

Summary of the resolutions taken in the Annual General Meeting of Shareholders (AGM) of Heineken N.V. of 20 April 2005.

2 Adoption of the Balance Sheet as at 31 December 2004, the Profit and Loss account for the financial year 2004 and the Notes thereto.

The AGM adopted the annual accounts 2004.

4 Decision on the appropriation of the balance of the Profit and Loss account in accordance with Article 12, paragraph 4 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 2004 an amount of €0.16 was paid as interim dividend.

With effect from 9 May the final dividend of €0.24 per share (less 25% withholding tax) will be made payable.

5 Discharge of the members of the Executive Board.

The AGM discharged the members of the Executive Board for their management during the financial year 2004 in as far as appears from the annual accounts.

6 Discharge of the members of the Supervisory Board.

The AGM discharged the members of the Supervisory Board for their supervision during the financial year 2004.

7 Amendments to the Articles of Association.

The AGM adopted the proposal to amend the Articles of Association, on the basis of the draft deed, which was made available for inspection and the AGM also approved to authorise every member of the Executive Board and every (candidate) notary of Loyens & Loeff, to obtain the statement of no-objection from the Ministry of Justice, to make changes in the draft proposal which may be deemed necessary to obtain such statement of no-objection or which might be requested by Euroclear Nederland or Euronext Amsterdam and to execute the deed.

8 Adoption of the remuneration policy for the Executive Board.

The AGM adopted the proposed remuneration policy. The policy is published on the website as well as in the annual report.

9 Approval of the Long-Term Incentive Plan for the Executive Board.

The AGM approved the proposal for the Long Term Incentive (LTI) plan. The LTI provides for a payment in shares and is part of the remuneration policy as described in the annual report and published on the website.

10 Authorisation of the Executive Board to repurchase own shares.

The AGM has authorised the Executive Board for the statutory maximum period of 18 months from the date on which the amendment of the Articles of Association referred to in item 7 becomes effective 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.

11 Authorisation of the Executive Board to issue (rights to) shares and to restrict or exclude shareholders' pre-emption rights.

The AGM has authorised the Executive Board for a period of 18 months from the date on which the amendment of the Articles of Association referred to in item 7 becomes effective, as the body authorised to resolve 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.

12 Appointment of two members of the Supervisory Board.

Mr. M. Das has been re-appointed as member of the Supervisory Board and as delegated member. Also Mr. J.M. Hessels has been re-appointed as member of the Supervisory Board.

13 Remuneration of the Supervisory Board.

The AGM approved the proposal, with effect from 1 January 2005, to pay a fee for the committee activities, as mentioned in the explanatory notes to the agenda. With effect from 1 January 2005 the remuneration will be paid quarterly in advance.

The AGM also approved the proposal to increase the fixed remuneration as per 1 January 2006 from €45.000,00 to €60.000,00 (chairman) and from €38.000,00 to €45.000,00 (members).

14 The Dutch Corporate Governance Code.

The AGM sanctions Heineken's dealing with the Dutch Corporate Governance Code and more in particular the non-compliance with a number of best practice provisions.

15 Official language of the annual report.

The AGM approved the proposal to designate English as the official language of the annual report.

Amsterdam, 21 April 2005