

**Resolutions of the Annual General Meeting of Shareholders (AGM) of Heineken N.V.
dated
19 April 2007**

- 1** Report for the financial year 2006
- 1a** **Adoption of the Balance Sheet as at 31 December 2006, the Income Statement for the year 2006 and the Notes thereto.**
The AGM adopted the annual accounts 2006.
- 1b** **Proposal for a new reserve and dividend policy**
The AGM approved the revised reserve and dividend policy.
- 1c** **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 adopted the dividend over 2006, according to the proposal, of €0.60 per share of €1.60 nominal value. On 20 September 2006 an amount of €0.16 was paid as interim dividend. With effect from 8 May 2007 the final dividend of €0.44 per share (less withholding tax) will be made payable.
- 1d** **Discharge of the (former) members of the Executive Board**
The AGM discharged the (former) members of the Executive Board for their management during the financial year 2006 in as far as appears from the annual accounts.
- 1e** **Discharge of the members of the Supervisory Board**
The AGM discharged the members of the Supervisory Board for their supervision during the financial year 2006.
- 2** **Amendments to the Articles of Association**
The AGM approved the amendments to the Articles of Association. The full text with the proposed amendments was posted on the company's website and was made available for inspection at the company's offices in Amsterdam.
- 3** Remuneration policy for the Executive Board
- 3a** **Amendment to the remuneration policy for the Executive Board**
The AGM adopted the amended remuneration policy for the Executive Board. The amended policy is described in the annual report 2006 and is posted on the website.
- 3b** **Related amendment to the Long-Term Incentive Plan for the Executive Board**
The AGM approved the amendment to the Long-Term Incentive Plan for the Executive Board.

4 Extension of the authorisation of the Executive Board to acquire own shares

The AGM has authorised the Executive Board for the statutory maximum period of 18 months starting 19 April 2007 to acquire 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.

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

The AGM has authorised the Executive Board for a period of 18 months, starting 19 April 2007 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.

6 Reappointment of Mr. M.R. de Carvalho as member of the Supervisory Board

The AGM re-appointed Mr. M.R. de Carvalho as member of the Supervisory Board for a period of 4 years until and including the General Meeting of Shareholders in 2011.

Amsterdam, 19 April 2007