

# Heineken Holding N.V.

HEINEKEN HOLDING N.V.  
established in Amsterdam

Shareholders and other parties entitled to attend and vote 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 4:30 p.m. (or later, if the Annual General Meeting of Shareholders of Heineken N.V. has not yet finished).**

*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 Section 392, subsection 1, Book 2 of the Dutch Civil Code as well as the proposal to amend the Articles of Association can be obtained from today by shareholders and other parties entitled to attend and vote at the meeting at the company's office in Amsterdam, Tweede Weteringplantsoen 5, as well as through The Royal Bank of Scotland N.V. (RBS), telephone number +31 20 464 3707 or e-mail [corporate.actions@rbs.com](mailto:corporate.actions@rbs.com)

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

## Agenda

### Opening

1. Report for the 2010 financial year.
2. Adoption of the financial statements for the 2010 financial year.
3. Announcement of the appropriation of the balance of the income statement pursuant to the provisions in Article 10, paragraph 6, of the Articles of Association.
4. Discharge of the members of the Board of Directors.
5. Authorisations
  - a. Authorisation of the Board of Directors to acquire own shares.
  - b. Authorisation of the Board of Directors to issue (rights to) shares.
  - c. Authorisation of the Board of Directors to restrict or exclude shareholders' pre-emptive rights.
6. Amendments to the Articles of Association.
7. Remuneration of the Board of Directors.
8. Composition of the Board of Directors.
  - a. Retirement of Mr D.P. Hoyer from the Board of Directors.
  - b. Appointment of Mrs C.M. Kwist as a member of the Board of Directors.
  - c. Reappointment of Mrs C.L. de Carvalho-Heineken as delegate member of the Board of Directors.

### Closure

All agenda items except items 1, 3 and 8a are subject to the approval of the Annual General Meeting of Shareholders.

## Record date

The Board of Directors 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.

# Heineken Holding N.V.

## **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 Holding N.V. offers the possibility for shareholders to submit their voting instruction through internet, in case they are unable to attend the Annual General Meeting of Shareholders. When submitting the voting instruction one can also make use of split voting. Shareholders first have to register as described above and can then submit their voting instructions through the website ([www.heinekeninternational.com/agm](http://www.heinekeninternational.com/agm)) as from 24 March 2011 with the help of their registration ticket till ultimately 19 April 2011, 9 a.m.

## **Observers General Meeting of Shareholders Heineken N.V.**

Shareholders may attend the Annual General Meeting of Shareholders of Heineken N.V. as observer. The above-mentioned registration ticket will also serve as admission ticket for this meeting.

The Heineken N.V. meeting will be held at Beurs van Berlage at 2 p.m. on Thursday, 21 April 2011.

## **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](http://www.heinekeninternational.com/webcast/investors)

The Board of Directors

Amsterdam, 8 March 2011