



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

to be held at **DeLaMar Theater**, Marnixstraat 402, Amsterdam, the Netherlands on **Thursday 21 April 2022 at 1:30 p.m.** (CET)

### Agenda

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

1. a. Report of the Executive Board for the financial year 2021
  - b. Advisory vote on the 2021 remuneration report (voting item)
  - c. Adoption of the 2021 financial statements of the Company (voting item)
  - d. Explanation of the dividend policy
  - e. Adoption of the dividend proposal for 2021 (voting item)
  - f. Discharge of the members of the Executive Board (voting item)
  - g. Discharge of the members of the Supervisory Board (voting item)
  
2. Authorisations
  - a. Authorisation of the Executive Board to acquire own shares (voting item)
  - b. Authorisation of the Executive Board to issue (rights to) shares (voting item)
  - c. Authorisation of the Executive Board to restrict or exclude shareholders' pre-emptive rights (voting item)
  
3. Remuneration Executive Board  
Adjustments to the remuneration policy for the Executive Board (voting item)
  
4. Composition Supervisory Board
  - a. Re-appointment of Mr. J.M. Huët as member of the Supervisory Board (voting item)
  - b. Re-appointment of Mrs. M. Helmes as member of the Supervisory Board (voting item)
  - c. Re-appointment of Mr. J.A. Fernández Carbajal as member of the Supervisory Board (voting item)
  - d. Appointment of Mr. F.J. Camacho Beltrán as member of the Supervisory Board (voting item)
  
5. Re-appointment of the External Auditor for a period of one year (voting item)

## Documentation

The agenda with explanatory notes, the annual report over the financial year 2021 (including the report of the Executive Board, the remuneration report and the financial statements), the adjustments to the remuneration policy for the Executive Board and the information as referred to in article 392 paragraph 1 Book 2 of the Dutch Civil Code can be found at [www.theHEINEKENcompany.com](http://www.theHEINEKENcompany.com) and [www.abnamro.com/evoting](http://www.abnamro.com/evoting). These documents are also available for review at the Company's offices, Tweede Weteringplantsoen 21, Amsterdam, the Netherlands.

## Record Date

The Executive Board has determined that persons entitled to vote at and participate in the General Meeting of Shareholders on **Thursday 21 April 2022**, shall be those persons who, after all entries and deletions have been processed, have these rights on **Thursday 24 March 2022** (the "Record Date") at **6:00 p.m.** (CET) and are registered as such in one of the registers designated by the Company, provided that those persons 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 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 25 March 2022** but not later than **Tuesday 19 April 2022, 5:00 p.m.** (CET) via [www.abnamro.com/evoting](http://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 20 April 2022, 1:00 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.

After receipt of their application, ABN AMRO BANK N.V. will send a registration ticket to the shareholders or Intermediary of those shareholders; this 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 25 March 2022** but not later than **Tuesday 19 April 2022, 5:00 p.m.** (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 shareholder.

Electronic voting instructions can be given via [www.abnamro.com/evoting](http://www.abnamro.com/evoting) and need to be received by **Tuesday 19 April 2022, 5:00 p.m.** (CET).

### **Questions**

A shareholder entitled to vote at the meeting may submit questions about the agenda items until **Friday 15 April 2022, 5:00 p.m.** (CET). Questions may be submitted via [investors@heineken.com](mailto:investors@heineken.com). The submitted questions will be answered, possibly in a bundled form, during the meeting and will be published on the website.

Shareholders entitled to vote that are present in the DeLaMar Theater can also ask questions during the meeting. The Chairman of the meeting may further determine this in the interest of the order the meeting.

### **COVID-19 developments**

It is expected that on Thursday 21 April 2022 the Annual General Meeting of Shareholders of HEINEKEN N.V. (the "AGM") can be held at the DeLaMar Theater in Amsterdam. All applicable guidelines and governmental restrictions related to the COVID-19 pandemic will be followed. Should the governmental restrictions prevent a live meeting at DeLaMar Theater, the AGM will be held virtually and can be attended via webcast. In that case further details will be provided as soon as possible on [www.theheinekencompany.com/investors/governance/agm](http://www.theheinekencompany.com/investors/governance/agm).

### **Identification & entrance**

Persons entitled to take part in the meeting may be asked to identify themselves prior to being admitted to the meeting and are therefore asked to bring a valid identity document along (for instance a passport or driving license) to the meeting. The DeLaMar Theater will be open from 12:30 p.m. (CET).

### **Webcast**

There will be a live video broadcast of the integral meeting via [www.theheinekencompany.com/investors/governance/agm](http://www.theheinekencompany.com/investors/governance/agm). Via this webcast shareholders will only be able to follow the AGM but will not be able to ask questions nor to vote.

### **Shareholders of Heineken Holding N.V.**

Shareholders of Heineken Holding N.V. may attend the meeting as observers. To this end they must register their shares in the manner described above for Heineken N.V. shares. The registration ticket for the General Meeting of Shareholders of Heineken Holding N.V. to be held on 21 April 2022 will also serve as admission ticket for the General Meeting of Shareholders of Heineken N.V.

The Supervisory Board  
The Executive Board

Amsterdam, 8 March 2022