



*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)
Autorité des services et marchés financiers (FSMA) (Belgium)
Bundesanstalt für Finanzdienstleistungsaufsicht (BaFin) (Germany)
Autoriteit Financiële Markten (AFM) (The Netherlands)
Financial Conduct Authority (FCA) (United Kingdom)

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 7 March 2014.

Name of Issuer(s):

Heineken N.V.

Registered Office(s)/Seat(s):

Amsterdam, The Netherlands

Type of Securities:

€10,000,000,000 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, XX, XXI, XXII, XXX

Guarantor(s) (if any):

Not applicable

Attachment(s):

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

Ref.: C-15291

Luxembourg, 10 March 2014

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