

HEINEKEN HOLDING N.V.
established in Amsterdam

Shareholders and other parties entitled to attend and vote are convoked to the Annual General Meeting of Shareholders 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).**

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 2012 and the information as referred to in Section 392, subsection 1, Book 2 of the Dutch Civil Code can be obtained from today by shareholders and other parties entitled to attend and vote at the meeting at the company's office in Amsterdam, Tweede Weteringplantsoen 5, as well as through ABN AMRO BANK N.V.), telephone number +3120 344 2000 or e-mail corporate.broking@nl.abnamro.com.

All published documents can also be found at www.heinekenholding.com.

Agenda

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.

Record date

The Board of Directors has determined that only those persons will be eligible to attend and vote at the Annual General Meeting of Shareholders on 25 April 2013, who are entered in one of the registers designated by the company on 28 March 2013 (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 shares in book-entry form***

The designated register or sub-register for holders of shares in book-entry form are the records of the institutions affiliated to Euroclear Nederland as well as the records of the other intermediaries as defined in the Dutch Act on giro securities (*Wet giraal effectenverkeer*) identifying the shareholder on the record date.

Holders of shares in book-entry form wishing to attend the meeting and exercise the rights attached to such shares must apply via their bank or other intermediary to ABN AMRO BANK N.V. not later than 18 April 2013 under submission of a confirmation that on 28 March 2013 the relative shares belonged to such intermediary's collective depot and that the person mentioned in such confirmation was a participant in its collective depot for the number of shares mentioned therein. After receipt of the application, ABN AMRO BANK N.V. will send a registration ticket to those shareholders; this ticket also serves as admission ticket for the meeting.

Holders of shares other than in book-entry form

Holders of shares other than in book-entry form wishing to attend the meeting and exercise the rights attaching to such shares must notify the company in writing not later than 18 April 2013. Provided they are entered in the company's register of shareholders on 28 March 2013 they will then receive an admission ticket for the meeting.

Electronic voting instruction

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

Shareholders first have to register as described above and can then submit their voting instructions through the website (www.heinekenholding.com) as from 28 March 2013 with the help of their registration ticket till ultimately 23 April 2013, 9 a.m.

Observers General Meeting of Shareholders Heineken N.V.

Shareholders may attend the Annual General Meeting of Shareholders of Heineken N.V. as observer. The above-mentioned registration ticket will also serve as admission ticket for this meeting.

The Heineken N.V. meeting will be held at Beurs van Berlage at 2 p.m. on Thursday, 25 April 2013.

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.heinekenholding.com.

The Board of Directors

Amsterdam, 12 March 2013