

**If you bought Royal Ahold N.V. stock  
before February 24, 2003,  
you could get a payment  
from a \$1.1 billion legal settlement.**

*A U.S. federal court authorized this notice. This is not a solicitation from a lawyer.*

- A settlement has been reached in a class action lawsuit about whether Royal Ahold N.V. misled investors by overstating earnings and revenues.
- The Settlement will provide USD \$1.1 billion plus interest to pay Royal Ahold investors who bought or received as a dividend the company's common stock and/or American Depository Receipts ("ADRs") from July 30, 1999 through February 23, 2003, as well as attorneys' fees and expenses.
- The Settlement will pay money to investors who submit valid claim forms; avoid costs and risks from continuing the lawsuit; and release certain defendants from future lawsuits based on the same facts.
- Your legal rights are affected whether you act or don't act. Read this notice carefully.

<b>YOUR LEGAL RIGHTS AND OPTIONS IN THIS SETTLEMENT:</b>	
<b>SUBMIT A CLAIM FORM</b>	The only way to get a payment.
<b>EXCLUDE YOURSELF</b>	Get no payment. The only option that lets you sue the defendants who settled, about the legal claims in this case.
<b>OBJECT</b>	Write to the Court about why you don't like the Settlement.
<b>GO TO A HEARING</b>	Ask to speak in Court about the fairness of the Settlement.
<b>DO NOTHING</b>	Get no payment. Give up rights.

- These rights and options—**and the deadlines to exercise them**—are explained in this notice.
- The Court in charge of this case still has to decide whether to approve the Settlement. Payments will be made if the Court approves the Settlement and after appeals, if any, are resolved. Please be patient.

## WHAT THIS NOTICE CONTAINS

<b>BASIC INFORMATION</b> .....	<b>PAGE 3</b>
1. Why was this notice issued?	
2. What is this lawsuit about?	
3. Why is this a class action?	
4. Why is there a settlement?	
<b>WHO IS IN THE SETTLEMENT</b> .....	<b>PAGE 4</b>
5. How do I know if I am part of the Settlement?	
6. Are there exceptions to being included?	
7. What is an American Depository Receipt (“ADR”)?	
8. I’m still not sure if I’m included.	
<b>THE SETTLEMENT BENEFITS—WHAT YOU GET</b> .....	<b>PAGE 5</b>
9. What does the Settlement provide	
10. How much will my payment be?	
11. What am I giving up as part of the Settlement?	
<b>HOW YOU GET A PAYMENT—SUBMITTING A CLAIM FORM</b> .....	<b>PAGE 5</b>
12. How can I get a payment?	
13. When would I get my payment?	
<b>EXCLUDING YOURSELF FROM THE SETTLEMENT</b> .....	<b>PAGE 6</b>
14. If I exclude myself, can I get money from this Settlement?	
15. If I don’t exclude myself, can I sue later?	
16. How do I get out of the Settlement?	
<b>THE LAWYERS REPRESENTING YOU</b> .....	<b>PAGE 7</b>
17. Do I have a lawyer in this case?	
18. How will the lawyers be paid?	
19. What work did the lawyers perform for me?	
<b>OBJECTING TO THE SETTLEMENT</b> .....	<b>PAGE 7</b>
20. How do I tell the Court if I don’t like the Settlement?	
21. What’s the difference between objecting and excluding?	
<b>THE COURT’S FAIRNESS HEARING</b> .....	<b>PAGE 8</b>
22. When and where will the Court decide whether to approve the Settlement?	
23. Do I have to come to the Hearing?	
24. May I speak at the Hearing?	
<b>IF YOU DO NOTHING</b> .....	<b>PAGE 9</b>
25. What happens if I do nothing at all?	
<b>GETTING MORE INFORMATION</b> .....	<b>PAGE 9</b>
26. How do I get more information?	
<b>INFORMATION FOR BROKERS AND OTHER NOMINEES</b> .....	<b>PAGE 10</b>
27. What if I bought or received as a dividend Ahold shares for a beneficial owner?	

## BASIC INFORMATION

### 1. Why was this notice issued?

A Court authorized this notice because you have a right to know about a settlement that has been reached in this class action lawsuit and about all of your options before the Court decides whether to give “final approval” to the Settlement. This notice explains the lawsuit, the Settlement, and your legal rights.

Judge Catherine C. Blake of the United States District Court for the District of Maryland is overseeing this class action. The case is known as *In re Royal Ahold Securities and “ERISA” Litigation*, MDL 1539.

The people who sued are called Plaintiffs. The companies and people they sued, Royal Ahold N.V. (“Ahold”), Ahold USA, Inc., Ahold USA Holdings, Inc., U.S. Foodservice, Inc., Cees Van der Hoeven, Michiel Meurs, Henny de Ruiter, Cor Boonstra, James L. Miller, Mark Kaiser, Michael Resnick, Tim Lee, Robert G. Tobin, William J. Grize, Roland Fahlin, Jan G. Andreae, ABN AMRO Rothschild, ABN AMRO Holding N.V., ABN AMRO Bank N.V., The Goldman Sachs Group, Inc., Goldman Sachs International, Goldman, Sachs & Co., Merrill Lynch & Co., Inc., Merrill Lynch International, Merrill Lynch, Pierce, Fenner & Smith Inc., ING Bank, ING Groep N.V., ING Bank N.V., ING U.S. Financial Services, Rabo Securities N.V., Rabobank International, Rabobank Nederland, Rabobank, Robeco Group, Kempen & Co. N.V., Kempen & Co. Corporate Finance, Kempen & Co. Securities, Deloitte & Touche Accountants, and Deloitte & Touche LLP are called the Defendants. All Defendants other than Deloitte & Touche Accountants and Deloitte & Touche LLP are called the “Specified Defendants.”

### 2. What is this lawsuit about?

On February 24, 2003, Royal Ahold announced that it had inflated earnings by at least \$500 million. The Company reported that these overstatements of earnings occurred based on conduct at Ahold’s wholly-owned subsidiary, U.S. Foodservice, Inc. On February 24, 2003, Ahold also informed investors that Ahold would restate its previously announced revenues because it had improperly reported revenues consolidated from certain joint ventures. Following Ahold’s February 24, 2003 announcement, the value of Ahold common stock and ADRs declined in value by more than 60%. According to the class action “Complaint” filed by the Lead Plaintiffs (see below), Ahold eventually announced restatements exceeding \$24 billion in revenues and \$1.1 billion in income. The Complaint alleged that the Defendants’ conduct presented a misleading financial picture of Ahold to investors, and artificially inflated the price of Ahold’s common stock and ADRs.

### 3. Why is this a class action?

In a class action, one or more people or entities called Plaintiffs—in this case the “Lead” Plaintiffs are the Public Employees’ Retirement Association of Colorado (“COPERA”) and Generic Trading of Philadelphia, LLC (“Generic Trading”)—assert legal claims on behalf other people and entities with similar legal claims. The Lead Plaintiffs and, eventually, Class Representatives (in this case, COPERA, Generic Trading, Itzehoer Aktien Club GbR, Union Asset Management Holding AG, and Deka Investment GmbH), sue on behalf of others who have similar claims. All of these people together are referred to as the “Class” or as “Class Members.” One Court resolves the issues for all Class Members.

#### 4. Why is there a settlement?

The Court did not decide in favor of the Plaintiffs or the Defendants. The parties disagree on both liability and the amount of damages per share that could be won if the Plaintiffs had won a trial. The Defendants also challenge Plaintiffs' damage theories and calculations. But there was no trial, and both sides agreed to a Settlement. That way, they avoid the cost of a trial, and the people affected will get compensation. The Lead Plaintiffs, the Class Representatives, and the attorneys think the Settlement is best for all Class Members. The Defendants deny that they did anything wrong, and the Settlement is neither an admission of wrongdoing nor an indication that any law was violated. Note: Deloitte & Touche Accountants and Deloitte & Touche LLP are not included in the Settlement.

## WHO IS IN THE SETTLEMENT

To see if you will get money from this settlement, you first have to decide if you are a Class Member.

#### 5. How do I know if I am part of the Settlement?

Judge Blake decided that everyone who fits the following description is a Class Member: *All persons and entities who purchased or received as dividends Royal Ahold N.V. common shares and/or American Depository Receipts ("ADRs") from July 30, 1999 through February 23, 2003, regardless of where such persons live or purchased their shares of Royal Ahold.*

#### 6. Are there exceptions to being included?

You are not a Class Member if you did not buy or receive as a dividend Royal Ahold stock and/or ADRs (for example if you got the stock through a merger and did not buy it directly, you are not included).

All of the people and entities listed as Defendants in question 1 are not Class Members.

#### 7. What is an American Depository Receipt ("ADR")?

An ADR is a U.S. certificate representing ownership of shares in a non-U.S. corporation. ADRs are quoted and traded in U.S. dollars in the U.S. securities market.

#### 8. I'm still not sure if I'm included.

If you are not sure whether you are a Class Member, you may call toll free (See question 26) with questions or visit [www.AholdSettlement.com](http://www.AholdSettlement.com). You may also write your questions to Ahold Claims Administrator, PO Box 9000 #6378, Merrick, NY 11566-9000, USA. You may contact your broker to see if you bought or received as a dividend Royal Ahold common stock and/or ADRs from July 30, 1999 through February 23, 2003.

## THE SETTLEMENT BENEFITS—WHAT YOU GET

### 9. What does the Settlement provide?

A USD \$1.1 billion cash Settlement Fund will be established and will earn interest. The Settlement Fund will be divided into two parts (Fund A and Fund B):

- Fund A (90% of the Settlement Fund) is for shares bought or received as a dividend anytime from July 30, 1999 through February 23, 2003, and held until February 23, 2003 (about 655 million shares); and
- Fund B (10% of the Settlement Fund) is for shares bought or received as a dividend anytime from July 30, 1999 through February 23, 2003, but sold at a loss before February 23, 2003 (about 276 million shares, which may have been bought and sold more than once during that period).

After deducting attorneys' fees, their expenses, and the costs of administering the Settlement, the Net Settlement Fund will be distributed to Class Members who submit valid claim forms.

### 10. How much will my payment be?

The exact amount of your payment will be made according to a Court-approved Plan of Allocation (included with this Notice). Your share of the Net Settlement Fund will depend on the number of valid claim forms that Class Members send in, how many shares of Ahold stock you bought or received as a dividend, and when you bought or received them and when you sold them. If every eligible Class Member sends in a valid claim form, the average payment will be about \$1.51 per share for each of the shares in Fund A, and about 40 cents per share for each of the shares in Fund B, assuming the Fund B shares traded only once during the time period above. The Claims Administrator will calculate your exact payment for you based on your claim form. All payments made will be made in United States Dollars. The exchange rate of USD \$1.00 to euro €0.9271, in effect on Friday, February 21, 2003, will be used.

### 11. What am I giving up as part of the Settlement?

If the Settlement becomes final, you will be releasing Ahold and the other Defendants who settled, for all the claims identified in Sections 18-20 of the Settlement Agreement. These are called "Released Claims." The Settlement Agreement is available at [www.AholdSettlement.com](http://www.AholdSettlement.com). The Settlement Agreement describes the Released Claims with specific descriptions, in necessarily accurate legal terminology, so read it carefully.

## HOW YOU GET A PAYMENT—SUBMITTING A CLAIM FORM

### 12. How can I get a payment?

To get a payment, you must send in a claim form. A claim form is contained in this Notice package. You may also get a claim form at [www.AholdSettlement.com](http://www.AholdSettlement.com). Read the instructions, fill out the form, include all the documents the claim form asks for, sign it, and mail it postmarked no later than **August 18, 2006** to:

QUESTIONS? CALL TOLL FREE (SEE QUESTION 26) OR VISIT [WWW.AHOLDSETTLEMENT.COM](http://WWW.AHOLDSETTLEMENT.COM)

Ahold Claims  
PO Box 9000 #6378  
Merrick, NY 11566-9000  
USA

### 13. When would I get my payment?

Payments will be mailed to Class Members after the Court grants “final approval” of the Settlement, after any appeals are resolved, and after the claims administration process has been completed. Send in your claim form by **August 18, 2006**. The Court is scheduled to consider final approval at a hearing on **June 16, 2006** (See section called “The Court’s Fairness Hearing” below). If there are no appeals, it is estimated that payments will be made within approximately 12 months after the Court’s final approval of the Settlement.

## EXCLUDING YOURSELF FROM THE SETTLEMENT

If you don’t want a payment from this Settlement, but you want to keep the right to sue the Defendants who settled, on your own, about the legal issues in this case, then you must take steps to get out of the Settlement. This is called excluding yourself, or is sometimes referred to as “opting out.”

### 14. If I exclude myself, can I get money from this Settlement?

**No.** If you exclude yourself, do not send in a claim form to request a payment. If you ask to be excluded, you will not get any settlement payment, and you cannot object to the Settlement. But you may sue the Defendants who settled this case on your own in the future. You will not be bound by anything that happens in this lawsuit.

### 15. If I don’t exclude myself, can I sue later?

**No.** Unless you exclude yourself, you give up the right to sue the Defendants who settled, for the legal claims that this Settlement resolves. You must exclude yourself from *this* Class to start your own lawsuit. Remember, the exclusion deadline is **May 12, 2006**.

### 16. How do I get out of the Settlement?

To exclude yourself from the Settlement, you must send a letter by mail saying that you want to be excluded from *In re Royal Ahold Securities and “ERISA” Litigation*. Be sure to include the case number (MDL 1539), your name, address, telephone number, your signature, the number of shares of Royal Ahold common stock and/or ADRs you bought or received as a dividend from July 30, 1999 through February 23, 2003, and the number of shares you sold during that time period. You must mail your exclusion request postmarked no later than **May 12, 2006** to:

Ahold Exclusions  
PO Box 9000 #6380  
Merrick, NY 11566-9000  
USA

## THE LAWYERS REPRESENTING YOU

### 17. Do I have a lawyer in this case?

In November 2003, the Court appointed the law firm of Entwistle & Cappucci LLP, 280 Park Avenue, 26<sup>th</sup> Floor West, New York, NY, 10017, USA, to serve as Lead “Class Counsel.” You will not be charged any money by Class Counsel. If you want to be represented by your own lawyer, you may hire one at your own expense.

### 18. How will the lawyers be paid?

Class Counsel will ask the Court to approve payment of up to 15% of the Settlement fund (18 cents per share) to them for attorneys' fees, plus up to \$4.8 million for their expenses. The fees would pay Class Counsel for investigating the facts, litigating the case, and negotiating the Settlement. The Court may award less than these amounts. Class Counsel will distribute attorneys' fees to certain other law firms that assisted them in the prosecution of this case.

### 19. What work did the lawyers perform for me?

In addition to negotiating and obtaining this Settlement for Class Members, prior to reaching the Settlement, Plaintiffs' Lead Counsel had, among other things: (1) conducted a multinational investigation; (2) filed a 430-page Consolidated Amended Securities Class Action Complaint (the “Complaint”) setting forth the Class Members' Claims; (3) reviewed and analyzed more than 15 million pages of documents and interview materials; (4) filed and responded to several thousand pages of legal arguments pertaining to the prosecution of Lead Plaintiffs' claims on behalf of the Class; (5) intervened in legal proceedings conducted in the Netherlands before the Enterprise Chamber of the Amsterdam Court of Appeals; and (6) submitted extensive briefing on the issue of Class Certification, pursuant to which Lead Plaintiffs argued to the Court that the Class should include all persons who purchased Ahold common stock and/or American Depository Receipts, regardless of where such people live or purchased their shares. The Settlement was reached while Lead Plaintiffs' Motion for Class Certification was pending, and the Defendants had raised numerous arguments contesting the Court's ability to include investors located outside the United States in the Class.

## OBJECTING TO THE SETTLEMENT

You can tell the Court that you don't agree with the Settlement or some part of it, including the Plan of Allocation, and/or the attorneys' fees and expenses.

### 20. How do I tell the Court if I don't like the Settlement?

If you're a Class Member, you can object to the Settlement if you don't like any part of it. You can give reasons why you think the Court should not approve it. The Court will consider your views. To object, you must send a letter saying that you object to the Settlement in *In re Royal Ahold Securities and “ERISA” Litigation*. Be sure to include the case number (MDL 1539), your name, address, telephone number, your signature, the number of shares of Royal Ahold common stock and/or ADRs you bought or received as a dividend from July 30, 1999 through February 23, 2003, the number of shares you sold during that time period, and the reasons you object to the Settlement. If you intend to present evidence

at the Fairness Hearing you must include the identity of any witnesses that may testify and any exhibits you want to introduce into evidence. Mail the objection to the following addresses postmarked no later than **May 12, 2006**:

<b>CLERK OF THE COURT</b>	<b>CLASS COUNSEL</b>	<b>DEFENSE COUNSEL</b>
Clerk of the Court United States District Court for the District of Maryland 101 W. Lombard St. Baltimore, MD 21201 USA	Andrew J. Entwistle Johnston de F. Whitman, Jr. Entwistle & Cappucci LLP 280 Park Avenue, 26th Floor West New York, NY 10017 USA Tel: (212) 894-7200 Fax: (212) 894-7272	Glenn M. Kurtz White & Case LLP 1155 Avenue of the Americas New York, NY 10036 USA Tel: (212) 819-8200 Fax: (212) 354-8113

### **21. What's the difference between objecting and excluding?**

Objecting is simply telling the Court that you don't like something about the Settlement. You can object only if you stay in the Class. Excluding yourself is telling the Court that you don't want to be part of the Class. If you exclude yourself, you have no basis to object because the case no longer affects you.

## **THE COURT'S FAIRNESS HEARING**

The Court will hold a hearing to consider whether to approve the Settlement. You may attend and you may ask to speak, but you don't have to.

### **22. When and where will the Court decide whether to approve the Settlement?**

The Court will hold a Fairness Hearing at 10:00 a.m. on **June 16, 2006**, in Courtroom 1-A at the United States District Court for the District of Maryland, 101 W. Lombard St., Baltimore, Maryland, USA. At this Hearing the Court will consider whether the Settlement is fair, reasonable, and adequate. If there are objections, the Court will consider them. Judge Blake will listen to people who have asked to speak at the Hearing. The Court may also decide how much to pay Class Counsel. We do not know how long these decisions will take. The Hearing may be moved to a different date without additional notice, so it is a good idea to check [www.AholdSettlement.com](http://www.AholdSettlement.com) for updated information.

### **23. Do I have to come to the Hearing?**

No. Class Counsel will answer the questions Judge Blake may have. But you are welcome to come at your own expense. If you send an objection, you don't have to come to Court to talk about it. As long as you mailed your written objection on time, the Court will consider it. You may also pay your own lawyer to attend, but it's not necessary.

### **24. May I speak at the Hearing?**

You may ask the Court for permission to speak at the Fairness Hearing. To do so, you must send a letter saying that it is your "Notice of Intention to Appear in *In re Royal Ahold Securities and "ERISA"*

*Litigation.*” Be sure to include your name, address, telephone number, and your signature. Your Notice of Intention to Appear must be postmarked no later than **May 12, 2006**, and must be sent to the addresses listed in question 20. You cannot speak at the Hearing if you excluded yourself.

## IF YOU DO NOTHING

### 25. What happens if I do nothing at all?

If you do nothing, you'll get no money from this Settlement. And, unless you exclude yourself, you won't be able to sue the Defendants who settled this case, about the legal issues in this case, ever again.

## GETTING MORE INFORMATION

### 26. How do I get more information?

This Notice summarizes the Settlement. More details are in the Settlement Agreement. You can get a copy of the Settlement Agreement and a claim form at [www.AholdSettlement.com](http://www.AholdSettlement.com). You may also write with questions to Ahold Claims Administrator at [questions@AholdSettlement.com](mailto:questions@AholdSettlement.com), PO Box 9000 #6378, Merrick, NY 11566-9000, USA or contact the Claims Administrator by telephone:

COUNTRY	TOLL FREE NUMBER
Australia	00 800 1020 4060
Austria	00 800 1020 4060
Belgium	00 800 1020 4060
Canada	1 888 410 0027
Denmark	00 800 1020 4060
England	00 800 1020 4060
Finland	00 800 1020 4060
France	00 800 1020 4060 (France Telecom)
	40 800 1020 4060 (TELE 2)
	50 800 1020 4060 (Omnicom)
	70 800 1020 4060 (Le 7 Cegetel)
	90 800 1020 4060 (9 Telecom)
Germany	00 800 1020 4060
Hong Kong	00 800 1020 4060
Ireland	00 800 1020 4060
Italy	00 800 1020 4060
Japan	00 800 1020 4060
Liechtenstein	809 2288, then when prompted enter 800 467 8208
Luxembourg	00 800 1020 4060
Netherlands	00 800 1020 4060
Norway	00 800 1020 4060

**QUESTIONS? CALL TOLL FREE (SEE QUESTION 26) OR VISIT [WWW.AHOLDSETTLEMENT.COM](http://WWW.AHOLDSETTLEMENT.COM)**

Portugal	00 800 1020 4060
Scotland	00 800 1020 4060
Singapore	001 800 1020 4060 (Singtel IDD)
	002 800 1020 4060 (MobileONE IDD)
	008 800 1020 4060 (Starhub IDD)
	013 800 1020 4060 (Singtel Budget Call)
	018 800 1020 4060 (Starhub I-Call)
	019 800 1020 4060 (Singtel V019)
Spain	00 800 1020 4060
Sweden	00 800 1020 4060
Switzerland	00 800 1020 4060
United States	1 888 410 0027

From any other country, you may place a toll call to the Claims Administrator in the U.S. by calling +1-941-906-4864.

## INFORMATION FOR BROKERS AND OTHER NOMINEES

### 27. What if I bought or received as a dividend Ahold shares for a beneficial owner?

If you bought or received as a dividend Ahold common stock and/or ADRs from July 30, 1999 to February 23, 2003 as a nominee for a beneficial owner, the Court has directed that, **within ten (10) days after you receive this Notice**, you must either:

(1) provide a list to the Claims Administrator of the name and last known address for each beneficial owner; OR

(2) request additional copies of the Notice and accompanying documents (“Notice Packets”) and send them by first class mail to all beneficial owners within ten (10) days after receiving the Notice Packets. Your request should include the languages and for what countries you will need Notice Packets. You can request Notice Packets online at [www.AholdSettlement.com](http://www.AholdSettlement.com).

If you verify and provide details about your assistance with either of these options, you may be reimbursed from the Settlement Fund for the actual expense you incur to send the Notice Packets, including postage and/or the cost of determining the names and addresses of beneficial owners. The Claims Administrator will send you a form for the verification. Send any requests for reimbursement, along with appropriate supporting documentation, to: Ahold Claims Administrator, PO Box 9000 #6378, Merrick, NY 11566-9000, USA or visit [www.AholdSettlement.com](http://www.AholdSettlement.com).