



## Notice convening the Annual General Meeting of Shareholders of Heineken Holding N.V.

to be held at **DeLaMar Theater**, Marnixstraat 402, Amsterdam, the Netherlands

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.

### Agenda

The following agenda items are scheduled for this meeting of shareholders:

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*)

## Documentation

The agenda (including explanatory notes), the annual report over the financial year 2024 (including the Report of the Board of Directors, the remuneration report, the financial statements and the other information as referred to in Article 2:392 section 1 of the Dutch Civil Code) are available via [www.heinekenholding.com/governance/agm](http://www.heinekenholding.com/governance/agm) and [www.abnamro.com/evoting](http://www.abnamro.com/evoting).

The aforementioned documents are also available for review at the head office of Heineken Holding N.V. (the "Company"), located at Tweede Weteringplantsoen 5, Amsterdam, the Netherlands.

## Record date

The Board of Directors has determined that persons entitled to vote at and participate in the Annual General Meeting of Shareholders on **Thursday 17 April 2025** (the "Meeting"), shall be those persons who, after all entries and deletions have been processed, have these rights on **Thursday 20 March 2025 at 18:00 (CET)** (the "Record Date") and are registered as such in one of the registers designated by the Company, provided that these shareholders 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) (the "Intermediary") identifying the relevant shareholder on the Record Date.

Holders of shares in book-entry form wishing to attend the Meeting and exercise the voting rights attached to such shares either in person or by proxy must apply as of **Friday 21 March 2025** but not later than **Thursday 10 April 2025 at 17:00 (CET)** via [www.abnamro.com/evoting](http://www.abnamro.com/evoting) or via the Intermediary where their shares are administered. In the application process the address of the shareholder, the email address and the securities account will be requested.

The Intermediary is required to submit an electronic confirmation via [www.abnamro.com/intermediary](http://www.abnamro.com/intermediary) before **Friday 11 April 2025 at 13:00 (CET)** stating that, on the Record Date, the relevant shareholder was a participant in its collective depot for the number of shares mentioned therein. Please note that the deadline set by your Intermediary may differ from the deadline for shareholders as established by the Company. The Intermediary will also be requested to provide the address, the email address, and the securities account of the shareholder in the confirmation procedure.

Upon receipt of an application, ABN AMRO Bank N.V. will send a registration ticket to the shareholders or Intermediary of the relevant shareholder(s). This registration 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 voting rights attached to such shares either in person or by proxy, must notify the Company in writing as of **Friday 21 March 2025** but not later than **Thursday 10 April 2025 at 17:00 (CET)**. 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 give a voting instruction to Mr. M.P. van Agt, civil law notary in Amsterdam (or his substitute, a deputy civil law notary at Loyens & Loeff N.V.) to vote on behalf of the relevant shareholder. Electronic voting instructions can be given via [www.abnamro.com/evoting](http://www.abnamro.com/evoting). Voting instructions must be received by **Thursday 10 April 2025 at 17:00 (CET)**.

## Questions

Shareholders entitled to vote at the Meeting may submit questions in relation to the agenda items that will be discussed during the Meeting until **Thursday 10 April 2025 at 17:00 (CET)**. Questions may be submitted via [HeinekenHolding@pentagonbv.nl](mailto:HeinekenHolding@pentagonbv.nl). The questions and answers will be published on the Company's website in advance of the Meeting and, in addition thereto, may be addressed (possibly, combined) during the Meeting.

Shareholders entitled to vote that are present in person at the DeLaMar Theater can (also) ask questions during the Meeting. The chair of the Meeting may further determine this in the interest of good order of the Meeting.

## Entrance & 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 requested to bring a valid identity document (for instance a passport or driving license). The DeLaMar Theater will be open for shareholders and proxy holders from **12:30 (CET)**.

The DeLaMar Theater applies a policy which restricts bringing backpacks and/or weekend bags inside. Handbags are allowed inside if not larger than A4 size.



#### **Livestream**

There will be a live video broadcast of the integral Meeting via [www.heinekenholding.com/governance/agm](http://www.heinekenholding.com/governance/agm). The livestream solely enables shareholders to follow the Meeting but does not enable shareholders to vote, ask questions or to participate in the discussion.

#### **Observers Annual General Meeting of Shareholders Heineken N.V.**

The Annual General Meeting of Shareholders of Heineken N.V. meeting will be held at **DeLaMar Theater** on **Thursday 17 April 2025** at **13:30 (CET)**. Shareholders of Heineken Holding N.V. may attend this meeting as observer. The above-mentioned registration ticket will also serve as admission ticket for this meeting. Shareholders can also follow the Annual General Meeting of Shareholders of Heineken N.V. via [www.theheinekencompany.com/investors/governance/agm](http://www.theheinekencompany.com/investors/governance/agm).

The Board of Directors

Amsterdam, 6 March 2025