

## **Heineken N.V. General Meeting of Shareholders adopts all proposals on agenda**

Amsterdam, 20 April 2006 - Heineken N.V. announced today that its Annual General Meeting of Shareholders (AGM) has adopted all proposals on the agenda of the meeting. The most important resolutions are listed below.

### **Dividend**

The AGM has approved the distribution of an unchanged cash dividend of €0.40 per share of €1.60 nominal value, which will be subject to 25% Dutch withholding tax. As an interim dividend of €0.16 was paid on 21 September 2005, the final dividend will be €0.24 per share.

Heineken N.V. shares will be quoted ex final dividend on Monday 24 April 2006. With effect from Monday 8 May 2006 the final dividend of €0.24 per share will be made payable.

### **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.

### **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 is limited to 10% of the company's issued share capital, as per the date of issue.

### **Composition of the Supervisory Board**

Mr C.J.A. van Lede and Mr J.M. de Jong were re-appointed as members of the Supervisory Board of Heineken N.V. for a period of 4 years until and including the AGM in 2010.

Two new Supervisory Board members were appointed for a period of 4 years until and including the AGM in 2010: Mrs A.M. Fentener van Vlissingen and Lord MacLaurin of Knebworth.

For more information on these two new Supervisory Board members see the press releases on [www.heinekeninternational.com](http://www.heinekeninternational.com) of 8 November 2005 and 22 March 2006.

The full list of resolutions by the AGM of Heineken N.V. of 20 April 2006 can be found under Investor Relations on [www.heinekeninternational.com](http://www.heinekeninternational.com).

### **Editorial information**

Heineken N.V. is the most international brewer in the world. The Heineken brand is sold in almost every country in the world and the company owns over 115 breweries in more than 65 countries. With a Group beer volume of 119 million hectoliters Heineken ranks second in the world beer market in profitability. Heineken strives for an excellent sustainable financial performance through marketing a portfolio of strong local and international brands with the emphasis on the Heineken brand, through a carefully selected combination of broad and segment leadership positions and through a continuous focus on cost control. In 2005 net turnover amounted to €11 billion and net profit before exceptional items and amortization of goodwill amounted to €840 million. Heineken employs approximately 65,000 people. Heineken N.V. and Heineken Holding N.V. shares are listed on the Amsterdam stock exchange.

Prices for the ordinary shares may be accessed on Bloomberg under the symbols HEIN NA and HEHN NA and on the Reuter Equities 2000 Service under HEIN.AS and HEHN.AS. Additional information is available on Heineken's home page: <http://www.heinekeninternational.com>

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