REMUNERATION REPORT

The updated remuneration policy for the Board of Directors of Heineken Holding N.V. was submitted for approval to the Annual General Meeting of Shareholders on 23 April 2020. The Annual General Meeting of Shareholders approved the updated policy with 99% favorable support.

The perspective and input of internal and external stakeholders as well as the public opinion have been taken into consideration in establishing and implementing the remuneration policy. HEINEKEN is also committed to an ongoing dialogue with shareholders and seeks the views of main shareholders before any material changes to remuneration arrangements are put forward for approval.

This Remuneration Report includes two sections:

Part I

Describes the prevailing Board of Directors remuneration policy, as adopted by the Annual General Meeting of Shareholders on 23 April 2020, and as it has been implemented in 2020.

Part II

Provides details of the Board of Directors actual remuneration for performance ending in, or at year-end, 2020.

PART I REMUNERATION POLICY

Remuneration principles

The Board of Directors remuneration policy is designed to attract and retain high-class and diverse profiles with relevant skills and experience that are required to perform the duties of the Board of Directors and ensures appropriate corporate governance by meeting the following key principles:

Support the business strategy

We align our remuneration policy with business strategies focused on creating long-term sustainable growth and shareholder value.

Pay for purpose

We align our remuneration policy to promote the independence and objectivity of our members of the Board of Directors, which is a key element to best serve the long-term interest of the Company.

Pay competitively

We set remuneration levels to be competitive with other relevant multinational corporations of similar size and complexity.

While establishing and implementing the policy, the perspective and input of internal and external stakeholders and the external environment in which HEINEKEN operates, are taken into consideration. HEINEKEN is also committed to an ongoing dialogue with shareholders and seeks the views of significant shareholders before any material changes to remuneration arrangements are put forward for approval.

Summary overview of remuneration elements

The Board of Directors remuneration policy is simple and transparent in design, and consists of the following key elements:

Element	Purpose	Description
Base Board fees	Members of the Board of Directors receive the same fixed cash compensation for their services as the members of the Supervisory Board of Heineken N.V. No variable pay and/or equity awards are offered. In order to provide a fee level that is competitive with other companies comparable to HEINEKEN, reviews are conducted on a regular basis.	The Remuneration Committee of Heineken N.V. is responsible to review the compensation levels on a regular basis and to bring forward proposals (if any) to the Supervisory Board of Heineken N.V. Proposals are submitted to the General Meeting of Shareholders of Heineken N.V. for approval. This review is done through a benchmark assessment against a pan-European peer group consisting of companies that are of comparable size to HEINEKEN.
Allowances and benefits	Members of the Board of the Directors are not reimbursed and compensated for additional efforts that enable them to exercise their role.	Members receive no reimbursement of travel expenses and are not compensated for intercontinental travel required to exercise their role. Small benefits such as retirement gifts may be provided.

Members of the Board of Directors are not eligible for incentive awards or pension.

PART II ACTUAL REMUNERATION FOR PERFORMANCE ENDING IN, OR AT YEAR-END, 2020

In line with the Board of Directors prevailing remuneration policy, the members of the Board of Directors receive a fixed remuneration for their services. The following tables provide an overview of the Board of Directors actual remuneration for year-end 2020. For disclosures in line with IFRS reporting requirements, refer to note 13.3 to the consolidated financial statements.

Mr M. Das, Mr M.R. de Carvalho and Mr J.A. Fernández Carbajal have a double function as they are all a member of the Board of Directors of Heineken Holding N.V. as well as a member of the Supervisory Board of Heineken N.V. In line with Section 135b, subsection 3f, Book 2 of the Dutch Civil Code and the Draft Guidelines to the Shareholders Rights Directive, the remuneration they receive for these services is reflected in their total remuneration and is also split out by component as presented in Table 1 BIS.

Table 1 Remuneration Board of Directors

In thousands of €	**2020**	2019
C.L. de Carvalho-Heineken	90	90
M.R. de Carvalho	225	231
Remuneration executive members	**315**	321
M. Das	250	253
J.A. Fernández Carbajal	244	243
C.M. Kwist	90	90
A.A.C. de Carvalho	90	90
A.M. Fentener van Vlissingen	90	90
L.L.H. Brassey	90	90
J.F.M.L. van Boxmeer[1,2]	53	—
Remuneration non-executive members	**907**	856
	1,222	1,177

[1] Appointed as non-executive director of Heineken Holding N.V. as of 1 June 2020.
[2] See below for more information regarding the remuneration Mr J.F.M.L. van Boxmeer.

Table 1 BIS Remuneration of members of the Supervisory Board of Directors from Heineken N.V.

In thousands of €	Financial year	Base board fees	Committee fees	Travel allowances	**Total remuneration**
Supervisory board member of Heineken N.V.					
M. Das	**2020**	90	40	0	**130**
	2019	90	40	3	133
M.R. de Carvalho	**2020**	90	45	0	**135**
	2019	90	45	6	141
J.A. Fernández Carbajal	**2020**	90	40	24	**154**
	2019	90	40	23	153

Remuneration of Mr J.F.M.L. van Boxmeer

At the Annual General Meeting of Shareholders on 23 April 2020, Mr J.F.M.L. van Boxmeer was appointed as non-executive member of Heineken Holding N.V. as of 1 June 2020. The actual remuneration Mr J.F.M.L. van Boxmeer received from Heineken Holding N.V. is reflected in Table 1. For disclosures on the remuneration received by Mr J.F.M.L. van Boxmeer as CEO and Chairman of the Executive Board of Heineken N.V. refer to Heineken N.V.'s Remuneration Report, note 13.3 of the Heineken N.V. consolidated financial statements and note 13.3 of the Heineken Holding N.V. consolidated financial statements.