

# Heineken Holding N.V.

## **Resolutions of the Annual General Meeting of Shareholders (AGM) of Heineken Holding N.V. dated 19 April 2007.**

### **2 Adoption of the balance sheet as at 31 December 2006, the income statement for the year 2006 and the notes thereto.**

The AGM adopted the annual accounts 2006.

### **4 Discharge of the members of the Board of Directors.**

The AGM discharged the members of the Board of Directors for their management during the financial year 2006 in as far as appears from the annual accounts.

### **5. Amendments to the Articles of Association**

The AGM approved the amendments to the Articles of Association. The full text with the proposed amendments was posted on the company's website and was made available for inspection at the company's offices in Amsterdam.

### **6 Extension of the authorisation of the Board of Directors to acquire own shares.**

The AGM has authorised the Board of Directors for the statutory maximum period of 18 months, starting 19 April 2007, to acquire own shares subject to the following conditions and with due observance of the law and the Articles of Association:

- a. the maximum number of shares which may be acquired is the statutory maximum of 10% of the issued share capital of the company;
- b. transactions must be executed at a price between the nominal value of the shares and 110% of the opening price quoted for the shares in the Official Price List (Officiële Prijscourant) of Euronext Amsterdam on the date of the transaction or, in the absence of such a price, the latest price quoted therein;
- c. transactions may be executed on the stock exchange or otherwise.

### **7 Extension of the authorisation of the Board of Directors to issue (rights to) shares and to restrict or exclude shareholders' pre-emptive rights.**

The AGM has authorised the Board of Directors for a period of 18 months, starting 19 April 2007, to issue shares or grant rights to subscribe for shares and to restrict or exclude shareholders' pre-emptive rights, with due observance of the law and the Articles of Association. The authorisation will be limited to 10% of the company's issued share capital, as per the date of issue.

Amsterdam, 19 April 2007