

● **AMENDED AGENDA** *(see press release dated 9 April 2009)*

for the Annual General Meeting of Shareholders of Heineken Holding N.V., to be held at Beurs van Berlage, Damrak 243, Amsterdam on Thursday, 23 April 2009 at 4:00 p.m.
– or later, if the Annual General Meeting of Shareholders of Heineken N.V. has not finished.

Opening

- 1 Report for the financial year 2008.
- 2 Adoption of the financial statements for the financial year 2008.
- 3 Announcement of the appropriation of the balance of the income statement pursuant to the provisions in Article 10, paragraph 6, of the Articles of Association and the distribution of retained earnings.
- 4 Discharge of the members of the Board of Directors.
- 5 Amendments to the Articles of Association.
- 6
 - a Extension ~~and amendment~~ of the authorisation of the Board of Directors to acquire own shares.
 - b Extension of the authorisation of the Board of Directors to issue (rights to) shares.
 - c Extension of the authorisation of the Board of Directors to restrict or exclude shareholders' pre-emptive rights.

Closure

All agenda items are subject to approval of the Annual General Meeting of Shareholders, except for agenda items 1 and 3.

to the agenda for the Annual General Meeting of Shareholders of Heineken Holding N.V., to be held on Thursday, 23 April 2009.

Item 5

Amendments to the Articles of Association

The proposal to amend the Articles of Association of Heineken Holding N.V. mainly relates to (i) the Act of 29 May 2008 implementing the amendment of the Second EU Directive concerning the incorporation of public companies and the maintenance and changes of their capital (*de Wet van 29 mei 2008 inzake implementatie van de wijziging van de 2e EU Richtlijn betreffende de oprichting van naamloze vennootschappen en de instandhouding en wijziging van hun kapitaal*), which came into force on 11 June 2008 and (ii) the Act of 25 September 2008 implementing the so-called EU Transparency Directive (*de Wet van 25 september 2008 inzake implementatie van de zogenoemde EU Transparantierichtlijn*), which came into force on 1 January 2009.

According to the Act of 29 May 2008, companies are now permitted (i) to repurchase own shares up to a maximum of 50% of the issued share capital (the maximum used to be 10% of the issued share capital) and (ii) to provide loans to third parties for the purpose of the subscription for or the acquisition of shares in the capital of the company. The provision of such loans is subject to stringent statutory conditions among which the approval of the general meeting of shareholders with a majority of 95% of the votes cast.

It is proposed to bring the Articles of Association of Heineken Holding N.V. in line with the above mentioned legislation.

The full text with the proposed amendments may be inspected at the company's offices in Amsterdam, where copies can be obtained. The text is also posted on the website www.heinekeninternational.com/agm. The proposal also includes an authorisation to execute the notarial deed of amendment. The amendment of the Articles of Association will come into force upon execution of the notarial deed.

Item 6a

Extension ~~and amendment~~ of the authorisation of the Board of Directors to acquire own shares

The Annual General Meeting of Shareholders held on 17 April 2008 last gave an authorisation to the Board of Directors to acquire own shares. The Annual General Meeting of Shareholders is now requested to extend ~~and amend~~ the authorisation of the Board of Directors.

It is proposed that the Board of Directors be authorised by the Annual General Meeting of Shareholders, for the statutory maximum period of 18 months commencing on 23 April 2009, to acquire own shares subject to the following conditions and with due observance of the law and the Articles of Association:

- a ~~as from the amendment of the Articles of Association referred to in agenda item 5, the maximum number of shares which may be acquired is the statutory maximum of 50% of the issued share capital of the company and until the amendment of the Articles of Association,~~ the maximum number of shares which may be acquired remains 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.

The authorisation may be used in connection with Heineken N.V.'s Long-Term Incentive Plan for the members of the Executive Board and the Long-Term Incentive Plan for senior management, but may also serve other purposes, such as acquisitions.

Item 6b

Extension of the authorisation of the Board of Directors to issue (rights to) shares

The Annual General Meeting of Shareholders held on 17 April 2008 last gave an authorisation to the Board of Directors to issue (rights to) shares. The Annual General Meeting of Shareholders is now requested to extend the authorisation of the Board of Directors.

It is proposed that the Annual General Meeting of Shareholders authorises the Board of Directors for a period of 18 months commencing on 23 April 2009, to issue shares or grant rights to subscribe for shares, 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.

The authorisation may be used in connection with Heineken N.V.'s Long-Term Incentive Plan for the members of the Executive Board and the Long-Term Incentive Plan for senior management, but may also serve other purposes, such as acquisitions.

Item 6c

Extension of the authorisation of the Board of Directors to restrict or exclude shareholders' pre-emptive rights

The Annual General Meeting of Shareholders held on 17 April 2008 last gave an authorisation to the Board of Directors to restrict or exclude shareholders' pre-emptive rights. The Annual General Meeting of Shareholders is now requested to extend the authorisation of the Board of Directors.

It is proposed that the Annual General Meeting of Shareholders authorises the Board of Directors for a period of 18 months commencing on 23 April 2009, to restrict or exclude shareholders' pre-emptive rights in relation to the issue of shares or the granting of rights to subscribe for shares, with due observance of the law and the Articles of Association.

Also visit www.heinekeninternational.com/agm

The meeting will be audiowebrast on
www.heinekeninternational.com/webcast/investors