

Agenda

for the Annual General Meeting of Shareholders of Heineken Holding N.V., to be held at DeLaMar Theater, Marnixstraat 402, Amsterdam on Thursday 17 April 2025 at 16:00 (CET) — or later, if the Annual General Meeting of Shareholders of Heineken N.V. has not yet finished — or to be attended via webcast on www.heinekenholding.com/governance/agm.

Opening

1. Report of the Board of Directors for the 2024 financial year
2. Advisory vote on the remuneration report for the 2024 financial year *(voting item)*
3. Adoption of the financial statements for the 2024 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)*
 - d. Cancellation of shares *(voting item)*
7. Composition Board of Directors
 - a. Reappointment of Mr A.A.C. de Carvalho as non-executive member of the Board of Directors *(voting item)*
 - b. Appointment of Mr R.J.M.S. Huët as non-executive member of the Board of Directors *(voting item)*
8. Appointment external auditor
 - a. Reappointment of KPMG Accountants N.V. as external auditor for financial reporting for the financial year 2026 *(voting item)*
 - b. Appointment of KPMG Accountants N.V. as external auditor for sustainability reporting for the financial year 2025 *(voting item)*
 - c. Appointment of KPMG Accountants N.V. as external auditor for sustainability reporting for the financial year 2026 *(voting item)*

Closure

Explanatory notes

to the agenda for the Annual General Meeting of Shareholders of Heineken Holding N.V., Thursday 17 April 2025.

Item 2 Advisory vote on the remuneration report for the 2024 financial year

The remuneration report for the 2024 financial year is submitted for advisory vote.

Item 6a Authorisation of the Board of Directors to acquire own shares

At the Annual General Meeting of Shareholders held on 25 April 2024, the General Meeting of Shareholders authorised the Board of Directors to acquire own shares. The General Meeting of Shareholders is now requested to renew the authorisation of the Board of Directors.

It is proposed that the General Meeting of Shareholders authorises the Board of Directors for the statutory maximum period of 18 months, starting 17 April 2025, to acquire own shares subject to the following conditions and with due observance of the law and the Articles of Association:

- a. the maximum number of shares which may be acquired is 10% of the issued share capital per the date of the Annual General Meeting of Shareholders of 2025;
- b. transactions must be executed at a price between the nominal value of the shares and 110% of the market price of the shares (excluding expenses); and
- c. transactions may be executed on the stock exchange or otherwise, including through privately negotiated purchases, in self-tender offers, and through accelerated repurchase arrangements.

The market price of the shares is defined as the opening price on the date of the transaction as published by Euronext Amsterdam on its official website, or, in the absence of such a price, the latest price published by Euronext Amsterdam on its official website.

The maximum number of shares that the Company will hold in its own share capital at any time shall not exceed 10% of its issued share capital.

Provided that the General Meeting of Shareholders grants this new authorisation, the existing authorisation to acquire own shares, as granted on 25 April 2024, will cease to apply.

Item 6b Authorisation of the Board of Directors to issue (rights to) shares

At the Annual General Meeting of Shareholders held on 25 April 2024, the General Meeting of Shareholders authorised the Board of Directors to issue (rights to) shares. The General Meeting of Shareholders is now requested to extend the current authorisation of the Board of Directors.

It is proposed that the General Meeting of Shareholders authorises the Board of Directors for a period of 18 months, commencing on 17 April 2025, to issue shares or grant rights to subscribe for shares, with due observance of the law and the Articles of Association. The authorisation will be limited to 10% of the Company's issued share capital per the date of the Annual General Meeting of Shareholders of 2025.

Item 6c Authorisation of the Board of Directors to restrict or exclude shareholders' pre-emptive rights

At the Annual General Meeting of Shareholders held on 25 April 2024, the General Meeting of Shareholders authorised the Board of Directors to restrict or exclude shareholders' pre-emptive rights. The General Meeting of Shareholders is now requested to extend the current authorisation of the Board of Directors.

It is proposed that the General Meeting of Shareholders authorises the Board of Directors for a period of 18 months, commencing on 17 April 2025, to restrict or exclude shareholders' pre-emptive rights in relation to the issue of shares or the granting of rights to subscribe for shares, with due observance of the law and the Articles of Association. The authorisation will be limited to 10% of the Company's issued share capital per the date of the Annual General Meeting of Shareholders of 2025.

Item 6d Proposal to cancel ordinary shares

In accordance with Article 4 section 9 of the Articles of Association, the General Meeting of Shareholders is requested to resolve to decrease the issued capital of the Company through the cancellation of shares held or acquired by the Company. This cancellation may be executed in one or more tranches and the number of shares to be cancelled (whether or not in a tranche) will be determined by the Board of Directors.

For each tranche of the capital reduction, the maximum amount thereof shall be stated in the resolution of the Board of Directors, which shall be filed at the trade register of the Trade Register of the Chamber of Commerce.

The capital reduction will enable the Company to further optimise its equity structure and shall take place with due observance of the applicable provisions of Dutch law and the Articles of Association.

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Explanatory notes

to the agenda for the Annual General Meeting of Shareholders of Heineken Holding N.V., on Thursday 17 April 2025.

Item 7a Reappointment of Mr A.A.C. de Carvalho as non-executive member of the Board of Directors

In accordance with the Articles of Association of the Company and the rotation schedule, the Board of Directors has made a non-binding nomination for the reappointment of Mr de Carvalho as non-executive member of the Board of Directors with effect from 17 April 2025, for the maximum period of four years (i.e. until the end of the Annual General Meeting of Shareholders to be held in 2029).

Mr de Carvalho (1984) holds both Dutch and English nationality and was first appointed as non-executive member of the Board of Directors in 2013.

The Board of Directors proposes to reappoint Mr de Carvalho in view of his expertise within the beer sector and the way he has fulfilled his role as a member of the Board of Directors. His reappointment would also continue the tradition of personal involvement in the Heineken group by successive generations of the Heineken family.

Mr de Carvalho complies with the Dutch Act on Management and Supervision as regards the maximum number of supervisory board seats and non-executive board memberships in large Dutch entities.

Mr de Carvalho does not qualify as 'independent' as defined in the Dutch Corporate Governance Code, as he is a relative by blood of the executive members of the Board of Directors. In addition, Mr de Carvalho is not considered 'independent' being the son of Mrs C.L. de Carvalho-Heineken, who indirectly holds more than 10% of the shares in the Company. More information is available in the Corporate Governance Statement included in the 2024 Annual Report.

Mr de Carvalho owns no shares in the company.

Item 7b Appointment of Mr R.J.M.S. Huët as non-executive member of the Board of Directors

In accordance with the Articles of Association of the Company, the Board of Directors has made a non-binding nomination for the appointment of Mr Huët as non-executive member of the Board of Directors with effect from 17 April 2025 for a maximum period of four years (i.e., until the end of the Annual General Meeting of Shareholders to be held in 2029). The Board of Directors has appointed Mr Huët as Chair of the Board of Directors, conditional upon his appointment as non-executive member.

Mr Huët (1969) has the Dutch nationality.

The Board of Directors proposes to appoint Mr Huët in view of his broad experience in international (fast moving consumer goods) business, his financial expertise and his valuable contributions to the Supervisory Board of Heineken N.V. over the last eleven years (six of which as Chair). Mr Huët holds an MBA from INSEAD (Fontainebleau, France) and a bachelor's degree from Dartmouth College (New Hampshire, USA).

Mr Huët is Chair of the Board of Directors of Lonza Group and also serves as Chair of the Supervisory Board of Vermaat Groep.

Mr Huët complies with the Dutch Act on Management and Supervision as regards the maximum number of supervisory board seats and non-executive board memberships in large Dutch entities and is independent as defined in the Dutch Corporate Governance Code.

Mr Huët owns 3,719 shares in Heineken Holding N.V.

Item 8a Appointment of KPMG Accountants N.V. as external auditor for financial reporting for the financial year 2026

The current external auditor, KPMG Accountants N.V. (KPMG), was appointed for a period of one year (for the financial year 2025) at the Annual General Meeting held on 25 April 2024.

In view of the positive start of the working relation with KPMG and to provide for continuity in the processes of the external audit, the Board of Directors proposes to reappoint KPMG as external auditor for financial reporting for the financial year 2026.

Item 8b Appointment of KPMG Accountants N.V. as external auditor for sustainability reporting for the financial year 2025

Pending the implementation of the Corporate Sustainability Reporting Directive ("CSRD") into Dutch law, the Company has prepared sustainability reporting for the financial year 2024 in accordance with the requirements set out in the CSRD.

Deloitte Accountants N.V. ("Deloitte") has provided a limited assurance report for sustainability reporting for the financial year 2024. Deloitte was also the external auditor for financial reporting for the financial year 2024.

The current Dutch draft CSRD implementation legislation provides that in the future the limited assurance engagement for sustainability reporting will be granted by the General Meeting of Shareholders, separate from the appointment for financial reporting.

KPMG is the external auditor for the financial year 2025 as appointed by the General Meeting of Shareholders on 25 April 2024. As part of the selection procedure for a new external auditor that took place in 2022 and 2023, the expertise and

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quality of KPMG in the area of sustainability reporting was validated and additionally, the advantages of having the same external auditor for both financial as well as sustainability reporting were recognized by the Board of Directors.

In anticipation of the implementation of CSRD into Dutch law, the Board of Directors proposes to appoint KPMG to provide a limited assurance report of the Company's sustainability reporting for the financial year 2025.

Item 8c Appointment of KPMG Accountants N.V. as external auditor for sustainability reporting for the financial year 2026

In anticipation of the implementation of CSRD into Dutch law, the Board of Directors proposes to appoint KPMG to provide a limited assurance report of the Company's sustainability reporting for the financial year 2026.

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