

Terms of Reference Integrity Committee

1. Objectives

- a. The Executive Board has installed the Integrity Committee, which deals on its behalf with the investigation of serious wrongdoing or malpractice in the company and will act as advisor to the Executive Board. Its objectives are:
 - To investigate reports of serious wrongdoing or malpractice on Corporate level, or joint ventures, on reports that cannot be handled on local level or are according to the whistleblower not properly handled on that level.
 - To advise the Regional Presidents and / or the Executive Board on reported serious wrongdoing or malpractice done in or on behalf of the company by any employee or instructed third party.
 - To monitor implementation and effectiveness of proper procedures in the Operating Companies, Regions and Corporate Office and the quality of the world-wide toll-free telephone service
 - To safeguard for occupational detriment (disciplinary action, dismissal, transfer, harassment etc.) to anyone who has made a disclosure of serious wrongdoing or malpractice in good faith and according to the set procedures.
- b. To achieve its objectives, it can undertake any activity (hearing, investigation, involvement of external partners, etc.) to obtain the factual information necessary to advise the Regional Presidents and / or the Executive Board on further actions.
- c. If it is not satisfied with the follow-up of an advice by the Regional President(s), the Integrity Committee may inform the Executive Board.
- d. Bi-annually it prepares a report to the Executive Board with an evaluation of the Whistle Blowing Procedure.

2. Composition and membership

- a. The Integrity Committee consists of the Directors of Group Human Resources and Group Legal Affairs, the Manager Group Internal Audit and the Head of Corporate Affairs (Group Corporate Relations).
- b. Depending on the case, the Integrity Committee may invite others to join the deliberations of the Committee when it feels that additional expertise is required.
- c. Membership of the Integrity Committee is personal: replacement is not possible.
- d. The Chair of the Integrity Committee rests with the Head of Corporate Affairs.

3. Confidentiality

- a. The members of the Integrity Committee are required to treat all information received in their function of member as confidential.
- b. The same confidentiality applies to others that are involved in the work of the Integrity Committee, including the Secretariat.
- c. All documents related to reports filed under the Whistle Blowing Procedure will be kept in a locked or otherwise secure space by all who receive such documents. Under no circumstances may documents related to reports be multiplied or circulated without prior consent from the Integrity Committee or the Secretariat. To maintain confidentiality, the use of e-mail or other non-secure communication channels is restricted.

4. Procedures and meetings

- a. When dealing with a report filed under the Whistle Blowing Procedure, the activities of the Integrity Committee focus around the question whether there is sufficient evidence to substantiate the report and on corrective and preventive actions to be taken.
- b. Unless one or more members of the Integrity Committee request an oral discussion, the Integrity Committee will take its decisions in a written procedure.
- c. When a report filed under the Whistle Blowing Procedure is received by the Secretariat, it will first seek and answer to the question if the Integrity Committee is competent to deal with this report in conformity with article 6 of the Heineken Code of Whistle Blowing. If the Integrity Committee has declared itself not competent, it may transfer the matter to the competent local Trusted Representative. It will only do so after consultation with the employee who has filed the report.
- d. If the Integrity Committee has declared itself competent to deal with a report, it will investigate whether the Regional Office is implicated in the report. If this is not the case, the Regional President will be invited to join the deliberations of the Integrity Committee for this specific report and a deadline for the conclusion of the investigation will be set.
- e. Unless a situation as described in article 4 sub j arises, the Chairman of the Integrity Committee will immediately notify the Executive Board of any report in which the Committee has declared itself competent.
- f. All decisions by the Integrity Committee are taken by simple majority. Minority positions will be integral part of the advice to the Regional Presidents and /or the Executive Board.
- g. To take a decision, at least three members of the Integrity Committee must participate in the decision process (quorum).
- h. All members of the Integrity Committee will lead possible additional investigations necessary to prepare an advice in the areas that fall under their responsibility and report the results hereof via the Secretariat to the entire Committee.
- i. Any costs of the activities of the Integrity Committee are controlled by the Secretariat.
- j. When a report filed under the Whistle Blowing Procedure implicates a member of the Executive Board, the Chairman of the Integrity Committee will forward the case to the Chairman of the Supervisory Board.

- k. When a report filed under the Whistle Blowing Procedures implicates a member of the Integrity Committee, the Chairman will not involve the implicated member in the handling of this specific report.
- l. When the Chairman of the Integrity Committee is implicated, the Secretariat will seek the assignment of a temporary Chairman for the handling of this specific case.
- m. When the Integrity Committee has reached a conclusion on an advice to the Regional President concerned and / or the Executive Board, the Chairman will convey this advice. In case of an advice to a Regional President, a copy of this advice will be sent to the Executive Board.

5. Secretariat

- a. The Secretariat operates under the responsibility of Group Corporate Relations (Corporate Affairs). The Head of Corporate Affairs may appoint one or more secretaries to the Committee, who are responsible for proper handling of a report.
- b. When in the opinion of the Secretariat it is evident that the Integrity Committee is not competent to deal with a report filed under the Whistle Blowing Procedure, it has the authority to take a decision as mentioned in article 4b.
- c. At least twice per year, the Secretariat will compile an internal report holding an overview of:
 - Reports transferred or handled in the period
 - Reports still under investigation
- d. All documentation related to reports will be held for a period of three years by the Secretariat. The files may only be disclosed to members of the Integrity Committee, the Secretariat and for internal and external audit purposes.
- e. The Secretariat has the sole responsibility for maintaining the relationship with the external agency that operates the help line and the communication with employees that file a report under the Whistle Blowing Procedure, including giving feedback on the outcome of a report.

Amsterdam, 11 October 2006