

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

to be held for shareholders and other parties entitled to attend and vote at **DeLaMar Theater, Marnixstraat 402, Amsterdam, the Netherlands on Thursday 20 April 2017 at 4:00 p.m. (CET)**<sup>1</sup> (or later, if the Annual General Meeting of Shareholders of Heineken N.V. has not yet finished).

**Agenda**

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

1. Report of the Board of Directors for the 2016 financial year
2. Implementation of the remuneration policy for the members of the Board of Directors
3. Adoption of the financial statements for the 2016 financial year (*voting item*)
4. 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
5. Discharge of the members of the Board of Directors (*voting item*)
6. Authorisations
  - a Authorisation of the Board of Directors to acquire own shares (*voting item*)
  - b Authorisation of the Board of Directors to issue (rights to) shares (*voting item*)
  - c Authorisation of the Board of Directors to restrict or exclude shareholders' pre-emptive rights (*voting item*)
7. Reappointment of the external auditor for a period of three years (*voting item*)
8. Composition of the Board of Directors
  - a Reappointment of Mr M. Das as a non-executive member of the Board of Directors (*voting item*)
  - b Reappointment of Mr A.A.C. de Carvalho as a non-executive member of the Board of Directors (*voting item*)

**Documentation**

The agenda with explanatory notes, the 2016 annual report, the financial statements relating to the 2016 financial year and the information as referred to in article 392 paragraph 1 Book 2 of the Dutch Civil Code can be found at [www.heinekenholding.com](http://www.heinekenholding.com) and [www.abnamro.com/evoting](http://www.abnamro.com/evoting). Copies of these documents are available to shareholders and other parties entitled to attend and vote at the meeting, free of charge, via ABN AMRO BANK N.V., telephone number +31 20 344 2000 or e-mail address: [corporate.broking@nl.abnamro.com](mailto:corporate.broking@nl.abnamro.com).

These documents are also available for review at the company's offices, Tweede Weteringplantsoen 5, Amsterdam, the Netherlands.

**Record Date**

The Board of Directors has determined that persons entitled to participate in and vote at the Annual General Meeting of Shareholders on Thursday 20 April 2017, shall be those persons who, after all

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

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](http://www.abnamro.com/evoting) and need to be received by **5:00 p.m. (CET) on Thursday 13 April 2017**.

#### **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 **DeLaMar Theater at 1:30 p.m. (CET) on Thursday 20 April 2017**.

#### **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](http://www.theHEINEKENcompany.com/investors/webcasts).

The Board of Directors

Amsterdam, 7 March 2017