

Heineken Holding N.V.

English translation of proposal for amendment of the Articles of Association

AMENDMENT OF THE ARTICLES OF ASSOCIATION

I Introduction

The following proposal for an amendment of the Articles of Association of Heineken Holding N.V. is in particular driven by the recent adoption of the so-called “Law on Shareholders’ Rights”¹, concerning the exercise of certain rights of shareholders in listed companies.

Furthermore, amendments have been included in view of changes in the General Rules of Euronext (per 1 July 2009) and in view of the revised Corporate Governance Code (having retroactive effect as per 1 January 2009).

In the proposal below, changes have been indicated in **bold** and *italic*. The explanatory notes provide for an indication of the rationale of the proposed amendment.

The following Articles are proposed for amendment:

- Definitions
- Article 4 paragraph 6
- Article 5 paragraph 3
- Article 7 paragraph 1
- Article 8 paragraph 4
- Article 11 paragraphs 1, 3, 4, 5, 6, 7 (newly added and re-numbering successive paragraphs), 9 (currently 8), 10 (currently 9) and 12 (currently 11)
- Article 12 paragraphs 4, 8 and 9
- Article 15

II Proposed amendments and explanatory notes

AMENDMENT

The following sub-paragraphs are deleted from the **Definitions**;

j. “**Euronext**”:

Euronext Amsterdam N.V.; and

n. the “**Official Price List**”:

the Official Price List of, or an official substitution thereof in the name of Euronext;

while simultaneously re-numbering remaining sub-paragraphs k up to and including t to j up to and including r.

Explanation

As a consequence of furthermore proposed amendments of Article 11 paragraph 3 and 15, these defined terms will no longer be used.

¹ This law has taken effect per 1 July 2010.

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AMENDMENT

Article 4 paragraph 6 sub-paragraph a and sub-paragraph b will be amended, as such that each of these sub-paragraphs shall end with a full stop, in stead of the currently used semicolon. Also, the word “and” immediately following the semicolon in sub-paragraph b will be deleted.

Explanation

This amendment concerns a grammatical improvement to the Dutch version of the Articles of Association.

AMENDMENT

The reference to Article 11 paragraph 4 in **Article 5 paragraph 3** will be amended and shall read as a reference to Article 11 paragraph 5.

Explanation

The correct reference should be to paragraph 5 of Article 11, rather than to paragraph 4 of Article 11.

AMENDMENT

Article 7 paragraph 1 will be amended and shall read as follows:

“1. The Company is managed by a Board of Directors. The Board of Directors shall be constituted of three or more members. ***A member of the Board of Directors shall be appointed for a maximum period of four years, provided that, unless a member of the Board of Directors retires sooner or upon his appointment a term shorter than four years has been determined, his term shall expire per the closing of the Annual General Meeting of Shareholders as referred to in Article 11 paragraph 1, to be held in the fourth calendar year following the year of his appointment. A retiring member of the Board of Directors may be re-appointed for an unlimited number of terms.*** One of the members of the Board of Directors may be appointed by the Shareholders’ Body as delegated Board of Directors member. The delegated member of the Board of Directors shall specifically be charged with the daily management and the execution of the resolutions of the Board of Directors.”

Explanation

The amendment introduces a maximum term of appointment for members of the Board of Directors. The provisions amongst others include that:

- *each term shall in principle be for four years, but may exceed this, if the Annual General Meeting of Shareholders in the fourth calendar year following the year of appointment occurs on a date later on in the year than the relevant General Meeting of Shareholders of the appointment;*
- *an appointment for a four year term may in practice also be shorter, if the Annual General Meeting of Shareholders in the fourth calendar year following the year of appointment occurs on a date earlier on in the year than the relevant General Meeting of Shareholders of the appointment;*
- *a term of appointment will end at the close of the General Meeting of Shareholders; and*
- *a retiring member of the Board of Directors may be re-appointed for an unlimited number of terms.*

AMENDMENT

A new sub-paragraph **g** will be added to **Article 8 paragraph 4**, which shall read as follows; “g corporate social responsibility issues that are relevant to the Company.”

Explanation

Added in accordance with the provisions of Provision II.1.2.d of the revised Corporate Governance Code.

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AMENDMENT

Article 11 paragraph 1 will be amended and shall read as follows:

- “1. Annually, within six months after the end of the financial year, the Annual General Meeting of Shareholders shall be held, in which inter alia the following items shall be brought forward:
- a. the discussion of the annual report;
 - b. the discussion and adoption of the Financial Statements;
 - c. discharge of the members of the Board of Directors for their management;
 - d. announcements regarding appropriation of the profit and dividend;
 - e. any substantial change in the corporate governance structure of the Company;
 - f. the (re-)appointment of the external Accountant or, in as far as applicable, another expert appointed thereto by virtue of the law;
 - g. possible other proposals brought forward by one or more holders of Shares with due observance of paragraph **10** of this Article, the Board of Directors, and furthermore with due observance of additional relevant provisions of the law and the Articles of Association.”

Explanation

Extension of the term for preparation of the Financial Statements is no longer permitted by law. Therefore the words "unless in accordance with the law the term has been extended" have been deleted. Due to a renumbering in this Article, sub-paragraph g now refers to paragraph 10.

AMENDMENT

Article 11 paragraph 3 will be amended and shall read as follows:

- “3. The Board of Directors shall convene the General Meetings of Shareholders **with due observance of the relevant convocation period provided for by the law**, by means of announcement **in accordance with the relevant provisions of the law**. Convocation of a holder of registered Shares may furthermore, provided such holder has consented thereto, be made by means of a legible and reproducible electronically sent message to the address indicated for that purpose by such holder of registered Shares to the Company. Any notification shall include the agenda of the meeting, **the place and time of the meeting, the procedure for participation in the meeting by written proxy, the company's website address and, if applicable, the procedure for exercising the powers referred to in the first sentence of paragraph 4 by means of electronic communication and any conditions set by the Board of Directors in relation to the use of electronic communication. The agenda of the meeting shall list which items are for discussion and which items are to be voted upon.**”

Explanation

- (i) *The Law on Shareholders' Rights has extended the mandatory convocation term to 42 days (excluding the day of the meeting, but including the day of the convocation). The proposed amendment aims to contain flexibility, while on the one hand allowing for observance of such term and on the other hand anticipating on future amendments of the mandatory notification term so that such amendments will not immediately entail the necessity to amend this provision of the Articles of Association.*
- (ii) *As a consequence of the Law on Shareholders' Rights, electronically made public announcements are mandatory, but also sufficient, for convocation of both holders of bearer shares and holders of registered shares. A statutory basis is no longer required. A separate description of means of convocation of holders of these types of shares is therefore also no longer required.*
- (iii) *The convocation formalities currently mentioned in the Articles of Association, (announcement in a nationwide daily newspaper and/or Official Price List) have been deleted from the Euronext General Rules as per 1 July 2009.*

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- (iv) *The Law on Shareholders' Rights has introduced additional requirements in respect of the content of the convocation. A mere reference to the finding place (the office of the company) of certain information will no longer suffice. In view thereof, the requirement to include conditions set by the Board of Directors for use of electronic communication, previously mentioned in paragraph 4, has been moved to this paragraph 3.*

AMENDMENT

In **Article 11 paragraph 4** the last sentence will be deleted.

Explanation

Paragraph 3 now lists the, as a result of the Law on Shareholders' Rights, mandatory items to be included in the convocation. The requirement that "Conditions set by the Board of Directors in relation to the use of the electronic communication shall be indicated in the convocation mentioned in paragraph 3 of this Article." has, in view of consistency, been moved to paragraph 3.

AMENDMENT

Article 11 paragraph 5 will be amended and shall read as follows:

- “5. With respect to the voting right and the right to participate in a meeting attached to bearer Shares, the Company shall, correspondingly applying Article 88 and 89 of Book 2 of the Dutch Civil Code, also recognise as a Shareholder such person as shall be mentioned in a written statement of a Member Institution **as referred to in paragraph 6**, provided that such statement is filed in time at the place stated in the notice convening the meeting, against a receipt, which receipt will serve as a ticket of admission for the meeting.
The notice of the meeting shall state the date on which the notice of the Member Institution must ultimately be filed. Such date may not be earlier than the seventh day prior to the day of the General Meeting of Shareholders. **With respect to the voting right and the right to participate in a meeting attached to registered Shares, the Company shall, correspondingly applying Article 88 and 89 of the Dutch Civil Code, recognise as Shareholder such person as shall, on the record date, as referred to in Article 2:119 of the Dutch Civil Code, be registered as such in any register designated for that purpose by the Board of Directors.**”

Explanation

- (i) *The content of the requisite statement of a Member Institution will (following amendment) be explicitly listed in paragraph 6.*
- (ii) *Blocking of shares is prohibited pursuant to the Law on Shareholders' Rights and the use of a record date has, pursuant to the Law on Shareholders' Rights, become mandatory.*
- (iii) *The Articles of Association currently do not contain the arrangements for registration of holders of registered shares. For those Shareholders, the legal regime applies. For completeness sake, this has been repeated in this paragraph.*

AMENDMENT

Article 11 paragraph 6 will be amended and shall read as follows:

- “6. **The written statement of a Member Institution referred to in paragraph 5 shall only confirm that on the record date, as referred to in Article 2:119 of the Dutch Civil Code, the number of bearer Shares mentioned in such statement belonged to such Member Institution's Collective Depot and that the person mentioned in such statement was a Participant in its Collective Depot.**”

Explanation

This amendment relates to the proposed amendment of paragraph 5 of Article 11. The Law on Shareholders' Rights has introduced the mandatory use of a record date.

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AMENDMENT

A new **paragraph 7 will be added to Article 11** (while simultaneously re-numbering paragraphs 7 up to and including 11 to 8 up to and including 12), which shall read as follows:

“7. ***The convocation for the General Meetings of Shareholders shall include the record date referred to in paragraph 6 as well as the procedure for registration for those entitle to vote and participate and the procedure for exercising such entitlements. In addition and if applicable, the record date as referred to in Article 2:117b of the Dutch Civil Code shall be mentioned.***”

Explanation

This addition relates to the proposed amendment of paragraphs 5 and 6 of Article 11. The Law on Shareholders' Rights has set both the record date for registration for participation and the record date for electronic voting in advance of the meeting, at the 28th day prior to the day of the meeting.

AMENDMENT

Article 11 paragraph 9 (currently 8) will be amended and shall read as follows:

“9. An extraordinary General Meeting of Shareholders shall be held if the Board of Directors has convened such a meeting; the Board of Directors shall moreover be obliged to convene an extraordinary General Meeting of Shareholders, to be held within ***eight*** weeks after receipt of a request to that effect made by the holders, collectively holding at least one quarter of the issued Share capital. This meeting shall deal with the subjects as stated by those who wish to hold the meeting.”

Explanation

The mandatory term for an extraordinary General Meeting of Shareholders to be held is extended, from four weeks to eight weeks. This term will on the one hand ensure the two weeks term currently available for the Board of Directors to convene such a meeting and on the other hand allow for compliance with the extended mandatory convocation period of 42 days (see the proposed amendments to Article 11 paragraph 3).

AMENDMENT

Article 11 paragraph 10 (currently 9) will be amended and shall read as follows:

“10. If the Board of Directors has been requested in writing, ***which request is to be furnished with reasons or to be accompanied by a proposal for a resolution***, not later than sixty (60) days prior to the date of the General Meeting of Shareholders, to deal with a subject by one or more holders of Shares who solely or jointly (i) represent at least one per cent (1%) of the issued capital, or (ii) at least represent a value of fifty million euro (EUR 50,000,000), then the subject will be included in the convocation or announced in a similar way. ***Shareholders who have requested a subject to be dealt with will explain this to the meeting and will answer any questions thereon.***”

Explanation

- (i) *The Law on Shareholders' Rights stipulates that a request for a subject to be dealt with is either furnished with reasons or accompanied by a proposal for a resolution. The proposed amendments aim to align the requirement set by the Articles of Association with the requirements pursuant to the Law on Shareholders' Rights.*
- (ii) *Provision IV.4.6 of the revised Corporate Governance Code states that a Shareholder who has requested an item to be placed on the agenda may be asked to explain this to the meeting and to answer questions thereon. The proposed addition aims to provide these obligations with a statutory basis as well.*

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AMENDMENT

Article 11 paragraph 12 (currently 11) will be amended and shall read as follows:

“12. *A resolution for approval or authorisation to be passed by the Shareholders’ Body shall be explained in writing. In its explanation, the Board of Directors shall deal with all facts and circumstances relevant to the approval or authorisation to be granted. The explanatory notes to the agenda shall be posted on the Company’s website.*”

Explanation

Added in accordance with the provisions of Provision IV.3.8 of the revised Corporate Governance Code.

AMENDMENT

Article 12 paragraph 4 will be amended and shall read as follows:

“4. Each Share confers the right to issue one vote. The Board of Directors may determine in the convocation notice that any vote cast prior to the General Meeting of Shareholders by means of electronic communication, shall be deemed to be a vote cast in the General Meeting of Shareholders. Such a vote may not be cast prior to the **record date** mentioned in **the final sentence of Article 11 paragraph 7**. A Shareholder who has cast his vote prior to the General Meeting of Shareholders by means of electronic communication, remains entitled to, whether or not represented by a holder of a written proxy, participate in the General Meeting of Shareholders and to address the General Meeting of Shareholders. Once cast, a vote can not be revoked. Those who, **on the record date mentioned in the final sentence of Article 11 paragraph 7**, have the rights to attend the General Meeting of Shareholders and to exercise voting rights therein and are registered as such in a register designated for that purpose by the Board of Directors, shall for the purpose of the preceding provision of this paragraph be deemed to have the rights to attend the General Meeting of Shareholders and to exercise voting rights therein, regardless who, at the moment of the General Meeting of Shareholders holds the Shares concerned.”

Explanation

The wordings “ultimate allowed record date” and “at a moment indicated for that purpose by the Board of Directors in the convocation of a General Meeting of Shareholders” have both been replaced by a reference to the relevant mandatory record date referred to in paragraph 7 of Article 11. These amendments relate to the proposed amendments of paragraphs 5, 6 and 7 of Article 11. The Law on Shareholders’ Rights has fixed this record date for registration for participation at the 28th day prior to the day of the meeting.

AMENDMENT

Article 12 paragraph 8 will be amended and shall read as follows:

“8. *Minutes shall be kept of the proceedings at every General Meeting of Shareholders by a secretary to be designated by the chairman. The minutes shall be adopted by the chairman and the secretary and shall be signed by them as evidence thereof.*”

Explanation

The current provisions of Article 12 paragraph 8 provide for the secretary to be appointed by the meeting. This authority will, pursuant to this proposed amendment, in future come to the chairman of the meeting.

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AMENDMENT

Article 12 paragraph 9 will be amended and shall read as follows:

“9. **In deviation of the provisions of Article 12 paragraph 8, the Board of Directors or the chairman may determine that a notarial record must be drawn up of the proceedings of a meeting. The notarial record shall be co signed by the chairman.**”

Explanation

This proposed amendment clarifies who is to decide whether a notarial report will be prepared and by whom it shall be signed.

AMENDMENT

Article 15 will be amended and shall read as follows:

“All convocation notices for General Meetings of Shareholders, all announcements relating to dividends and other distributions and all other notifications to Shareholders shall take place ***in accordance with the applicable provisions of the law.***”

Explanation

The manners of communication with Shareholders (announcement in a nationwide daily newspaper and/or Official Price List), have been deleted from the Euronext General Rules as per 1 July 2009. The proposed provision refers to the relevant provisions of the law. Should these in any given case not require announcement in a nationwide daily newspaper and/or Official Price List, such announcement will also no longer be required on the basis of the Articles of Association. Please also see the amendment of Article 11 paragraph 3 and the explanation thereto.