

**REGULATIONS (Terms of Reference) PREPARATORY COMMITTEE
OF THE SUPERVISORY BOARD**

General

These regulations describe the role and the responsibility of the Preparatory Committee, its composition and the way in which it performs its duties. The regulations and the composition of the Preparatory Committee are posted on the company's website. The Supervisory Board's report in the annual report mentions the composition of the Preparatory Committee, the number of meetings as well as the most important subjects raised for discussion.

The members of the Preparatory Committee shall act in compliance with primary and secondary legislation, the Dutch Corporate Governance Code of December 2008, the Supervisory Board regulations and the Articles of Association.

Article 1 Composition

1. The Preparatory Committee ('the Committee') consists of at least four members, one of whom will be the delegated member of the Supervisory Board if a delegated member has been appointed and one of whom shall be the Supervisory Board member who also has been appointed as member of the Board of Directors of Heineken Holding N.V. at Femsa's nomination.
2. The Supervisory Board determines the composition of the Committee, duly observing paragraph 1. The Chairman of the Supervisory Board is also the Chairman of the Preparatory Committee.

Article 2 Tasks

1. The Committee's task is to prepare and, if necessary, to execute, resolutions to be adopted by and acts to be performed by the Supervisory Board on the domain entrusted to the Committee. The Supervisory Board remains responsible for the resolutions and acts, even if prepared or executed by the Committee. The domain entrusted to the Committee comprises of the following:
 - a. decisions concerning the approval required by Article 8, paragraph 6 of the Articles of Association for resolutions by the Executive Board pertaining to:
 - a). acquiring, alienating or encumbering participations in public companies ("naamloze vennootschappen") or other legal entities;
 - b). exercising voting rights for shares in public companies or other legal entities;
 - c). issuance of Shares and granting rights to subscribe for Shares, as well as restricting or excluding pre-emptive rights;

- d). acquiring and alienation of own Shares or depositary receipts therefore;
 - e. contracting debenture loans;
 - f. acts in law, such as entering into agreements by which the Company binds itself as guarantor and instituting legal proceedings, of which the interest for the Company amounts to more than five hundred thousand euro (EUR 500,000).
 - g. the distribution of interim dividends;
 - h. the operational and financial objectives of the Company;
 - i. the strategy which must bring about the realisation of the objectives;
 - j. preconditions which are observed for the strategy regarding for instance the financial ratios;
 - k. granting personal loans, guarantees and such like to the members of the Executive Board or members of the Supervisory Board;
 - l. transactions involving conflicts of interest of members of the Executive Board which are of material interest for the Company and/or for the member of the Executive Board concerned.
 - m. the granting of loans as referred to in article 4 paragraph 5 of the Articles of Association.
- b. supervision of the Executive Board as far as this is not a task of the Audit Committee, the Remuneration Committee or the Selection and Appointment Committee;
 - c. other activities assigned by the Supervisory Board.
2. Observing relevant guidelines, the Supervisory Board may delegate to the Committee a resolution, to be taken by the Supervisory Board, on a sufficiently defined subject in the domain entrusted to the Committee.
As soon as the Committee, on the basis of such a delegation, has taken the resolution, its Chairman shall ensure that all members of the Supervisory Board are informed. The Supervisory Board may at all times revoke both the delegation and the Committee's resolution taken on the basis of it, unless third parties' rights or justified interests prevent this.
 3. The Committee is entitled to investigate any matters belonging to the domain entrusted to the Committee. The Committee is authorised to require all necessary information from the Chairman of the Executive Board and to seek external advice.

Article 3 Meetings/resolutions

1. The Committee meets at least four times per year or more if requested by of one its members or the Chairman of the Executive Board.
2. The Committee will, in general, invite the Chairman of the Executive Board to attend its meetings. The Committee can request the Chairman of the Executive Board to be accompanied by other members of the Executive Board and/or directors or other employees of the company.

3. The Committee is supported by the Company Secretary, whose tasks shall include at least the following:
 - i. to timely convene the meetings;
 - ii. to send the members the agenda and the pertaining appendices, basically one week prior to the meeting;
 - iii. to take minutes of the meetings; the minutes are adopted at the next meeting;.
 - iv. to dispatch the draft minutes and/or the adopted minutes of the meeting to the members of both the Executive Board and the Supervisory Board (as soon as possible).
4. The Committee takes resolutions delegated to it by unanimous vote of the members present. Legally valid resolutions can only be taken in a meeting attended by at least two Committee members.

This clause leaves unaffected the provisions of article 11, paragraph 9 of the company's Articles of Association concerning the required cooperation by the delegated member of the Supervisory Board.
5. Subject to written permission of all members of the Committee, the Committee may also take resolutions delegated to it without holding a meeting.
6. If it should appear that the Committee is unable to take a resolution delegated to it with the required unanimous vote or written approval, its Chairman shall immediately promote decision making by the Supervisory Board.

Article 4 Other provisions

1. These Regulations have been adopted by the Supervisory Board in its meeting on 11 May 2010 and will become applicable as per the same date.
2. These regulations are not applicable to the extent they conflict with the law or the company's Articles of Association.
3. These regulations replace the regulations adopted by the Supervisory Board in its meeting on 8-9 November 2004 and amended in the Supervisory Board meeting of 25 August 2009.