

FORM OF TRANSFER NOTICE

FOR VALUE RECEIVED the undersigned registered holder hereby sell(s), assign(s) and transfer(s) unto

Insert Taxpayer Identification No.

Please print or typewrite name and address including postal zip code of assignee

☒ principal amount of this Note and all rights hereunder, hereby irrevocably constituting and

appointing ☒ as attorney to transfer such principal amount of this Note in the register maintained on behalf of Heineken N.V. (the “**Issuer**”) with full power of substitution.

All terms used herein which are defined in the Seventh Fiscal and Paying Agency Agreement, dated March 29, 2017 among Heineken N.V. (the “**Issuer**”) and Citibank, N.A., London Branch (the “**Fiscal Agent**”, “**Paying Agent**”, “**Registrar**” and “**Transfer Agent**”) shall have the meanings assigned to them in such Seventh Fiscal and Paying Agency Agreement.

In connection with any transfer of this Note occurring prior to the date which is one year (or such other period as shall constitute the required holding period pursuant to Rule 144 of the Securities Act of 1933, as amended) after the later of March 29, 2017 and the last date, if any, that this Note (or any predecessor Note) was owned by the Issuer or an affiliate of the Issuer the undersigned confirms that without utilizing any general solicitation or general advertising:

[check one]

☐ (a) this Note is being transferred to the Issuer or an affiliate thereof.

or

☐ (b) this Note is being transferred within the United States to a QIB in compliance with Rule 144A.

or

☐ (c) this Note is being transferred outside the United States in compliance with Rule 904 under the Securities Act.

or

☐ (d) this Note is being transferred pursuant to the exemption from registration provided by Rule 144 under the Securities Act (if available).

or

☐ (e) this Note is being transferred pursuant to an effective registration statement under the Securities Act.

In addition, the undersigned will provide the Issuer and any Transfer Agent such certifications, legal opinions and other information, if any, as they may reasonably require to confirm that the proposed transfer is being made pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act.

If none of the foregoing boxes is checked, the Registrar shall not be obligated to register this Note in the name of any person other than the registered holder hereof unless and until the conditions to any such transfer of registration set forth herein and in Section 6(b) of the Seventh Fiscal and Paying Agency Agreement shall have been satisfied.

Date: _____

[NOTICE: The signature to this assignment must correspond with the name as written upon the face of the within-mentioned instrument in every particular, without alteration or any change whatever.]