



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 25 April 2024** at **13:30 CET**

Agenda

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

1.
 - a. Report of the Executive Board for the financial year 2023
 - b. Implementation of the revised Dutch Corporate Governance Code of 20 December 2022
 - c. Advisory vote on the 2023 Remuneration Report (voting item)
 - d. Adoption of the 2023 financial statements of the company (voting item)
 - e. Explanation of the dividend policy
 - f. Adoption of the dividend proposal for 2023 (voting item)
 - g. Discharge of the members of the Executive Board (voting item)
 - h. 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. Adjustment of the Remuneration Policy for the Executive Board (voting item)
4. Remuneration Supervisory Board
 - a. Adoption of the Remuneration Policy for the Supervisory Board (voting item)
 - b. Adjustment of the remuneration of the Supervisory Board (voting item)
5. Composition Executive Board
Re-appointment of Mr. R.G.S. van den Brink as member of the Executive Board (voting item)
6. Composition Supervisory Board
 - a. Re-appointment of Mr. R.J.M.S. Huët de Carvalho as member of the Supervisory Board (voting item)
 - b. Re-appointment of Mrs. P. Mars Wright as member of the Supervisory Board (voting item)
 - c. Appointment of Mr. P.T.F.M. Wennink as member of the Supervisory Board (voting item)
7. Appointment of KPMG Accountants N.V. as external auditor for a period of one year (voting item)



Documentation

The agenda (including explanatory notes), the annual report over the financial year 2023 (including the report of the Executive Board, the Remuneration Report, the financial statements and the other information as referred to in Article 2:392(1) of the Dutch Civil Code) and the proposed Remuneration Policy of the Executive Board (including explanatory note) and the Supervisory Board are available via www.theHEINEKENcompany.com and www.abnamro.com/evoting.

The aforementioned documents are also available for review at the head office of Heineken N.V. (the “Company”), located at Tweede Weteringplantsoen 21, Amsterdam, the Netherlands.

Record date

The Executive Board has determined that persons entitled to vote at and participate in the Annual General Meeting of Shareholders on **Thursday 25 April 2024** (the “Meeting”), shall be those persons who, after all entries and deletions have been processed, have these rights on **Thursday 28 March 2024 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 29 March 2024** but not later than **Thursday 18 April 2024 at 17:00** (CET) via 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 before **Friday 19 April 2024 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. 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 29 March 2024** but not later than **Thursday 18 April 2024 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. Voting instructions must be received by **Thursday 18 April 2024 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 18 April 2024 at 17:00** (CET). Questions may be submitted via investors@heineken.com. 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 chairman of the Meeting may further determine this in the interest of good order of the Meeting.



Entrance & Identification

The DeLaMar Theater will be open for shareholders and proxy holders of the Company as of **12:30** (CET).

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 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 available via the link **below**. The livestream solely enables shareholders to follow the Meeting but does not enable shareholders to vote, ask questions or to participate in the discussion.

www.theheinekencompany.com/investors/governance/agm

Shareholders of Heineken Holding N.V.

The Annual General Meeting of Shareholders of Heineken Holding N.V. will be held at DeLaMar Theater on **Thursday 25 April 2024** at **16:00** (CET), or later, if the Meeting has not yet finished. Shareholders of Heineken Holding N.V. may attend the Meeting as observer. The registration ticket for the Annual General Meeting of Shareholders of Heineken Holding N.V. will also serve as admission ticket for the Meeting.

Amsterdam, 14 March 2024

The Supervisory Board

The Executive Board