

Agenda

for the Annual General Meeting of Shareholders of Heineken Holding N.V., to be held at DeLaMar Theater, Marnixstraat 402, Amsterdam on Thursday 25 April 2024 at 4:00 p.m. — 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.

Opening

1. Report of the Board of Directors for the 2023 financial year
2. Implementation of the revised Dutch Corporate Governance Code of 20 December 2022
3. Advisory vote on the remuneration report for the 2023 financial year (*voting item*)
4. Adoption of the financial statements for the 2023 financial year (*voting item*)
5. 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
6. Discharge of the members of the Board of Directors (*voting item*)
7. 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*)
8. Remuneration policy Board of Directors (*voting item*)
9. Composition Board of Directors
Reappointment of Mr J.F.M.L. van Boxmeer as non-executive member of the Board of Directors (*voting item*)
10. Appointment of KPMG Accountants N.V. as external auditor for a period of one year (*voting item*)

Closure

Explanatory notes

to the agenda for the Annual General Meeting of Shareholders of Heineken Holding N.V., on Thursday 25 April 2024.

Item 2 Implementation of the revised Dutch Corporate Governance Code of 20 December 2022

In accordance with the recommendation of the Monitoring Committee Corporate Governance Code, the implementation of and compliance with the revised Dutch Corporate Governance Code that entered into effect as per 1 January 2023 (the "Code"), will be discussed.

As with the previous Corporate Governance Code, the Company endorses its principles. However, the structure of HEINEKEN, and in particular the relationship between the Company and Heineken N.V., prevents the Company from applying a number of the Code's best practice provisions.

Further details can be found in the Corporate Governance Statement of the Company's Annual Report for 2023 which is available via www.heinekenholding.com.

Item 3 Advisory vote on the remuneration report for the 2023 financial year

The remuneration report for the 2023 financial year is submitted for advisory vote.

Item 7a Authorisation of the Board of Directors to acquire own shares

At the Annual General Meeting of Shareholders held on 20 April 2023, the General Meeting of Shareholders authorised the Board of Directors to acquire own 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 the statutory maximum period of 18 months, starting 25 April 2024, 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 2024;
- b. transactions must be executed at a price between the nominal value of the shares and 110% of the opening price quoted for the shares in the Official Price List (Officiële Prijscourant) of Euronext Amsterdam on the date of the transaction or, in the absence of such a price, the latest price quoted therein; and
- c. transactions may be executed on the stock exchange or otherwise.

Item 7b Authorisation of the Board of Directors to issue (rights to) shares

At the Annual General Meeting of Shareholders held on 20 April 2023, 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 25 April 2024, 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 2024.

Item 7c Authorisation of the Board of Directors to restrict or exclude shareholders' pre-emptive rights

At the Annual General Meeting of Shareholders held on 20 April 2023, 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 25 April 2024, 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 2024.

Item 8 Remuneration policy Board of Directors

The current remuneration policy for the Board of Directors was last adopted at the Annual General Meeting of Shareholders held on 23 April 2020. No changes to the remuneration policy of the Board of Directors are proposed, but the law requires that the remuneration policy will be submitted to the General Meeting of Shareholders for adoption at least every four years. The remuneration policy of the Board of Directors is available via www.heinekenholding.com.

Also visit www.heinekenholding.com

The meeting will be webcast on www.heinekenholding.com/governance/agm

Explanatory notes

to the agenda for the Annual General Meeting of Shareholders of Heineken Holding N.V., on Thursday 25 April 2024.

Item 9 Reappointment of Mr J.F.M.L. van Boxmeer 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 Van Boxmeer as non-executive member of the Board of Directors with effect from 25 April 2024, for the maximum period of four years (i.e. until the end of the Annual General Meeting of Shareholders to be held in 2028).

Mr Van Boxmeer (1961) is a Belgian national and was first appointed as non-executive member of the Board of Directors in 2020.

Mr Van Boxmeer joined HEINEKEN in 1984 and held various management positions in different countries around the world and was appointed member of the Executive Board of Heineken N.V. in 2001. Mr Van Boxmeer served as Heineken N.V.'s Chairman of the Executive Board and CEO from 2005 to 2020.

The Board of Directors proposes to reappoint Mr Van Boxmeer in view of his broad experience within HEINEKEN and the way he has fulfilled his role as a member of the Board of Directors.

Mr Van Boxmeer is also Chairman of Vodafone Group Plc (non-executive director) and a member of the Shareholders' Committee of Henkel AG & Co in Germany.

Mr Van Boxmeer complies with the statutory requirement as regards the maximum number of supervisory board seats and non-executive board memberships in large Dutch entities.

Pursuant to the Code, Mr Van Boxmeer does not qualify as 'independent' as he has been Heineken N.V.'s Chairman of the Executive Board and CEO in the five years prior to the appointment.

Mr Van Boxmeer owns no shares in the Company. He holds 221,555 shares in Heineken N.V.

Item 10 Appointment of KPMG Accountants N.V. as external auditor for a period of one year

The current external auditor, Deloitte Accountants B.V., was appointed for a period of one year at the Annual General Meeting of Shareholders held on 20 April 2023 (for the financial year 2024).

As Deloitte Accountants B.V. reached the statutory limit for reappointment, the Company and Heineken N.V. initiated the selection process for a new external auditor for the financial year 2025. Based on the overall performance of the audit firms which participated in the selection process, the Board of Directors proposes to appoint KPMG Accountants N.V. as external auditor for the financial year 2025.

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