of their appointment or reappointment to the Audit, Finance & Risk Committee and at any time while serving as a member of the Audit, Finance & Risk Committee with the requirements regarding independence set forth in applicable law or in the applicable rules of any stock exchange on which securities issued by the Company have been listed or traded with the permission of the Company or in a code of conduct applicable to the Company.



- 3.2 In the event that a member of the Audit, Finance & Risk Committee is or becomes aware of any circumstance which may reasonably impair or affect their independence or the perception of their independence, such member will inform the Audit, Finance & Risk Committee thereof promptly. The Audit, Finance & Risk Committee shall consult with the Supervisory Board in order to determine whether there is sufficient cause for resignation from, or termination of, the membership of the Audit, Finance & Risk Committee.
- 3.3 The Supervisory Board may grant a specific exemption from the independence requirements to one member of the Audit, Finance & Risk Committee to the extent that such exemption is compatible with the applicable laws or listing requirements referred to in article 3.1 and would not otherwise result in a breach of such requirements.
- 3.4 The Audit, Finance & Risk Committee shall have at least one member as an "Audit, Finance & Risk Committee financial expert", i.e. a person who has the following attributes:
- (a) an understanding of financial statements and IFRS;
  - (b) an ability to assess the general application of such principles in connection with the accounting for estimates, accruals and reserves;
  - (c) experience preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Company's financial statements, or experience actively supervising one or more persons engaged in such activities;
  - (d) an understanding of internal controls and procedures for financial reporting; and
  - (e) an understanding of Audit, Finance & Risk Committee functions.
- 3.5 The Supervisory Board shall determine on the basis of all available facts and circumstances which member, if any, of the Audit, Finance & Risk Committee qualifies as the "Audit, Finance & Risk Committee financial expert" and whether such person, in the sole determination of the Supervisory Board, meets all the requirements referred to in article 3.4.
- 3.6 In the event that none of the members of the Audit, Finance & Risk Committee qualifies as "Audit, Finance & Risk Committee financial expert", this fact shall be disclosed by the Supervisory Board in its annual report together with the reasons therefore.
- 3.7 Each member of the Audit, Finance & Risk Committee shall be financially literate (or will become so within a reasonable time after the appointment as member of Audit, Finance & Risk Committee) and one member must have accounting or financial management expertise. The Audit, Finance & Risk Committee may conclude that any member that is an Audit, Finance & Risk Committee financial expert has the requisite accounting or financial management expertise referred to in the preceding sentence.



## 4. Chair

- 4.1 Subject to article 3 of this charter, the Supervisory Board shall appoint one of the members of the Audit, Finance & Risk Committee as chair.
- 4.2 The chair shall be primarily responsible for the proper functioning of the Audit, Finance & Risk Committee. The chair shall act as the spokesman of the Audit, Finance & Risk Committee and shall be the main contact for the Supervisory Board.

## 5. External auditor

- 5.1 The Audit, Finance & Risk Committee shall recommend the external auditor and Assurance Provider to be proposed by the Supervisory Board to the General Meeting for appointment. The Audit, Finance & Risk Committee shall further evaluate and, where appropriate, recommend the replacement of the external auditor and Assurance Provider. Pre-approval by the Audit, Finance & Risk Committee shall be required with respect to the fees for all audit and permitted non-audit services to be performed by the external auditor as negotiated by the Management Board.
- 5.2 The Audit, Finance & Risk Committee's pre-approval of any permitted non-audit services to be rendered by the external auditor must be obtained in advance of engaging the external auditor to render such services. The Audit, Finance & Risk Committee shall not approve the engagement of the external auditor to render non-audit services prohibited by applicable laws and regulations or that would compromise their independence. The Audit, Finance & Risk Committee shall consider whether the provision of non-audit services is compatible with maintaining the external auditor's independence, including, but not limited to, the nature and scope of the specific non-audit services to be performed and whether the audit process would require the external auditor to review any advice rendered by the external auditor in connection with the provision of non-audit services.

## 6. Meetings

- 6.1 The Audit, Finance & Risk Committee shall meet at least four times per year in accordance with a schedule determined before each year and such meetings shall be scheduled before the scheduled publication of the annual and quarterly results of the Company. In addition, the Audit, Finance & Risk Committee shall meet whenever one or more of its members have requested a meeting. Each member is entitled to put a topic on the agenda. The Chair, the chair of the Management Board, the external auditor, the Assurance Provider and the internal auditor may request the chair of the Audit, Finance & Risk Committee to call a meeting of the Audit, Finance & Risk Committee.

At least one half of the members of the Audit, Finance & Risk Committee must be present, in person or by telephone, in order for an official, authorized act of the Audit, Finance & Risk Committee to be taken.

- 6.2 The Audit, Finance & Risk Committee may be assisted by the Company Secretary. The Company Secretary will keep minutes of each meeting of the Audit, Finance & Risk Committee. The minutes of each meeting shall be approved by the Audit, Finance & Risk Committee in its first meeting following the relevant meeting. If circumstances so require, the minutes of a meeting may be certified by the chair of the Audit, Finance & Risk Committee and the Company Secretary before the formal approval by the Audit, Finance & Risk Committee. A copy of the minutes of each meeting of the Audit, Finance & Risk Committee as approved shall be circulated to the other members of the Supervisory Board.
- 6.3 No one other than the Audit, Finance & Risk Committee's chair, members and Company Secretary is entitled to be present at a meeting of the Audit, Finance & Risk Committee, unless otherwise decided by the chair or a majority of the members of the Audit, Finance & Risk Committee. The CEO, the CFO, the Chief Legal Officer, the internal auditor, the external auditor and the Assurance Provider shall be invited to attend meetings of the Audit, Finance & Risk Committee to the extent that their attendance is, in the opinion of the chair of the Audit, Finance & Risk Committee or a majority of the members of the Audit, Finance & Risk Committee, required or appropriate for the performance of the task of the Audit, Finance & Risk Committee.
- 6.4 At least once per year the Audit, Finance & Risk Committee shall meet separately with each of the CEO, the CFO, the external auditor, the Assurance Provider and the internal auditor of the Company and discuss all matters that the Audit, Finance & Risk Committee requests.
- 6.5 No later than on the fourth day before any meeting of the Audit, Finance & Risk Committee, the agenda of the meeting will be sent by the Company Secretary in consultation with the chair of the Audit, Finance & Risk Committee to the members together with the relevant documents. In urgent matters, the chair of the Audit, Finance & Risk Committee may determine that agenda-items or documents may be submitted to the members of the Audit, Finance & Risk Committee after the day referred to in the previous sentence but prior to or at the meeting.
- 6.6 The minutes of the Audit, Finance & Risk Committee will be sent to the members of the Supervisory Board after their approval or, if circumstances so require, their certification.

## 7. Fees

No member of the Audit, Finance & Risk Committee shall accept any consulting, advisory or other compensatory fee from the Company either directly or indirectly, such as through a spouse or an entity in which the

member is a partner, member or principal, unless the Supervisory Board has determined that an affiliation with such entity does not affect the independence of the relevant member.

## 8. Appointment of experts

The Audit, Finance & Risk Committee may in its sole discretion appoint independent counsel and other advisors, as it determines necessary to carry out its duties.

## 9. Investigations

The Audit, Finance & Risk Committee may in its sole discretion carry out any investigation which it determines to be necessary or desirable to carry out its duties and may inspect or cause to be inspected any books and records (whether in written or electronic form) of the Company.

## 10. Expenses

Any and all expenses incurred by the Audit, Finance & Risk Committee, by any outside counsel or other advisors appointed by the Audit, Finance & Risk Committee and any and all costs and expenses in connection with any investigation conducted by the Audit, Finance & Risk Committee shall be borne by the Company.

# Schedule 3 – Charter of the Governance & Nomination Committee

## I. Responsibilities

- I.1 Notwithstanding article 5.1 of the Rules of Procedure, the Governance & Nomination Committee shall be responsible for advising the Supervisory Board in relation to any of the responsibilities and proposed resolutions as referred to in article I.2.
- I.2 The responsibilities of the Governance & Nomination Committee shall include:
  - (a) preparing the selection criteria and appointment procedures for members of the Supervisory Board and the Management Board;
  - (b) periodically evaluating the scope and composition of the Management Board and Supervisory Board, and proposing the profile of the Supervisory Board in relation thereto;
  - (c) periodically discussing and assessing the performance of individual members of the Management Board, the Executive Committee and Supervisory Board and reporting the results thereof to the Supervisory Board;
  - (d) drawing up of a plan for the succession of the members of the Management Board, the Executive Committee and Supervisory Board members;
  - (e) proposing the (re-)appointments of members of the Management Board and Supervisory Board;
  - (f) supervising the policy of the Executive Committee in relation to the selection and appointment criteria for senior management;
  - (g) discussing and advising on the Company's diversity & inclusion long-term vision, strategy and aspiration setting;
  - (h) monitoring the Company's performance on diversity & inclusion aspirations and advising on ways to apply innovations to accelerate achievement of these aspirations; and
  - (i) periodically evaluating the Company's corporate governance and reporting the results thereof to the Supervisory Board.
- I.3 The Governance & Nomination Committee shall assist the Supervisory Board in fulfilling its oversight responsibilities for risks related to the composition and succession of the leadership in the Management Board and Supervisory Board, attraction and retention of people and the governance of the Company. The Governance & Nomination Committee reports on its deliberations and findings to the Supervisory Board. This report includes information on how the duties of the Governance & Nomination Committee were carried out in the financial year, and also reports on the composition of the Governance & Nomination Committee, the number of meetings of the Governance & Nomination Committee and the main items discussed at those meetings.

## 2. Information and independent advice

- 2.1 The Governance & Nomination Committee is authorized to seek any information that it requires from any employee and shall have unrestricted access to company documents and company information.
- 2.2 The Governance & Nomination Committee is authorized to obtain outside legal or independent professional advice and secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.

## 3. Constitution, composition, expertise and independence

- 3.1 The Governance & Nomination Committee shall consist of at least three members of the Supervisory Board.
- 3.2 The members of the Governance & Nomination Committee shall be appointed by the Supervisory Board in accordance with this charter and any other applicable requirements and, notwithstanding anything to the contrary in this charter, the membership of any member may be terminated at any time by the Supervisory Board.
- 3.3 Without prejudice to other relevant provisions of these Rules of Procedure, all members of Governance & Nomination Committee must be independent within the meaning of article 3.4 of the Rules of Procedure, with the exception of no more than one member, provided such member shall not chair the Governance & Nomination Committee.

## 4. Chair

- 4.1 Subject to article 3 of this charter, the Supervisory Board shall appoint one of the members of the Governance & Nomination Committee as chair.
- 4.2 The chair of the Governance & Nomination Committee shall be primarily responsible for the proper functioning of the Governance & Nomination Committee. The chair shall act as the spokesperson of the Governance & Nomination Committee and shall be the main contact for the Supervisory Board.

## 5. Meetings

- 5.1 The Governance & Nomination Committee shall hold at least two meetings per year and whenever one or more of its members have requested a meeting. Each member is entitled to put a topic on the agenda. Governance & Nomination Committee meetings are generally held at the offices of the Company, but may also take place elsewhere.
- 5.2 Governance & Nomination Committee meetings shall be convened by the chair of the Governance & Nomination Committee upon request of any member.
- 5.3 The Governance & Nomination Committee will agree on an annual schedule of meetings and the principal items to be discussed at the meetings.
- 5.4 Members of the Management Board or the Executive Committee shall not be invited to participate in the meetings of the Governance & Nomination Committee, unless the Governance & Nomination Committee determines otherwise and invites any such member.
- 5.5 Notices convening a meeting and the agenda items to be considered and discussed therein shall be dispatched at least four days before the meeting and sent to each member of the Governance & Nomination Committee.
- 5.6 The Governance & Nomination Committee shall be assisted by the Company Secretary. The Company Secretary will keep minutes of the meetings of the Governance & Nomination Committee. They shall generally be adopted in the next meeting of the Governance & Nomination Committee. If all members of the Governance & Nomination Committee agree on the contents of the minutes they may be adopted earlier. The minutes shall be dispatched to all members of the Supervisory Board.

# Schedule 4 – Charter of the Remuneration Committee

## I. Responsibilities

- I.1 Notwithstanding article 5.1 of the Rules of Procedure, the Remuneration Committee shall be responsible for advising the Supervisory Board in relation to any of the responsibilities and proposed resolutions as referred to in article 1.2.
- I.2 The responsibilities of the Remuneration Committee shall include:
  - (a) to analyze the possible outcomes of the variable remuneration components and how they may affect the remuneration of the Management Board members;
  - (b) to prepare proposals for the Supervisory Board concerning the remuneration and remuneration policy of the Supervisory Board and the remuneration policy for the Management Board, such policies to be adopted by the General Meeting;
  - (c) to prepare proposals for the Supervisory Board concerning the terms of employment and total compensation of the individual members of the Management Board, which proposal will in any event include: (i) the remuneration structure, (ii) the amount of the fixed remuneration, annual incentive plans, the number of shares and / or option rights, bonuses, pension rights, severance pay and other forms of compensation to be awarded, (iii) the performance criteria used; (iv) the scenario analyses that are carried out; and (v) the pay ratios within the Company and its business;
  - (d) to prepare proposals for the Supervisory Board concerning the performance criteria and the application thereof for the individual members of the Management Board;
  - (e) to prepare proposals for the Supervisory Board concerning the adoption of the remuneration policy for the members of the Executive Committee, who are not members of the Management Board, and to review any deviations thereof proposed by the CEO;
  - (f) to prepare proposals for the Supervisory Board concerning the approval of any compensation plans in the form of share or stock options;
  - (g) to ensure that the structures of Ahold Delhaize compensation programs are in line with the Ahold Delhaize strategy aimed at sustainable long-term value creation, and support the growth and defined objectives;
  - (h) to ensure that the approved remuneration philosophy and programs are applied in a consistent way throughout the organization;
  - (i) to oversee the total cost of the approved compensation programs;
  - (j) to prepare and publish on an annual basis a report of its deliberations and findings;
  - (k) to appoint any consultant in respect of executive remuneration;
  - (l) to prepare the Supervisory Board's remuneration report on the

remuneration policies conducted by the Supervisory Board.

- 1.3 The Remuneration Committee shall assist the Supervisory Board in fulfilling its oversight responsibilities for risks related to remuneration and remuneration structures.
- 1.4 The Remuneration Committee reports on its deliberations and findings to the Supervisory Board. This report includes information on how the duties of the Remuneration Committee were carried out in the financial year, and also reports on the composition of the Remuneration Committee, the number of meetings of the Remuneration Committee and the main items discussed at those meetings.

## 2. Information and independent advice

- 2.1 The Remuneration Committee is authorized to seek any information that it requires from any employee and shall have unrestricted access to company documents and company information.
- 2.2 The Remuneration Committee will take note of individual members of the Management Board's own views with regard to the amount and structure of their own remuneration.
- 2.3 The Remuneration Committee is authorized to obtain outside legal or independent professional advice and secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.
- 2.4 If the Remuneration Committee makes use of the services of a remuneration consultant in carrying out its duties, the consultant concerned should at any time be independent from – and shall not provide any advice to any of the members of – the Supervisory Board, the Management Board and the Executive Committee. The consultant concerned may accept other assignments from the Company only with the prior consent of the Remuneration Committee or the Supervisory Board. When the occasion arises, this does not prevent another consultant working from the same organization from accepting an assignment from the Company, provided that there is sufficient assurance that the two individual consultants operate independently from each other.

## 3. Constitution, composition, expertise and independence

- 3.1 The Remuneration Committee shall consist of at least three members of the Supervisory Board.
- 3.2 The members of the Remuneration Committee shall be appointed by the Supervisory Board in accordance with this charter and any other applicable requirements and, notwithstanding anything to the contrary in this charter, the membership of any member may be terminated at any time by the



Supervisory Board.

- 3.3 Without prejudice to other relevant articles, the following requirements must be observed in composing the Remuneration Committee:
- (a) all members of the Remuneration Committee must be independent within the meaning of article 3.4 of the Rules of Procedure, with the exception of no more than one member, provided such member shall not chair the Remuneration Committee;
  - (b) neither the Chair nor any of the Company's former members of the Management Board or the Executive Committee nor any member of the managing board of any listed company other than the Company, may (simultaneously) be chair of the Remuneration Committee.

## 4. Chair

- 4.1 Subject to article 3 of this charter, the Supervisory Board shall appoint one of the members of the Remuneration Committee as chair.
- 4.2 The chair of the Remuneration Committee shall be primarily responsible for the proper functioning of the Remuneration Committee. The chair shall act as the spokesman of the Remuneration Committee and shall be the main contact for the Supervisory Board.

## 5. Meetings

- 5.1 The Remuneration Committee shall hold at least two meetings per year and whenever one or more of its members request a meeting. Each member is entitled to put a topic on the agenda. Remuneration Committee meetings are generally held at the offices of the Company, but may also take place elsewhere.
- 5.2 Remuneration Committee meetings shall be convened by the chair of the Remuneration Committee upon request of any member.
- 5.3 The Remuneration Committee will agree on an annual schedule of meetings and the principal items to be discussed at the meetings.
- 5.4 The Remuneration Committee may invite the CEO, the Chief HR Officer and other officers to the meetings.
- 5.5 Notices convening a meeting and the agenda of items to be considered and discussed therein shall be dispatched at least four days before the meeting and sent to each member of the Remuneration Committee.
- 5.6 The Remuneration Committee shall be assisted by the Company Secretary. The Company Secretary will keep minutes of the meetings of the Remuneration Committee. They shall generally be adopted in the next meeting of the Remuneration Committee. If all members of the Remuneration Committee agree on the contents of the minutes they may be adopted earlier. The minutes shall be dispatched to all members of the Supervisory Board.

# Schedule 5 – Charter of the Health & Sustainability Committee

## 1. Responsibilities

- 1.1 Notwithstanding article 5.1 of the Rules of Procedure, the Health & Sustainability Committee shall be responsible for advising the Supervisory Board in relation to any of the responsibilities and proposed resolutions as referred to in article 1.2.
- 1.2 The responsibilities of the Health & Sustainability Committee shall include:
  - (a) discussing and advising on the Company's sustainability long-term vision, strategy and target setting;
  - (b) monitoring the Company's performance on sustainability targets and advising on ways to apply innovations to accelerate achievement of these targets;
  - (c) monitoring the Company's talent, leadership and culture development in the field of sustainability.
- 1.3 The Health & Sustainability Committee shall assist the Supervisory Board in fulfilling its oversight responsibilities for risks related to sustainability.
- 1.4 The Health & Sustainability Committee reports on its deliberations and findings to the Supervisory Board. This report includes information on how the duties of the Health & Sustainability Committee were carried out in the financial year, and also reports on the composition of the Health & Sustainability Committee, the number of meetings of the Health & Sustainability Committee and the main items discussed at those meetings.

## 2. Information and independent advice

- 2.1 The Health & Sustainability Committee is authorized to seek any information that it requires from any employee and shall have unrestricted access to company documents and company information.
- 2.2 The Health & Sustainability Committee is authorized to obtain outside legal or independent professional advice and secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.

## 3. Constitution, composition, expertise and independence

- 3.1 The Health & Sustainability Committee shall consist of at least three

members of the Supervisory Board.

- 3.2 The members of the Health & Sustainability Committee shall be appointed by the Supervisory Board in accordance with this charter and any other applicable requirements and, notwithstanding anything to the contrary in this charter, the membership of any member may be terminated at any time by the Supervisory Board.
- 3.3 Without prejudice to other relevant provisions of these Rules of Procedure, all members of the Health & Sustainability Committee must be independent within the meaning of article 3.4 of the Rules of Procedure, with the exception of no more than one member, provided such member shall not chair the Health & Sustainability Committee.

## 4. Chair

- 4.1 Subject to article 4 of this charter, the Supervisory Board shall appoint one of the members of the Health & Sustainability Committee as chair.
- 4.2 The chair of the Health & Sustainability Committee shall be primarily responsible for the proper functioning of the Health & Sustainability Committee. The chair shall act as the spokesman of the Health & Sustainability Committee and shall be the main contact for the Supervisory Board.

## 5. Meetings

- 5.1 The Health & Sustainability Committee shall hold at least two meetings per year and whenever one or more of its members request a meeting. Health & Sustainability Committee meetings are generally held at the offices of the Company, but may also take place elsewhere.
- 5.2 Health & Sustainability Committee meetings shall be convened by the member(s) requesting the meeting.
- 5.3 The Health & Sustainability Committee will agree on an annual schedule of meetings and the principal items to be discussed at the meetings.
- 5.4 The Health & Sustainability Committee may invite the CEO, the Chief Sustainability Officer and other officers to the meetings.
- 5.5 Notices convening a meeting and the agenda of items to be considered and discussed therein shall be dispatched at least four days before the meeting and sent to each member of the Sustainability Committee.
- 5.6 The Health & Sustainability Committee shall be assisted by the Company Secretary. The Company Secretary will keep minutes of the meetings of the Health & Sustainability Committee. They shall generally be adopted in the next meeting of the Health & Sustainability Committee. If all members of the Health & Sustainability Committee agree on the contents of the minutes they may be adopted earlier. The minutes shall be dispatched to all members of the Supervisory Board.

# Schedule 6 – Charter of the Technology Committee

## I. Responsibilities

- I.1 Notwithstanding article 5.1 of the Rules of Procedure, the Technology Committee shall be responsible for advising the Supervisory Board in relation to any of the responsibilities and proposed resolutions as referred to in article 1.2.
- I.2 The responsibilities of the Technology Committee shall include:
  - (a) reviewing the strategic, operational and regulatory programs and opportunities in the areas of technology, information security, artificial Intelligence and data protection ("**Technology**");
  - (b) reviewing the Company's strategy for and advising on planned material investments in Technology initiatives, that support the overall strategy and vision for the Company;
  - (c) monitoring and periodically reviewing the Company's performance on Technology programs and targets and advising on ways to apply innovations to accelerate achievement of the targets;
  - (d) reporting to the Audit, Finance & Risk Committee on any risks related to Technology and cyber security;
  - (e) regularly evaluating the Company's approach to Technology modernization, including previewing material Technology-related investment proposals, and making recommendations to the Supervisory Board where appropriate; and
  - (f) performing any other activities as the Supervisory Board shall specifically delegate to the Technology Committee from time to time.
- I.3 The Technology Committee reports on its deliberations and findings to the Supervisory Board. This report includes information on how the duties of the Technology Committee were carried out in the financial year, and also reports on the composition of the Technology Committee, the number of meetings of the Technology Committee and the main items discussed at those meetings.

## 2. Information and independent advice

- 2.1 The Technology Committee is authorized to seek any information that it requires from any employee and shall have unrestricted access to company documents and company information. The Technology Committee will endeavor to utilize existing technology reporting wherever possible (vs. requesting novel reporting).

- 2.2 The Technology Committee is authorized to obtain outside legal or independent professional advice and secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.

### 3. Constitution, composition, expertise and independence

- 3.1 The Technology Committee shall consist of at least three members of the Supervisory Board.
- 3.2 The members of the Technology Committee shall be appointed by the Supervisory Board in accordance with this charter and any other applicable requirements and, notwithstanding anything to the contrary in this charter, the membership of any member may be terminated at any time by the Supervisory Board.
- 3.3 Without prejudice to other relevant provisions of these Rules of Procedure, **all members of** the Technology Committee must be independent within the meaning of article 3.4 of the Rules of Procedure, with the exception of no more than one member, provided such member shall not chair the Technology Committee.

### 4. Chair

- 4.1 Subject to article 3 of this charter, the Supervisory Board shall appoint one of the members of the Technology Committee as chair of the Technology Committee.
- 4.2 The chair of the Technology Committee shall be primarily responsible for the proper functioning of the Technology Committee, including the setting of meeting agendas. The chair shall act as the spokesman of the Technology Committee and shall be the main contact for the Supervisory Board.

### 5. Meetings

- 5.1 The Technology Committee shall hold at least two meetings per year and whenever one or more of its members request a meeting. Technology Committee meetings are generally held at the offices of the Company but may also take place elsewhere, including virtually.
- 5.2 Technology Committee meetings shall be convened by the member(s) requesting the meeting.
- 5.3 The chair will, together with appropriate members of the Technology Committee establish the Technology Committee's meeting calendar and set the agenda for each meeting.

- 5.4 The Technology Committee may invite the CEO, Chief Technology Officer and other officers to the meetings.
- 5.5 Notices convening a meeting and the agenda of items to be considered and discussed therein shall be dispatched at least four days before the meeting and sent to each member of the Technology Committee.
- 5.6 The Technology Committee shall be assisted by the Company Secretary. The Company Secretary will keep minutes of the meetings of the Technology Committee. They shall generally be adopted in the next meeting of the Technology Committee. If all members of the committee agree on the contents of the minutes they may be adopted earlier. The minutes shall be dispatched to all members of the Supervisory Board.

# Annex I – Profile of the Supervisory Board <sup>I</sup>

This profile was adopted on February 28, 2017 and updated on February 27, 2024 in alignment with article 2.2 of the Rules of Procedure of the Supervisory Board.

## Annual assessment of this profile

The Supervisory Board will assess this profile annually.

## Availability

This profile will be published on the Company's website.

## Responsibilities

The duties of the Supervisory Board, in accordance with Dutch law, are to supervise the Management Board and the general affairs of the Company and its businesses, as well as advising the Management Board. Please refer to article 2 of the Rules of Procedure of the Supervisory Board for a more detailed description of the duties and responsibilities of the Supervisory Board. In performing its duties, the Supervisory Board shall be guided by the interests of the Company and its business and shall take into account the relevant interests of all the Company's stakeholders (including but not limited to its shareholders).

## Ahold Delhaize Profile and Strategy

The profile and composition of the Supervisory Board shall be such that it is aligned with the nature of Ahold Delhaize's business, its activities and organizational structure, and therefore suits the profile of Ahold Delhaize.

## Company Profile

Ahold Delhaize is one of the world's largest food retail groups, a leader in supermarkets and e-commerce, and a company at the forefront of sustainable retailing. Ahold Delhaize's family of 19 great local brands serves more than 60 million shoppers each week in 10 countries. Each brand shares a passion for delivering healthy food and great quality products and service to the communities in which they operate, value and innovations, and for creating inclusive workplaces that provide rewarding professional opportunities. Our brands have also established meaningful, lasting commitments to strengthen local communities, source responsibly and help customers make healthier choices.

Ahold Delhaize was formed in July 2016 from the merger of Ahold and Delhaize Group. Our local brands employ more than 414,000 associates in over 7,500 local grocery, small format and specialty stores. Ahold Delhaize's international headquarters is in Zaandam, the Netherlands. Our brands are active in Belgium, the Czech Republic, Greece, Luxembourg, the Netherlands, Romania, Serbia and the United States and we participate in joint ventures in Indonesia and Portugal.

## Qualifications of the Supervisory Board

The Supervisory Board as a body should have the following qualifications:

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<sup>I</sup> Annex to be updated to include the most recent details on the Company and its business.

- General knowledge of and experience in international business;
- Detailed knowledge of and experience in the markets in which Ahold Delhaize does business;
- Experience with and an understanding of managing an international company;
- Understanding of sustainability and ESG
- Experience in digitization, innovation and digital transformation;
- Understanding of the retail industry and the food industry in the markets in which Ahold Delhaize does business and internationally;
- Expertise on the financial management, administration, accounting and reporting of an international listed company;
- Understanding of social, compliance and employment matters in the markets in which Ahold Delhaize does business and internationally;
- Understanding of disclosure, communication and marketing matters in an international listed company and active involvement in the management of an international listed company;
- Experience and interest in developing and coaching C level executives and mentoring talent more generally.

### Diversity of the Supervisory Board

In our Supervisory Board we aspire to represent the diversity of the markets and communities we serve through achieving diversity in gender (identity), nationality and age generation. We comply with the Dutch gender bill requiring at least 1/3rd of the Supervisory Board to be of the underrepresented gender. Moreover, our aspiration is to reach a gender balanced on the Supervisory Board similar to Ahold Delhaize's aspiration for gender balance at every level.

### Personal qualifications of the members of the Supervisory Board

Members of the Supervisory Board are selected and recommended according to the following selection criteria:

- background/education/training;
- (international) experience with large listed companies;
- managerial skills;
- specialist skills;
- ability to spend the necessary time;
- independence.

### Composition and number of members

The composition of the Supervisory Board will take into account the combined experience, expertise and independence, as well as diversity in nationality, age and gender, of its members, so that the qualifications mentioned above are represented. The number of members will depend on the combined qualifications of the members, taking into account the required qualifications of the Supervisory Board as a body. The preferred size is between eight and ten members. The Supervisory Board shall always be composed of at least 1/3rd of the underrepresented gender. The Supervisory Board includes at least two members with specialist financial expertise, a balanced number of members with European



and US experience and at least one member with relevant CEO experience in an international company.

# Annex 2 – Rotation Schedule Supervisory Board

*[To be attached]*

## Annex 3 – Approval rights

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- I. The Management Board shall submit to the Supervisory Board for approval:
    - (a) the operational and financial objectives of the Company, the main elements of which shall be mentioned in the management report;
    - (b) the strategy designed to achieve the objectives, the main elements of which shall be mentioned in the management report;
    - (c) the parameters to be applied in relation to the strategy, for example in respect of the financial ratios, the main elements of which shall be mentioned in the management report;
    - (d) the main corporate responsibility matters which shall also be mentioned in the management report;
    - (e) the annual budget;
    - (f) any merger, demerger or joint venture;
    - (g) any acquisition or disposal of shareholdings from or to a third party (other than a subsidiary of the Company or another member of the group of the Company) with a value or capital commitment (including any assumed debt or liabilities) exceeding EUR 50 million;
    - (h) any transaction resulting in the Company or a subsidiary of the Company to entering into new national markets;
    - (i) general capital investments exceeding EUR 50 million;
    - (j) transactions to add new stores through acquisitions or construction exceeding EUR 50 million;
    - (k) equity investments or disposals in franchises or leases exceeding EUR 50 million;
    - (l) the initiation or settlement of any litigation or claim with a value exceeding EUR 50 million;
    - (m) any programs or facilities or contracts, (including but not limited to borrowing and investment facilities and bond debt programs), with a term of more than one year, which are not included in the annual budget and exceed a value of EUR 250 million;
    - (n) the issuance of any shares or a right to obtain a share (including stock options and conditional shares for employees, not resulting from an approved general incentive program);
    - (o) any payment of dividend;
    - (p) applying for listing or withdrawing of the official listing of securities on any exchange;
    - (q) applying for a moratorium of payments or filing of a bankruptcy petition with respect to the Company;
    - (r) terminating the employment of a significant number of employees of the Company or a subsidiary of the Company at the same time or within a short time span;
    - (s) to appoint or dismiss the senior internal auditor;
    - (t) to approve the audit plan drawn up by the internal audit function;
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- (u) to enter into a transaction with a legal entity or natural person holding at least ten percent of the Company's shares; and
  - (v) on subjects where a member of the Supervisory Board has a conflict of interest as referred to in the Supervisory Board Rules of Procedure.
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2. The Management Board shall submit to the Supervisory Board and the General Meeting for approval resolutions regarding a significant change of the identity or character of the Company or the business, including in any event:
- (a) transfer of the business or virtually all of the business to a third party;
  - (b) entry into or termination of long-term cooperation by the Company or a subsidiary (*dochtermaatschappij*) with another legal entity or partnership or as a general partner with full liability in a limited partnership or general partnership if such cooperation or the termination thereof is of far-reaching significance for the Company; and
  - (c) acquisition or disposal by the Company or a subsidiary of a participation in the capital of another Company the value of which equals at least a third of the amount of the assets according to the consolidated balance sheet with explanatory notes attached to the Company's annual accounts as most recently adopted.
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