

## Other information

### Auditors' Report

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#### *Introduction*

We have audited the 2001 financial statements of Heineken N.V., Amsterdam, as included on pages 45 to 70 of this report. The financial statements are the responsibility of the company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

#### *Scope*

We conducted our audit in accordance with auditing standards relating generally accepted in the Netherlands. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence

Amsterdam, 25 February 2003  
*KPMG Accountants N.V.*

supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

#### *Opinion*

In our opinion, the financial statements give a true and fair view of the financial position of the company as at 31 December 2002 and of the result for the year then ended in accordance with accounting principles generally accepted in the Netherlands and comply with the financial reporting requirements included in Part 9, Book 2, of the Netherlands Civil Code.

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### **Appropriation of Profit**

Article 12, paragraph 4, of the Articles of Association stipulates:

'From the net profit there shall first be distributed, if possible, six per cent dividend on the issued part of the authorised share capital. The amount then remaining shall be at the disposal of the General Meeting of Shareholders.'

It is proposed to appropriate €157 million of the net profit for payment of dividend and to add €638 million to the general reserve.

### **Special Rights pursuant to the Articles of Association**

Article 7, paragraph 2, of the Articles of Association reads: 'The appointment of the members of the Executive Board and of the Supervisory Board shall be made by the General Meeting of Shareholders from a binding nomination of at least two persons to be drawn up for each appointment by the Supervisory Board.'

Heineken N.V. is not a 'structuurvennootschap' within the meaning of Sections 152–164 of the Netherlands Civil Code. Heineken Holding N.V., a company listed on Euronext Amsterdam, holds 50.005% of the shares of Heineken N.V.

### **Authorised Capital**

The company's authorised capital amounts to €2.5 billion.

### **Events after Balance Sheet Date**

On 14 January 2003, Heineken signed an agreement for the acquisition of a 50% interest in a joint venture which has a controlling interest of 62% in the Chilean brewery CCU. Heineken simultaneously reached agreement with Quilmes on the sale of the 15% interest in the Argentinian brewing group Quilmes International (Bermuda) Ltd., realising at net non-recurring gain of €73 million. The transactions in Chile and Argentina will involve a net investment of €272 million.

On the same date, Heineken reached heads of agreement on the acquisition of a 68% interest in the Croatian brewer Karlovacka Pivovara.