

**Resolutions of the Annual General Meeting of Shareholders (AGM) of Heineken N.V.
dated
20 April 2006.**

- 1a Adoption of the Balance Sheet as at 31 December 2005, the income statement for the year 2005 and the Notes thereto.**
The AGM adopted the annual accounts 2005.
- 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 proposal of €0.40 per share of €1.60 nominal value. On 21 September 2005 an amount of €0.16 was paid as interim dividend. With effect from 8 May 2006 the final dividend of €0.24 per share (less 25% withholding tax) will be made payable.
- 1d Discharge of the members of the Executive Board.**
The AGM discharged the members of the Executive Board for their management during the financial year 2005 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 2005.
- 2 Authorisation of the Executive Board to repurchase own shares.**
The AGM has authorised the Executive Board for the statutory maximum period of 18 months starting 20 April 2006 to repurchase 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 repurchased is the statutory maximum of 10% of the issued share capital of the company;
 - b. repurchase 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 repurchase transaction or, in the absence of such a price, the latest price quoted therein;
 - c. repurchase transactions may be executed on the stock exchange or otherwise.

3 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 20 April 2006 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.

4 Composition of the Supervisory Board.

Messrs C.J.A. van Lede and J.M. de Jong have been re-appointed as members of the Supervisory Board for a period of 4 years until and including the General Meeting of Shareholders in 2010.

Two new Supervisory Board members were appointed for a period of 4 years until and including the General Meeting of Shareholders in 2010:

Mrs. A.M. Fentener van Vlissingen and Lord MacLaurin of Knebworth.

Amsterdam, 20 April 2006