

HEINEKEN N.V.
established in Amsterdam

Shareholders are convoked to the Annual General Meeting of Shareholders to be held at **Beurs van Berlage, Damrak 243, Amsterdam on Thursday 21 April 2011 at 2 p.m.** *The Beurs van Berlage will be open from 1 p.m.*

The agenda with the explanatory notes, the annual report, the financial statements relating to the financial year 2010 and the information as referred to in article 392 paragraph 1 Book 2 BW of the Dutch Civil Code as well as the proposal to amend the Articles of Association can be obtained from today at the Company's office in Amsterdam, Tweede Weteringplantsoen 21 and also through The Royal Bank of Scotland N.V. (RBS), telephone number +3120 464 3707 or e-mail corporate.actions@rbs.com

All published documents can also be found at [www.heinekeninternational.com /agm](http://www.heinekeninternational.com/agm)

Agenda

Opening

- 1
 - a. Report for the financial year 2010.
 - b. Adoption of the financial statements for the financial year 2010.
 - c. Decision on the appropriation of the balance of the income statement in accordance with
Article 12 paragraph 7 of the Company's Articles of Association.
 - d. Discharge of the members of the Executive Board.
 - e. Discharge of the members of the Supervisory Board.
- 2 Authorisations
 - a. Authorisation of the Executive Board to acquire own shares.
 - b. Authorisation of the Executive Board to issue (rights to) shares.
 - c. Authorisation of the Executive Board to restrict or exclude shareholders' pre-emptive rights.
- 3 Amendments to the Articles of Association
- 4 Remuneration Executive Board
 - a. Adjustments to the remuneration policy for the Executive Board.
 - b. Related amendment to the long-term incentive for the Executive Board.
 - c. Related amendment to the short-term incentive for the Executive Board.
- 5 Remuneration Supervisory Board
- 6 Composition Executive Board (non-binding nomination)
Re-appointment of Mr. D.R. Hooft Graafland as member of the Executive Board.
- 7 Composition Supervisory Board (non-binding nomination)
Re-appointment of Mr. M.R. de Carvalho as member of the Supervisory Board.

Closing

Agenda items 1b to 7 are subject to approval of the Annual General Meeting of Shareholders.

Record date

The Executive Board has determined that only those persons will be eligible to attend and vote at the Annual General Meeting of Shareholders on 21 April 2011, who are entered in one of the registers designated by the Company on Thursday 24 March 2011 (the record date), after all entries and deletions have been made for that day, and for whom applications have been made in accordance with the procedure hereinafter described.

Application and registration***Holders of bearer shares***

The designated register or sub-register for holders of bearer shares are the records of the institutions affiliated to Euroclear Nederland identifying the shareholder on the record date. Holders of bearer shares wishing to attend the meeting and exercise the rights attached to bearer shares must apply via their bank to RBS not later than 14 April 2011 under submission of a confirmation that the relative shares are registered on 24 March 2011. After receipt of the application, RBS will send a registration ticket to those shareholders; this ticket also serves as admission ticket for the meeting.

Holders of registered shares

Holders of registered shares wishing to attend the meeting and exercise the rights attaching to registered shares must notify the Company in writing not later than 14 April 2011. Provided they are entered in the Company's register of shareholders on 24 March 2011 they will then receive an admission ticket for the meeting.

Electronic voting instruction

Heineken 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 have to register first as described above and can then submit their voting instructions through our website (www.heinekeninternational.com/agm) as from 24 March 2011 with the help of their registration ticket till ultimately 19 April 2011, 9 a.m.

Shareholders of Heineken Holding N.V

Shareholders of Heineken Holding N.V. may attend the meeting as observers. To this end they must register their shares in the manner described above for Heineken N.V. shares. The registration ticket for the Annual General Meeting of Shareholders of Heineken Holding N.V. to be held on 21 April 2011 will also serve as admission ticket for the Annual General Meeting of Shareholders of Heineken N.V.

Persons entitled to the rights granted by law to the holders of depositary receipts for shares issued with the cooperation of Heineken N.V. and Heineken Holding N.V. respectively are equated with shareholders.

Identification

Persons entitled to take part in the meeting may be asked for identification prior to being admitted and are therefore asked to carry a valid identity document.

Webcast

The meeting will be audiowebcast live and in full via
www.heinekeninternational.com/webcast/investors

The Supervisory Board
The Executive Board

Amsterdam, 8 March 2011