

HEINEKEN N.V.  
established in Amsterdam

Shareholders are convoked to the Annual General Meeting of Shareholders to be held at **Beurs van Berlage, Damrak 243, Amsterdam on Thursday 17 April 2008 at 2 p.m.**  
*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 2007 and the information as referred to in article 392 paragraph 1 Book 2 BW of the Dutch Civil Code can be obtained from today at the company's office in Amsterdam, Tweede Weteringplantsoen 21 and also through the ABN AMRO Servicedesk, telephone number +3176 57 99 455. The Shareholders' Circular with regard to the acquisition of Scottish & Newcastle plc can be obtained at the above mentioned offices as from 1 April 2008.

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

## **Agenda**

### Opening

- 1 Report for the financial year 2007.
  - a Adoption of the financial statements for the financial year 2007.
  - b 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.
  - c Discharge of the members of the Executive Board.
  - d Discharge of the members of the Supervisory Board.
- 2 Acquisition Scottish & Newcastle plc.
- 3 Appointment of the external auditor for a period of four years.
- 4 Extension of the authorisation of the Executive Board to acquire own shares.
- 5 Extension of the authorisation of the Executive Board to issue (rights to) shares and to restrict or exclude shareholders' pre-emptive rights.
- 6 Appointment of Mrs. Minnick as member of the Supervisory Board.

### Closing

Agenda items 1a till 6 are subject to approval of the Annual General Meeting of Shareholders.

## **Record date**

The Executive Board has determined that only those persons will be eligible to attend and vote at the Annual General Meeting of Shareholders on 17 April 2008, who are entered in one of the registers designated by the company on Thursday 27 March 2008 (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.

## **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 ABN AMRO Bank N.V. not later than 10 April 2008 under submission of a confirmation that the relative shares are registered on the record date. After receipt of the application, ABN AMRO Bank N.V. 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 10 April 2008. Provided they are entered in the company's register of shareholders on 27 March 2008, they will then receive an admission ticket for the meeting.

## **Electronic voting instruction**

Heineken N.V. offers the possibility for shareholders to submit their voting instruction through internet, in case they are unable to attend the general meeting of shareholders. When submitting the voting instruction one can also make use of split voting. Shareholders have to register first as described above and can then submit their voting instructions through our website ([www.heinekeninternational.com/agm](http://www.heinekeninternational.com/agm)) with the help of their registration ticket till ultimately 15 April 2008, 9 a.m.

## **Shareholders of Heineken Holding N.V**

Shareholders of Heineken Holding N.V. may attend the meeting as observers. To this end they must register their shares in the manner described above for Heineken N.V. shares. The registration ticket for the Annual General Meeting of Shareholders of Heineken Holding N.V. to be held on 17 April 2008 will also serve as admission ticket for the Annual General Meeting of Shareholders of Heineken N.V.

Persons entitled to the rights granted by law to the holders of depositary receipts for shares issued with the cooperation of Heineken N.V. and Heineken Holding N.V. respectively are equated with shareholders.

## **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 audiowebrtc live and in full via  
[www.heinekeninternational.com/webcast/investors](http://www.heinekeninternational.com/webcast/investors).

The Supervisory Board  
The Executive Board

Amsterdam, 20 March 2008