HEINEKEN HOLDING NV

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

to be held virtually on **Thursday 22 April 2021 at 4:00 p.m. (CET) – or later, if the Annual General Meeting of Shareholders of Heineken N.V. has not yet finished –** and to be attended via webcast on www.heinekenholding.com/governance/agm

Agenda

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

1. Report of the Board of Directors for the 2020 financial year

2. Advisory vote on the remuneration report for the 2020 financial year *(voting item)*

3. Adoption of the financial statements for the 2020 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. Composition 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)*

8. Reappointment of the External Auditor for a period of one year *(voting item)*

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Documentation
The agenda with explanatory notes, the annual report over the financial year 2020 (including the Report of the Board of Directors, the remuneration report and the financial statements relating to the financial year 2020) 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/governance/agm and www.abnamro.com/evoting. 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 vote at and participate in the General Meeting of Shareholders on **Thursday 22 April 2021**, shall be those persons who, after all entries and deletions have been processed, have these rights on **Thursday 25 March 2021** (the **"Record Date"**) **at 6 p.m. (CET)** and are registered as such in one of the registers designated by the Company.

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 "**Intermediairy**") identifying the shareholder on the Record Date.

Holders of shares in book-entry form wishing to exercise the voting rights attached to such shares must apply as of **Friday 26 March 2021** but not later than **Tuesday 20 April 2021, 5 p.m.** (CET) via www.abnamro.com/evoting or via the Intermediary of which 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 needs to submit an electronic confirmation before **Wednesday 21 April 2021, 1 p.m.** (CET) that on the Record Date the concerned shareholder mentioned in such confirmation was a participant in its collective depot for the number of shares mentioned therein. The Intermediary will also be requested to provide the address of the shareholder, the email address and the securities account in the confirmation procedure.

Holders of shares other than in book-entry form
Holders of shares other than in book-entry form wishing to exercise the voting rights attached to such shares must notify the Company in writing as of **Friday 26 March 2021** but not later than **Tuesday 20 April 2021, 5 p.m.** (CET).

Voting by internet/proxy
A shareholder can give a voting instruction to Mr. B.C. Cornelisse, civil law notary in Amsterdam (or his substitute, a deputy civil law notary at Loyens & Loeff N.V.) to vote on behalf of the shareholder. Electronic voting instructions can be given via www.abnamro.com/evoting and need to be received by **Tuesday 20 April 2021, 5 p.m.** (CET).

Webcast
Due to the associated health risks and governmental restrictions related to the COVID-19 pandemic, the meeting will be held virtually and can be attended via webcast. This means that shareholders will not be able to physically attend the meeting. The meeting will be webcast live and available in full via www.heinekenholding.com/governance/agm.

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Questions regarding the agenda items
A shareholder entitled to vote at the meeting may submit questions about the agenda items until **Monday 19 April 2021, 1:30 p.m.** (CET). The submitted questions will be answered, possibly in a bundled form, during the meeting and will be published on the website.

Shareholders who have submitted questions before the deadline, may ask follow-up questions via email during the meeting. If it is not feasible to answer all follow-up questions during the meeting, the answers to the remaining questions will be published on the website of the company after the meeting.

The Chairman of the meeting may further determine this in the interest of the order the meeting. Questions may be submitted via HeinekenHolding@pentagonbv.nl.

Observers Annual General Meeting of Shareholders Heineken N.V.
Shareholders can follow the Annual General Meeting of Shareholders of Heineken N.V. via www.theheinekencompany.com/investors/governance/agm. The Heineken N.V. meeting will be held **at 1:30 p.m. (CET) on Thursday 22 April 2021**.

The Board of Directors

Amsterdam, 9 March 2021