

HEINEKEN N.V.
established in Amsterdam

Shareholders are convoked to the Annual General Meeting of Shareholders to be held at **Beurs van Berlage, Damrak 243, Amsterdam on Thursday 23 April 2009 at 2 p.m.** *The Beurs van Berlage will be open from 1 p.m.*

The agenda with the explanatory notes, the annual report, the financial statements relating to the financial year 2008 and the information as referred to in article 392 paragraph 1 Book 2 BW of the Dutch Civil Code can be obtained from today at the company's office in Amsterdam, Tweede Weteringplantsoen 21 and also through ABN AMRO Bank N.V., acting under the name RBS ("RBS"), telephone number +3120 383 6707 or e-mail corporate.actions@rbs.com
All published documents can also be found at www.heinekeninternational.com/agm

Agenda

Opening

- 1 Report for the financial year 2008.
 - a. Adoption of the financial statements for the financial year 2008.
 - b. 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 and the distribution of retained earnings.
 - c. Discharge of the members of the Executive Board.
 - d. Discharge of the members of the Supervisory Board.
- 2 Amendments to the Articles of Association.
- 3
 - a. Extension and amendment of the authorisation of the Executive Board to acquire own shares.
 - b. Extension of the authorisation of the Executive Board to issue (rights to) shares.
 - c. Extension of the authorisation of the Executive Board to restrict or exclude shareholders' pre-emptive rights.
- 4
 - a. Adjustments to the Remuneration Policy for the Executive Board.
 - b. Related amendment to the Long-Term Incentive Plan for the Executive Board.
- 5
 - a. Re-appointment of Mr. M. Das as member (and delegated member) of the Supervisory Board.
 - b. Re-appointment of Mr. J.M. Hessels as member of the Supervisory Board.
 - c. Appointment of Mr. Ch. Navarre as member of the Supervisory Board.

Closing

Agenda items 1a to 5 are subject to approval of the Annual General Meeting of Shareholders.

Record date

The Executive Board has determined that only those persons will be eligible to attend and vote at the Annual General Meeting of Shareholders on 23 April 2009, who are entered in one of the registers designated by the company on Thursday 2 April 2009 (the record date), after all entries and deletions have been made for that day, and for whom applications have been made in accordance with the procedure hereinafter described.

Application and registration

Holders of bearer shares

The designated register or sub-register for holders of bearer shares are the records of the institutions affiliated to Euroclear Nederland identifying the shareholder on the record date. Holders of bearer

shares wishing to attend the meeting and exercise the rights attached to bearer shares must apply via their bank to RBS not later than 16 April 2009 under submission of a confirmation that the relative shares are registered on the record date. After receipt of the application, RBS will send a registration ticket to those shareholders; this ticket also serves as admission ticket for the meeting.

Holders of registered shares

Holders of registered shares wishing to attend the meeting and exercise the rights attaching to registered shares must notify the company in writing not later than 16 April 2009. Provided they are entered in the company's register of shareholders on 2 April 2009, they will then receive an admission ticket for the meeting.

Electronic voting instruction

Heineken N.V. offers the possibility for shareholders to submit their voting instruction through internet, in case they are unable to attend the general meeting of shareholders. When submitting the voting instruction one can also make use of split voting.

Shareholders have to register first as described above and can then submit their voting instructions through our website (www.heinekeninternational.com/agm) with the help of their registration ticket till ultimately 21 April 2009, 9 a.m.

Shareholders of Heineken Holding N.V

Shareholders of Heineken Holding N.V. may attend the meeting as observers. To this end they must register their shares in the manner described above for Heineken N.V. shares. The registration ticket for the Annual General Meeting of Shareholders of Heineken Holding N.V. to be held on 23 April 2009 will also serve as admission ticket for the Annual General Meeting of Shareholders of Heineken N.V.

Persons entitled to the rights granted by law to the holders of depositary receipts for shares issued with the cooperation of Heineken N.V. and Heineken Holding N.V. respectively are equated with shareholders.

Identification

Persons entitled to take part in the meeting may be asked for identification prior to being admitted and are therefore asked to carry a valid identity document.

Webcast

The meeting will be audiowebcast live and in full via www.heinekeninternational.com/webcast/investors

The Supervisory Board
The Executive Board

Amsterdam, 24 March 2009