



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 20 April 2017 at 1:30 p.m. (CET).¹

Agenda

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

- 1a. Report of the Executive Board for the financial year 2016
 - b. Implementation of the remuneration policy for the Executive Board
 - c. Adoption of the 2016 financial statements of the Company (voting item)
 - d. Explanation of the dividend policy
 - e. Adoption of the dividend proposal for 2016 (voting item)
 - f. Discharge of the members of the Executive Board (voting item)
 - g. Discharge of the members of the Supervisory Board (voting item)
- 2 Authorisations
- a. Authorisation of the Executive Board to acquire own shares (voting item)
 - b. Authorisation of the Executive Board to issue (rights to) shares (voting item)
 - c. Authorisation of the Executive Board to restrict or exclude shareholders' pre-emptive rights (voting item)
- 3 Long-term variable award plan: replacement of the Organic EBIT beia Growth performance measure by Organic Operating Profit beia Growth performance measure as of 2017 (voting item)
- 4 Re-appointment of the External Auditor for a period of three years (voting item)
- 5 Composition Executive Board
- Re-appointment of Mr. J.F.M.L. van Boxmeer as member of the Executive Board (voting item)
- 6 Composition Supervisory Board
- a. Re-appointment of Mr. M. Das as member (and delegated member) of the Supervisory Board (voting item)
 - b. Re-appointment of Mr. V.C.O.B.J. Navarre as member of the Supervisory Board (voting item)

Documentation

The agenda with explanatory notes, the 2016 annual report, the financial statements relating to the financial year 2016 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 are also available for review at the Company's offices, Tweede Weteringplantsoen 21, Amsterdam, the Netherlands.

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

Record Date

The Executive Board has determined that persons entitled to participate in and vote at the General Meeting of Shareholders on Thursday 20 April 2017, shall be those persons who, after all entries and deletions have been processed, have these rights on **Thursday 23 March 2017 (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. as of **Friday 24 March 2017** but not later than **5:00 p.m. (CET) on Thursday 13 April 2017** under submission of the full address details of the holder, 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 as of **Friday 24 March 2017** but not later than **5:00 p.m. (CET) on Thursday 13 April 2017**. 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

A shareholder can choose to give a voting instruction to Mr. R.H. Meppelink, civil law notary in Amsterdam, to vote on behalf of the shareholder at the meeting. Electronic voting instructions can be given via www.abnamro.com/evoting and need to be received by **5:00 p.m. (CET) on Thursday 13 April 2017**.

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 General Meeting of Shareholders of Heineken Holding N.V. to be held on 20 April 2017 will also serve as admission ticket for the 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, 7 March 2017