Heineken Holding N.V. delivers solid revenue growth in the first half of 2012

Amsterdam, 22 August 2012 – Heineken Holding N.V. ("HEINEKEN") today announced:

- The net result of Heineken Holding N.V.'s participating interest in Heineken N.V. for the first half of 2012 turned out at €392 million;
- **Revenue** rose 4.5% organically, driven by higher total consolidated volumes of 1.6% and revenue per hectolitre growth of 2.9%. Group beer volume rose 3.3% with increases in four out of five regions;
- **Heineken®** volume grew by 6%, once again outperforming the international premium segment and the overall beer market;
- **EBIT (beia)** increased 0.5% reflecting a positive contribution from acquisitions and a favourable currency impact. On an organic basis, EBIT (beia) decreased 5.5%, primarily due to planned capability building investments and higher input costs;
- **Net profit (beia)** increased 1.6% and declined 4% on an organic basis. Reported net profit of Heineken N.V. increased 30% to €783 million, including a post-tax book gain of €131 million for the sale of a minority stake in a brewery in the Dominican Republic;
- **Total Cost Management (TCM2)** programme delivered pre-tax savings of €85 million in the first half of 2012;
- Targeted FEMSA **cost synergies** of €150 million achieved earlier than planned;
- **Free operating cash flow** of €345 million was below the prior year period, primarily reflecting higher planned capital investments and investment in working capital due to business growth;
- **Interim dividend** of €0.33 per ordinary share, an increase of 10% versus last year;
- On 17 August 2012, HEINEKEN announced that it agreed a final offer and signed definitive agreements with Fraser & Neave (F&N) to acquire its entire effective interest in **Asia Pacific Breweries Limited** (APB) and the non-APB assets held by Asia Pacific Investment Pte Ltd (APIPL) for a total consideration of S$5.6 billion.

Key figures[1] *(in mhl or € million unless stated otherwise)*	Half Year **2012**	Half Year **2011**	Change %	Organic growth %
Group beer volume	108.0	104.1	3.8	3.3
Total consolidated volume	96.9	94.3	2.8	1.6
Of which: Consolidated beer volume	82.6	79.8	3.5	2.8
Heineken® volume in premium segment	14.2	13.4	6.0	6.0
Revenue	8,778	8,358	5.0	4.5
EBIT	1,160	1,113	4.2	
EBIT (beia)	1,265	1,259	0.5	-5.5
Net profit of Heineken Holding N.V.	392	303	30	
Net profit (beia)	705	694	1.6	-4.0
Free operating cash flow	345	779	-56	
Net debt/EBITDA (beia)[2]	2.2x	2.1x		
Diluted EPS	1.36	1.05	29.5	

[1] For an explanation of the terms used please refer to the Glossary in the Appendix. Unless otherwise stated, any reference to growth rates used throughout the report is calculated on an organic basis and volume relates to group beer volume.
[2] Includes acquisitions on a 12 month pro-forma basis.

Heineken Holding N.V. engages in no activities other than its participating interest in Heineken N.V. and the management and supervision of and provision of services to that company.

2012 FULL YEAR OUTLOOK[3]

Top-line: HEINEKEN continues to expect overall group revenues to benefit from continued positive momentum in higher growth economies across the Asia Pacific, Africa & the Middle East and the Americas regions. Volume in Western Europe is expected to remain subdued in the second half of 2012 owing to the challenging economic conditions.

Global Brands: Heineken® is expected to maintain its strong performance in the international premium segment. HEINEKEN will also continue to invest in the expansion of its other global brands - Desperados, Strongbow Gold, Amstel and Sol.

Input costs: In the first half of 2012, input costs increased by 6.9% on a per hectolitre basis, with this slight increase over earlier full year expectations reflecting the faster growth of countries with higher input cost inflation and a shift towards higher priced one-way packaging. HEINEKEN expects this mix effect to continue into the second half of the year. As a consequence, input costs per hectolitre are now expected to increase by approximately 8% for the full year 2012. HEINEKEN expects to largely offset this increase through a higher rate of revenue per hectolitre growth in the second half of the year.

Marketing and selling expenses: HEINEKEN expects marketing and selling (beia) expense as a percentage of revenue to be approximately 12.5%.

Total Cost Management (TCM2): The current TCM2 programme is targeting cost savings of €500 million over the period 2012-14 and is focused on driving operational cost efficiencies and on further leveraging HEINEKEN's global scale.

Effective tax rate: Similar to 2011, HEINEKEN´s effective tax rate (beia) in the second half of 2012 is expected to be below the rate in the first half, primarily reflecting the impact of varying country profit mix. HEINEKEN continues to expect a slight increase in the effective tax rate (beia) for the full year 2012 (2011: 26.8%).

Interest rate: HEINEKEN continues to expect a slightly higher average interest rate of around 5.5% in 2012 (2011: 5.2%).

Capital Expenditure: Gross capital expenditure on property, plant and equipment is expected to be approximately €1.2 billion (2011: €800 million). The higher capital expenditure level in 2012 reflects investments in additional brewing capacity and the renewal and expansion of the returnable bottle fleet in higher growth markets. Consequently, HEINEKEN expects a cash conversion ratio below 100% for 2012.

Net profit (beia): HEINEKEN expects full year operating profit performance to be weighted to the second half of the year. For the full year 2012, HEINEKEN expects net profit (beia) to be broadly in line with last year, on an organic basis. The combined impact of consolidation and foreign currency movements are expected to increase full year 2012 net profit (beia) by approximately €50 million.

[3]Excludes any impact from HEINEKEN's offer for Fraser & Neave, Limited's (F&N) direct and indirect interests in Asia Pacific Breweries Limited (APB) and F&N's 50% share of the non-APB assets in Asia Pacific Investment Pte Ltd, as announced on 17 August, 2012.

INTERIM DIVIDEND

According to the articles of association of Heineken Holding N.V. both Heineken Holding N.V. and Heineken N.V. pay an identical dividend per share. In accordance with the existing dividend policy, HEINEKEN fixes its interim dividend at 40% of the total dividend of the previous year. As a result, an interim dividend of €0.33 per share of €1.60 nominal value will be paid on 4 September 2012. Both the Heineken Holding N.V. ordinary shares and the Heineken N.V. shares will trade ex-dividend on 24 August 2012.

Investor Calendar Heineken Holding N.V.

Trading update for Q3 2012	24 October 2012
Financial Markets Conference – Lagos, Nigeria	13-14 November 2012
Financial Results for the 2012 Full Year	13 February 2013
Trading update for Q1 2013	24 April 2013
Annual General Meeting of Shareholders (AGM)	25 April 2013

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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. HEINEKEN'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. HEINEKEN 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. HEINEKEN's leading joint venture brands include Cristal, Kingfisher, Tiger and Anchor. In 2011, revenue totaled €17.1 billion and EBIT (beia) was €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.

INTRODUCTION

This report contains the interim financial report of Heineken Holding N.V., headquartered in Amsterdam, the Netherlands.

The interim financial report for the six months ending 30 June 2012 consists of Report of the Board of Directors, the statement of the Board of Directors and the condensed consolidated interim financial statements.

REPORT OF THE BOARD OF DIRECTORS

Heineken Holding N.V. has a 50.005% interest in the issued share capital (being 50.082% of the outstanding share capital) of Heineken N.V. Standing at the head of the HEINEKEN group, Heineken Holding N.V. is not an ordinary holding company. Since its formation in 1952, Heineken Holding N.V.'s object pursuant to its Articles of Association has been to manage or supervise the management of the HEINEKEN group and to provide services for Heineken N.V. Within the HEINEKEN group, the primary duties of Heineken N.V.'s Executive Board are to initiate and implement corporate strategy and to manage Heineken N.V. and its related enterprise. It is supervised in the performance of its duties by Heineken N.V.'s Supervisory Board. Because Heineken N.V. manages the HEINEKEN group companies, Heineken Holding N.V., unlike Heineken N.V., does not have an internal risk management and control system. Heineken Holding N.V. does not engage in any operational activities and employs no staff.

Information regarding the developments during the financial half year 2012 of Heineken N.V. and its related companies, and the material risks Heineken N.V. is facing is given in Heineken N.V.'s half year report.

Pursuant to Article 5:25d Paragraph 4 Dutch Financial Markets Supervision Act ("Wet op het financieel toezicht") we mention that Heineken Holding N.V.'s half year report has not been audited nor reviewed. The condensed consolidated interim financial statements of Heineken N.V. have been reviewed and the independent auditor's report is included in the interim financial statements of Heineken N.V.

STATEMENT OF THE BOARD OF DIRECTOS

Statement ex Article 5:25d Paragraph 2 sub c Dutch Financial Markets Supervision Act ("Wet op het financieel toezicht").

To our knowledge:

1. The condensed consolidated interim financial statements for the six month period ended 30 June 2012, which have been prepared in accordance with IAS 34 interim financial reporting, give a true and fair view of the assets, liabilities, financial position, and profit of Heineken Holding N.V. and the undertakings included in the consolidation as a whole;
2. The report of the Board of Directors for the six month period ended 30 June 2012 includes a fair review of the information required pursuant to article 5:25d paragraphs 8 and 9 of the Dutch Financial Markets Supervision Act ("Wet op het financieel toezicht").

Board of Directors

M. Das (non-executive chairman)
C.L. de Carvalho-Heineken (executive member)
J.A. Fernández Carbajal (non-executive member)
C.M. Kwist (non-executive member)
K. Vuursteen (non-executive member)

Amsterdam, 21 August 2012

Condensed consolidated interim financial statements for the six months period ended 30 June 2012

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CONDENSED CONSOLIDATED INTERIM INCOME STATEMENT OF HEINEKEN HOLDING N.V.

For the period ended 30 June *In millions of EUR*	Note	2012	2011
Revenue	4	8,778	8,358
Other income	4	8	18
Raw materials, consumables and services	6	5,632	5,348
Personnel expenses		1,505	1,452
Amortisation, depreciation and impairments		605	570
Total expenses		**7,742**	**7,370**
Results from operating activities	4	**1,044**	**1,006**
Interest income	7	30	62
Interest expenses	7	(264)	(281)
Other net finance income	8	205	2
Net finance expenses		**(29)**	**(217)**
Share of profit of associates and joint ventures and impairments thereof (net of income tax)		116	107
Profit before income tax		**1,131**	**896**
Income tax expenses	9	(285)	(229)
Profit		**846**	**667**
Attributable to:			
Equity holders of Heineken Holding N.V. (net profit)		392	303
Non-controlling interests in Heineken N.V.		391	302
Non-controlling interests in Heineken N.V. group companies		63	62
Profit		**846**	**667**
Weighted average number of ordinary shares - basic	14	288.030.168	288.030.168
Weighted average number of ordinary shares - diluted	14	288.030.168	288.030.168
Basic earnings per ordinary share (EUR)		1.36	1.05
Diluted earnings per ordinary share (EUR)		1.36	1.05

CONDENSED CONSOLIDATED INTERIM STATEMENT OF COMPREHENSIVE INCOME OF HEINEKEN HOLDING N.V.

For the period ended 30 June *In millions of EUR*	Note	2012	2011
Profit		**846**	**667**
Other comprehensive income:			
Foreign currency translation differences for foreign operations		427	(462)
Effective portion of change in fair value of cash flow hedges		(1)	80
Effective portion of cash flow hedges transferred to income statement		12	(4)
Net change in fair value available-for-sale investments		95	2
Net change in fair value available-for-sale investments transferred to the income statement		(151)	(1)
Actuarial gains and losses		(5)	–
Share of other comprehensive income of associates/joint ventures		(2)	(11)
Other comprehensive income, net of tax	13	375	(396)
Total comprehensive income		**1,221**	**271**
Attributable to:			
Equity holders of Heineken Holding N.V.		574	113
Non-controlling interests in Heineken N.V.		573	113
Non-controlling interests in Heineken N.V. group companies		74	45
Total comprehensive income		**1,221**	**271**

CONDENSED CONSOLIDATED INTERIM STATEMENT OF FINANCIAL POSITION OF HEINEKEN HOLDING N.V.

As at *In millions of EUR*	Note	30 June 2012	31 December 2011
Assets			
Property, plant & equipment	10	8,021	7,860
Intangible assets	11	11,127	10,835
Investments in associates and joint ventures		1,825	1,764
Other investments and receivables		1,069	1,129
Advances to customers		353	357
Deferred tax assets		480	474
Total non-current assets		**22,875**	**22,419**
Inventories		1,702	1,352
Other investments		12	14
Trade and other receivables		3,004	2,260
Prepayments and accrued income		255	170
Cash and cash equivalents		722	813
Assets classified as held for sale		45	99
Total current assets		5,740	4,708
Total assets		**28,615**	**27,127**

As at *In millions of EUR*	Note	30 June 2012	31 December 2011
Equity			
Share capital		461	461
Share premium		1,257	1,257
Reserves		501	272
Retained earnings		3,007	2,814
Equity attributable to equity holders of Heineken Holding N.V.	14	**5,226**	**4,804**
Non-controlling interests in Heineken N.V.		5,396	4,970
Non-controlling interests in Heineken NV. group companies		316	318
Total equity		**10,938**	**10,092**
Liabilities			
Loans and borrowings	15	7,585	8,199
Tax liabilities		149	160
Employee benefits	16	1,153	1,174
Provisions	17	440	449
Deferred tax liabilities		886	894
Total non-current liabilities		**10,213**	**10,876**
Bank overdrafts	15	358	207
Loans and borrowings	15	1,378	981
Trade and other payables		5,302	4,624
Tax liabilities		324	207
Provisions	17	102	140
Total current liabilities		**7,464**	**6,159**
Total liabilities		**17,677**	**17,035**
Total equity and liabilities		**28,615**	**27,127**

CONDENSED CONSOLIDATED INTERIM STATEMENT OF CASH FLOWS OF HEINEKEN HOLDING N.V.

For the period ended 30 June

In millions of EUR	Note	2012	2011
Operating activities			
Profit		846	667
Adjustments for:			
Amortisation, depreciation and impairments		605	570
Net interest expenses	7	234	219
Gain on sale of property, plant & equipment, intangible assets and subsidiaries, joint ventures and associates		(8)	(18)
Investment income and share of profit of associates and joint ventures and impairments thereof		(129)	(112)
Income tax expenses	8	285	229
Other non-cash items		(108)	133
Cash flow from operations before changes in working capital and provisions		**1,725**	**1,688**
Change in inventories		(303)	(264)
Change in trade and other receivables		(785)	(575)
Change in trade and other payables		525	567
Total change in working capital		**(563)**	**(272)**
Change in provisions and employee benefits		(96)	9
Cash flow from operations		**1,066**	**1,425**
Interest paid		(237)	(251)
Interest received		28	37
Dividend received		137	68
Income taxes paid		(240)	(233)
Cash flow related to interest, dividend and income tax		**(312)**	**(379)**
Cash flow from operating activities		**754**	**1,046**
Investing activities			
Proceeds from sale of property, plant & equipment and intangible assets		78	46
Purchase of property, plant & equipment	10	(413)	(276)
Purchase of intangible assets	11	(26)	(15)
Loans issued to customers and other investments		(79)	(55)
Repayment on loans to customers		31	33
Cash flow (used in)/from operational investing activities		**(409)**	**(267)**
Free operating cash flow		**345**	**779**

For the period ended 30 June

In millions of EUR	Note	2012	2011
Acquisition of subsidiaries, net of cash acquired	5	(67)	(254)
Acquisition/additions of associates, joint ventures and other investments		(62)	(63)
Disposal of associates, joint ventures and other investments		186	32
Cash flow (used in)/from acquisitions and disposals		**57**	**(285)**
Cash flow (used in)/from investing activities		**(352)**	**(552)**
Financing activities			
Proceeds from loans and borrowings		2,129	816
Repayment of loans and borrowings		(2,417)	(996)
Dividends paid		(373)	(365)
Purchase own shares by Heineken N.V.		–	(200)
Acquisition of non-controlling interests		(3)	–
Disposal of interests without a change in control		–	43
Shares issued within the Group		15	–
Other		–	10
Cash flow (used in)/from financing activities		**(649)**	**(692)**
Net Cash Flow		**(247)**	**(198)**
Cash and cash equivalents as at 1 January		606	478
Effect of movements in exchange rates		5	(11)
Cash and cash equivalents as at 30 June		**364**	**269**

CONDENSED CONSOLIDATED INTERIM STATEMENT OF CHANGES IN EQUITY OF HEINEKEN HOLDING N.V.

In millions of EUR	Share capital	Share Premium	Translation reserve	Hedging reserve	Fair value reserve	Other legal reserves	Retained earnings	Equity[1]	Non-controlling interests in Heineken N.V.	Non-controlling interests in Heineken N.V. group companies	Total equity
Balance as at 1 January 2011	461	1,257	(46)	(13)	45	450	2,548	4,702	5,526	289	10,517
Policy changes *	–	–	–	–	–	–	(149)	(149)	(147)	(1)	(297)
Restated balance as at 1 January 2011	461	1,257	(46)	(13)	45	450	2,399	4,553	5,379	288	10,220
Other comprehensive income	–	–	(226)	37	(1)	(20)	20	(190)	(189)	(17)	(396)
Profit	–	–	–	–	–	71	232	303	302	62	667
Total comprehensive income	**–**	**–**	**(226)**	**37**	**(1)**	**51**	**252**	**113**	**113**	**45**	**271**
Transfer to retained earnings	–	–	–	–	–	(33)	33	–	–	–	–
Dividends to shareholders	–	–	–	–	–	–	(144)	(144)	(144)	(81)	(369)
Declaration ASDI dividends	–	–	–	–	–	–	(6)	(6)	(5)	–	(11)
Purchase/reissuance own shares by Heineken N.V.	–	–	–	–	–	–	(9)	(9)	(191)	(1)	(201)
Own shares granted by Heineken N.V.	–	–	–	–	–	–	(2)	(2)	2	–	–
Purchase mandate Heineken N.V. shares	–	–	–	–	–	–	(90)	(90)	(89)	–	(179)
Share-based payments by Heineken N.V.	–	–	–	–	–	–	6	6	6	–	12
Acquisition of non-controlling interests in Heineken N.V. group companies without a change in control	–	–	–	–	–	–	17	17	16	10	43
Acquisition of non-controlling interests in Heineken N.V. group companies with a change in control	–	–	–	–	–	–	–	–	–	(2)	(2)
Balance as at 30 June 2011	**461**	**1,257**	**(272)**	**24**	**44**	**468**	**2,456**	**4,438**	**5,087**	**259**	**9,784**

* The 2011 accounting policy change relates to employee

In millions of EUR

	Share capital	Share Premium	Translation reserve	Hedging reserve	Fair value reserve	Other legal reserves	Retained earnings	Equity[1]	Non-controlling interests in Heineken N.V.	Non-controlling interests in Heineken N.V. group companies	Total equity
Balance as at 1 January 2012	461	1,257	(288)	(34)	80	514	2,814	4,804	4,970	318	10,092
Other comprehensive income	–	–	199	8	(27)	–	3	183	181	11	375
Profit	–	–	–	–	–	102	290	392	391	63	846
Total comprehensive income	**–**	**–**	**199**	**8**	**(27)**	**102**	**293**	**575**	**572**	**74**	**1,221**
Transfer to retained earnings	–	–	–	–	–	(52)	52	–	–	–	–
Dividends to shareholders	–	–	–	–	–	–	(153)	(153)	(152)	(90)	(395)
Purchase/reissuance own shares by Heineken N.V.	–	–	–	–	–	–	–		(1)	11	10
Own shares granted by Heineken N.V.	–	–	–	–	–	–	(3)	(3)	3	–	–
Share-based payments by Heineken N.V.	–	–	–	–	–	–	3	3	4	–	7
Consolidation changes with change of control	–	–	–	–	–	–	–	–	–	3	3
Balance as at 30 June 2012	**461**	**1,257**	**(89)**	**(26)**	**53**	**564**	**3,006**	**5,226**	**5,396**	**316**	**10,938**

[1] Equity attributable to equity holders of Heineken Holding N.V.

Notes to the condensed consolidated interim financial statements

1. REPORTING ENTITY

Heineken Holding N.V. (the 'Company') is a company domiciled in the Netherlands. The condensed consolidated interim financial statements of the Company as at and for the six months period ended 30 June 2012 comprise Heineken Holding N.V., Heineken N.V., its subsidiaries (together referred to as 'HEINEKEN' or the 'Group' and individually as 'HEINEKEN' entities) and HEINEKEN's interests in Joint Ventures and associates. In the half year 2012 consolidated interim income statement the figures of Brasserie Nationale d'Haiti S.A. ('Brana') are included from 17 January 2012 to 30 June 2012.

The consolidated financial statements of Heineken Holding N.V. as at and for the year ended 31 December 2011 are available upon request from the Company's registered office at Tweede Weteringplantsoen 5, Amsterdam or at www.heinekeninternational.com./heinekenholdinghoofdpagina.aspx

2. BASIS OF PREPARATION

(a) Statement of compliance

These condensed consolidated interim financial statements have been prepared in accordance with International Financial Reporting Standard (IFRS) IAS 34 'Interim Financial Reporting' as endorsed by the EU. They do not include all of the information required for full annual financial statements, and should be read in conjunction with the consolidated financial statements of Heineken Holding N.V. as at and for the year ended 31 December 2011.

These condensed consolidated interim financial statements were approved by the Board of Directors of the Company on 21 August 2012.

(b) Functional and presentation currency

These condensed consolidated interim financial statements are presented in euro, which is the Company's functional currency. All financial information presented in euro has been rounded to the nearest million unless stated otherwise.

(c) Use of estimates and judgements

The preparation of financial statements in conformity with IFRSs requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expenses. Actual results may differ from these estimates.

In preparing these condensed consolidated interim financial statements, the significant judgements made by management in applying Heineken Holding N.V.'s accounting policies and the key sources of estimation uncertainty were the same as those that applied to the consolidated financial statements as at and for the year ended 31 December 2011.

3. SIGNIFICANT ACCOUNTING POLICIES

(a) General

The accounting policies applied by Heineken Holding N.V. in these condensed consolidated interim financial statements are the same as those applied by HEINEKEN in its consolidated financial statements as at and for the year ended 31 December 2011.

(b) Taxes

Income tax expense is recognised based on management's best estimate of the weighted average expected full year income tax rate per country.

(c) Financial risk management

The aspects of Heineken N.V.'s financial risk management objectives and policies are consistent with those disclosed in the consolidated financial statements as at and for the year ended 31 December 2011. The impact from the continuing crisis in Europe is closely monitored and the risks connected to the weak economic environment receive the highest management attention. Some related risks have evolved; e.g. an increased effect of austerity measures by governments aimed at reducing budget deficits potentially impacting consumer purchasing power and customer solvency, increasing the likelihood of increases in taxes (including beer excise duties), counterparty risks and risk of fluctuations of foreign exchange and interest rates that may impact the results and equity. However, the business impact differs across regions and operations.

On 17 January 2012, HEINEKEN reached an agreement with the former management of Brasserie Nationale d'Haiti S.A. ('Brana') to increase its shareholding in 'Brana' from 22.5% to 95%. This step acquisition leads to business integration. The general risk of business integration as described in the annual report 2011 applies to this acquisition.

4. OPERATING SEGMENTS OF HEINEKEN HOLDING N.V.

For the six months period ended 30 June 2012 and 30 June 2011

In millions of EUR	Western Europe		Central and Eastern Europe		The Americas		Africa and the Middle East		Asia Pacific		Heineken N.V. Head Office & Other/ Eliminations		Consolidated	
	2012	2011	2012	2011	2012	2011	2012	2011	2012	2011	2012	2011	2012	2011
Revenue	**3,814**	**3,804**	**1,587**	**1,577**	**2,169**	**1,965**	**1,292**	**1,052**	**113**	**99**	**(197)**	**(139)**	**8,778**	**8,358**
Other Income	1	14	4	4	1	–	2	–	–	–	–	–	8	18
Result from operating activities	**375**	**362**	**99**	**143**	**253**	**214**	**315**	**268**	**31**	**26**	**(29)**	**(7)**	**1,044**	**1,006**
Net finance expenses													(29)	(217)
Share of profit of associates and joint ventures and impairments thereof	1	1	8	6	37	36	15	16	57	50	(2)	(2)	116	107
Income tax expenses													(285)	(229)
Profit													**846**	**667**

4. OPERATING SEGMENTS (CONTINUED)

In millions of EUR	Western Europe		Central and Eastern Europe		The Americas		Africa and the Middle East		Asia Pacific		Heineken N.V. Head Office & Other/ Eliminations		Consolidated	
	2012	2011	2012	2011	2012	2011	2012	2011	2012	2011	2012	2011	2012	2011
EBIT reconciliation														
EBIT	375	363	108	149	291	250	330	284	87	76	(31)	(9)	1,160	1,113
Eia[1]	52	93	6	6	42	44	1	–	1	–	3	3	105	146
EBIT (beia)	**427**	**456**	**114**	**155**	**333**	**294**	**331**	**284**	**88**	**76**	**(28)**	**(6)**	**1,265**	**1,259**
For the period ended 30 June 2012 and 31 December 2011														
Total segment assets	10,551	10,052	4,887	4,515	7,721	7,375	3,238	2,993	565	629	1,161	1,076	28,123	26,640
Unallocated assets	–	–	–	–	–	–	–	–	–	–	–	–	492	487
Total assets													28,615	27,127

[1] For definitions see 'Glossary'. Note that these are non-GAAP measures. For further detail please refer to note 12.

Seasonality

The performance of the Group is subject to seasonal fluctuations as a result of weather conditions. The Group's full year results and volumes are dependent on the performance in the peak-selling season (May-August), typically resulting in higher revenue and profitability in the second half year for the regions Western Europe, Central and Eastern Europe and Americas. The impact from this seasonality is also noticeable in several working capital related items such as inventory, trade receivables and payables.

Segment assets and results

The main changes in segment assets are caused by seasonality and capital expenditures. The results are driven by underlying economic conditions and input costs.

5. ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES AND NON-CONTROLLING INTERESTS

Acquisition of business in Haiti

On 17 January 2012, Heineken N.V. completed the transaction to increase its shareholding in Brasserie Nationale d'Haiti S.A. ('Brana'), the country's leading brewer, from 22.5% to 95%. The transaction has been funded from existing resources.

The acquisition of 'Brana' contributed revenue of EUR45 million and results from operating activities of EUR8 million (EBIT) for the period from 17 January 2012 to 30 June 2012. Amortisation of brands for the six-months amounted to EUR0.1 million. The impact on the financial statements of HEINEKEN for the additional days (1 till 17 January 2012) is not material.

The following summarises the major classes of consideration transferred, and the recognised amounts of assets acquired and liabilities assumed at the acquisition date.

*In millions of EUR**	
Property, plant & equipment	51
Intangible assets	5
Other investments	–
Inventories	16
Trade and other receivables	4
Cash and cash equivalents	7
Assets acquired	**83**
*	
Loans and borrowings	2
Provisions	–
Deferred tax liabilities	1
Loans and borrowings (current)	7
Tax liabilities (current)	3
Trade and other current liabilities	13
Liabilities assumed	**26**
Total net identifiable assets	**57**
Consideration transferred	67
Fair value of previous interest in the acquire	21
Recognition indemnification receivable	–
Non-controlling interests	3
Net identifiable assets acquired	(57)
Goodwill on acquisition	**34**

* Amounts were converted into EUR at the rate of EUR/HTG 54.2613. Additionally, certain amounts provided in US dollar were converted into EUR based on the following exchange rate EUR/USD 1.3446.

The purchase price accounting for the acquired business is prepared on a provisional basis. Goodwill has been allocated to Haiti in the America's region and is held in HTG (Haitian Gourde). The rationale for the allocation is that the acquisition provides access to the Haitian market: access to additional capacity, consolidate market share within a fast-growing market and improved profitability through synergies. The entire amount of goodwill is not expected to be tax deductible.

The fair value of the previously held 22.5% in 'Brana' is recognised at EUR21 million. The remeasurement to fair value of the Group's existing 22.5% in 'Brana' resulted in a net profit of EUR20 million that has been recognised in profit or loss in the other net finance income.

Non-controlling interests are recognised based on their proportional interest in the recognised amounts of the assets and liabilities of 'Brana' of EUR3 million. In the net assets acquired, HEINEKEN noted trade receivables with a fair value of EUR1.2 million. The gross amount is EUR1.6 million, of which EUR0.4 million is considered doubtful.

Acquisition related costs are not material and have been recognised in profit or loss for the period ended 30 June 2012.

Provisional accounting other acquisitions 2011

The accounting of the acquisition of two breweries in Ethiopia has been concluded on 4 August 2012. No adjustments were made to the provisional accounting of this acquisition.

6. RAW MATERIALS, CONSUMABLES AND SERVICES

For the period ended 30 June *In millions of EUR*	2012	2011
Raw materials	929	794
Non-returnable packaging	1,171	1,050
Goods for resale	738	724
Inventory movements	(201)	(101)
Marketing and selling expenses	1,165	1,141
Transport expenses	495	507
Energy and water	276	263
Repair and maintenance	224	197
Other expenses	835	773
	5,632	**5,348**

Other expenses include rentals of EUR130 million (2011: EUR120 million), consultant expenses of EUR79 million (2011: EUR67 million), telecom and office automation of EUR83 million (2011: EUR77 million), travel expenses of EUR74 million (2011: EUR64 million) and other fixed expenses of EUR469 million (2011: EUR445 million).

7. INTEREST INCOME AND EXPENSE

Net interest income and expenses increased to EUR234 million compared to 2011 (EUR219 million), mostly due to higher average debt levels in 2012 versus 2011 because of completion of the ASDI program in October 2011 and the acquisition of the Galaxy pubs and the SONA breweries in Nigeria. The average interest rate in the first half of 2012 was around 5.5%.

8. OTHER NET FINANCE INCOME

The other net finance income relates to the sale of HEINEKEN's 9.3% minority shareholding in Cervecería Nacional Dominicana S.A. ('CND') in the Dominican Republic leading to a gain on disposal of the available for sale investment of EUR175 million and the revaluation of HEINEKEN's existing 22.5% interest in Brasserie d'Haiti of EUR20 million.

9. INCOME TAX EXPENSE

The Group's consolidated effective tax rate in respect of continuing operations for the six months ended 30 June 2012 was 28.1% (for the six months period ended 30 June 2011: 29%). The lower half year 2012 rate can be mainly explained by the positive net impact of one-off items.

10. PROPERTY PLANT AND EQUIPMENT

Acquisitions:
During the six months ended 30 June 2012 the Group acquired assets with a cost of EUR413 million (six months ended 30 June 2011: EUR276 million).

Capital commitments:
As per the six months ended 30 June 2012, the Group entered into contracts for capital expenditure commitments that largely relate to property, plant and equipment for EUR419 million (six months ended 30 June 2011: EUR220 million).

11. INTANGIBLE ASSETS

Impairment tests for cash-generating units containing goodwill:
A review of impairment triggers has been performed as at 30 June 2012. Based on this review no events were noted that qualified as a triggering event and as such no impairment tests were performed.
Goodwill is tested annually for impairment during the fourth quarter.

12. EBIT AND EBIT (BEIA)

In the internal management reports HEINEKEN measures its performance primarily based on EBIT and EBIT (beia), these are non-GAAP measures not calculated in accordance with IFRS. A similar non-GAAP adjustment can be made to the IFRS profit or loss as defined in IAS 1 paragraph 7 being the total of income less expense. Exceptional items are defined as items of income and expense of such size, nature or incidence, that in the view of management their disclosure is relevant to explain the performance of HEINEKEN for the period.

Exceptional items for the six months ended 30 June 2012 on EBIT level amounted to a loss of EUR105 million (six months ended 30 June 2011: loss of EUR146 million), mainly relating to a restructuring expense in the Western Europe region of EUR17 million and amortisation of brands and customer relationships amounted to EUR86 million (six months ended 30 June 2011: EUR86 million).

13. TAX EFFECTS RELATING TO EACH COMPONENT OF OTHER COMPREHENSIVE INCOME

For the period ended 30 June
In millions of EUR

Other comprehensive income:	Amount before tax	2012 tax	Amount net of tax	Amount before tax	2011 tax	Amount net of tax
Foreign currency translation differences for foreign operations	437	(10)	427	(462)	–	(462)
Effective portion of changes in fair value of cash flow hedge	(2)	1	(1)	107	(27)	80
Effective portion of cash flow hedges transferred to the income statement	16	(4)	12	(5)	1	(4)
Net change in fair value available-for-sale investments	139	(44)	95	2	–	2
Net change in fair value available-for-sale investments transferred to the income statement	(195)	44	(151)	(1)	–	(1)
Actuarial gains / losses	–	(5)	(5)	–	–	–
Share of other comprehensive income of associates and joint ventures	(2)	–	(2)	(11)	–	(11)
Total other comprehensive income	**393**	**(18)**	**375**	**(370)**	**(26)**	**(396)**

14. EQUITY

Reserves

The reserves consist of translation reserve, hedging reserve, fair value reserve and other legal reserves. The main variance in comparison to prior year (as at 30 June) is driven by the foreign currency translation in translation reserve.

ASDI Heineken N.V.

On 3 October 2011 HEINEKEN announced that the share repurchase programme in connection with the acquisition of the beer operations of FEMSA had been completed. During the year 2011 all these shares were delivered to FEMSA under the ASDI.

Weighted average number of ordinary shares – basic

In shares:	2012	2011
Number of ordinary shares – basic– as at 1 January	288,030,168	288,030,168
Weighted average number of ordinary shares – diluted – as at 30 June	288,030,168	288,030,168

Dividends

The following dividends were declared and paid by Heineken Holding N.V.:

In shares:	2012	2011
Final dividend previous year EUR0.53 (to reach the total of EUR0.83 per ordinary share)	153	144
Total dividend declared and paid	**153**	**144**

After the balance sheet date the Board of Directors announced the following interim dividend that has not been provided for.

In millions of EUR	2012	2011
EUR0.33 per ordinary share (2011: EUR0.30)	95	86

15. NET INTEREST-BEARING DEBT POSITION

In millions of EUR	30 June 2012	31 December 2011
Non-current interest-bearing liabilities	7,435	7,995
Current portion of non-current interest-bearing liabilities	897	532
Deposits from third parties (mainly employee loans)	481	449
	8,813	**8,976**
Bank overdrafts	358	207
	9,171	**9,183**
Cash, cash equivalents and current other investments	(734)	(828)
Net interest-bearing debt position	**8,437**	**8,355**

Financial structure

For the first time in Heineken N.V.'s 148 year history, it was assigned public credit ratings on 7 March 2012. Heineken N.V. received solid investment grade credit ratings by Moody's Investor Service (Baa1) and Standard & Poors (BBB+). The ratings were assigned to the European Medium Term Note (EMTN) Programme, which was updated on 7 March 2012.

New Financing

On 19 March 2012, HEINEKEN issued EUR1.35 billion of Notes under its EMTN Programme comprising of EUR850 million of 7-year Notes with a coupon of 2.5% and EUR500 million of 12-year Notes with a coupon of 3.5%. On 3 April 2012, HEINEKEN issued USD750 million of 10-year 144A/RegS US Notes with a coupon of 3.4%, further improving the currency and maturity profile of the HEINEKEN's long-term debt. The proceeds of the offerings have been used for general corporate purposes and repayments on debt facilities.

Incurrence covenant

HEINEKEN has an incurrence covenant in some of its financing facilities. This incurrence covenant is calculated by dividing Net Debt (calculated in accordance with the consolidation method of the 2007 Annual Accounts) by EBITDA (beia) (also calculated in accordance with the consolidation method of the 2007 Annual Accounts and including the pro-forma full-year EBITDA of any acquisitions made in 2011 and for the period ended 30 June 2012). As at 30 June 2012 this ratio was 2.1 (2011: 2.1). If the ratio would be beyond a level of 3.5, the incurrence covenant would prevent us from conducting further significant debt financed acquisitions.

16. EMPLOYEE BENEFITS

In accordance with IAS 34, actuarial gains and losses are reported in the condensed consolidated interim financial statements only if there have been significant changes in the financial markets. In the first six months of 2012 no actuarial gains and losses were recorded as the changes in the financial markets during the period were considered not significant. In the first six months of 2011 no actuarial gains and losses were recorded.

Under the revised IAS 19 Employee Benefits standard, with effective date 1 January 2013, the expected return on assets should be calculated using the discount rate instead of the market rate. HEINEKEN made an estimate of the impact on the income statement of this amendment.

The total pension expenses would have been EUR20 million higher under IAS19R as per 30 June 2012 (EUR21 million as per 30 June 2011). The full year 2012 impact would result in an estimated EUR40 million higher pension expense (2011: EUR41 million).

17. PROVISIONS

The provision for restructuring mainly relates to restructuring programmes in Spain, The Netherlands and France.

Other provisions consist of, amongst others, provisions formed for onerous contracts, surety provided, litigation and claims, and environmental provisions.

18. CONTINGENCIES

Brazil

As part of the acquisition of the beer operations of FEMSA in 2010, HEINEKEN inherited existing legal proceedings with labour unions, tax authorities and other parties of its, now wholly-owned, subsidiary Cervejarias Kaiser (Heineken Brazil). The proceedings have arisen in the ordinary course of business and are common to the current economic and legal environment of Brazil. The proceedings have partly been provided for. The contingent amount being claimed against Heineken Brazil resulting from such proceedings as at 30 June 2012 is EUR927 million. Such contingencies were classified by legal counsel as less than probable but more than remote of being settled against Heineken Brazil. However, HEINEKEN believes that the ultimate resolution of such legal proceedings will not have a material adverse effect on its consolidated financial position or result of operations. HEINEKEN does not expect any significant liability to arise from these contingencies. A significant part of the aforementioned contingencies (EUR419 million) are tax related and qualify for indemnification by FEMSA.

As is customary in Brazil, Heineken Brazil has been requested by the tax authorities to collateralise tax contingencies currently in litigation amounting to EUR311 million by either pledging fixed assets or entering into available lines of credit which cover such contingencies.

No other material updates in comparison with year-end reporting December 2011 were identified that need to be reported.

19. RELATED PARTY TRANSACTIONS

Heineken Holding N.V. has related party relationships with its shareholders, associates and joint ventures. The transactions are conducted on terms comparable to transactions with third parties. The related party transactions with associates and joint ventures in the first six months period ended 30 June 2012 do in substance not deviate from the transactions as reflected in the financial statements as at and for the year ended 31 December 2011.

20. SUBSEQUENT EVENTS

Asia Pacific Breweries

On 17 August 2012, HEINEKEN has agreed a final offer of SGD53 per APB share for F&N's entire (direct and indirect) 39.7% effective stake in APB for a consideration of SGD5.4 billion and a consideration of SGD163 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 (the Proposed Transaction). When the Proposed Transaction is completed, HEINEKEN will hold a 84.2% stake in APB and gain control of APB's business.

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 (MGO) for all the shares of APB not already owned by HEINEKEN at a price of SGD53.00 per APB share, for a maximum consideration of SGD2.5 billion.

The Proposed Transaction is subject to approval (simple majority) from F&N's shareholders at an extraordinary general meeting (EGM) and required regulatory approvals including favourable decisions from the relevant completion/anti-trust authorities. The Proposed Transaction is expected to complete in the fourth quarter of 2012, but no later than 15 December 2012.

HEINEKEN will fund the Proposed Transaction and the MGO through its available cash position of approximately EUR2 billion after the latest bond issue of 2 August 2012, its undrawn committed revolving credit facility of EUR2 billion and a new 364-day bridge commitment from Credit Suisse and Citibank.

Additional financial information, including impact on HEINEKEN's result, financial position and pro-forma figures, will be disclosed once approval has been obtained by F&N shareholders at the F&N EGM.

Up to and including 21 August 2012, HEINEKEN acquired 6.9 million APB shares for a total consideration of SGD367.0 million in the open market. This increased the HEINEKEN (direct and indirect) share in APB per 21 August 2012 to 44.6%.

Financing

On 2 August 2012, HEINEKEN issued EUR1.75 billion of Notes, consisting of 8-year Notes for a principal amount of EUR1 billion with a coupon of 2.125% and 13-year Notes for a principal amount of EUR750 million with a coupon of 2.875%. The notes have been issued under HEINEKEN's European Medium Term Note Programme.

Stassen

On 8 June 2012, HEINEKEN announced that is has acquired Stassen S.A., a leading international cider innovator located in Aubel, Belgium, from its current management. In addition to its strong research and development (R&D) capabilities and facilities, the acquisition of Stassen provides HEINEKEN with cider making capacity in continental Europe.

The acquisition is subject to customary closing conditions which have not been satisfied per 30 June 2012. HEINEKEN expects the transaction to close in the third quarter of 2012.

BOARD OF DIRECTORS

M. Das (non-executive chairman)
C.L. de Carvalho-Heineken (executive member)
J.A. Fernández Carbajal (non-executive member)
C.M. Kwist (non-executive member)
K. Vuursteen (non-executive member)

Amsterdam, 21 August 2012

GLOSSARY

ASDI

Allotted share delivery instrument (ASDI) representing HEINEKEN's obligation to deliver Heineken NV shares, either through issuance and/or purchasing of its own shares.

Beia

Before exceptional items and amortisation of brands and customer relations.

Cash conversion ratio

Free operating cash flow/net profit (beia) before deduction of non-controlling interests.

Depletions

Sales by distributors to the retail trade.

Dividend payout

Proposed dividend as percentage of net profit (beia).

Earnings per share

Basic
Net profit divided by the weighted average number of ordinary shares – basic – during the year.

Diluted
Net profit divided by the weighted average number of ordinary shares – diluted – during the year

EBIT

Earnings before interest and taxes and net finance expenses. EBIT includes HEINEKEN's share in net profit of associates and joint ventures.

EBITDA

Earnings before interest and taxes and net finance expenses before depreciation and amortisation.

Effective tax rate

Income tax expense expressed as a percentage of the profit before income tax, adjusted for the share of profit of associates and joint ventures and impairments thereof (net of income tax).

Eia

Exceptional items and amortisation of brands and customer relations

Fixed costs

Fixed costs include personnel costs, depreciation and amortisation, repair and maintenance costs and other fixed costs. Exceptional items are excluded from these costs.

Fixed costs ratio

Fixed costs as a percentage of revenue.

Free operating cash flow

This represents the total of cash flow from operating activities, and cash flow from operational investing activities.

Gearing

Net debt / total equity.

HEINEKEN or "the Group"

Heineken Holding N.V., Heineken N.V., its subsidiaries and interests in joint ventures and associates

Innovation rate

The Innovation Rate is calculated as revenues generated from innovations launched / introduced in the past 12 quarters divided by revenue

Net debt

Non-current and current interest-bearing loans and borrowings and bank overdrafts less investments held for trading and cash.

Net debt/EBITDA (beia) ratio

The ratio is based on a twelve month rolling calculation for EBITDA (beia).

Net profit

Profit after deduction of non-controlling interests (profit attributable to equity holders of Heineken Holding N.V.).

Organic growth

Growth excluding the effect of foreign currency translational effects, consolidation changes, exceptional items, amortisation of brands and customer relations.

Organic volume growth

Increase in consolidated volume, excluding the effect of the first time consolidation of acquisitions.

Operating profit

Results from operating activities.

Profit

Total profit of the Group before deduction of non-controlling interests.

®

All brand names mentioned in this report, including those brand names not marked by an ®, represent registered trademarks and are legally protected.

Region

A region is defined as HEINEKEN's managerial classification of countries into geographical units.

Revenue

Net realised sales proceeds in euros.

Top-line growth

Growth in net revenue.

Volume

Amstel® volume
The group beer volume of the Amstel brand.

Consolidated beer volume
100 per cent of beer volume produced and sold by fully consolidated companies (excluding the beer volume brewed and sold by joint venture companies).

Group beer volume
100 per cent of beer volume produced and sold by fully consolidated companies and joint venture companies as well as the volume of HEINEKEN's brands produced and sold under license by third parties.

Heineken® volume
The Group beer volume of the Heineken® brand.

Heineken® volume in premium segment
The Group beer volume of the Heineken® brand in the premium segment (Heineken® volume in the Netherlands is excluded).

Total Consolidated volume
Volume produced and sold by fully consolidated companies (including beer, cider, soft drinks and other beverages), volume of third party products and volume of HEINEKEN's brands produced and sold under license by third parties.

Weighted average number of shares

Basic
Weighted average number of issued ordinary shares, adjusted for the weighted average of own ordinary shares purchased in the year.

Diluted
Weighted average number of issued ordinary shares.