

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 **DeLaMar Theater**, Marnixstraat 402, Amsterdam, the Netherlands on Thursday 23 April 2015 at 4:00 p.m. (CET)¹ (or later, if the Annual General Meeting of Shareholders of Heineken N.V. has not yet finished).

PLEASE NOTE THAT THE VENUE IS DIFFERENT FROM PREVIOUS YEARS.

Agenda

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

1. Report for the 2014 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 2014 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. Composition of the Board of Directors
 - a Reappointment of Mrs C.L. de Carvalho-Heineken as an executive member of the Board of Directors
 - b Reappointment of Mrs C.M. Kwist as a non-executive member of the Board of Directors
 - c Appointment of Mr M.R. de Carvalho as an executive member of 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 2014 annual report, the financial statements relating to the 2014 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 and www.abnamro.com/evoting. 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.

These documents are also available for review at the company's offices, Tweede Weteringplantsoen 5, Amsterdam, the Netherlands.

¹ The DeLaMar Theater will be open from 12:30 p.m. (CET)

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 23 April 2015, shall be those persons who, after all entries and deletions have been processed, have these rights on **Thursday 26 March 2015 (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.

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 **5:00 p.m. (CET) on Thursday 16 April 2015** 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 the bank or intermediary of 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 **5:00 p.m. (CET) on Thursday 16 April 2015**. 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.

Voting by internet/proxy

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.

Shareholders who wish to exercise their voting rights by an electronic proxy, which entails a voting instruction to civil law notary R.H. Meppelink of Loyens & Loeff N.V., can do this via

www.abnamro.com/evoting no later than **5:00 p.m. (CET) on Thursday 16 April 2015**.

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 DeLaMar Theater at **1:30 p.m. (CET) on Thursday 23 April 2015**.

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.

The Board of Directors

Amsterdam, 10 March 2015