



**HEINEKEN N.V.**  
**established in Amsterdam**

Shareholders are convoked to the Annual General Meeting of Shareholders to be held at **Beurs van Berlage, Damrak 243, Amsterdam on Thursday 25 April 2013 at 2 p.m.** *The Beurs van Berlage will be open from 1 p.m.*

The agenda with the explanatory notes, the annual report, the financial statements relating to the financial year 2012 and the information as referred to in article 392 paragraph 1 Book 2 BW of the Dutch Civil Code can be obtained from today at the Company's office in Amsterdam, Tweede Weteringplantsoen 21 and also through ABN AMRO BANK N.V.), telephone number +3120 344 2000 or e-mail [corporate.broking@nl.abnamro.com](mailto:corporate.broking@nl.abnamro.com)<http://www.theHEINEKENcompany.com>. All published documents can also be found at [www.theHEINEKENcompany.com](http://www.theHEINEKENcompany.com).

**Agenda**

Opening

- 1 a. Report for the financial year 2012
  - b. Adoption of the financial statements for the financial year 2012
  - c. Decision on the appropriation of the balance of the income statement in accordance with Article 12 paragraph 7 of the Company's Articles of Association
  - d. Discharge of the members of the Executive Board
  - e. Discharge of the members of the Supervisory Board
- 2 Authorisations
  - a. Authorisation of the Executive Board to acquire own shares
  - b. Authorisation of the Executive Board to issue (rights to) shares
  - c. Authorisation of the Executive Board to restrict or exclude shareholders' pre-emptive rights
- 3 Extraordinary share award Executive Board
- 4 Composition and remuneration Executive Board
  - a. Re-appointment of Mr. J.F.M.L. van Boxmeer as member of the Executive Board
  - b. Retention shares Mr. J.F.M.L. van Boxmeer
- 5 Composition Supervisory Board
  - a. Re-appointment of Mr. M. Das as member (and delegated member) of the Supervisory Board
  - b. Re-appointment of Mr. V.C.O.B.J. Navarre as member of the Supervisory Board
  - c. Appointment of Mr. H. Scheffers as member of the Supervisory Board

Closing

Agenda items 1b up to and including 5c are subject to approval of the Annual General Meeting of Shareholders.

**Record date**

The Executive Board has determined that only those persons will be eligible to attend and vote at the Annual General Meeting of Shareholders on 25 April 2013, who are entered in one of the registers designated by the Company on 28 March 2013 (the record date), after all entries and deletions have

been made for that day, and for whom applications have been made in accordance with the procedure hereinafter described.

### **Application and registration**

#### ***Holders of shares in book-entry form***

The designated register or sub-register for holders of shares in book-entry form are the records of the institutions affiliated to Euroclear Nederland as well as the records of the other intermediaries as defined in the Dutch Act on giro securities (*Wet giraal effectenverkeer*) identifying the shareholder on the record date.

Holders of shares in book-entry form wishing to attend the meeting and exercise the rights attached to such shares must apply via their bank or other intermediary to ABN AMRO BANK N.V. not later than 18 April 2013 under submission of a confirmation that on 28 March 2013 the relative shares belonged to such intermediary's collective depot and that the person mentioned in such confirmation was a participant in its collective depot for the number of shares mentioned therein. After receipt of the application, ABN AMRO BANK N.V. will send a registration ticket to those shareholders; this ticket also serves as admission ticket for the meeting.

#### ***Holders of shares other than in book-entry form***

Holders of shares other than in book-entry form wishing to attend the meeting and exercise the rights attaching to such shares must notify the Company in writing not later than 18 April 2013. Provided they are entered in the company's register of shareholders on 28 March 2013 they will then receive an admission ticket for the meeting.

### **Electronic voting instruction**

Heineken N.V. offers the possibility for shareholders to submit their voting instruction through internet, in case they are unable to attend the general meeting of shareholders. When submitting the voting instruction one can also make use of split voting.

Shareholders first have to register as described above and can then submit their voting instructions through the website ([www.theHEINEKENcompany.com](http://www.theHEINEKENcompany.com)) as from 28 March 2013 with the help of their registration ticket till ultimately 23 April 2013, 9 a.m.

### **Shareholders of Heineken Holding N.V**

Shareholders of Heineken Holding N.V. may attend the meeting as observers. To this end they must register their shares in the manner described above for Heineken N.V. shares. The registration ticket for the Annual General Meeting of Shareholders of Heineken Holding N.V. to be held on 25 April 2013 will also serve as admission ticket for the Annual General Meeting of Shareholders of Heineken N.V. Persons entitled to the rights granted by law to the holders of depositary receipts for shares issued with the cooperation of Heineken N.V. and Heineken Holding N.V. respectively are equated with shareholders.

**Identification**

Persons entitled to take part in the meeting may be asked for identification prior to being admitted and are therefore asked to carry a valid identity document.

**Webcast**

The meeting will be audiowebcast live and in full via [www.theHEINEKENcompany.com](http://www.theHEINEKENcompany.com).

The Supervisory Board

The Executive Board

Amsterdam, 12 March 2013