

# Heineken Holding N.V.

## **Resolutions of the Annual General Meeting of Shareholders (AGM) of Heineken Holding N.V. dated 17 April 2008.**

### **2 Adoption of the financial statements for the financial year 2007.**

The AGM adopted the financial statements for the financial year 2007.

### **4 Discharge of the members of the Board of Directors.**

The AGM has discharged the members of the Board of Directors for their management during the financial year 2007 in as far as appears from the financial statements.

### **5 Acquisition Scottish & Newcastle plc.**

The AGM has approved the acquisition by Sunrise Acquisitions Ltd., a company jointly owned by Heineken N.V. and Carlsberg A/S, of the entire issued and to be issued share capital of Scottish & Newcastle plc and the subsequent 100% shareholding by Heineken N.V. of Sunrise Acquisitions Ltd. after transfer by it of certain businesses of Scottish & Newcastle plc to Carlsberg A/S, all as described in detail in the Shareholders' Circular.

### **6 Appointment of the external auditor for a period of four years.**

The AGM has re-appointed KPMG Accountants N.V. as external auditor for a period of four years (financial statements 2008-2011).

### **7 Extension of the authorisation of the Board of Directors to acquire own shares.**

The AGM has authorised the Board of Directors for the statutory maximum period of 18 months commencing on 17 April 2008, to acquire own shares subject to the following conditions and with due observance of the law and the Articles of Association:

- a. the maximum number of shares which may be acquired is the statutory maximum of 10% of the issued share capital of the company;
- b. transactions must be executed at a price between the nominal value of the shares and 110% of the opening price quoted for the shares in the Official Price List (Officiële Prijscourant) of Euronext Amsterdam on the date of the transaction or, in the absence of such a price, the latest price quoted therein;
- c. transactions may be executed on the stock exchange or otherwise.

### **8 Extension of the authorisation of the Board of Directors to issue (rights to) shares and to restrict or exclude shareholders' pre-emptive rights.**

The AGM has authorised the Board of Directors for a period of 18 months commencing on 17 April 2008, to issue shares or grant rights to subscribe for shares and to restrict or exclude shareholders' pre-emptive rights, with due observance of the law and the Articles of Association. The authorisation will be limited to 10% of the company's issued share capital, as per the date of issue.

Amsterdam, 17 April 2008