



Notice convening the Annual General Meeting of Shareholders of HEINEKEN N.V.

to be held at **Beurs van Berlage, Damrak 243, Amsterdam, the Netherlands on Thursday 24 April 2014 at 2:00 p.m. (CET)**¹

Agenda

In short, the following agenda items are scheduled for this meeting of shareholders:

- 1 a. Report for the financial year 2013
 - b. Implementation of the remuneration policy for the Executive Board
 - c. Adoption of the financial statements for the financial year 2013
 - d. 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
 - e. Discharge of the members of the Executive Board
 - f. Discharge of the members of the Supervisory Board
- 2 Authorisations
 - a. Authorisation of the Executive Board to acquire own shares
 - b. Authorisation of the Executive Board to issue (rights to) shares
 - c. Authorisation of the Executive Board to restrict or exclude shareholders' pre-emptive rights
- 3 Long-term variable award plan: replacement of the Organic Gross Profit beia Growth performance measure by Organic Revenue Growth performance measure going forward
- 4 Appointment External Auditor
- 5 Composition Supervisory Board
 - a. Re-appointment of Mrs. A.M. Fentener van Vlissingen as member of the Supervisory Board
 - b. Re-appointment of Mr. J.A. Fernández Carbajal as member of the Supervisory Board
 - c. Re-appointment of Mr. J.G. Astaburuaga Sanjinés as member of the Supervisory Board
 - d. Appointment of Mr. J.M. Huët as member of the Supervisory Board

Agenda items 1c up to and including 5d are subject to approval of the Annual General Meeting of Shareholders.

Documentation

The agenda with explanatory notes, the 2013 annual report, the financial statements relating to the financial year 2013 and the information as referred to in article 392 paragraph 1 Book 2 of the Dutch Civil Code can be found at www.theHEINEKENcompany.com. Copies of these documents are available to shareholders, free of charge, via ABN AMRO BANK N.V., telephone number +31 20 344 2000 or e-mail address: corporate.broking@nl.abnamro.com. These documents are also available for review at the Company's offices, Tweede Weteringplantsoen 21, Amsterdam, the Netherlands.

¹ The Beurs van Berlage will be open from 1:00 p.m. (CET)

Record date

The Executive Board has determined that persons entitled to participate in and vote at the Annual General Meeting of Shareholders on Thursday 24 April 2014, shall be those persons who, after all entries and deletions have been processed, have these rights on **Thursday 27 March 2014 (the "Record Date") at 5:00 p.m. (CET)** and are registered as such in one of the registers designated by the Company, provided that those persons have registered for the meeting in accordance with the provisions set out below.

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 either in person or by proxy must apply via their bank or other intermediary to ABN AMRO BANK N.V. not later than **1:00 p.m. (CET) on Thursday 17 April 2014** under submission of a confirmation that on the Record Date 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 either in person or by proxy must notify the Company in writing not later than **1:00 p.m. (CET) on Thursday 17 April 2014**. Those shareholders will then receive an admission ticket for the meeting, provided they are entered in the company's register of shareholders on the Record Date.

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 first have to register as described above and can then submit their voting instructions through the website (www.theHEINEKENcompany.com/investors/governance/agm) as from 28 March 2014 with the help of their registration ticket till ultimately **9:00 a.m. (CET) on Tuesday 22 April 2014**.

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 24 April 2014 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 to identify themselves prior to being admitted to the meeting and are therefore asked to bring a valid identity document along (for instance a passport or a driving license) to the meeting.

Webcast

The meeting will be audiowebcast live and in full via www.theHEINEKENcompany.com/investors/webcasts.

The Supervisory Board

The Executive Board

Amsterdam, 11 March 2014