

Jan G. Andrae, Executive Vice President

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Dear Stein Erik,

Thank you for your letter of June 11, 2002.

The internal audit report on UAB Hakonlita clearly demonstrates that Hakon Gruppen AS (of which you are the chairman) has authorized Hakonlita to enter into a number of real estate transactions. Based on the provisions of the Shareholders Agreement, those transactions should have been submitted to the ICA Ahold board for approval. Unfortunately, this never happened. We consider this to be a serious breach of the Shareholders Agreement by Canica, as it is Canica's obligation under the Shareholders Agreement to cause its director to comply with the provisions of the Shareholders Agreement.

Furthermore, the report shows that there is an obvious conflict of interest between the position of Mr. Sverre Horn as CEO of Hakonlita and Mr. Horn (through the partnership) as the main supplier of projects to Hakonlita. Hakon Gruppen has created this situation to the detriment of ICA Ahold.

I hope you appreciate that we consider the findings of the report to be very disconcerting.

I would also like to point out that the rights of shareholders under Art. 7.3.1 are unqualified in the sense that no specific justification is required to start an audit.

PWC has received a mandate from both Ahold and ICA Förbundet. The costs of the audit will be shared between Ahold and ICA Förbundet.

I trust this answers all your queries.

Best regards,



cc.: Claess Göran Sylvén