



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

to be held at **DeLaMar Theater**, Marnixstraat 402, Amsterdam, the Netherlands on Thursday
23 April 2015 at **1:30 p.m. (CET)**.¹

PLEASE NOTE THAT THE VENUE AND STARTING TIME ARE DIFFERENT FROM PREVIOUS YEARS.

Agenda

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

- 1a. Report of the Executive Board for the financial year 2014
 - b. Implementation of the remuneration policy for the Executive Board
 - c. Adoption of the 2014 financial statements of the Company
 - d. Explanation of the dividend policy
 - e. 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
 - f. Discharge of the members of the Executive Board
 - g. 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 Composition Executive Board
- Appointment of Mrs. L. Debroux as a member of the Executive Board
- 4 Composition Supervisory Board
- Re-appointment of Mr. M.R. de Carvalho as a member of the Supervisory Board

Agenda items 1c, 1e, 1f, 1g, 2, 3 and 4 are subject to approval of the Annual General Meeting of Shareholders.

Documentation

The agenda with explanatory notes, the 2014 annual report, the financial statements relating to the financial year 2014 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 and www.abnamro.com/evoting. 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

¹ The DeLaMar Theater will be open from 12:30 p.m. (CET)

are also available for review at the Company's offices, Tweede Weteringplantsoen 21, Amsterdam, the Netherlands.

Record Date

The Executive Board has determined that persons entitled to participate in and vote at the Annual General Meeting of Shareholders on Thursday 23 April 2015, shall be those persons who, after all entries and deletions have been processed, have these rights on **Thursday 26 March 2015 (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 **5:00 p.m. (CET) on Thursday 16 April 2015** 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 the bank or intermediary of 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 **5:00 p.m. (CET) on Thursday 16 April 2015**. 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.

Voting by internet/proxy

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.

Shareholders who wish to exercise their voting rights by an electronic proxy, which entails a voting instruction to civil law notary R.H. Meppelink of Loyens & Loeff N.V., can do this via

www.abnamro.com/evoting no later than **5:00 p.m (CET) on Thursday 16 April 2015**.

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 23 April 2015 will also serve as admission ticket for the Annual General Meeting of Shareholders of Heineken N.V.

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, 10 March 2015