

**REGULATIONS (Terms of Reference) AMERICAS COMMITTEE OF THE  
SUPERVISORY BOARD**

---

**General**

These regulations set forth the composition, attributions and rules of governance of the Americas Committee of the Supervisory Board of Heineken N.V. These regulations and the composition of the Americas Committee shall be posted on the company's website. The Supervisory Board's report in the Annual Report shall describe the composition of the Americas Committee, the number of meetings it held during the year as well as the principal subjects discussed.

The members of the Americas Committee shall act in compliance with the Dutch Corporate Governance Code of December 2008, the Supervisory Board regulations, the Articles of Association and all applicable laws.

As a Committee of the Supervisory Board, the Americas Committee shall act by delegation of the Supervisory Board with respect to the matters described below which are entrusted to the Committee. It shall recommend to the Supervisory Board such action as it deems appropriate. Any action taken by the Committee shall be deemed to constitute an act of the Supervisory Board.

**Article 1      Composition**

1. The Americas Committee ('the Committee') shall be composed of three members designated by the Supervisory Board from among its members.
2. The Committee shall be chaired by the Supervisory Board member who also has been appointed as member of the Board of Directors of Heineken Holding N.V. at Femsa's nomination.

**Article 2      Oversight Responsibilities**

1. The Committee shall exercise oversight responsibility over the following activities of the Executive Board as they relate to the Americas Region:
  - a. The overall strategic direction of the business of the Company, including as reflected in the preparation and execution of the Company's annual and pluri-annual business plans;
  - b. The periodic review and evaluation of the Company's financial and operating performance;
  - c. The periodic review and monitoring of the Company's organization and management, including transition and succession planning;
  - d. The review, evaluation and monitoring of growth and development opportunities of the Company, in particular strategic acquisitions and partnerships;

- e. Such other matters concerning the Company's markets, business operations, business relations, governmental and public affairs as the Committee shall see fit and proper or as shall be referred by the Executive Board from time to time.
2. The Americas Committee shall periodically report on its activities, findings and recommendations to the Supervisory Board but in no event less frequently than every 6 months.
3. The Committee shall have the ability and power to seek information from management and independent auditors of the Company and its subsidiaries in respect of the matter as to which it has oversight as it deems necessary or desirable to perform its duties. Such requests shall be made to the Chairman of the Executive Board.
4. The out-of-pocket reasonable expenses of the Committee and its members incurred in connection with their activities shall be advanced or promptly reimbursed by the Company in accordance with its business expense guidelines and policies in effect from time to time.

**Article 3 Meetings/ Resolutions**

1. The Committee meets at least twice a year or more if requested by one of its members or the Chairman of the Executive Board. Meetings shall be held in Amsterdam, New York or any other place as deemed convenient by the members. The language of the meetings shall be in English, unless all members prefer another language. Minutes shall be drafted in the English language.
2. The Committee shall decide whether the Chairman of the Executive Board and the Regional President Americas attends.
3. The Committee takes decisions by unanimous vote of the members present. Valid decisions can only be taken in a meeting attended by at least two members of the Committee, one of them the Chairman.
4. Subject to written consent of all members of the Committee, the Committee may take decisions by unanimous written consent.
5. If it should appear that the Committee is unable to take a decision with the required unanimous vote or written approval, its Chairman shall inform the Supervisory Board.

6. The Committee is supported by the Company secretary, whose tasks shall include at least the following:
- i. to timely convene the meetings;
  - ii. to send the members the agenda and the pertaining appendices, one week prior to the meeting;
  - iii. to take minutes of the meetings; the minutes are adopted at the next meeting;
  - iv. to dispatch the draft minutes and/or the adopted minutes of the meeting to the members of both Executive Board and the Supervisory Board (as soon as possible).

These regulations have been adopted by the Supervisory Board in its meeting on 22 February 2010 and amended in its meeting on 11 May 2010 and are applicable as from the same date.