



# The HEINEKEN Code of Business Conduct

29 October 2009

## DEFINITIONS

This *Code* provides the rules that employees should observe when acting for or on behalf of the Company.

*The Company* includes Heineken N.V. and all the companies in which it owns a majority share.

*Employees* are all those employed by the Company, including management, regardless of the type of contract (temporary or fixed), including people who are employed through a third party or at will.

## RULES FOR EMPLOYEES

### A. Rule of law

1. Employees shall respect all relevant laws and regulations (including self-regulatory agreements) that apply in the country in which they operate, amongst which applicable Competition laws, and Privacy and Data protection. Wherever relevant laws and regulations are more restrictive than the provisions of this Code, these relevant laws and regulations prevail over the provisions in this Code.
2. Employees shall apply all relevant Heineken policies, procedures and standards in so far that these do not contradict local laws and regulations. To facilitate this, management will assure that these policies, procedures and standards are known internally.
3. Given the nature of the company's products, employees should specifically abide by the provisions of the Heineken Alcohol Policy and its supportive rules and guidelines.

### B. Prevention of fraud

*Fraud is defined as an intentional act designed to deceive or mislead others mainly to obtain unjust or illegal advantage to the detriment of the company. Fraud may involve falsification of documents, omission or concealment of facts, misappropriation of assets, theft, intentional misapplication of accounting rules etc.*

1. Employees shall only make use of Company property, assets and resources or their intended business purposes, unless other use, including use for private goals is, specifically permitted by the appropriate local management.
2. Employees shall assure that all declarations of personal expenses are correct and well founded.
3. All business data and consequent reporting by employees must be truthful and traceable to documentary sources and records.

### C. Conflict of interest

*A Conflict of Interest arises when an employee is engaged in carrying out a task on behalf of the Company and has a, factual or potential, private interest in the outcome of the task:*

- *that is possibly contrary to the best interest of the Company, and*
  - *is substantial enough to affect the unbiased judgement or action the company expects the employee to exercise on its behalf.*
1. Employees shall make business decisions solely in the best interest of the Company and in accordance with this Code.
  2. Employees shall avoid conscious personal transactions, situations, relationships or other types of personal involvement in which – actually or potentially – a conflict might occur with the interests of the Company, or have the appearance of doing so.
  3. Employees shall observe legal and Company provisions for owning shares in the Company. When making decisions on buying, holding or selling shares in a business partner, employees shall not make undue use of the information they obtained in their capacity of Company employee.
  4. Employees shall obtain approval from the appropriate management, before continuing or undertaking actions, when he or she finds him or herself, or suspects him or herself to be in any situation where he or she is confronted with a conflict of interest.
  5. The highest management body of the Operating Company, their direct reports as well as selected employees in risk functions shall complete a disclosure of (financial) interest form on an annual basis.

### D. Business gifts

*Business gifts include meals, entertainment (including lodging, travel, tickets to events or any other entertainment or related expense) and any other consideration of value including any discounted product or service, or subsidised social activity.*

1. Employees shall not accept gifts that could be perceived to jeopardise the integrity of his or her business decisions or that are in violation of the rules set by the company.
2. When a business gift beyond what is considered to be normal business practice is accepted, it should be disclosed to the employee's manager.
3. The donation of a gift by a Company representative is only accepted when:
  - The nature and purpose of the gift is considered lawful and ethically unobjectionable in the local or business culture
  - The Company does not obtain or retain business or other improper advantage in the conduct of its business.

3. If an employee is not certain whether it is legal or contractually permitted to offer, donate or receive a gift of any kind, the employee should not offer, donate or receive it without consulting an authorised manager.

#### **E. Corruption**

*An act of corruption is defined as intentionally offer, promise or give any undue money, products or services to a public official in order that the official acts or refrains from acting in relation to the performance of official duties in order to obtain or retain business or other improper advantage in the conduct of business.*

1. Employees shall not engage in acts of corruption for or on behalf of the Company.
2. Employees shall report any attempt by a government official to extort the Company to the appropriate local management.

#### **F. Chain aspects**

1. As regards the selection of suppliers, employees shall, as much as possible, select parties of good report. Agreements with suppliers with a questionable reputation in the fields of, for instance, environmental care, working conditions and/or human rights shall be avoided wherever possible.

#### **G. Consultation**

1. Whenever an employee is not certain whether he or she acts or can act in accordance with the provisions in this Code, he or she should always consult with the appropriate local management.

#### **H. Reporting Suspected Breaches of the Code**

Whenever an employee suspects a breach of this Code, or any other form of serious misconduct, he is free to address this with management or with the local Trusted Representative without fear of reprisal. If, for any reason, the employee prefers to remain anonymous, he or she may contact the external helpline or send an e-mail to the Integrity Committee at [intcom@heineken.com](mailto:intcom@heineken.com)

Approved by the Executive Board

29 October 2009