



Commission de Surveillance
du Secteur Financier

Certificate of Approval of a Prospectus
in accordance with the Luxembourg Law on Prospectuses for Securities
(transposing Articles 17 and 18 of Directive 2003/71/EC)

To:

Finanzmarktaufsicht (FMA) (Austria)
Commission Bancaire, Financière et des Assurances (CBFA) (Belgium)
Bundesanstalt für Finanzdienstleistungsaufsicht (BaFin) (Germany)
Autoriteit Financiële Markten (AFM) (The Netherlands)

From:

Commission de Surveillance du Secteur Financier

We hereby certify that the Prospectus detailed below has been drawn up in accordance with the Luxembourg Law on Prospectuses for Securities transposing Directive 2003/71/EC and was approved by us on 13 September 2010.

Name of Issuer:

Heineken N.V.

Registered Office/Seat:

Amsterdam, The Netherlands

Type of Securities:

€5,000,000,000 Euro Medium Term Note Programme

References to the annexes of Commission Regulation (EC) N° 809/2004 according to which the Prospectus was drawn up:

IV, V, XII, XIII

Guarantor (if any):

Not applicable

Attachments:

Prospectus
Dutch translation of the summary
French translation of the summary
German translation of the summary

Ref.: C-09896
Luxembourg, 13 September 2010
Commission de Surveillance du Secteur Financier

