



Agenda

for the meeting of holders of class A shares Heineken Holding N.V., to be held at 3.45 p.m.
– or later, if the Annual General Meeting of Shareholders of Heineken N.V. has not finished –
on Wednesday, 20 April 2005 in the Beurs van Berlage, 243 Damrak, Amsterdam.

Opening 1 Amendments to the Articles of Association.

Explanatory notes to this item are appended.

Closure

● Explanatory notes

to the agenda for the meeting of holders of class A shares Heineken Holding N.V.,
to be held on Wednesday, 20 April 2005.

Item 1 Amendments to the Articles of Association

The proposed amendments to the Articles of Association have been prompted in particular by the Dutch Corporate Governance Code of 9 December 2003 and the Act of 9 July 2004 amending Book 2 of the Dutch Civil Code in connection with the large company regime (structuurregeling), which came into effect on 1 October 2004. Heineken Holding N.V. itself is not subject to the large company regime.

The proposal also provides for the conversion of the A and B shares into a single category of (ordinary) shares, since the need for this (historically-based) distinction has lapsed. Apart from ordinary shares, the company will then just have priority shares.

In addition, the proposal contains amendments relating to textual clarifications, improvements in the layout and modernisation of the current Articles of Association.

The full text of the proposed amendments to the Articles of Association and explanatory notes are available for inspection at the offices of the company, from which a copy may be obtained. The text is also available on the website www.heinekeninternational.com.

The proposal also includes an authorisation to execute the notarial deed of amendment.

The amendments to the Articles of Association will come into effect upon execution of the notarial deed.