

Heineken N.V. makes offer to acquire Fraser & Neave's interests in APB

Amsterdam, 20 July 2012 – Heineken N.V. ('HEINEKEN') today announced that it has made an offer to the board of its joint venture partner Fraser & Neave, Limited ('F&N') to acquire F&N's direct and indirect interests in Asia Pacific Breweries Limited ('APB') at a price of S\$50.00 per APB share, for a total consideration of S\$5.1 billion.

In addition, HEINEKEN has offered S\$163 million for F&N's interest in the non-APB assets held by Asia Pacific Investment Private Limited ('APIPL'), a 50/50 joint venture between HEINEKEN and F&N.

In accordance with the Singapore Code on Takeovers and Mergers, when the conditions of the offer are satisfied, HEINEKEN will make a mandatory general offer for all the shares of APB not already owned by HEINEKEN at a price of S\$50.00 per APB share, for a maximum consideration of S\$2.4 billion.

HEINEKEN believes that its offer represents compelling value for F&N shareholders and APB's minority shareholders and treats all APB shareholders equally. The offer price represents a premium of 45% over the one-month volume weighted average price per APB share¹.

HEINEKEN is confident that when completed, this offer will also generate long-term financial and strategic value for its shareholders, given the attractive growth potential of South-East Asia and the company's strong position within the international premium beer segment.

Commenting on the offer, HEINEKEN Chairman and Chief Executive Officer Jean-François van Boxmeer said: "We really value our partnership with F&N which goes back over 80 years, but due to changes in the F&N and APB shareholding, the fabric of the partnership has changed. As a result, it is time for us to look ahead to the next chapter of our Asian business, in which Singapore will continue to be our regional headquarters and both the Heineken® and Tiger brand will spearhead our brand portfolio in Asia."

"We believe that our offer for the APB shares is highly attractive and provides excellent value to F&N and APB shareholders. At the same time, taking control of APB will create long-term financial and strategic value for HEINEKEN's shareholders."

Rationale for the offer

HEINEKEN's offer is in line with the company's strategy to expand its presence in emerging markets and follows transformational deals in recent years that have included the acquisition of the brewing operations of FEMSA in Mexico and Brazil, the partnership with United Breweries in India and acquisitions and capacity investments in Africa.

If agreed, the offer will strengthen HEINEKEN's platform for growth in some of the world's most exciting and dynamic economies with fast-growing populations. HEINEKEN will have direct access to a number of important markets, including Cambodia, China, Indonesia, Malaysia, New Zealand, Papua New Guinea, Singapore, Thailand and Vietnam.

When completed, the offer will also strengthen HEINEKEN's portfolio, providing control of the strong international Tiger brand and strong regional and local brands such as Anchor, Bintang and Larue.

In addition, HEINEKEN will be able to consolidate APB in its accounts, providing better visibility to its Asian operations.

Context to the offer

F&N is HEINEKEN's long-term partner in Asia. F&N holds a 50% stake in APIPL (which in turn owns a 64.8% stake in APB) and a 7.3% stake in APB. HEINEKEN holds the remaining 50% stake in APIPL and a 9.5% stake in APB.

The Heineken® brand, brewed under license from HEINEKEN, is APB's largest brand representing 30% of its volume.

On 18 July 2012, OCBC Bank announced that it had signed an agreement that Thai Beverage Public Company will acquire OCBC Bank's, Great Eastern Holdings Limited's ("GEH") and Lee Rubber Company (Pte) Limited's ("Lee") combined 22% stake in F&N for S\$8.88 per F&N share and that Kindest Place Groups will acquire a combined 8.4% stake in APB for S\$45.00 per APB share.

Terms of the offer

HEINEKEN's offer is not subject to due diligence nor conditional on financing. It is only subject to the following conditions: the F&N board recommending to its shareholders to vote in favour of the offer at the relevant shareholders' meeting, F&N's shareholders' approval, regulatory approval (if required) and final transaction documentation being entered into between F&N and HEINEKEN.

Next steps

HEINEKEN is keen to agree a consensual deal with F&N, however if HEINEKEN is denied the ability to extend its offer to all APB shareholders it will review all options available to protect its commercial interests.

Further announcements will be made by HEINEKEN if and when appropriate, and in case if and when F&N and HEINEKEN enter into final transaction documentation, in compliance with applicable regulatory requirements.

HEINEKEN is being advised by Credit Suisse and Citi.

Press enquiries

John Clarke
E-mail: john.g.clarke@heineken.com
Tel: +31-20-5239-355

John-Paul Schuirink
E-mail: john-paul.schuirink@heineken.com
Tel: +31-20-5239-355

Charles Armitstead,
Pendomer Communications
E-mail: charles.armitstead@pendomer.com
Tel.: +44-7703-330-269

Investor and analyst enquiries

George Toulantas
E-mail: investors@heineken.com
Tel. +31-20-5239-590

Lucia Bergamini
E-mail: investors@heineken.com
Tel: +31-20-5239-590

Editorial information:

HEINEKEN is a proud, independent global brewer committed to surprise and excite consumers with its brands and products everywhere. The brand that bears the founder's family name – Heineken® – is available in almost every country on the globe and is the world's most valuable international premium beer brand. The Company's aim is to be a leading brewer in each of the markets in which it operates and to have the world's most valuable brand portfolio. HEINEKEN wants to win in all markets with Heineken® and with a full brand portfolio in markets of choice. The Company is present in over 70 countries and operates more than 140 breweries with volume of 214 million hectolitres of group beer sold. HEINEKEN is Europe's largest brewer and the world's third largest by volume. HEINEKEN is committed to the responsible marketing and consumption of its more than 200 international premium, regional, local and specialty beers and ciders. These include Amstel, Birra Moretti, Cruzcampo, Desperados, Dos Equis, Foster's, Heineken, Newcastle Brown Ale, Ochota, Primus, Sagres, Sol, Star, Strongbow, Tecate, and Zywiec. Our leading joint venture brands include Cristal, Kingfisher, Tiger and Anchor. In 2011, revenue totaled EUR 17.1 billion and EBIT (beia) was EUR 2.7 billion. The number of people employed is around 70,000. Heineken N.V. and Heineken Holding N.V. shares are listed on the Amsterdam stock exchange. Prices for the ordinary shares may be accessed on Bloomberg under the symbols HEIA NA and HEIO NA and on the Reuter Equities 2000 Service under HEIN.AS and HEIO.AS. Most recent information is available on HEINEKEN's website: www.theHEINEKENcompany.com.

Footnote page 1

One month period of up to and including 16 July 2012 (the 'Unaffected Date'), being the date of the joint holding announcement by OCBC Bank and Great Eastern Holdings of an approach with an offer to purchase their combined stakes in F&N and APB.