

## Ahold Delhaize Annual General Meeting 2023

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| Type of meeting | Annual General Meeting   |
| Date            | 14:00 CET, April 12 <sup>th</sup> , 2023   |
| Location        | Taets Art and Event Park at Hemkade 16<br>(Hembrugterrein), Zaandam, the Netherlands |
| Speaker         | Antonis Mantsokis (Robeco)   |
| Opt-in members  | Robeco, APG, MN  |
| Attendance AGM  | 67.99% of the issued share capital represented.                                      |

| Agenda items  | Vote       | Result in Favor (%) |
|---|------------|---------------------|
| 1. OPENING  | Non Voting |                     |
| 2. REPORT OF THE MANAGEMENT BOARD FOR THE FINANCIAL YEAR 2022   | Non Voting |                     |
| 3. EXPLANATION OF POLICY ON ADDITIONS TO RESERVES AND DIVIDENDS | Non Voting |                     |
| 4. Accounts and Reports   | For        | 99.98%              |
| 5. Allocation of Dividends                                      | For        | 99.85%              |
| 6. REMUNERATION REPORT  | For        | 94.43%              |
| 7. Ratification of Management Board Acts                        | For        | 98.40%              |
| 8. Ratification of Supervisory Board Acts                       | For        | 98.40%              |
| 9. Elect Peter Agnefjäll to the Supervisory Board               | For        | 99.53%              |
| 10. Elect Bill McEwan to the Supervisory Board                  | For        | 95.97%              |
| 11. Elect Katherine C. Doyle to the Supervisory Board           | For        | 99.66%              |
| 12. Elect Julia Vander Ploeg to the Supervisory Board           | For        | 99.84%              |
| 13. Elect Frans Muller to the Management Board                  | For        | 99.95%              |
| 14. Elect JJ Fleeman to the Management Board                    | For        | 99.95%              |
| 15. Appointment of Auditor                                      | For        | 99.92%              |
| 16. Authority to Issue Shares w/ Preemptive Rights              | For        | 98.45%              |
| 17. Authority to Suppress Preemptive Rights                     | For        | 97.00%              |
| 18. Authority to Repurchase Shares                              | For        | 97.72%              |
| 19. CANCELLATION OF SHARES                                      | For        | 99.81%              |
| 20. CLOSING (INCLUDING Q&A)                                     | Non Voting |                     |

### Agenda item 5: Accounts and Reports

My name is Antonis Mantsokis, from Robeco, and today I speak on behalf of a group of institutional investors, including APG, and MN.

To start with, I would like to thank the management and the board for our ongoing discussion on topics like strategy, remuneration, sustainability and corporate governance. Looking back on the last year, Ahold Delhaize has made progress in delivering its strategy and has proved that climate, biodiversity, and human rights have been under serious consideration by the boards. We encourage the boards to keep their focus on developing strong policies on the above-mentioned topics, which is in the benefit of the company in the longer term. We note that the main focus has been on its own brands but also would like to see Ahold Delhaize use its influence on its suppliers and other brands.

I have a question about Ahold's tax reporting. Ahold has committed to the Tax Governance Code, but has not provided full country-by-country tax reporting over the course of this year. In our pre-AGM conversation, we were informed that you are waiting for a standardized framework provided by the regulator. However, we see an increasing number of companies publishing their country-by-country tax reporting, which we regard as best practice and in line with the Tax Governance Code. Therefore we would urge you to proceed with a full country-by-country tax report. Can we expect this type of reporting next year, and if not, why?

*Ms. Natalie Knight, the CFO, shared that the company puts a big value on supporting all principles of the Tax governance code, and she told us that there has been an increase in substance on tax reporting over the last few years and that we should expect to see continued disclosure over time. This year, there will be an update of the tax policy, and the company plans to do the country-by-country disclosures in line with the legislation when it's finalized, likely in 2024.*

#### **Agenda item 6: Remuneration Report**

We would like to acknowledge that Ahold Delhaize has been confronted with turbulent times and recognize the company's positive performance.

Moreover, we applaud the committee's decision to increase the weight of ESG metrics, on both the STI and LTI plan, reflecting your commitment to sustainability. On that front, has the Remuneration Committee assessed a social component, and do you intend to include targets with respect to biodiversity and potentially extend the Carbon emission target to include Scope 3 emissions too? Lastly, how does the Committee ensure that the KPI metrics in both STI and LTI plans, differ and would not result in overcompensating for similar results?

*Mr. McEvan, the Remuneration Committee chair, mentioned that setting ESG targets is a reasonably new area for the industry, and he recognized that in some cases, the committee went through the targets more quickly than they expected to do. The chair shared that within the Remuneration Committee, they have had significant conversations about the need for robustness on ESG target settings, and they believe that currently, they have the right formula on the STI, and proper carbon reduction targets on the LTI. The chair said that as the ESG situation evolves over time, more information will become available and that they will continue to revisit what metrics make sense to include from an ESG perspective.*

#### **Agenda items 9 to 14: Election of four Supervisory Board members and the election of two Management Board members**

Regarding the election of Supervisory and Management Board members (we have 2 questions), we acknowledge the company's broad and bold aspiration for Diversity, Equity, and Inclusion. Ahold Delhaize aspires to be a company that is 100% gender balanced at all levels, 100% reflective of the communities served and 100% inclusive. Currently, Ahold Delhaize has a Management Board that is 25% female and an Executive Committee that is 29% female, and as reflected in the Governance report, there is room for improvement. Can you clarify what your aspirations exactly are here, what steps will the Nominating Committee take to meet those targets, and do you plan to disclose the timeline for the company to realize those DEI aspirations? Can you provide an update on the succession plan of the current CFO (who is stepping down in July), and if the preferred candidate will be a woman?

Furthermore, we see that Mr. Bill McEwan has been nominated for re-appointment for one year and in anticipation of this AGM, we raised questions to you about his long, overall tenure and the fact that the Supervisory Board no longer takes into account his prior tenure on the board of Delhaize Group. We would like to thank the board for providing additional clarifications and we understand that finding the right candidates could take significant time. To what extent can you reassure us that the Supervisory Board is working hard on the broader succession planning of its members, at the same time continuing to consider multiple aspects, like former experience, valuable contributions, diversity, and tenure, and clearly disclosing how these contribute to the re-appointment to the Supervisory Board?

*Ms. Helen Weir, the Nomination and Governance Committee chair, shared some insights on the selection criteria. She informed us that concerning Mr. McEwan's reappointment, the committee has valued his contribution to the supervisory board, noting that he brings a huge amount of experience in a constructive way. An extension of his tenure is consistent with the Dutch Governance Code, and the board felt it appropriate to put his election up for a vote.*

*With respect to the broader question regarding succession plans through the supervisory and management boards, and the consideration of a broad set of characteristics, the chair assured us that diversity and individual contributions are very much on their selection criteria. Regarding diversity, and specifically gender, Ms. Weir noted that four out of nine members of the supervisory board are women, but the nomination committee looks much broader than that, since a diverse group of thinkers will create a better company.*

*Regarding the company's aspirations for DEI, the chair of the board stated that those aspirations and wishes are valid and that the company should be equally led by men and women, recognizing that there is still a journey to get there. Lastly, the CEO stated that they currently target a third of the management board and the Executive Committee to be diverse, but the aim is to have a 50-50 gender representation. The company is working to set a timeline for those targets and the plan is to extend them throughout all levels of the organization. The CEO mentioned that those targets should be audited and that progress needs to be made, especially in lagging teams.*

#### **Agenda item 15: Appointment of Auditor**

We would like to ask some questions to the external auditor:

1. According to the auditor's report the auditor assessed the possible effects of climate change on the financial position of Ahold Delhaize and the commitments to reach the climate-related targets set by the company. However, no conclusions or observations are

mentioned. Can the auditor share with the AGM the conclusions or observations of these assessments?

2. Auditors of other listed companies also include a section on the audit approach related to compliance risks. The auditor of Ahold Delhaize did not. Why not? How does the auditor perceive the effectiveness of Ahold Delhaize's internal risk management and control systems in mitigating compliance risks? How does the auditor perceive the internal compliance risk culture of Ahold Delhaize?

*During the AGM, the auditor presented their unqualified opinion regarding the 2022 Financial statements and gave some color to the elements that made up the audit. The 2022 Key Audit Matters were outlined in their audit opinion and were consistent with the prior year. The auditor in the presentation also addressed climate risk, fraud risk, and other concerns. The impact of the climate risk on the financial statement is an explicit part of the audit. Companies have the responsibility to compact climate change and many companies will experience the impact of climate change on their business at some point, stated the auditor. The auditor said that they have considered the Ahold Delhaize ambitions and climate plans and assessed how the business might be affected by climate change, and how risks have been translated into the lifespan of the assets and liabilities. The auditor said extreme weather events, which may negatively impact the operational structure and supply chain, are the most important climate risk. The auditor shared that climate risks do not currently have a material impact on the life and valuation of the assets and liabilities. Regarding fraud risks and audit concerns, the auditor stated that it could lead to a material misstatement in the financial statements. Nevertheless, based on the audit work, the external auditor did not identify any indication of fraud resulting in misstatements.*