

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

- 1** Report for the financial year 2007
- 1a** **Adoption of the financial statements for the financial year 2007**
The AGM has adopted the financial statements for the financial year 2007.
- 1b** **Decision on the appropriation of the balance of the income statement in accordance with Article 12 paragraph 7 of the company's Articles of Association**
The AGM has adopted the dividend over 2007, according to the proposal, of €0.70 per share of €1.60 nominal value. On 20 September 2007 an amount of €0,24 was paid as interim dividend. With effect from 25 April 2008 the final dividend of €0.46 per share (less withholding tax) will be made payable.
- 1c** **Discharge of the members of the Executive Board**
The AGM has discharged the members of the Executive Board for their management during the financial year 2007 in as far as appears from the financial statements.
- 1d** **Discharge of the members of the Supervisory Board**
The AGM has discharged the members of the Supervisory Board for their supervision during the financial year 2007.
- 2** **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 per cent 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.
- 3** **Appointment of the external auditor for a period of four years**
The AGM has (re) appointed KPMG Accountants N.V. as the external auditor for a period of 4 years (financial statements 2008-2011).
- 4** **Extension of the authorization of the Executive Board to acquire own shares**
The AGM has authorized the Executive Board for the statutory maximum period of 18 months, starting 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 per cent 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 per cent 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.

5 Extension of the authorization of the Executive Board to issue (rights to) shares and to restrict or exclude shareholders' pre-emptive rights

The AGM has authorized the Executive Board for a period of 18 months, starting 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 authorization will be limited to 10 per cent of the company's issued share capital, as per the date of issue.

6 Appointment of Mrs. M. Minnick as member of the Supervisory Board

The AGM has appointed Mrs. Mary Minnick as member of the Supervisory Board for a period of 4 years until and including the Annual General Meeting of Shareholders in 2012.

Amsterdam, 17 April 2008