

2012

Established in Amsterdam

HEINEKEN HOLDING N.V.

AGENDA

# ◆ AGENDA

for the Annual General Meeting of Shareholders of Heineken Holding N.V., to be held at Beurs van Berlage, Damrak 243, Amsterdam on Thursday, 25 April 2013 at 4:30 p.m. (or later, if the Annual General Meeting of Shareholders of Heineken N.V. has not yet finished).

## OPENING

- 1 Report for the 2012 financial year.
- 2 Adoption of the financial statements for the 2012 financial year.
- 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.
- 4 Discharge of the members of the Board of Directors.
- 5 Authorisations
  - a Authorisation of the Board of Directors to acquire own shares.
  - b Authorisation of the Board of Directors to issue (rights to) shares.
  - c Authorisation of the Board of Directors to restrict or exclude shareholders' pre-emptive rights.
- 6 Composition of the Board of Directors
  - a Reappointment of Mr M. Das as a non-executive member of the Board of Directors.
  - b Appointment of Mr A.A.C. de Carvalho as a non-executive member of the Board of Directors.

## CLOSURE

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

# ◆ EXPLANATORY NOTES

to the agenda for the Annual General Meeting of Shareholders of Heineken Holding N.V., to be held on Thursday, 25 April 2013.

## **Item 5a Authorisation of the Board of Directors to acquire own shares**

The Annual General Meeting of Shareholders held on 19 April 2012 last gave an authorisation to the Board of Directors to acquire own shares. The Annual General Meeting of Shareholders is now invited to extend the current authorisation of the Board of Directors.

It is proposed that the Annual General Meeting of Shareholders authorise the Board of Directors for the statutory maximum period of 18 months, commencing on 25 April 2013, to acquire own 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 acquired is 10 per cent of the issued share capital of the company at any time during the period of authorisation;
- b transactions must be executed at a price between the nominal value of the shares and 110 per cent of the opening price quoted for the shares in the Official Price List (*Officiële Prijscourant*) of NYSE 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.

## **Item 5b Authorisation of the Board of Directors to issue (rights to) shares**

The Annual General Meeting of Shareholders held on 19 April 2012 last gave an authorisation to the Board of Directors to issue (rights to) shares. The Annual General Meeting of Shareholders is now invited to extend the current authorisation of the Board of Directors.

It is proposed that the Annual General Meeting of Shareholders authorise the Board of Directors for a period of 18 months, commencing on 25 April 2013, 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 per cent of the company's issued share capital, as at the date of issue.

## **Item 5c Authorisation of the Board of Directors to restrict or exclude shareholders' pre-emptive rights**

The Annual General Meeting of Shareholders held on 19 April 2012 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 invited to extend the current authorisation of the Board of Directors.

It is proposed that the Annual General Meeting of Shareholders authorise the Board of Directors for a period of 18 months, commencing on 25 April 2013, 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.

## **Item 6a Reappointment of Mr M. Das as a non-executive member of the Board of Directors**

In accordance with the current rotation schedule, Mr M. Das will stand down at the Annual General Meeting of Shareholders on 25 April 2013. The meeting of holders of priority shares has, pursuant to the provisions of Article 7, paragraph 5, of the Articles of Association of the company, drawn up a non-binding nomination of Mr M. Das for reappointment as a non-executive member of the Board of Directors with effect from 25 April 2013, for the maximum period of four years (i.e. until the end of the Annual General Meeting of Shareholders held in 2017).

Mr M. Das was first appointed in 1994.

The meeting of holders of priority shares proposes to reappoint Mr M. Das in view of his legal expertise and the way he has fulfilled his role as a member of the Board of Directors.

**Item 6b Appointment of Mr A.A.C. de Carvalho as a non-executive member of the Board of Directors**

Pursuant to the provisions in Article 7, paragraph 5, of the Articles of Association of the company, the meeting of holders of priority shares has drawn up a non-binding nomination of Mr A.A.C. de Carvalho for appointment as a non-executive member of the Board of Directors with effect from 25 April 2013, for a period of four years (i.e. until the end of the Annual General Meeting of Shareholders to be held in 2017).

After graduating from Harvard College,

Mr A.A.C. de Carvalho worked for Bank Gutmann in Austria in the Alternative Investments Group. In 2011, he joined Lion Capital, a private equity firm, where he is an associate. Mr A.A.C. de Carvalho holds both Dutch and English nationality and lives in London.

The meeting of holders of priority shares proposes to appoint Mr A.A.C. de Carvalho, the eldest son of Mrs C.L. de Carvalho-Heineken, as a non-executive member of the Board of Directors. This continues the tradition of personal involvement in the HEINEKEN group by successive generations of the Heineken family.

Following implementation of the one-tier management structure by Heineken Holding N.V., the Board of Directors has revoked the existing rotation schedule for members of the Board of Directors and has adopted new rotation schedules for the executive members and the non-executive members of the Board of Directors, assuming that the above reappointment and appointment are confirmed. The new rotation schedules are made available at the company's website ([www.heinekenholding.com](http://www.heinekenholding.com)) and are set out below.

**Heineken Holding N.V. rotation schedule**

*Executive directors*

|                           | Date of birth | Year of current appointment | End of current term | 70 years* |
|---------------------------|---------------|-----------------------------|---------------------|-----------|
| C.L. de Carvalho-Heineken | 30 June 1954  | 2011                        | 2015                | 2024      |

\* In principle, an age limit of 70 years applies. The same limit applies to the Supervisory Board of Heineken N.V.

**Heineken Holding N.V. rotation schedule**

*Non-executive directors*

|                         | Date of birth    | Year of current appointment | End of current term | 70 years* |
|-------------------------|------------------|-----------------------------|---------------------|-----------|
| M. Das                  | 19 June 1948     | 2013                        | 2017                | 2018      |
| J.A. Fernández Carbajal | 15 February 1954 | 2010                        | 2014                | 2024      |
| C.M. Kwist              | 11 April 1967    | 2011                        | 2015                | 2037      |
| K. Vuursteen            | 25 July 1941     | 2012                        | 2014                | 2011      |
| A.A.C. de Carvalho      | 9 December 1984  | 2013                        | 2017                | 2054      |

\* In principle, an age limit of 70 years applies. The same limit applies to the Supervisory Board of Heineken N.V.

*Also visit  
[www.heinekenholding.com](http://www.heinekenholding.com)  
 The meeting will be audiowebscast  
 on [www.heinekenholding.com](http://www.heinekenholding.com)*