

Anti-Corruption and Bribery Policy

Title: Anti-Corruption and Bribery Policy

Business/functional owner: Global Ethics & Compliance

Applicable to: All business activity of Ahold Delhaize and its Subsidiaries

ExCo owner: Chief Legal Officer

Version no.: 2.0

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1. Introduction

Ahold Delhaize (the Company) and its brands (“the Company”) are committed to conducting business in an ethically responsible manner and complying with the law in all countries and jurisdictions in which they operate. The Ahold Delhaize Code of Ethics is based on this commitment, which is referred to as “doing what’s right, every day.”

This commitment specifically includes compliance with laws relating to anti-corruption and bribery¹ in the countries in which our brands operate.

2. Purpose of this policy

The brands of Ahold Delhaize operate in the highly competitive retail sector of an increasingly regulated global economy and are subject to the laws of each of the countries in which they operate. Violations of such laws can result in severe reputational and financial cost for the Company. In that environment, the Company encounters risks associated with corruption and bribery, which include the following:

- Individuals acting on behalf of the Company do not have a clear understanding of what is prohibited by anti-corruption laws and the ethical principles of Ahold Delhaize;
- Payments to government officials are not properly recorded within the books and records of the Company;
- Ineffective cash management policies exist;
- Relationships with third parties acting on behalf of the Company are not effectively screened or managed;
- Business demands create undue pressure to achieve results that can only be achieved by improperly influencing government officials.

In order to mitigate these risks, Ahold Delhaize prohibits all activity that constitutes bribery or corruption, including facilitation payments. The Ahold Delhaize Code of Ethics sets forth the Company’s position on corruption and bribery. This Anti-Corruption Policy is intended to supplement the Code of Ethics and to provide specific direction related to the Company’s interactions with governments and Government Officials.

3. Application of this policy

This Policy extends to all business activity of Ahold Delhaize and its brands, including operations conducted by any of its subsidiaries, joint ventures, affiliates, agents, consultants or other representatives. As used in this Policy, “Ahold Delhaize” or “the Company” includes KAD and all of its subsidiaries worldwide. Directors, officers and other associates of KAD or any of its brands are referred to collectively as “Associates.”

¹ Relevant laws which may be applicable include the US Foreign Corrupt Practices Act (“FCPA”), Title IV, Chapter IV of the Belgian Criminal Code, the UK Bribery Act (“UKBA”), and other local laws prohibiting bribery and corruption (“anti-corruption laws”).

4. Policy Statement

The Brands of Ahold Delhaize compete on the merits of their service, the prices they charge, and the customer loyalty they earn, and not on the basis of illegal or unfair business activity or tactics. Associates of Ahold Delhaize and its brands are expected to act ethically when dealing with governments and Government Officials and to avoid any actions which involve or may create the appearance of corruption or bribery. Therefore, all business activity of Ahold Delhaize and its brands must comply with this Policy and violations of anti-corruption and bribery laws or this Policy will not be tolerated.

5. Generally Prohibited Practices

Company business must be conducted legally and ethically. The use of Company funds or assets for any unlawful, improper or unethical purpose is prohibited. Associates are strictly prohibited from directly or indirectly promising, offering, authorizing or providing any benefit, payment, or anything of value (referred to collectively as an “improper payment”) to anyone in order to improperly influence a Government Official, to induce an action or forbearance by a Government Official, or to secure any improper advantage in obtaining or retaining business.

For purposes of this Policy, a “Government Official” means any officer or employee of a local, regional or national government or any department, agency, or instrumentality thereof (which includes a government-owned or government-controlled state enterprise) or of a “public international organization” (e.g., the United Nations or the World Trade Organization), any person acting in an official capacity for or on behalf of a government or government entity or of a public international organization, any political party or party official, or any candidate for political office. The term “Government Official” includes not only elected officials, but also consultants who hold government positions, associates of companies owned by foreign governments, and political party officials.

Improper payments made indirectly by or through third parties on behalf of the Company or its businesses by any agents, affiliates or other business partners are also prohibited, and Company Associates are prohibited from requesting, instructing or allowing a third party to make an improper payment on the Company’s behalf. Associates are also prohibited from making a payment to a third party while knowingly, consciously disregarding or deliberately ignoring that all or a portion of the payment will go directly or indirectly to a Government Official for an improper purpose. Similarly, Associates are prohibited from making improper payments to other individuals or entities that are related to or associated with a Government Official. For example, a gift to a charity at the request or direction of a Government Official for an improper purpose is prohibited.

The term “improper payments” includes not only cash and cash equivalents, but also gifts in-kind, such as entertainment, accommodations, travel and anything else of value. Additionally, the mere offer or promise of an improper payment constitutes a breach of this Policy, regardless of whether or not such improper payment was actually made. Improper Payments also includes any charitable or political contributions that are intended to improperly influence a Government Official, induce an action or forbearance by a Government Official, or to secure any improper advantage in obtaining or retaining business. All such payments are prohibited.

“Improper payments” does not include payments directly to a Government Official for reasonable and bona fide expenses such as travel and lodging expenses incurred by the official or on his behalf in connection with the promotion or demonstration of Company services or the execution or performance of a contract. In order to make such payments, an Associate must request prior written approval from the local Compliance Officer or Head of Legal. The request for approval must be submitted in writing at least ten (10) days in advance of the proposed payment, and must provide a detailed description of the name, title and affiliation of the person to whom said payment is to be made, the monetary value of the payment, and its business purposes. The local Compliance Officer or Head of Legal will assess whether such payment is permitted under this Policy and under applicable anti-corruption laws and will inform the Global Director of Compliance and Ethics of the decision. If approved, the local Compliance Officer or Head of Legal will provide a written approval of the request with a copy of such approval to the Global Director of Compliance and Ethics, who is responsible for ensuring that the approved payment is fully and accurately described in the Company’s books and records (as set forth in detail in Section B below). If an Associate has any questions regarding whether the giving of a particular gift or benefit would be a violation of this Policy, the Associate should contact a local Compliance and Ethics resource or local legal department.

Facilitation payments are typically small payments made to a Government Official to expedite or secure the performance of routine, non-discretionary action or approval. Facilitation payments are unlawful in many countries and, under this Policy, are prohibited within Ahold Delhaize or any of its businesses. The only exception to this prohibition under this Policy is for a “health and safety” payment made pursuant to extortion or duress. A “health and safety” payment may only be made where the payment would alleviate an immediate danger to a person’s health or safety or to immediate destruction of property. Any such “health and safety” payment must be approved by either the local business head or by the local head of legal. All payments made pursuant to this exception must be reported to the Ahold Delhaize Chief Legal Officer, the Ahold Delhaize Chief Audit Officer, and the Ahold Delhaize Chief Financial Officer within one (1) business day following the payment.

Record-Keeping, Accounting & Payment Practices

Ahold Delhaize and its brands are required to keep their books, records and accounts in reasonable detail, accurately and such that they fairly reflect all transactions and dispositions of assets. The mischaracterization or omission of any transaction on the

Company's books or any failure to maintain proper accounting controls that result in such a mischaracterization or omission is prohibited. Ahold Delhaize has devised and will continue to maintain a system of internal accounting controls to meet its obligations under international accounting standards and anti-corruption laws.

Ahold Delhaize and its businesses must follow applicable standards, principles, laws and Company practices for accounting and financial reporting. In particular, Associates who are responsible for accounting and financial reporting must be timely and accurate when preparing all financial and accounting reports and records. Prior to paying or authorizing a payment to a foreign official, said Associates or agents should be sure that no part of such payment is to be made for any purpose other than that to be fully and accurately described in the Company's books and records. No undisclosed or unrecorded accounts, funds, or assets of the Company are to be established or maintained for any purpose. False or artificial entries are not to be made in the books and records of the Company for any reason. Finally, personal funds must not be used to accomplish what is otherwise prohibited by Company policy.

The Company is committed to conducting business ethically and in compliance with all applicable legal requirements. Regardless of any pressure exerted by Government Officials, the Company and its brands will conduct business using only legal and ethical means.

6. Enforcement and Discipline

Any Associate who knowingly violates any law related to corruption and bribery practices, or who violates any related Ahold Delhaize policy or procedure may be subject to appropriate disciplinary action by their employing entity, up to and including termination in accordance with applicable laws. Any Associate who is aware of another Associate's violation of such laws, policies, or procedures, and does not timely report that violation, may also be subject to appropriate disciplinary action. If an Associate is involved in a violation, factors such as whether the Associate reported the violation and the degree of cooperation displayed in any related investigation may be given consideration when possible corrective action is considered.

7. Implementation and Monitoring

The Chief Compliance Officer is responsible for issuing and updating this Policy and related guidelines, ensuring the effectiveness of this Policy in collaboration with management, and implementing regular training programs and certification procedures as appropriate.

The Global Director of Compliance and Ethics and Global Risk & Control team are responsible for monitoring the Company's compliance with applicable anti-corruption and bribery laws and this Policy.

8. Reporting Potential Violations

Anyone who is or becomes aware of a potential violation or risk of violation of this Policy or any practice that may violate anti-corruption and bribery laws should report the matter promptly to their local Legal Department or Compliance and Ethics resource. Associates may also make a report to the Global Compliance and Ethics team through the Company's Speak Up line

Any Associate who makes such report, in good faith, will not be subjected to any form of retaliation by his or her manager or other Associates. Retaliation of any kind may lead to disciplinary action.



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