

## Notice convening the Annual General Meeting of Shareholders of HEINEKEN HOLDING N.V.

to be held for shareholders and other parties entitled to attend and vote at **Beurs van Berlage, Damrak 243, Amsterdam, the Netherlands on Thursday 24 April 2014 at 4:30 p.m. (CET)**<sup>1</sup>  
(or later, if the Annual General Meeting of Shareholders of Heineken N.V. has not yet finished).

### Agenda

In short, the following agenda items are scheduled for this meeting of shareholders:

1. Report for the 2013 financial year
2. Implementation of the remuneration policy for the executive member of the Board of Directors
3. Adoption of the financial statements for the 2013 financial year
4. Announcement of the appropriation of the balance of the income statement pursuant to the provisions in Article 10, paragraph 6, of the Articles of Association
5. Discharge of the members of the Board of Directors
6. Authorisations
  - a Authorisation of the Board of Directors to acquire own shares
  - b Authorisation of the Board of Directors to issue (rights to) shares
  - c Authorisation of the Board of Directors to restrict or exclude shareholders' pre-emptive rights
7. Appointment external auditor
8. Composition of the Board of Directors
  - a Reappointment of Mr J.A. Fernández Carbajal as a non-executive member of the Board of Directors
  - b Retirement of Mr K. Vuursteen from the Board of Directors

All agenda items except items 1, 2 and 4 are subject to the approval of the Annual General Meeting of Shareholders.

### Documentation

The agenda with explanatory notes, the 2013 annual report, the financial statements relating to the 2013 financial year and the information as referred to in article 392 paragraph 1 Book 2 of the Dutch Civil Code can be found at [www.heinekenholding.com](http://www.heinekenholding.com). Copies of these documents are available to shareholders and other parties entitled to attend and vote at the meeting, free of charge, via ABN AMRO BANK N.V., telephone number +31 20 344 2000 or e-mail address: [corporate.broking@nl.abnamro.com](mailto:corporate.broking@nl.abnamro.com). These documents are also available for review at the company's offices, Tweede Weteringplantsoen 5, Amsterdam, the Netherlands.

### Record date

The Board of Directors has determined that persons entitled to participate in and vote at the Annual General Meeting of Shareholders on Thursday 24 April 2014, shall be those persons who, after all entries and deletions have been processed, have these rights on **Thursday 27 March 2014 (the 'Record Date') at 5:00 p.m. (CET)** and are registered as such in one of the registers designated by the company, provided that those persons have registered for the meeting in accordance with the provisions set out below.

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<sup>1</sup> The Beurs van Berlage will be open from 1:00 p.m. (CET)

**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 either in person or by proxy must apply via their bank or other intermediary to ABN AMRO BANK N.V. not later than **1:00 p.m. (CET) on Thursday 17 April 2014** under submission of a confirmation that on the Record Date 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 either in person or by proxy must notify the company in writing not later than **1:00 p.m. (CET) on Thursday 17 April 2014**. Those shareholders will then receive an admission ticket for the meeting, provided they are entered in the company's register of shareholders on the Record Date.

**Electronic voting instruction**

Heineken Holding 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/investors/governance/agm](http://www.theHEINEKENcompany.com/investors/governance/agm)) as from 28 March 2014 with the help of their registration ticket till ultimately **9:00 a.m. (CET) on Tuesday 22 April 2014**.

**Observers General Meeting of Shareholders Heineken N.V.**

Shareholders may attend the Annual General Meeting of Shareholders of Heineken N.V. as observer. The above-mentioned registration ticket will also serve as admission ticket for this meeting.

The Heineken N.V. meeting will be held at Beurs van Berlage at **2:00 p.m. (CET) on Thursday 24 April 2014**.

**Identification**

Persons entitled to take part in the meeting may be asked to identify themselves prior to being admitted to the meeting and are therefore asked to bring a valid identity document along (for instance a passport or a driving license) to the meeting.

**Webcast**

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

The Board of Directors

Amsterdam, 11 March 2014