

**SECURITIES AND EXCHANGE COMMISSION**  
WASHINGTON, D.C. 20549

**FORM 20-F**

(Mark One)

**REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR (g) OF THE SECURITIES EXCHANGE ACT OF 1934**

OR

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended 31 December 2022

OR

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

OR

**SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

Date of event requiring this shell company report \_\_\_\_\_

Commission File No.: 001-37911

**Anheuser-Busch InBev SA/NV**

(Exact name of Registrant as specified in its charter)

N/A

(Translation of Registrant's name into English)

Belgium

(Jurisdiction of incorporation or organization)

Brouwerijplein 1,  
3000 Leuven, Belgium

(Address of principal executive offices)

John Blood

Chief Legal and Corporate Affairs Officer and Company Secretary

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Email: [Corporategovernance@ab-inbev.com](mailto:Corporategovernance@ab-inbev.com)

(Name, Telephone, E-mail and/or Facsimile number and Address of Company Contact Person)

Securities registered or to be registered pursuant to Section 12(b) of the Act.

| <u>Title of each class</u>   | <u>Trading symbol</u> | <u>Name of each exchange on which registered</u> |
|--|-----------------------|--|
| Ordinary shares without nominal value  |                       | New York Stock Exchange*                         |
| American Depositary Shares, each representing one ordinary share without nominal value | BUD                   | New York Stock Exchange                          |
| 3.750% Notes due 2042 (issued July 2012)   | BUD42A                | New York Stock Exchange                          |
| 4.000% Notes due 2043 (issued January 2013)  | BUD/43                | New York Stock Exchange                          |
| 4.625% Notes due 2044 (issued January 2014)  | BUD/44                | New York Stock Exchange                          |

|  |         |                         |
|--|---------|-------------------------|
| 4.700% Notes due 2036 (issued January 2016)      | BUD/36  | New York Stock Exchange |
| 4.900% Notes due 2046 (issued January 2016)      | BUD/46  | New York Stock Exchange |
| 4.950% Notes due 2042 (issued December 2016)     | BUD/42  | New York Stock Exchange |
| 6.625% Notes due 2033 (issued December 2016)     | BUD/33  | New York Stock Exchange |
| 5.875% Notes due 2035 (issued December 2016)     | BUD/35  | New York Stock Exchange |
| 4.000% Notes due 2028 (issued April 2018)        | BUD/28  | New York Stock Exchange |
| 4.375% Notes due 2038 (issued April 2018)        | BUD/38  | New York Stock Exchange |
| 4.600% Notes due 2048 (issued April 2018)        | BUD/48A | New York Stock Exchange |
| 4.750% Notes due 2058 (issued April 2018)        | BUD/58  | New York Stock Exchange |
| Floating Rate Notes due 2024 (issued April 2018) | BUD/24A | New York Stock Exchange |
| 4.750% Notes due 2029 (issued January 2019)      | BUD/29  | New York Stock Exchange |
| 4.900% Notes due 2031 (issued January 2019)      | BUD/31  | New York Stock Exchange |
| 5.450% Notes due 2039 (issued January 2019)      | BUD/39A | New York Stock Exchange |
| 5.550% Notes due 2049 (issued January 2019)      | BUD/49  | New York Stock Exchange |
| 5.800% Notes due 2059 (issued January 2019)      | BUD/59  | New York Stock Exchange |
| 3.500% Notes due 2030 (issued April 2020)        | BUD/30  | New York Stock Exchange |
| 4.350% Notes due 2040 (issued April 2020)        | BUD/40  | New York Stock Exchange |
| 4.500% Notes due 2050 (issued April 2020)        | BUD/50  | New York Stock Exchange |
| 4.600% Notes due 2060 (issued April 2020)        | BUD/60  | New York Stock Exchange |

\* Not for trading, but in connection with the registration of American Depositary Shares, pursuant to the requirements of the Securities and Exchange Commission.

**Securities registered or to be registered pursuant to Section 12(g) of the Act.**

None  
(Title of Class)

**Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act.**

None  
(Title of Class)

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report.

1,737,191,283 ordinary shares without nominal value

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes  No

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.  Yes  No

Note – Checking the box above will not relieve any registrant required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 from their obligations under those Sections.

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.  Yes  No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files).  Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or an emerging growth company. See definition of "large accelerated filer," "accelerated filer," and "emerging growth company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

Emerging growth company

If an emerging growth company that prepares its financial statements in accordance with U.S. GAAP, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards† provided pursuant to Section 13(a) of the Exchange Act.

† The term “new or revised financial accounting standard” refers to any update issued by the Financial Accounting Standards Board to its Accounting Standards Codification after April 5, 2012.

Indicate by check mark whether the registrant has filed a report on and attestation to its management’s assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 762(b)) by the registered public accounting firm that prepared or issued its audit report.

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements.

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant’s executive officers during the relevant recovery period pursuant to §240.10D-1(b).

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing:

U.S. GAAP  International Financial Reporting Standards as issued by the International Accounting Standards Board  Other

If “Other” has been checked in response to the previous question, indicate by check mark which financial statement item the registrant has elected to follow. N/A  Item 17  Item 18

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).  Yes  No

(APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCY PROCEEDINGS DURING THE PAST FIVE YEARS)

Indicate by check mark whether the registrant has filed all documents and reports required to be filed by Section 12, 13 or 15(d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court. N/A  Yes  No

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## GENERAL INFORMATION

In this annual report on Form 20-F (“**Form 20-F**”) references to:

- “**AB InBev**,” “**we**,” “**us**” and “**our**” are, as the context requires, to Anheuser-Busch InBev SA/NV (formerly Newbelco SA/NV) or Anheuser-Busch InBev SA/NV and the group of companies owned and/or controlled by Anheuser-Busch InBev SA/NV and consolidated into our results, including to the predecessor Anheuser-Busch InBev SA/NV or Anheuser-Busch InBev SA/NV and the group of companies owned and/or controlled by Anheuser-Busch InBev SA/NV prior to the completion of the combination with SAB on 10 October 2016;
- “**AB InBev Group**” are to Anheuser-Busch InBev SA/NV and the group of companies owned and/or controlled by Anheuser-Busch InBev SA/NV;
- “**Ambev**” are to Ambev S.A., a Brazilian company listed on the New York Stock Exchange and on the São Paulo Stock Exchange, and successor of Companhia de Bebidas das Américas—Ambev;
- “**Anheuser-Busch**” are to Anheuser-Busch Companies, LLC, and the group of companies owned and/or controlled by Anheuser-Busch Companies, LLC, as the context requires;
- “**Budweiser APAC**” are to Budweiser Brewing Company APAC Limited, a company incorporated in the Cayman Islands and listed on the Hong Kong Stock Exchange;
- “**Grupo Modelo**” are to Cervecería Modelo de México, S. de R.L. de C.V., a Mexican limited liability company, and the group of companies owned and/or controlled by Cervecería Modelo de México, S. de R.L. de C.V.;
- “**Ordinary Shares**” are to ordinary shares without nominal value issued by Anheuser-Busch InBev SA/NV;
- “**Restricted Shares**” are to shares without nominal value issued by Anheuser-Busch InBev SA/NV to former SAB shareholders in connection with the combination with SAB, which are unlisted, not admitted to trading on any stock exchange and convertible into Ordinary Shares at the election of the holder since 11 October 2021;
- “**SAB**” are, as the context requires, to ABI SAB Group Holding Limited (formerly SABMiller Limited and prior to that SABMiller plc) or to ABI SAB Group Holding Limited and the group of companies owned and/or controlled by ABI SAB Group Holding Limited prior to the combination between AB InBev and ABI SAB Group Holding Limited on 10 October 2016; and
- “**SAB Group**” are to ABI SAB Group Holding Limited and the group of companies owned and/or controlled by ABI SAB Group Holding Limited.

When we discuss consumers of our products that contain alcohol, this is in reference to consumers of legal drinking age in their respective jurisdictions.

## PRESENTATION OF FINANCIAL AND OTHER DATA

We have prepared our audited consolidated financial statements as of 31 December 2022 and 2021, and for the three years ended 31 December 2022, in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board, and in conformity with International Financial Reporting Standards as adopted by the European Union (“**IFRS**”). Unless otherwise specified, the financial information analysis in this Form 20-F is based on our audited consolidated financial statements as of 31 December 2022 and 2021, and for the three years ended 31 December 2022. Unless otherwise specified, all financial information included in this Form 20-F has been stated in U.S. dollars.

All references in this Form 20-F to (i) “**Euro**” or “**EUR**” are to the common currency of the European Union, (ii) “**U.S. dollar**,” “**\$**” or “**USD**” are to the currency of the United States of America, (iii) “**CAD**” (Canadian dollar) are to the currency of Canada, (iv) “**RS**,” “**BRL**,” “**real**” or “**reais**” are to the currency of Brazil, (v) “**GBP**” (pound sterling) are to the currency of the United Kingdom, (vi) “**AUD**” (Australian dollar) are to the currency of the Commonwealth of Australia, (vii) “**MXN**” (Mexican peso) are to the currency of Mexico, (viii) “**ZAR**” (South African rand) are to the currency of South Africa, (ix) “**COP**” (Colombian peso) are to the currency of Colombia, (x) “**PEN**” (Peruvian nuevo sol) are to the currency of Peru, (xi) “**ARS**” (Argentinean peso) are to the currency of Argentina, (xii) “**CNY**” (Chinese yuan) are to the currency of China, (xiii) “**DOP**” (Dominican peso) are to the currency of the Dominican Republic, (xiv) “**KRW**” (South Korean won) are to the currency of South Korea, and (xv) “**TSh**” (Tanzanian shilling) are to the currency of Tanzania.

Unless otherwise specified, volumes, as used in this Form 20-F, include beer, beyond beer and non-beer (primarily carbonated soft drinks) volumes. In addition, unless otherwise specified, our volumes include not only brands that we own or license, but also third-party brands that we brew or otherwise produce as a subcontractor, and third-party products that we sell through our distribution network, particularly in Western Europe and Middle Americas. Our volume figures in this Form 20-F reflect 100% of the volumes of entities that we fully consolidate in our financial reporting, but do not include volumes of our associates, joint ventures or non-consolidated entities.

On 11 March 2022, we announced that we are forfeiting all financial benefits from the operations of AB InBev Efes, in which we own a 50% non-controlling stake and which we do not consolidate. On 22 April 2022, we announced our decision to sell our non-controlling interest in AB InBev Efes and that we are in active discussions with our partner, Anadolu Efes to acquire this interest. As a result, we derecognized the investment in AB InBev Efes and reported a USD 1,143 million non-cash impairment charge in exceptional share of results of associates as of 30 June 2022. See also note 16 to our audited consolidated financial statements as of 31 December 2022 and 2021, and for the three years ended 31 December 2022 included in this Form 20-F.

On 31 December 2020, we completed the issuance of a 49.9% minority stake in our US-based metal container operations to Apollo Global Management, Inc. for net proceeds of USD 3.0 billion. We retained operational control of our US-based metal container operations. As required by IFRS 10 Consolidated Financial Statements, the transaction was reported in our consolidated statement of changes in equity.

Effective 30 September 2019, following the announcement on 19 July 2019 of the agreement to divest Carlton & United Breweries (“**CUB**” or “**Australian operations**”), our Australian subsidiary, to Asahi Group Holdings, Ltd. (“**Asahi**”), we classified the assets and liabilities associated with the Australian operations as assets held for sale and liabilities associated with assets held for sale in accordance with IFRS 5 Non-current Assets Held for Sale and Discontinued Operations. In addition, since the results of the Australian operations represented a separate major line of business, these were accounted for as discontinued operations as required by IFRS 5 and presented in a separate line in the consolidated income statement (profit from discontinued operations) up to 31 May 2020. The transaction closed on 1 June 2020.

See “Item 5. Operating and Financial Review—B. Significant Accounting Policies—Summary of Changes in Accounting Policies” for further information on how our accounting policies changed in 2022.

## **PRESENTATION OF MARKET INFORMATION**

Market information (including market share, market position, Brand Power of our portfolio, industry data for our operating activities and those of our subsidiaries or of companies acquired by us) or other statements presented in this Form 20-F regarding our position (or that of companies acquired by us) relative to our competitors largely reflect the best estimates of our management. These estimates are based upon information obtained from customers, trade or business organizations and associations, other contacts within the industries in which we operate and, in some cases, upon published statistical data or information from independent third parties. Except as otherwise stated, our market share data, as well as our management’s assessment of our comparative competitive position, has been derived by comparing our sales figures for the relevant period to our management’s estimates of our competitors’ sales figures for such period, as well as upon published statistical data and information from independent third parties, and, in particular, the reports published and the information made available by, among others, the local brewers’ associations and the national statistics bureaus in the various countries in which we sell



our products. The principal sources generally used include IRI, Plato Logic Limited and AC Nielsen. The Brand Power of our portfolio of beer and Beyond Beer brands is assessed based on data sourced from reports published by Kantar Worldpanel. You should not rely on the market share and other market information presented herein as precise measures of market share or of other actual conditions.

## FORWARD-LOOKING STATEMENTS

There are statements in this Form 20-F, such as statements that include the words or phrases “*will likely result*,” “*are expected to*,” “*will continue*,” “*is anticipated*,” “*anticipate*,” “*estimate*,” “*project*,” “*may*,” “*might*,” “*could*,” “*believe*,” “*expect*,” “*plan*,” “*potential*,” “*we aim*,” “*our goal*,” “*our vision*,” “*we intend*” or similar expressions that are forward-looking statements. These statements are subject to certain risks and uncertainties. Actual results may differ materially from those suggested by these statements due to, among others, the risks or uncertainties listed below. See also “Item 3. Key Information—D. Risk Factors” for further discussion of risks and uncertainties that could impact our business.

These forward-looking statements are not guarantees of future performance. Rather, they are based on current views and assumptions and involve known and unknown risks, uncertainties and other factors, many of which are outside our control and are difficult to predict, that may cause actual results or developments to differ materially from any future results or developments expressed or implied by the forward-looking statements. Factors that could cause actual results to differ materially from those contemplated by the forward-looking statements include, among others:

- global, regional and local economic weakness and uncertainty, including the risks of an economic downturn, recession and/or inflationary pressures in one or more of our key markets, and the impact they may have on us, our customers and our suppliers and our assessment of that impact;
- continued geopolitical instability (including as a result of the ongoing conflict between Russia and Ukraine), which may have a substantial impact on the economies of one or more of our key markets and may result in, among other things, disruptions to global supply chains, increases in commodity and energy prices with follow-on inflationary impacts, and economic and political sanctions;
- financial risks, such as interest rate risk, foreign exchange rate risk (in particular as against the U.S. dollar, our reporting currency), commodity risk, asset price risk, equity market risk, counterparty risk, sovereign risk, liquidity risk, inflation or deflation, including inability to achieve our optimal net debt level;
- changes in government policies and currency controls;
- continued availability of financing and our ability to achieve our targeted coverage and debt levels and terms, including the risk of constraints on financing in the event of a credit rating downgrade;
- the monetary and interest rate policies of central banks, in particular the European Central Bank, the Board of Governors of the U.S. Federal Reserve System, the Bank of England, *Banco Central do Brasil*, *Banco Central de la República Argentina*, the Central Bank of China, the South African Reserve Bank, *Banco de la República* in Colombia, the Bank of Mexico and other central banks;
- changes in applicable laws, regulations and taxes in jurisdictions in which we operate, including the laws and regulations governing our operations and changes to tax benefit programs, as well as actions or decisions of courts and regulators;
- limitations on our ability to contain costs and expenses or increase our prices to offset increased costs;
- failure to meet our expectations with respect to expansion plans, premium growth, accretion to reported earnings, working capital improvements and investment income or cash flow projections;

- our ability to continue to introduce competitive new products and services on a timely, cost-effective basis;
- the effects of competition and consolidation in the markets in which we operate, which may be influenced by regulation, deregulation or enforcement policies;
- changes in consumer spending;
- changes in pricing environments;
- volatility in the availability or prices of raw materials, commodities and energy;
- difficulties in maintaining relationships with employees;
- regional or general changes in asset valuations;
- greater than expected costs (including taxes) and expenses;
- damage to our reputation or brand image;
- climate change and other environmental concerns;
- the risk of unexpected consequences resulting from acquisitions, joint ventures, strategic alliances, corporate reorganizations or divestiture plans, and our ability to successfully and cost-effectively implement these transactions and integrate the operations of businesses or other assets we have acquired;
- the outcome of pending and future litigation, investigations and governmental proceedings;
- natural and other disasters, including widespread health emergencies, cyberattacks and military conflict and political instability;
- any inability to economically hedge certain risks;
- inadequate impairment provisions and loss reserves;
- technological disruptions, threats to cybersecurity and the risk of loss or misuse of personal data;
- other statements included in this annual report that are not historical; and
- our success in managing the risks involved in the foregoing.

Many of these risks and uncertainties are, and will be, exacerbated by the ongoing conflict between Russia and Ukraine and any worsening of the global business and economic environment as a result. Our statements regarding financial risks, including interest rate risk, foreign exchange rate risk, commodity risk, asset price risk, equity market risk, counterparty risk, sovereign risk, inflation and deflation, are subject to uncertainty. For example, certain market and financial risk disclosures are dependent on choices about key model characteristics and assumptions and are subject to various limitations. By their nature, certain of the market or financial risk disclosures are only estimates and, as a result, actual future gains and losses could differ materially from those that have been estimated.

We caution that the forward-looking statements in this Form 20-F are further qualified by the risk factors disclosed in “Item 3. Key Information—D. Risk Factors” that could cause actual results to differ materially from those in the forward-looking statements. Subject to our obligations under Belgian and U.S. law in relation to disclosure and ongoing information, we undertake no obligation to update publicly or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

## PART I

### ITEM 1. IDENTITY OF DIRECTORS, SENIOR MANAGEMENT AND ADVISERS

#### A. DIRECTORS AND SENIOR MANAGEMENT

Not applicable.

#### B. ADVISERS

Not applicable.

#### C. AUDITORS

Not applicable.

### ITEM 2. OFFER STATISTICS AND EXPECTED TIMETABLE

#### A. OFFER STATISTICS

Not applicable.

#### B. METHOD AND EXPECTED TIMETABLE

Not applicable.

### ITEM 3. KEY INFORMATION

#### B. CAPITALIZATION AND INDEBTEDNESS

Not applicable.

#### C. REASONS FOR THE OFFER AND USE OF PROCEEDS

Not applicable.

#### D. RISK FACTORS

*Investing in our shares involves risk. We expect to be exposed to some or all of the risks described below in our future operations. Such risks include, but are not limited to, the risk factors described below. Any of the risk factors described below, as well as additional risks of which we are not currently aware, could also affect our business operations and have a material adverse effect on our business activities, financial condition, results of operations and prospects and cause the value of our shares to decline. Moreover, if and to the extent that any of the risks described below materialize, they may occur in combination with other risks which would compound the adverse effect of such risks on our business activities, financial condition, results of operations and prospects. Investors in our shares and American Depositary Shares (“ADSs”) could lose all or part of their investment.*

*You should carefully consider the following information in conjunction with the other information contained or incorporated by reference in this document. The sequence in which the risk factors are presented below is not indicative of their likelihood of occurrence or of the potential magnitude of their financial consequences.*

## SUMMARY OF RISK FACTORS

### Risks relating to us and our activities

#### 1. Financial Risks

- We are exposed to risks associated with global, regional and local economic weakness and uncertainty (including those resulting from an economic downturn, recession, inflationary pressures and/or geopolitical instability), which could adversely affect our business and operations, the demand for our products and the market price of our Ordinary Shares and ADSs.
- Our business, financial performance and results of operations have been, and may continue to be, adversely affected by the continuation and consequences of the ongoing conflict between Russia and Ukraine.
- Fluctuations in foreign currency exchange rates may lead to volatility in our results of operations.
- We may not be able to obtain the necessary funding for our future needs and may face financial risks due to our level of debt, uncertain market conditions and potential downgrading of our credit ratings.
- Our results could be negatively affected by increasing interest rates.
- The ability of our subsidiaries to distribute cash upstream may be subject to various limitations.

#### 2. Risks relating to our business activities and industry.

- Changes in the availability or price of raw materials, commodities, energy and water, including as a result of geopolitical instability, inflationary pressures, currency fluctuations, constraints on sourcing and unexpected increases in tariffs on such raw materials and commodities could have an adverse effect on our results of operations.
- Certain of our operations depend on independent distributors or wholesalers to sell our products, and we may be unable to replace distributors or acquire interests in wholesalers or distributors. In addition, we may be adversely impacted by the consolidation of retailers.
- We rely on key third parties, including key suppliers, and the termination or modification of the arrangements with such third parties or their failure to meet their obligations to us could negatively affect our business.
- Damage to our reputation or brand image can adversely affect our business.

#### 3. Risks relating to our corporate structure, acquisitions and investments

- We may be unable to influence our associates in which we have minority investments.
- We may have a conflict of interest with our majority-owned subsidiaries and we may not be able to resolve such conflict on terms favorable to us.
- We may be unsuccessful in identifying suitable acquisition targets or business partners or implementing our acquisitions, divestitures, investments or alliances, which may negatively impact our growth strategy.
- Our failure to satisfy our obligations under the SAB settlement agreement could adversely affect our financial condition and results of operations.

#### 4. Market Risks

- We are exposed to developing market risks, including risks of devaluation, nationalization and inflation.
- Competition and changing consumer preferences could adversely affect our profitability.

#### 5. Legal and Regulatory Risks

- If any of our products is defective or found to contain contaminants, we may be subject to product recalls or other associated liabilities.
- Negative publicity regarding perceived health risks, failure to provide safe working environments and associated government regulation may harm our business.
- We are exposed to the risk of litigation, claims and disputes, which may cause us to pay significant damage awards and incur other costs.
- We could incur significant costs as a result of compliance with, and/or violations of or liabilities under, various regulations that govern our operations.
- We may be subject to adverse changes in taxation and other tax-related risks.

- We are exposed to antitrust and competition laws in certain jurisdictions and the risk of changes in such laws or in the interpretation and enforcement of existing antitrust and competition laws. In addition, in connection with our previous acquisitions, various regulatory authorities have previously imposed conditions with which we are required to comply.
- If we do not successfully comply with applicable anti-corruption laws, export control regulations and trade restrictions, we could become subject to regulatory sanctions and adverse press coverage.
- Our subsidiary Ambev operates a joint venture in Cuba, in which the Government of Cuba is its joint venture partner. Cuba remains subject to comprehensive economic and trade sanctions by the United States and Ambev's operations in Cuba may adversely affect our reputation and the liquidity and value of our securities.

6. Brand and Intellectual Property Risks

- We rely on the reputation of our brands and our marketing efforts may be restricted by regulations.
- We may not be able to protect our intellectual property rights, and our ability to compete effectively may be harmed if our intellectual property rights are infringed by third parties.
- An impairment of goodwill or other intangible assets would adversely affect our financial condition.

7. Other risks related to our business

- Climate change or other environmental concerns, or legal, regulatory or market measures to address climate change or other environmental concerns, may negatively affect our business or operations.
- We are exposed to the risk of labor strikes and disputes that could lead to a negative impact on our costs and production level.
- Cybersecurity incidents and other disruptions to our information and operational technology systems, or in our supply chain, could damage our reputation and we could suffer a loss of revenue, incur substantial additional costs and become subject to litigation and regulatory scrutiny.
- If we fail to comply with personal data protection laws, we could be subject to adverse publicity, government enforcement actions and/or private litigation, which could negatively affect our business.

8. General Risks

- Natural and other disasters, including public health crises and global pandemics, could disrupt our operations.
- We may not be able to recruit or retain key personnel.
- Our insurance coverage may not be sufficient to protect us from material liabilities.

**Risks Related to Our Ordinary Shares and American Depositary Shares**

- The market price of our Ordinary Shares and ADSs may be volatile.
- Our largest shareholder may use its significant interest to take actions not supported by our other shareholders.
- We may be unable to pay dividends.
- Fluctuations in the exchange rate between the Euro, the South African rand, the Mexican peso and the U.S. dollar may increase the risk of holding our ADSs and Ordinary Shares.
- Future equity issuances may dilute the holdings of current shareholders or ADS holders and any such offerings by us or any large sales by our shareholders could materially affect the market price of our Ordinary Shares or ADSs.
- Investors may suffer dilution if they are not able to participate in equity offerings, and our ADS holders may not receive any value for rights that we may grant.
- ADS holders may not be able to exercise their right to vote the shares underlying our ADSs
- ADS holders may be subject to limitations on the transfer of their ADSs or the withdrawal of the underlying Ordinary Shares from the deposit facility.
- Shareholders may not enjoy under Belgian corporate law and our articles of association certain of the rights and protections generally afforded to shareholders of U.S. companies.
- As a “foreign private issuer” in the United States, we are exempt from a number of rules under U.S. securities laws and are permitted to file less information with the SEC than domestic issuers.
- It may be difficult for investors outside Belgium to serve process on or enforce foreign judgments against us.

## Risks relating to us and our activities

### 1. Financial Risks

*We are exposed to risks associated with global, regional and local economic weakness and uncertainty (including those resulting from an economic downturn, recession, inflationary pressures and/or geopolitical instability), which could adversely affect our business and operations, the demand for our products and the market price of our Ordinary Shares and ADSs.*

Downturns in the worldwide economy, due to inflation, geopolitical instability (such as the ongoing conflict between Russia and Ukraine), increases in energy prices, the COVID-19 pandemic, changes in government policies and increased interest rates or other factors, have had, and may continue to have, far reaching adverse consequences across many industries, including the alcohol beverage industry. Our products are sold in over 150 countries worldwide, and our business and financial condition may be adversely affected by unfavorable political or economic developments in any of the countries where our products are made, manufactured, distributed or sold. Markets across the world experienced significant inflationary pressures in 2022 and inflation rates in countries in which we operate are currently expected to continue at elevated levels for the near-term. The ongoing conflict between Russia and Ukraine has, among other things, resulted in elevated geopolitical instability and economic volatility and contributed significantly to the prevailing inflationary pressures. In addition, central banks in various countries have raised, and may again raise, interest rates in response to concerns about inflation, which, coupled with reduced government spending and volatility in financial markets, may have the effect of further increasing economic uncertainty and eroding the purchasing power of consumers. Interest rate increases or other government actions taken to reduce inflation could also contribute to recessionary pressures in many parts of the world. Unfavorable macroeconomic conditions in any of our key markets, including the U.S., U.K., Europe and China (including as a result of measures taken in response to the COVID-19 pandemic or any variants thereof), may negatively affect our financial performance.

Consumption of beer and other alcohol and non-alcohol beverages in many of the jurisdictions in which we operate is closely linked to general economic conditions, with levels of consumption tending to rise during periods of rising per capita income and fall during periods of declining per capita income. Difficult macroeconomic conditions in our key markets, such as decreases in per capita income and level of disposable income driven by increases in inflation and the cost of living have adversely affected demand for our products in the past. Under difficult economic conditions, consumers may seek to reduce discretionary spending by forgoing purchases of our products, by shifting away from our premium products to lower-priced products offered by us or other companies or by shifting to off-premise from on-premise consumption, which could have a material adverse effect on the demand for our products and may negatively impact our revenues. Moreover, because a sizeable portion of our brand portfolio consists of premium and core beers, our volumes and revenue may be impacted to a greater degree than those of some of our competitors, the sales of which depend less on premium or core brands. For additional information on the categorization of the beer market and our positioning, see “Item 4. Information on the Company—B. Business Overview—2. Principal Activities and Products—Beer.” Softer consumer demand for our products could reduce our profitability and could negatively affect our overall financial performance.

Increasing inflationary pressures may result in significant increases to our expenses, including direct materials, wages, energy, and transportation costs. In addition, the prevailing geopolitical instability and sustained inflation (including as a result of the ongoing conflict between Russia and Ukraine) have resulted in increased pressure on the supply chain and increased energy costs, which may increase the cost of manufacturing, selling and delivering our products. In cases of sustained and elevated inflation across several of our key markets, it may be difficult to effectively manage the increases to our costs and we may not be able to pass these increased costs to our customers. See “—Changes in the availability or price of raw materials, commodities, energy and water, including as a result of geopolitical instability, inflationary pressures, currency fluctuations, constraints on sourcing and unexpected increases in tariffs on such raw materials and commodities could have an adverse effect on our results of operations” for further details on risks related to increases in prices of raw material and commodities.

Additionally, unfavorable economic conditions may negatively impact our suppliers, distributors, contractors, financial counterparties or other third-party partners who may experience cash flow problems, increased credit defaults, decreases in disposable income or other financial issues. Any future significant deterioration in economic conditions may cause our third-party partners to suffer financial or operational difficulties that they cannot overcome, impairing their ability to satisfy their obligations to us and provide us with the materials and services we need, in which case our business and results of operations could be adversely affected.

Capital and credit market volatility, such as that experienced in recent years, may result in downward pressure on stock prices and credit capacity of issuers. Potential changes in social, political, regulatory and economic conditions in the U.S. and the European Union, including as a result of the United Kingdom's exit from the European Union and changes in policies governing foreign trade and imports, may be significant drivers of capital and credit market volatility. A continuation or worsening of the levels of market disruption and volatility seen in the recent past could have an adverse effect on our ability to access capital, on our business, results of operations and financial condition, and on the market price of our Ordinary Shares and our ADSs.

***Our business, financial performance and results of operations have been, and may continue to be, adversely affected by the continuation and consequences of the ongoing conflict between Russia and Ukraine.***

On 11 March 2022, we announced that we are forfeiting all financial benefits from the operations of AB InBev Efes, in which we own a 50% non-controlling stake and which we do not consolidate. On 22 April 2022, we announced our decision to sell our non-controlling interest in AB InBev Efes and that we are in active discussions with Anadolu Efes, the controlling shareholder of AB InBev Efes, to acquire this interest and that our request to Anadolu Efes to suspend the license granted to AB InBev Efes for the production and sale of Bud in Russia will also be part of a potential transaction. As a result, we derecognized the investment in AB InBev Efes and reported a USD 1,143 million non-cash impairment charge in exceptional share of results of associates as of 30 June 2022. See also note 16 to our audited consolidated financial statements as of 31 December 2022 and 2021, and for the three years ended 31 December 2022 included in this Form 20-F. Any potential transaction will be subject to customary closing conditions, including regulatory approvals in Russia and Ukraine, and there can be no guarantee that necessary regulatory approvals will be obtained or that a transaction will be completed.

In connection with the ongoing conflict, the U.S. government, the European Commission and the authorities of certain other jurisdictions in which we operate have imposed sanctions on certain individuals and organizations in Russia, controls on exports to Russia covering a wide range of products and services, and restrictions on U.S., EU and other nationals carrying out certain activities in Russia or in support of Russian businesses. As a result of the conflict and international reactions thereto, Russian authorities have also imposed various economic and financial restrictions, including significant currency control measures aimed at restricting the outflow of foreign currency and capital and restrictions on transacting with non-Russian parties. The implementation or expansion of these economic sanctions, trade restrictions, export and currency controls and other restrictive measures may make it difficult for us to divest our non-controlling interest in AB InBev Efes or for AB InBev Efes to remit cash from Russia to other jurisdictions. Any failure to comply with applicable sanctions and restrictions could subject us to regulatory penalties and reputational risk.

Even though we are forfeiting all financial benefits from the operations of our joint venture with Anadolu Efes, AB InBev Efes, in which we own a 50% non-controlling stake and which we do not consolidate, the foregoing developments have had, and may continue to have, an adverse impact on our business, financial performance and results of operations, and could result in damage to our reputation. In addition, the broader geopolitical and economic consequences of the ongoing conflict could have the effect of heightening other risks described in this Form 20-F, including, but not limited to, adverse effects on economic and political conditions in our key markets, further disruptions to global supply chains and increases in commodity and energy prices with follow-on global inflationary impacts, additional sanctions and restrictive measures, increased risk of cyber incidents or other disruptions to our information systems, which could materially adversely affect our business and operations. See also “—We are exposed to risks associated with global, regional and local economic weakness and uncertainty (including those resulting from an economic downturn, recession, inflationary pressures and/or geopolitical instability), which could adversely affect our business and operations, the demand for our products and the market price of our Ordinary Shares and ADSs”, “—Changes in the availability or price of raw materials, commodities, energy and water, including as a result of geopolitical instability, inflationary pressures, currency fluctuations,

constraints on sourcing and unexpected increases in tariffs on such raw materials and commodities could have an adverse effect on our results of operations”, and “—If we do not successfully comply with applicable anti-corruption laws, export control regulations and trade restrictions, we could become subject to fines, penalties or other regulatory sanctions, as well as to adverse press coverage, which could cause our reputation, our sales or our profitability to suffer” for details regarding the impact the ongoing conflict between Russia and Ukraine has had, and may continue to have, on our business and operations. The ultimate impact of these disruptions depends on events beyond our knowledge or control, including the scope and duration of the conflict and actions taken by parties other than us to respond to them, and cannot be predicted.

***Fluctuations in foreign currency exchange rates may lead to volatility in our results of operations.***

Although we report our consolidated results in U.S. dollars, in 2022, we derived 71.2% of our revenue from operating companies that have non-U.S. dollar functional currencies (in most cases, in the local currency of the respective operating company). Consequently, any change in exchange rates between our operating companies’ functional currencies and the U.S. dollar will affect our consolidated income statement and balance sheet when the results of those operating companies are translated into U.S. dollars for our reporting purposes, as we cannot hedge against translational exposures. Decreases in the value of our operating companies’ functional currencies against the U.S. dollar will tend to reduce those operating companies’ contributions in dollar terms to our financial condition and results of operations.

During 2022, several currencies, such as the Argentinean peso, the Chinese yuan, the Colombian peso, the Euro and the South African rand depreciated against the U.S. dollar, while other currencies, such as the Brazilian real and the Mexican peso, appreciated against the U.S. dollar. Our total consolidated revenue was USD 57.8 billion for the year ended 31 December 2022, an increase of USD 3.5 billion compared to the year ended 31 December 2021. The negative impact of unfavorable currency translation effects, including hyperinflation accounting impact, on our consolidated revenue in the year ended 31 December 2022 was USD 2.1 billion, primarily as a result of the impact of the currencies listed above.

Following the categorization of Argentina as a country with a three-year cumulative inflation rate greater than 100%, the country is considered as a hyperinflationary economy in accordance with IFRS rules (IAS 29 *Financial Reporting in Hyperinflationary Economies*), requiring us to restate the results of our operations for the years ended 31 December 2022 and 2021 in hyperinflationary economies for the change in the general purchasing power of the local currency, using official indices before converting the local amounts at the closing rate of the period. If the economic or political situation in Argentina further deteriorates, our Latin America South operations may be subject to restrictions under new Argentinean foreign exchange, export repatriation or expropriation regimes that could adversely affect our ability to access funds from Argentina, our financial condition and operating results. See “—We are exposed to developing market risks, including the risks of devaluation, nationalization and inflation” and “Item 5. Operating and Financial Review—A. Key Factors Affecting Results of Operations—Foreign Currency.”

Significant changes in the value of foreign currencies relative to the U.S. dollar could adversely affect the amounts we record for our foreign assets, liabilities, revenues and expenses, and could have a negative effect on our results of operations and profitability. See “Item 5. Operating and Financial Review—E. Results of Operations—Year Ended 31 December 2022 Compared to the Year Ended 31 December 2021” for further details on the impact of currency translation effects on our results of operations.

In addition to currency translation risk, we incur currency transaction risks whenever one of our operating companies enters into transactions using currencies other than its respective functional currency, including purchase or sale transactions and the issuance or incurrence of debt. Although we have hedging policies in place to manage commodity price and foreign currency risks to protect our exposure to currencies other than our operating companies’ functional currencies, there can be no assurance that such policies will be able to successfully hedge against the effects of such foreign exchange exposure.

Much of our debt is denominated in U.S. dollars, while a significant portion of our cash flows is denominated in currencies other than the U.S. dollar. From time to time we enter into financial instruments to mitigate currency risk, but these transactions and any other efforts taken to better match the effective currencies of our liabilities to our cash flows could result in increased costs. See “Item 11. Quantitative and Qualitative Disclosures About Market Risk—Market Risk, Hedging and Financial Instruments,” note 27 to our audited consolidated financial statements as of 31 December 2022 and 2021, and for the three years ended 31 December 2022, for further details on our approach to hedging commodity price and foreign currency risk.



*We may not be able to obtain the necessary funding for our future capital or refinancing needs and may face financial risks due to our level of debt, uncertain market conditions and as a result of the potential downgrading of our credit ratings.*

We may be required to raise additional funds for our future capital needs or to refinance our current indebtedness and future indebtedness through public or private financing, strategic relationships or other arrangements. There can be no assurance that the funding, if needed, will be available or provided on attractive terms.

Following the combination with SAB, the portion of our consolidated balance sheet represented by debt is higher as compared to our historical position and we expect it to remain so in the near term. To fund the combination with SAB, we entered into, among others, the following transactions:

- in January 2016, our subsidiary Anheuser-Busch InBev Finance Inc. (“**ABIFI**”) issued bonds in debt capital markets offerings resulting in aggregate net proceeds of approximately USD 47.0 billion; and
- in March 2016, we issued bonds in a debt capital markets offering under our Euro Medium-Term Notes Programme (“**EMTN Programme**”) resulting in aggregate net proceeds of approximately EUR 13.1 billion.

Since the combination with SAB we have undertaken further debt issuance and debt liability management exercises; see “Item 5. Operating and Financial Review—H. Liquidity and Capital Resources—Funding Sources—Borrowings” for more information on our financing activities.

Our continued increased level of debt could have significant consequences, including:

- increasing our vulnerability to general adverse economic and industry conditions;
- limiting our ability to fund future working capital and capital expenditures, to engage in future acquisitions or development activities or to otherwise realize the value of our assets and opportunities fully;
- limiting our flexibility in planning for, or reacting to, changes in our business and the industry in which we operate;
- impairing our ability to obtain additional financing in the future, or requiring us to obtain financing involving restrictive covenants;
- requiring us to issue additional equity (possibly under unfavorable conditions), which could dilute our existing shareholders’ equity; and
- placing us at a competitive disadvantage compared to our competitors that have less debt.

In addition, ratings agencies may downgrade our credit ratings below their current levels. In October 2018, Moody’s Investors Service placed AB InBev’s A3 senior unsecured ratings on review to downgrade, citing downward rating pressure due to high financial leverage and our slow path to deleveraging following the October 2016 acquisition of SAB. In December 2018, Moody’s Investors Service concluded its ratings review and assigned a definitive rating of Baa1 (stable outlook) to AB InBev’s long-term debt obligations. As of the date of this Form 20-F, our credit rating from Standard & Poor’s (“**S&P**”) Global Ratings was BBB+ for long-term obligations and A-2 for short-term obligations, with a positive outlook, and our credit rating from Moody’s Investors Service was Baa1 for long-term obligations and P-2 for short-term obligations, with a positive outlook. Any credit rating downgrade could materially adversely affect our ability to finance our ongoing operations and our ability to refinance the debt incurred to fund the combination with SAB, including by increasing our cost of borrowing and significantly harming our financial condition, results of operations and profitability, including our ability to refinance our other existing indebtedness.

In recent years, we have given priority, among other things, to allocate surplus free cash flow to balance leverage, return cash to shareholders and pursue selective mergers and acquisitions. While we aim to dynamically allocate excess cash between our capital allocation priorities, our level of outstanding debt may restrict the amount of dividends we are able to pay.

Our ability to repay and renegotiate our outstanding indebtedness will depend upon market conditions. In recent years, the global credit markets experienced significant price volatility, dislocations and liquidity disruptions that caused the cost of debt financings to fluctuate considerably. The markets also put downward pressure on stock prices and credit capacity for certain issuers without regard to those issuers' underlying financial strength.

Reflecting concern about the stability of the financial markets generally and the strength of counterparties, many lenders and institutional investors reduced and, in some cases, ceased to provide funding to borrowers. If such uncertain conditions occur, our costs could increase beyond what is anticipated. Certain of our subsidiaries could experience difficulties in obtaining or renewing third party guarantees or security arrangements that may be required to secure their performance of potential obligations under certain agreements and legal proceedings; see also “—The ability of our subsidiaries to distribute cash upstream may be subject to various conditions and limitations”. Such costs could have a material adverse impact on our cash flows, results of operations or both. In addition, an inability to refinance all or a substantial amount of our debt obligations when they become due, or more generally a failure to raise additional equity capital or debt financing or to realize proceeds from asset sales when needed, would have a material adverse effect on our financial condition and results of operations.

***Our results could be negatively affected by increasing interest rates.***

We use issuances of debt and bank borrowings as a source of funding and we carry a significant level of debt. Nevertheless, pursuant to our capital structure policy, we aim to optimize shareholder value through cash flow distributions to us from our subsidiaries, while maintaining an investment-grade rating and minimizing cash and investments with a return below our weighted average cost of capital. There can be no assurance that we will be able to pursue a similar capital structure policy in the future.

Some of the debt we have issued or incurred was issued or incurred at variable interest rates, which exposes us to changes in such interest rates. As of 31 December 2022, after certain hedging and fair value adjustments, USD 4.6 billion, or 5.7%, of our interest-bearing financial liabilities (which include bonds, loans, lease liabilities and bank overdrafts) bore a variable interest rate, while USD 75.4 billion, or 94.3%, bore a fixed interest rate. Moreover, a significant part of our external debt is denominated in non-U.S. dollar currencies, including the Canadian dollar, the Euro, the pound sterling and the South Korean won. Although we enter into interest rate swap agreements to manage our interest rate risk, and also enter into cross-currency interest rate swap agreements to manage both our foreign currency risk and interest-rate risk on interest-bearing financial liabilities, there can be no assurance that such instruments will be successful in reducing the risks inherent in exposures to interest rate fluctuations. See “Item 11. Quantitative and Qualitative Disclosures About Market Risk—Market Risk, Hedging and Financial Instruments,” note 27 to our audited consolidated financial statements as of 31 December 2022 and 2021, and for the three years ended 31 December 2022 for further details on our approach, currency and interest rate risk.

***The ability of our subsidiaries to distribute cash upstream may be subject to various conditions and limitations.***

To a large extent, we are organized as a holding company and our operations are carried out through subsidiaries. In particular, 26.7% (USD 15.4 billion) of our total revenue of USD 57.8 billion in 2022 came from our Brazilian listed subsidiary, Ambev, which is not wholly owned and is listed on the São Paulo Stock Exchange and the New York Stock Exchange. Furthermore, 11.2% (USD 6.5 billion) of our total revenue of USD 57.8 billion in 2022 came from our Asia Pacific listed subsidiary, Budweiser Brewing Company APAC Limited (“**Budweiser APAC**”), which, since September 2019, is not wholly owned and is listed on the Hong Kong Stock Exchange.

Our domestic and foreign subsidiaries' and affiliated companies' ability to upstream or distribute cash (to be used, among other things, to meet our financial obligations) through dividends, intercompany advances, management fees and other payments is, to a large extent, dependent on the availability of cash flows at the level of such domestic and foreign subsidiaries and affiliated companies, and may be restricted by applicable laws, including currency controls and restrictions, accounting principles and illiquidity, inconvertibility or non-transferability of a specified currency.

Certain of our subsidiaries, including Ambev, may be required to secure their performance of potential obligations under certain agreements and legal proceedings. If these subsidiaries experience difficulties in obtaining or renewing, on attractive terms or at all, financial instruments required to secure their performance of potential obligations under such agreements or legal proceedings and we do not provide guarantees in respect of their obligations under such financial instruments, these subsidiaries may be required to pay higher fees, post additional collateral or use a substantial portion of their cash to secure such obligations, which may adversely affect their available cash flows and liquidity and our subsequent ability to receive cash upstream.

Furthermore, some of our subsidiaries are subject to laws restricting their ability to pay dividends or the amount of dividends they may pay. The risks posed by the illiquidity, inconvertibility or non-transferability of currencies may be heightened in developing markets; for more information see “—We are exposed to developing market risks, including the risks of devaluation, nationalization and inflation”. If we are not able to obtain sufficient cash flows from our domestic and foreign subsidiaries and affiliated companies, this could adversely impact our ability to pay dividends, and otherwise negatively impact our business, results of operations and financial condition. See “Item 5. Operating and Financial Review—H. Liquidity and Capital Resources—Transfers from Subsidiaries” for further information in this respect.

## **2. Risks relating to our business activities and industry**

***Changes in the availability or price of raw materials, commodities, energy and water, including as a result of geopolitical instability, inflationary pressures, currency fluctuations, constraints on sourcing and unexpected increases in tariffs on such raw materials and commodities could have an adverse effect on our results of operations.***

A significant portion of our operating expenses is related to raw materials and commodities, such as malted barley, wheat, corn, rice, hops, yeast, flavored concentrate, fruit concentrate, sugar, sweetener, water, glass, polyethylene terephthalate (“PET”) and aluminum bottles, aluminum or steel cans and kegs, aluminum can stock, labels, plastic crates, metal and plastic closures, folding cartons, cardboard products and plastic films.

The supply and price of raw materials and commodities used for the production of our products can be affected by a number of factors beyond our control, including the level of crop production around the world, inflation, global geopolitical events, energy prices, export demand, quality and availability of supply, speculative movements in the raw materials or commodities markets, currency fluctuations, governmental regulations and legislation affecting agriculture, trade agreements among producing and consuming nations, extreme weather conditions, natural disasters, health epidemics, pandemics or other disease outbreaks, economic factors affecting growth decisions, political developments, various plant diseases and pests.

We cannot predict future availability or prices of the raw materials or commodities required for our products. The markets in certain raw materials or commodities have experienced and may in the future experience shortages and significant price fluctuations, including as a result of inflationary pressures, the ongoing conflict between Russia and Ukraine, increased energy prices, the COVID-19 pandemic, fluctuations in currency exchange rates, constraints on sourcing and unexpected increases in tariffs on such raw materials and commodities. The foregoing may affect the price and availability of raw materials and commodities that we use to manufacture our products, as well as the cans and bottles in which our products are packaged. Likewise, disruptions or constraints in the availability of transportation services may affect the price or availability of raw materials or commodities required for our products, and may adversely affect our operations. We experienced higher commodity and logistics costs during 2022, which may continue. We may not be able to increase our prices to offset these increased costs or increase our prices without suffering reduced volume, revenue and operating income.

To some extent, derivative financial instruments and the terms of supply agreements can protect against increases in materials and commodities costs and currency fluctuations in the short term. However, derivatives and supply agreements expire and upon expiry are subject to renegotiation and therefore cannot provide complete protection over the medium or longer term. If we are unable to adequately manage the risks inherent in such volatility, including if our hedging and derivative arrangements do not effectively or completely hedge against foreign currency risks and changes in commodity prices, our results of operations may be adversely impacted. See “—Fluctuations in foreign currency exchange rates may lead to volatility in our results of operations” for further details on risks related to foreign exchange exposure. In addition, it is possible that the hedging and derivative instruments we use to establish the purchase price for commodities in advance of the time of delivery may lock us into prices that are ultimately higher than actual market prices at the time of delivery. See “Item 11. Quantitative and Qualitative Disclosures About Market Risk—Market Risk, Hedging and Financial Instruments” for further details on our approach to hedging commodity price risk.

The production and distribution of our products require material amounts of energy, including the consumption of oil-based products, natural gas, biomass, coal and electricity. Energy prices have been subject to significant price volatility in the recent past, including as a result of the ongoing conflict between Russia and Ukraine, and may be again in the future. High energy prices over an extended period of time, as well as changes in energy taxation and regulation in certain geographies, may result in a negative effect on operating income and could potentially challenge our profitability in certain markets. There is no guarantee that we will be able to pass along increased energy costs to our customers in every case.

The production of our products also requires large amounts of water, including water consumption in the agricultural supply chain. Changes in precipitation patterns and the frequency of extreme weather events may affect our water supply and, as a result, our physical operations. Water may also be subject to price increases in certain areas and changes in water taxation and regulation in certain geographies may result in a negative effect on operating income which could potentially challenge our profitability in certain markets. There is no guarantee that we will be able to pass along increased water costs to our customers in every case. See “—Climate change or other environmental concerns, or legal, regulatory or market measures to address climate change or other environmental concerns, may negatively affect our business or operations, including the availability of key production inputs.”

***Certain of our operations depend on independent distributors or wholesalers to sell our products, and we may be unable to replace distributors or acquire interests in wholesalers or distributors. In addition, we may be adversely impacted by the consolidation of retailers.***

Certain of our operations are dependent on effective distribution networks to deliver our products to consumers, and distributors play an important role in distributing a significant proportion of beer and other beverages. Generally, distributors purchase our products from us and then sell them either to other distributors or points of sale. Such distributors are either government-controlled or privately owned but independent wholesale distributors for distribution of our products. See “Item 4. Information on the Company—B. Business Overview—7. Distribution of Products” and “Item 4. Information on the Company—B. Business Overview—11. Regulations Affecting Our Business” for further information in this respect. There can be no assurance as to the financial affairs of such distributors or that these distributors, who often act both for us and our competitors, will not give our competitors’ products higher priority, thereby reducing their efforts to sell our products.

In the United States, for instance, we sell the vast majority of our beer to independent wholesalers for distribution to retailers and ultimately consumers. As independent companies, wholesalers make their own business decisions that may not always align themselves with our interests. If our wholesalers do not effectively distribute our products, our financial results could be adversely affected.

In addition, contractual restrictions and the regulatory environment of many markets may make it very difficult to change distributors and, in some markets, we may be prevented from acquiring interests in wholesalers or distributors (for example, see “—Our failure to satisfy our obligations under the SAB settlement agreement could adversely affect our financial condition and results of operations.”). In certain cases, poor performance by a distributor or wholesaler is not a sufficient reason for replacement. Such distributors could engage in practices that harm our reputation as consumers look to us for the quality and availability of our products. Our consequent inability to replace unproductive or inefficient distributors could adversely impact our business, results of operations and financial condition.

Moreover, the retail industry, particularly in Europe, North America and other countries in which we operate, continues to consolidate, resulting in larger retailers with increased purchasing power, which may affect our competitiveness in these markets. Larger retailers may seek to improve their profitability and sales by asking for lower prices or increased trade spending. The efforts of retailers could result in reduced profitability for the beer industry as a whole and adversely affect our financial results.

***We rely on key third parties, including key suppliers, and the termination or modification of the arrangements with such third parties or their failure to meet their obligations to us could negatively affect our business.***

We rely on third-party suppliers for a range of raw materials for our beer and non-beer products, such as malted barley, corn, rice, hops, yeast, water, flavored concentrate, fruit concentrate, sugar and sweeteners, and for packaging material, such as glass, PET and aluminum bottles, aluminum or steel cans and kegs, labels, plastic crates, metal and plastic closures, folding cartons, cardboard products and plastic films.

We seek to limit our exposure to market fluctuations in the price and supply of these raw materials by entering into medium- and long-term fixed-price arrangements. We have a limited number of suppliers of aluminum cans and glass bottles. Consolidation of the aluminum can industry and glass bottle industry in certain markets in which we operate has reduced local supply alternatives and increased the risk of disruption to aluminum can and glass bottle supplies. Although we generally have multiple suppliers of raw materials and packaging materials, the termination of or any material change to arrangements with certain key suppliers, disagreements with suppliers as to payment or other terms, or the failure of a key supplier to meet its contractual obligations to us or otherwise deliver materials consistent with current usage, including as a result of sourcing constraints, disruptions in its supply chain or other difficulties, would or may require us to make purchases from alternative suppliers, in each case at potentially higher prices or lower quality than those agreed with that supplier. We may also be subject to potential reputational damage if one of our suppliers violates applicable laws or regulations or our internal policies, or fails to meet certain quality standards. These factors could have a material impact on our production, distribution and sale of beer, other alcohol beverages and soft drinks and have a material adverse effect on our business, results of operations, cash flows or financial condition.

A number of our key brand names are both licensed to third-party brewers and used by companies over which we do not have control. See “Item 4. Information on the Company—B. Business Overview—8. Licensing.” If we are unable to maintain such arrangements on favorable terms, this could have a material adverse effect on our business, results of operations, cash flows or financial condition.

We monitor brewing quality to ensure adherence to our high standards, but, to the extent that one of these key licensed brand names is subject to negative publicity, it could have a material adverse effect on our business, results of operations, cash flows or financial condition.

For certain packaging supplies and raw materials, we rely on a small number of important suppliers. In addition, certain of our subsidiaries may purchase nearly all of their key packaging materials from sole suppliers under multi-year contracts. The loss of or temporary discontinuity of supply from any of these suppliers without sufficient time to develop an alternative source could cause us to spend increased amounts on such supplies in the future. If these suppliers became unable to continue to meet our requirements, and we are unable to develop alternative sources of supply, our operations and financial results could be adversely affected.

***Damage to our reputation or brand image can adversely affect our business.***

Our reputation forms the foundation of our relationships with key stakeholders and other constituencies, including consumers, customers and suppliers, and maintaining a positive reputation globally is critical to the successful operation of our business. Negative publicity surrounding us, our activities, our personnel or our business partners, consumer perception of our response to political and social issues or catastrophic events, and campaigns by activists, whether or not warranted, connecting us, our personnel, our supply chain or our business partners with a failure to maintain high ethical, business and environmental, social and governance practices, including with respect to human rights, workplace conditions and employee health and safety, whether actual or perceived, could adversely impact our reputation and brand image and may decrease demand for our products, thereby adversely affecting our business, results of operations, cash flows or financial condition.

Our sponsorship relations may also subject us to negative publicity as result of any actual or alleged misconduct by individuals or entities associated with organizations we sponsor or support. Activities by our promotional partners that harm their public image or reputation could also have an adverse effect on our reputation or brand image, and may decrease demand for our products, thereby adversely affecting our business. Our reputation may also be negatively impacted by the activities of our suppliers or associates, actual or perceived failures to provide safe working environments or by potential defects or contamination in our products; for more information see “—We rely on key third parties, including key suppliers, and the termination or modification of the arrangements with such third parties could negatively affect our business, “—We may be unable to influence our associates in which we have minority investments”, “—Negative publicity regarding perceived health risks, failure to provide safe working environments and associated government regulation may harm our business” and “—If any of our products is defective or found to contain contaminants, we may be subject to product recalls or other associated liabilities”.

**3. Risks relating to our corporate structure, acquisitions and investments**

***We may be unable to influence our associates in which we have minority investments.***

A portion of our global portfolio consists of associates in new or developing markets, including investments where we may have a lesser degree of control over the business operations. For example, through our investment in the beverage operations of Société des Brasseries et Glacières Internationales and B.I.H. Brasseries Internationales Holding Limited, we have exposure to a number of countries in Africa; and through our investment in Anadolu Efes, we have exposure to Turkey and countries in the Commonwealth of Independent States.

We face several challenges inherent to these various culturally and geographically diverse business interests. Although we work with our associates on the implementation of appropriate processes and controls, we also face additional risks and uncertainties with respect to these minority investments because we may be dependent on systems, controls and personnel that are not under our control, such as the risk that our associates may violate applicable laws and regulations, which could have an adverse effect on our business, reputation, results of operations and financial condition. For more information, see “—If we do not successfully comply with applicable anti-corruption laws, export control regulations and trade restrictions, we could become subject to fines, penalties or other regulatory sanctions, as well as to adverse press coverage, which could cause our reputation, our sales or our profitability to suffer.”

***We may have a conflict of interest with our majority-owned subsidiaries and we may not be able to resolve such conflict on terms favorable to us.***

Conflicts of interest may arise between us and certain of our subsidiaries in various situations due to our status as parent company of such majority-owned subsidiaries and interests that may differ from ours. Notwithstanding policies and procedures to address the possibility of such conflicts of interest, we may not be able to resolve all such conflicts on terms favorable to us.

We have entered into various agreements with our subsidiaries. Notwithstanding the influence that we have over such subsidiaries, we may not be able to use it to prevent them from bringing a legal claim against us in the event of a contractual breach. As a result, our business, financial condition and results of operations could be materially and adversely affected.

Additionally, certain of our directors and/or our senior management may also be managers or senior officers in certain of our subsidiaries. Since our interests and the ones of the relevant subsidiaries are not necessarily always the same or wholly aligned, such dual mandates and other relationships with our subsidiaries or related parties may in the future result in conflicts of interest.

***We may be unsuccessful in identifying suitable acquisition targets or business partners or implementing our acquisitions, divestitures, investments, joint ventures or alliances, which may negatively impact our growth strategy.***

In the past, we have made acquisitions of, investments in and joint ventures and similar arrangements with other companies and businesses. Much of our growth in recent years is attributable to such transactions, including the combination with SAB in 2016, the combination of AB InBev and Grupo Modelo in 2013, the combination of InBev and Anheuser-Busch Companies in 2008 and the combination of Interbrew S.A. and Ambev in 2004.

We will need to identify suitable acquisition targets and agree on the terms with them if we are to make further acquisitions. Our size, contractual and regulatory limitations to which we are subject and our position in the markets in which we operate may make it harder to identify suitable targets, including because it may be harder for us to obtain regulatory approval for future transactions. If appropriate opportunities do become available, we may seek to acquire or invest in other businesses; however, any future acquisition may pose regulatory, antitrust and other risks.

In addition, after completion of any transaction in the future, we would be required to integrate the acquired companies, businesses or operations into our existing operations. There is a risk that such integration will not be successful or will involve greater costs or result in fewer synergies than expected. Such transactions may also involve the assumption of certain actual or potential, known or unknown liabilities, which may have a potential impact on our financial risk profile. These risks and limitations may limit our ability to implement our global strategy and our ability to achieve or maintain future business growth.

***Our failure to satisfy our obligations under the SAB settlement agreement could adversely affect our financial condition and results of operations.***

We entered into a consent decree with the U.S. Department of Justice in relation to the combination with SAB on 20 July 2016. As part of this consent decree, we agreed, among other things, (i) not to acquire control of a distributor if doing so would result in more than 10% of our U.S. annual volume being distributed through majority-owned distributorships in the U.S. and (ii) to notify the U.S. Department of Justice at least 30 days prior to the consummation of any acquisition of a beer brewer, importer, distributor or brand owner deriving more than USD 7.5 million in annual gross revenue from beer sold for further resale in the United States or from license fees generated by such sales, subject to certain exceptions. The consent decree was approved and entered by the U.S. federal district court in the District of Columbia on 22 October 2018. Unless the court grants an extension, the consent decree will expire on 20 July 2026 (ten (10) years after the U.S. Department of Justice filed its complaint); however, the consent decree may be terminated at any time after 22 October 2023 upon notice by the U.S. Department of Justice to the court that continuation of the consent decree is no longer necessary or in the public interest. Our compliance with our obligations under the settlement agreement is monitored by the U.S. Department of Justice and the Monitoring Trustee appointed by it. Were we to fail to fulfill our obligations under the settlement, whether intentionally or inadvertently, we could be subject to monetary fines or other penalties. Our obligations under the settlement agreement may also adversely impact our U.S. operations.

In other jurisdictions, we were required to make certain divestitures and to fulfill a number of other commitments as a condition to receiving regulatory clearance for the combination with SAB, and we continue the process of fulfilling these commitments. For more information on commitments related to the combination with SAB, see “—We are exposed to antitrust and competition laws in certain jurisdictions and the risk of changes in such laws or in the interpretation and enforcement of existing antitrust and competition laws. In addition, in connection with our previous acquisitions, various regulatory authorities have previously imposed conditions with which we are required to comply.”

#### 4. Market Risks

*We are exposed to developing market risks, including the risks of devaluation, nationalization and inflation.*

A substantial proportion of our operations are carried out in developing markets, representing approximately 60.1% of our 2022 revenue, which include Argentina, Bolivia, Botswana, Brazil, Chile, China, Colombia, Dominican Republic, Ecuador, El Salvador, Guatemala, Honduras, India, Mexico, Mozambique, Nigeria, Panama, Paraguay, Peru, South Africa, Tanzania, Uganda, Uruguay, Vietnam and Zambia.

Our operations in these markets and equity investments in developing markets are subject to the usual risks of operating in developing countries, which include political instability or insurrection, human rights concerns, external interference, financial risks, changes in government policy, political and economic changes, changes in the relations between countries, actions of governmental authorities affecting trade and foreign investment, regulations on repatriation of funds, interpretation and application of local laws and regulations, enforceability of intellectual property and contract rights, local labor conditions and regulations, lack of upkeep of public infrastructure, potential political and economic uncertainty, application of exchange controls, nationalization or expropriation, empowerment legislation and policy, corrupt business environments, crime and lack of law enforcement. Such factors could affect our results by causing interruptions to our operations or by increasing the costs of operating in those countries or by limiting our ability to repatriate profits from those countries. The financial risks of operating in developing markets also include risks of illiquidity, inflation (for example, Brazil and Argentina have periodically experienced extremely high rates of inflation), devaluation (see “—Fluctuations in foreign currency exchange rates may lead to volatility in our results of operations.”) (for example, the Brazilian, Argentine, Colombian, Peruvian, Turkish and several African currencies have been devalued frequently during the last several decades), price volatility, currency convertibility and country default.

Continued deterioration of the Argentine economy, or new foreign exchange, export repatriation or expropriation regimes could adversely affect our ability to access funds from Argentina, our financial condition and operating results. Further devaluations of the Argentine peso (or the functional currencies of other of our operations) in the future, if any, may also decrease our net assets in Argentina (and other of our operations), with a balancing entry in our equity. For further discussion of the risks imposed by hyperinflation in Argentina, see “—Fluctuations in foreign currency exchange rates may lead to volatility in our results of operations.”

These various factors could adversely impact our business, results of operations and financial condition. Moreover, the economies of developing countries are often affected by developments in other developing market countries and, accordingly, adverse changes in developing markets elsewhere in the world could have a negative impact on the markets in which we operate. For example, any adverse economic developments in China may have a significant impact on economies elsewhere in the world. Due to our geographic mix, these factors could affect us more than certain of our competitors, and any general decline in developing markets as a whole could impact us disproportionately compared to our competitors with less exposure to developing markets.

*Competition and changing consumer preferences could lead to a reduction in our margins, increase costs and adversely affect our profitability.*

We compete with both brewers and other drinks companies and our products compete with other beverages. Globally, brewers, as well as other players in the beverage industry, compete mainly on the basis of brand image, price, quality, distribution networks and customer service. Consolidation has significantly increased the capital base and geographic reach of our competitors in some of the markets in which we operate, and competition is expected to increase further as the trend towards consolidation among companies in the beverage industry continues.

Concurrently, competition in the beverage industry is expanding and the market is becoming more fragmented, complex and sophisticated as consumer preferences and tastes change. Such preferences can change rapidly and in unpredictable ways due to a variety of factors, including changes in prevailing economic conditions, changing social trends and attitudes regarding alcohol beverages, changes in leisure activity patterns or negative publicity resulting from regulatory action or litigation against us or comparable companies. Furthermore, developments in the regulatory frameworks governing the usage of cannabis could result in shifts in consumer preference and the impact that cannabis legalization could have on alcohol sales remains unclear.



Competition with brewers and producers of alternative beverages in our various markets and an increase in the purchasing power of players in our distribution channels could cause us to reduce pricing, increase capital investment, increase marketing and other expenditures and/or prevent us from increasing prices to recover higher costs, thereby causing us to reduce margins or lose market share. Further, we may not be able to anticipate or respond adequately either to changes in consumer preferences and tastes or to developments in new forms of media and marketing. Innovation faces inherent risks, and the new products we introduce may not be successful, while competitors may be able to respond more quickly than we can to emerging trends, such as the increasing consumer preference for “craft beers” produced by microbreweries and the growth of the hard seltzer category in certain markets. In recent years, many industries have seen disruption from non-traditional producers and distributors, in many cases, due to a rapidly evolving digital landscape. Our business could be negatively affected if we are unable to anticipate changing consumer preferences for digital platforms or fail to continuously strengthen and evolve our capabilities in digital commerce and marketing.

## **5. Legal and Regulatory Risks**

*If any of our products is defective or found to contain contaminants, we may be subject to product recalls or other associated liabilities.*

Despite the precautions we take, in the event that any failure to comply with accepted food safety and regulatory standards (such as a contamination or a defect) does occur in the future, it may lead to business interruptions, product recalls or liability, each of which could have an adverse effect on our business, reputation, prospects, financial condition and results of operations.

Although we maintain insurance against certain product liability (but not product recall) risks in certain markets, we may not be able to enforce our rights in respect of these policies, and, in the event that contamination or a defect occurs, any amounts that we recover may not be sufficient to offset any damage we may suffer, which could adversely impact our business, results of operations and financial condition.

*Negative publicity regarding perceived health risks, failure to provide safe working environments and associated government regulation may harm our business.*

In recent years, there has been public and political attention directed at the soft drinks and alcohol beverage industries. This attention is the result of an increasing emphasis on health and well-being.

The global policy framework shaping the regulatory space for our products has evolved, and will likely continue to evolve, and the expectations of our stakeholders will continue to increase. We welcome the opportunity to reduce the harmful use of alcohol. Despite the progress made on our Smart Drinking Goals, we may be criticized and experience an increase in the number of publications and studies debating our efforts to reduce the harmful consumption of alcohol, as advocates try to shape the public discussions.

We may also be subject to laws and regulations aimed at reducing the affordability or availability of beer in some of our markets. Additional regulatory restrictions on our business, such as those on the legal minimum drinking age, product labeling, opening hours or marketing activities (including the marketing or selling of beer at sporting events), may cause the social acceptability of beer to decline significantly and consumption trends to shift away from it, which would have a material adverse effect on our business, financial condition and results of operations.

Our operations also subject us to risks arising from labor practices, work conditions and employee health and safety. Negative publicity and campaigns by activists, whether or not warranted, connecting us, our supply chain or our business partners with workplace and human rights issues, whether actual or perceived, could adversely impact our reputation and may cause our business to suffer. We have adopted policies making a number of commitments to respect human rights, including our commitment to the principles and guidance contained in the UN Guiding Principles on Business and Human Rights. Allegations, even if untrue, that we are not respecting our commitments or actual or perceived failure by our suppliers or other business partners to comply with applicable workplace and labor laws, including child labor laws, or their actual or perceived abuse or misuse of migrant workers could negatively affect our reputation and brand image and may adversely affect our business.

***We are exposed to the risk of litigation, claims and disputes, which may cause us to pay significant damage awards and incur other costs.***

We are now and may in the future be party to legal proceedings and claims and significant damages may be asserted against us. See “Item 8. Financial Information—A. Consolidated Financial Statements and Other Financial Information—Legal and Arbitration Proceedings” and “Item 5. Operating and Financial Review—G. Contractual Obligations and Contingencies—Contingencies” and note 29 to our audited consolidated financial statements as of 31 December 2022 and 2021, and for the three years ended 31 December 2022, for a description of certain material contingencies which we believe are reasonably possible (but not probable) to be realized. Given the inherent uncertainty of litigation, it is possible that we might incur liabilities as a consequence of the proceedings and claims brought against us, including those that are not currently believed by us to be reasonably possible.

Moreover, companies in the alcohol beverage industry and soft drink industry – including our operations – are, from time to time, exposed to collective suits (class actions) or other litigation relating to alcohol advertising, alcohol abuse problems or health consequences from the excessive consumption of beer, other alcohol beverages and soft drinks. As an illustration, we and certain other beer and other alcohol beverage producers from Brazil, Canada, Europe and the United States have been involved in class actions and other litigation seeking damages for, among other things, alleged marketing of alcohol beverages to underage consumers. If any of these types of litigation were to result in fines, damages or reputational damage to us or our brands, this could have a material adverse effect on our business, results of operations, cash flows or financial position. See “Item 8. Financial Information—A. Consolidated Financial Statements and Other Financial Information—Legal and Arbitration Proceedings.”

***We could incur significant costs as a result of compliance with, and/or violations of or liabilities under, various regulations that govern our operations.***

Our business is highly regulated in many of the countries in which we or our licensed third parties operate. The regulations adopted by the authorities in these countries govern many parts of our operations, including brewing, marketing and advertising (in particular to ensure our advertising is directed to individuals of legal drinking age), consumer promotions and rebates, environmental protection, workplace safety, transportation, distributor relationships, retail execution, sales and data privacy. We may be subject to claims that we have not complied with existing laws and regulations, which could result in fines and penalties or loss of operating licenses, which may have a material adverse impact on our ability to operate our businesses in these markets.

We are also routinely subject to new or modified laws and regulations with which we must comply in order to avoid claims, fines and other penalties, which could adversely impact our business, results of operations and financial condition. Breach of any of these laws or regulations can lead to significant fines and/or damage to our reputation, as well as significantly restrict our ability to deliver on our digital productivity and growth plans.

We may also be subject to laws and regulations aimed at reducing the availability of beer and other alcohol beverage products in some of our markets to address alcohol abuse and other social issues. See “—Negative publicity regarding perceived health risks, failure to provide safe working environments and associated government regulation may harm our business.” There can be no assurance that we will not incur material costs or liabilities in connection with compliance with applicable regulatory requirements, or that such regulation will not interfere with our beer, other alcohol beverage and soft drinks businesses.

For further detail regarding common regulations and restrictions on us, see “Item 4. Information on the Company—B. Business Overview—11. Regulations Affecting Our Business” and “Item 5. Operating and Financial Review—A. Key Factors Affecting Results of Operations—Governmental Regulations.”

***We may be subject to adverse changes in taxation and other tax-related risks.***

Taxation on our products in the countries in which we operate is comprised of different taxes specific to each jurisdiction, such as excise and other indirect taxes (such as value-added tax (“VAT”)). In many jurisdictions, these taxes make up a large proportion of the cost of beer charged to consumers. Increases in excise and other indirect taxes applicable to our products either on an absolute basis or relative to the levels applicable to other beverages tend to adversely affect our revenue or margins. These increases also adversely affect the affordability of our products and our profitability. In recent years, South Africa, Brazil and India, among others, increased beer excise taxes. Tax increases can result in significant price increases and have a significant impact on our sales of beer. See “—Negative publicity regarding perceived health risks, failure to provide safe working environments and associated government regulation may harm our business.”

In addition to excise taxes, additional charges may be levied in relation to tax stamps and other forms of fiscal marking. In recent years, we have seen a strong pressure to introduce costly and ineffective fiscal marking systems in several African markets. The cost of these marking schemes could adversely affect our businesses in the relevant countries (including their profitability).

In addition to excise and other indirect duties, we are subject to income and other taxes in the countries in which we operate. There can be no assurance that the operations of our breweries and other facilities will not become subject to increased taxation by local, national or foreign authorities or that we and our subsidiaries will not become subject to higher corporate income tax rates or to new or modified taxation regulations and requirements, including potential changes in Brazil. For example, in response to the increasing globalization and digitalization of trade and business operations, the Organization for Economic Co-operation and Development (“OECD”) has been working on international tax reform as an extension of its Base Erosion and Profit Shifting project. The reform initiative incorporates a two-pillar approach: Pillar One, which is focused on the re-allocation of some of the taxable profits of multinational enterprises to the markets where consumers are located; and Pillar Two, which is focused on establishing a global minimum corporate taxation rate. In June 2021, the finance ministers of the G7 nations announced an agreement on the principles of the two pillar approach. Subsequently, in October 2021, the OECD/G20 Inclusive Framework announced that 136 countries and jurisdictions had joined an agreement on the two-pillar approach, including the establishment of a global minimum corporate tax rate of 15%. In December 2021, the OECD published detailed rules to assist in the implementation of Pillar Two. In December 2022 the EU Council announced that EU Member States had reached an agreement to implement the minimum tax component (Pillar Two) of OECD’s global international tax reform initiative effective 1 January 2024. EU Member States are now obliged to adopt these new rules into their domestic legislation by no later than 31 December 2023.

Furthermore, on 16 August 2022, U.S. President Biden approved the Inflation Reduction Act (the “IRA”), whereunder US companies that report over USD 1 billion in profits to shareholders are subject to a 15% minimum tax based on book income. Changes in tax treaties, the introduction of new legislation or updates to existing legislation in countries in which we operate, or changes to regulatory interpretations of existing legislation as a result of the OECD tax reform initiatives, the IRA or similar proposals could impose additional taxes on businesses and increase the complexity, burden and cost of tax compliance in countries where we operate.

***We are exposed to antitrust and competition laws in certain jurisdictions and the risk of changes in such laws or in the interpretation and enforcement of existing antitrust and competition laws. In addition, in connection with our previous acquisitions, various regulatory authorities have previously imposed conditions with which we are required to comply.***

We are subject to antitrust and competition laws in the jurisdictions in which we operate. Consequently, we may be subject to regulatory scrutiny in certain of these jurisdictions. For instance, in June 2016, the European Commission announced an investigation into alleged abuse of a dominant position by us in Belgium, and on 13 May 2019 published a decision concluding that certain of our actions restricted competition. For more information regarding antitrust investigations involving the Company, please see “Item 8. Financial Information—A. Consolidated Financial Statements and Other Financial Information—Legal and Arbitration Proceedings—Anheuser-Busch InBev SA/NV—Antitrust Matters”. In addition, our Brazilian subsidiary, Ambev, is subject to regulatory scrutiny from antitrust authorities in Brazil, Argentina, Bolivia, Uruguay, Panama, the Dominican Republic and other countries where it operates, and has been, and may in the future be, involved in proceedings

initiated by Brazilian antitrust authorities, clients, competitors and other third parties alleging violations of antitrust laws. The United States Department of Treasury has issued a report on the United States alcohol industry containing a variety of recommendations for regulatory or legislative action, some of which, if adopted, could have an adverse effect on our business in the United States. There can be no assurance that the introduction of new competition laws in the jurisdictions in which we operate, the interpretation of existing antitrust or competition laws or competition laws related to digital platforms, the enforcement of existing antitrust or competition laws or competition laws related to digital platforms by competent authorities or civil antitrust litigation by private parties, or any agreements with competent antitrust or competition authorities, against us or our subsidiaries, including Ambev, will not affect our business or the businesses of our subsidiaries in the future or have a financial impact.

In addition, divestitures and other commitments made in order to obtain regulatory approvals, or our failure to comply with such commitments, may have an adverse effect on our business, results of operations, financial condition and prospects. These or any conditions, remedies or changes also reduce the price we are able to obtain for such disposals or imposing additional costs on or limiting our revenues, any of which might have a material adverse effect on us and our results of operations.

***If we do not successfully comply with applicable anti-corruption laws, export control regulations and trade restrictions, we could become subject to fines, penalties or other regulatory sanctions, as well as to adverse press coverage, which could cause our reputation, our sales or our profitability to suffer.***

We operate our business and market our products in markets that, as a result of political, societal and economic instability, a lack of well-developed legal systems and potentially corrupt business environments, present us with political, economic and operational risks. Although we are committed to conducting business in a legal and ethical manner in compliance with local and international laws and regulations applicable to our business, there is a risk that management, employees or other representatives of our subsidiaries, affiliates, associates, joint ventures or other business interests may take actions that violate applicable anti-corruption laws and regulations, including applicable laws relating to the 1997 OECD Convention on Combating Bribery of Foreign Public Officials in International Business Transactions, the U.S. Foreign Corrupt Practices Act (the “FCPA”), the U.K. Bribery Act and Brazilian Federal Law No. 12,846/13 (an anti-bribery statute that took effect in January 2014). Such actions could expose us to potential liability and the costs associated with investigating potential misconduct. In addition, any press coverage associated with misconduct under these laws and regulations, even if unwarranted or baseless, could damage our reputation and sales.

Additionally, in the ordinary course of business, we regularly contract and deal with business partners and consulting firms. Some of these third parties have been managed or controlled by former government officials. Because Brazilian authorities are conducting ongoing investigations that target certain firms and business partners that Ambev previously engaged, Ambev has been cited as clients in connection with such investigations.

In the third quarter of 2019, there were news reports regarding alleged leaks of statements about Ambev by a former consultant, Mr. Antonio Palocci, in a legal procedure to which Ambev subsequently had access. In this regard, we have not identified evidence supporting Mr. Palocci’s claims of illegal conduct by Ambev and remain committed to monitoring this matter.

As a global brewer, we also operate our business and market our products in countries that may be subject to export control regulations, embargoes, economic sanctions and other forms of trade restrictions imposed by the United States, the European Union, the United Nations and other participants in the international community. In addition, certain of our associates also operate their business and market their products in countries subject to trade restrictions. For example, Anadolu Efes has an indirect interest in a Syrian soft drinks bottler. Furthermore, our subsidiary Ambev operates a joint venture in Cuba with the Government of Cuba. See “—Our subsidiary Ambev operates a joint venture in Cuba, in which the Government of Cuba is its joint venture partner. Cuba remains subject to comprehensive economic and trade sanctions by the United States and Ambev’s operation in Cuba may adversely affect our reputation and the liquidity and value of our securities.”

In connection with the ongoing conflict between Russia and Ukraine, the U.S. government, the European Commission and the authorities of certain other jurisdictions in which we operate, have imposed sanctions and other restrictive measures against Russia. See “—Our business, financial performance and results of operations have been, and may continue to be, adversely affected by the continuation and consequences of the ongoing conflict between Russia and Ukraine” for more information regarding sanctions imposed against Russia and Russia’s response thereto. New or expanded export control regulations, economic sanctions, embargoes or other forms of trade restrictions imposed on Russia, Syria, Cuba, Iran or other countries in which we or our associates do business may curtail our existing business and may result in serious economic challenges in these geographies, which could have an adverse effect on our associates’ operations, and may result in impairment charges on goodwill, other intangible assets or investments in associates.

Additionally, the global reach of our operations exposes us to risks associated with doing business globally, including changes in tariffs. The Office of the United States Trade Representative has enacted tariffs on certain imports into the United States from China. Additionally, the U.S. federal government continues to signal that it may alter trade agreements and terms between China and the United States, including limiting trade with China, imposing additional tariffs on imports from China and potentially imposing other restrictions on exports from China to the United States. Consequently, it is possible that additional or higher tariffs will be imposed on products imported from foreign countries, including China, or that our business will be adversely impacted by retaliatory trade measures taken by China or other countries in response to existing or future tariffs. These developments, or the perception that any of them could occur, may have a material adverse effect on global economic conditions and the stability of global financial markets, and may significantly reduce global trade, which in turn could have a material adverse effect on our business in one or more of our key markets and results of operations.

***Our subsidiary Ambev operates a joint venture in Cuba, in which the Government of Cuba is its joint venture partner. Cuba remains subject to comprehensive economic and trade sanctions by the United States and Ambev’s operations in Cuba may adversely affect our reputation and the liquidity and value of our securities.***

Cerbuco Brewing Inc., (“**Cerbuco**”), a subsidiary of our subsidiary Ambev, owns a 50% equity interest in Cervecería Bucanero S.A., a Cuban company in the business of producing and selling beer. Consequently, we indirectly own, through our subsidiary Ambev, a 50% equity interest in Cervecería Bucanero S.A. The remaining 50% equity interest is owned by the Government of Cuba. Cervecería Bucanero S.A. is operated as a joint venture in which Cerbuco appoints the general manager. In 2021, Cerbuco initiated arbitration proceedings regarding potential breach of certain obligations relating to the joint venture. For more information regarding the arbitration proceedings, please see “Item 8. Financial Information—A. Consolidated Financial Statements and Other Financial Information—Legal and Arbitration Proceedings—Ambev and its Subsidiaries—Cerbuco Brewing Arbitration”.

Cervecería Bucanero S.A.’s main brands are Bucanero and Cristal. In 2022, Cervecería Bucanero S.A. sold 0.7 million hectoliters of beer, representing about 0.1% of our global volume of 595 million hectoliters for the year. Although Cervecería Bucanero S.A.’s production is primarily sold in Cuba, a small portion of its production is exported to and sold by certain distributors in other countries outside Cuba (but not in the United States).

Based on U.S. foreign policy, the U.S. Treasury Department’s Office of Foreign Assets Control and the U.S. Commerce Department together administer and enforce broad and comprehensive economic and trade sanctions against Cuba. Although our operations in Cuba through our subsidiary Ambev are quantitatively immaterial, our overall business reputation may suffer or we may face additional regulatory scrutiny as a result of our activities in Cuba based on the identification of Cuba as a target of U.S. economic and trade sanctions. In addition, Title III of the Cuban Liberty and Democratic Solidarity (LIBERTAD) Act of 1996 (known as the “**Helms-Burton Act**”) authorizes private lawsuits for damages against anyone who traffics in property confiscated without compensation by the Government of Cuba from persons who at the time were, or have since become, nationals of the United States. Separately, Title IV of the Helms-Burton Act authorizes the U.S. Department of State to prohibit entry into the United States of non-U.S. persons who traffic in confiscated property, and corporate officers and principals of such persons, and their families. Since 2 May 2019, as a result of the activation of Title III of the Helms-Burton Act, we may be subject to potential U.S. litigation exposure, including claims accrued during the prior suspension of Title III of the Helms-Burton Act. It remains uncertain how the activation of Title III of the Helms-Burton Act will impact our U.S. litigation exposure. We have received notice of claims purporting to be made under the Helms-Burton Act.

## 6. Brand and Intellectual Property Risks

*We rely on the reputation of our brands and our marketing efforts may be restricted by regulations.*

Our success depends on our ability to maintain and enhance the image and reputation of our existing products and to develop a favorable image and reputation for new products. The image and reputation of our products may be affected in the future and concerns about product quality, even when unfounded, could tarnish the image and reputation of our products. An event, or series of events, that materially damages the reputation of one or more of our brands could have an adverse effect on the value of that brand and subsequent revenues from that brand or business. Restoring the image and reputation of our products may be costly and may not be possible.

Moreover, our marketing efforts are subject to restrictions on the permissible advertising style, media channels and messages used. In a number of countries, for example, television is a prohibited medium for advertising beer and other alcohol beverage products, and in other countries, television and other forms of advertising, while permitted, are carefully regulated by a number of advertising codes and applicable laws. Any additional restrictions in such countries, or the introduction of similar restrictions in other countries, may constrain our marketing activities and thus reduce the value of our brands and related revenues.

Any of the foregoing could have a material adverse effect on our business, financial condition and results of operations.

*We may not be able to protect our intellectual property rights, and our ability to compete effectively may be harmed if our intellectual property rights are infringed by third parties.*

Our future success depends significantly on our ability to protect our current and future brands and products and to defend our intellectual property rights, including trademarks, patents, domain names, trade secrets and know-how. We have been granted numerous trademark registrations and patents covering our brands and products and have filed, and expect to continue to file, trademark and patent applications seeking to protect newly developed brands and products. We cannot be sure that trademark and patent registrations will be issued with respect to any of our applications. There is also a risk that we could, by omission, fail to renew a trademark or patent on a timely basis or that our competitors will challenge, invalidate or circumvent any existing or future trademarks and patents issued to, or licensed by, us.

Although we have endeavored to take appropriate action to protect our portfolio of intellectual property rights (including patent applications, trademark registration, domain names and ongoing enforcement actions), we cannot be certain that the steps we have taken will be sufficient or that third parties will not infringe upon or misappropriate our proprietary rights. Moreover, some of the countries in which we operate offer less effective intellectual property protection than is available in Europe or the United States. If we are unable to protect our proprietary rights against infringement or misappropriation, it could have a material adverse effect on our business, results of operations, cash flows or financial condition and, in particular, on our ability to develop our business.

*An impairment of goodwill or other intangible assets would adversely affect our financial condition and results of operations.*

We have previously recognized significant goodwill on our balance sheet through acquisitions. For example, upon completion of the combination with SAB, we recognized USD 72.4 billion of incremental goodwill on our balance sheet.

Our accounting policy considers brands and distribution rights for our own products as intangible assets with indefinite useful lives, which are tested for impairment on an annual basis (or more often if an event or circumstance indicates that an impairment loss may have been incurred) and not amortized. As of 31 December 2022, our total goodwill amounted to USD 113.0 billion and our intangible assets with indefinite useful lives amounted to USD 37.7 billion. However, if our businesses do not develop as expected, we may be required to record future goodwill impairment charges which could have an adverse effect on our results of operations and financial conditions.

## 7. Other risks related to our business

*Climate change or other environmental concerns, or legal, regulatory or market measures to address climate change or other environmental concerns, may negatively affect our business or operations, including the availability of key production inputs.*

There is a growing concern that carbon dioxide and other greenhouse gases in the atmosphere may have an adverse impact on global temperatures, weather and precipitation patterns and the frequency and severity of extreme weather and natural disasters. In the event that such climate change has a negative effect on agricultural productivity, we may be subject to decreased availability or less favorable pricing for certain agricultural commodities necessary for our products, such as barley, hops and rice. In addition, social attitudes, customer preferences and investor sentiment are increasingly influenced by environmental, social and corporate governance (“ESG”) considerations, and as a result we may face pressure from our shareholders, regulators, suppliers, customers or consumers to further address ESG-related concerns which may require us to incur increased costs and expose us to regulatory inquiry or legal action.

Climate change may also subject us to water scarcity and quality risks due to the water required to produce our products, including water consumed in the agricultural supply chain. In the event that climate change leads to droughts or water over-exploitation or has a negative effect on water availability or quality, the price of water may increase in certain areas and certain jurisdictions may adopt regulations restricting the use of water or enact other unfavorable changes to applicable water-related taxes and regulations. Such measures, if adopted, could lead to increased regulatory pressures, production costs or capacity constraints. In addition, governmental authorities in various countries have proposed, and are likely to continue to propose, legislative and regulatory initiatives to reduce or mitigate the impacts of climate change on the environment. Public expectations for reductions in greenhouse gas emissions or adoption of legal and regulatory requirements designed to address climate change could result in increased energy, transportation and raw material costs and may require us to make additional investments in facilities and equipment. We have announced our 2025 Sustainability Goals focused on smart agriculture, water stewardship, circular packaging and climate action and our ambition to achieve net zero emissions across our value chain by 2040, which require ongoing investment, and there is no assurance that we will achieve any of these goals or that our initiatives will achieve their intended outcomes. If we fail to achieve these goals for any reason, there is a risk of reputational damage. As a result, the effects of climate change could have a long-term, material adverse impact on our business and results of operations.

Our ESG reporting considers key non-financial indicators and guidance from frameworks such as the Global Reporting Initiative (GRI) Standards, the Sustainability Accounting Standards Board (SASB), the United Nations (UN) Guiding Principles reporting framework, CDP Water and Climate, the Task Force on Climate-related Financial Disclosure (TCFD) and the relevant United Nations Sustainable Development Goals (SDGs). We are required to report greenhouse gas emissions, energy data and other related information to a variety of entities, and to comply with the wider obligations of the European Union Emissions Trading Scheme. In addition, regulators in various jurisdictions, including Europe and the U.S., have focused efforts on increased disclosures related to ESG matters, including climate change and mitigation efforts, and these regulations (if adopted) could expand the nature, scope and complexity of matters that we are required to control, assess and report and we may be required to make additional investments and implement new practices and reporting processes, all entailing additional compliance risk. Disparate and evolving standards for identifying, measuring, and reporting ESG metrics, including ESG-related disclosures that may be required by the SEC, European and other regulators, could significantly increase compliance burdens and associated regulatory and reporting costs and complexity. If we are unable to measure, track and disclose information accurately and in a timely manner, we could be subject to civil penalties for non-compliance in the various jurisdictions in which we operate. In addition, the need for us to comply with the European Union Emissions Trading Scheme could result in increased operational costs if we are unable to meet our compliance obligations and exceed our emission allocations.

Our operations are subject to environmental regulations by national, state and local agencies, including, in certain cases, regulations that impose liability without regard to fault. These regulations can result in liability that might adversely affect our operations. The environmental regulatory climate in the markets in which we operate is becoming stricter, with a greater emphasis on enforcement. While we have continuously invested in reducing our environmental risks and budgeted for future capital and operating expenditures to maintain compliance with environmental laws and regulations, there can be no assurance that we will not incur a substantial environmental liability or that applicable environmental laws and regulations will not change or become more stringent in the future.

***We are exposed to the risk of labor strikes and disputes that could lead to a negative impact on our costs and production level.***

Our success depends on maintaining good relations with our workforce. In several of our operations, a majority of our workforce is unionized. For instance, a majority of the hourly employees at our breweries in several key countries in different geographies are represented by unions. Our production may be affected by work stoppages or slowdowns as a result of disputes under existing collective labor agreements with labor unions. We may not be able to satisfactorily renegotiate our collective labor agreements when they expire and may face more difficult negotiations or higher wage and benefit demands. Furthermore, a work stoppage or slowdown at our facilities could interrupt the transport of raw materials from our suppliers or the transport of our products to our customers. Such disruptions could put a strain on our relationships with suppliers and customers and may have lasting effects on our business even after the disputes with our labor force have been resolved, including as a result of negative publicity.

Our production may also be affected by work stoppages or slowdowns that affect our suppliers, distributors and retail delivery/logistics providers as a result of disputes under existing collective labor agreements with labor unions, in connection with negotiations of new collective labor agreements, or as a result of financial distress of our suppliers.

A strike, work stoppage or slowdown within our operations or those of our suppliers, or an interruption or shortage of raw materials for any other reason (including, but not limited to, financial distress, natural disaster or difficulties affecting a supplier) could have a material adverse effect on our earnings, financial condition and ability to operate our business.

Our United States organization has approximately 5,766 hourly brewery workers represented by the International Brotherhood of Teamsters. Their compensation and other terms of employment are governed by collective bargaining agreements negotiated between us and the Teamsters. Our current agreement with Teamsters will expire on 29 February 2024.

***Cybersecurity incidents and other disruptions to our information and operational technology systems, or in our supply chain, could damage our reputation and we could suffer a loss of revenue, incur substantial additional costs and become subject to litigation and regulatory scrutiny.***

We rely on information and operational technology systems, networks and services (“**information systems**”) to support our business processes and activities, including procurement and supply chain, manufacturing, sales, human resources management, distribution and marketing. We rely on information systems, including through services operated or maintained by third parties, to collect, process, transmit and store large amounts of electronic data, including, but not limited to, sensitive, confidential or personal information of customers and consumers, to enable the operation and management of our business, including, but not limited to, internal and external communications, to provide services and to manufacture and distribute the products that we sell. E-commerce, including direct sales to customers and consumers, has become increasingly integrated in our operations and contributes significantly to our sales and revenues. For more information regarding our digital commerce activities, please see “Item 4. Information on the Company—B. Business Overview—2. Principal Activities and Products—Growth Business”. Like most major corporations, our information systems may be vulnerable to a variety of threats that can compromise the confidentiality, integrity or availability of our data or information systems, including, but not limited to, natural disasters, physical attacks, telecommunications failures, unintentional or malicious actions of employees or contractors, computer viruses, hackers, phishing attempts, cyber-attacks, malware and ransomware attacks. Additionally, digitization initiatives, such as those related to e-commerce, fintech and direct sales, that increase the amount of information that we process and maintain increase our potential exposure to a security incident impacting our information systems. Unauthorized or accidental access to, or destruction, loss, alteration, disclosure, misuse or unavailability of, information systems could result in operational and supply chain disruptions, violations of data privacy laws and regulations, legal claims or proceedings, regulatory penalties, damage to our reputation or our competitive advantage, inability to meet contractual obligations, loss of opportunities to acquire or divest businesses or brands and loss of ability to commercialize products developed through research and



development efforts and, therefore, could have a negative impact on net operating revenues. More generally, technology disruptions can have a material adverse effect on our business, results of operations, cash flows or financial condition. The risks associated with informational and operational technology incidents have increased in recent years given the increased prevalence of remote work arrangements, and may be further heightened by geopolitical tensions and conflicts, such as the ongoing conflict between Russia and Ukraine.

We rely on relationships with third parties, including suppliers, distributors, contractors, joint venture partners and other external business partners, for certain functions or for services in support of our operations. We have also entered into various information technology services agreements pursuant to which our information technology is partially outsourced to third-party vendors, and we may share information about our company, customers, operations and employees with vendors that assist with certain aspects of our business. Like us, these third parties are exposed to the risks related to cybersecurity attacks and other disruptions to information systems and are subject to a variety of threats that can compromise the confidentiality, integrity or availability of data or information systems, including their own and those of others on which they rely. Security processes, protocols and standards that we have implemented and contractual provisions requiring security measures that we may have sought to impose on such third parties may not be sufficient or effective at mitigating these threats, which could result in unauthorized access or disruptions to, or misuse of, information systems or data that are important to our business, including proprietary, sensitive or confidential data. More generally, disruptions to the information systems of our third party partners, and those of others on which they rely, may have an adverse effect on our business, results of operations, cash flows or financial condition.

In addition, our reliance on shared services centers for an increasing number of services important to conducting our business, including accounting, internal control, human resources and IT services, means that any technology disruption could impact a large portion of our business within the operating regions served. Any changes to or transitions of processes to, from or within shared services centers could lead to business disruptions, loss of sensitive or confidential data, and other harms. If we do not allocate and effectively manage the resources necessary to build and sustain the proper technology infrastructure, we could be subject to transaction errors, processing inefficiencies, the loss of, or failure to attract new customers, lost revenues resulting from the disruption or shutdown of computer systems, unexpected failure of devices and software in use by our IT platforms, operations or supply chain disruptions, alteration, corruption or loss of accounting financial or other data on which we rely for financial reporting and other purposes, which could cause errors or delays in our financial reporting, or the loss of or damage to intellectual property.

U.S. and foreign regulators have also increased their focus on cyber security vulnerabilities and risks. Compliance with, and changes to, laws and regulations concerning privacy, cybersecurity, and data protection, could result in significant expense, and we may be required to make additional investments in security technologies. Our third-party partners also increasingly demand rigorous contractual provisions regarding privacy, cyber security, data governance, data protection and confidentiality, which may also increase our overall compliance burden.

We take various actions with the aim of minimizing the likelihood and impact of cybersecurity attacks and other disruptions to our information systems, such as investing in modern cyber defense solutions, proceeding with internal and external assessments, building and implementing business continuity plans and reviewing risk management processes. Regardless of such measures, we may suffer financial and reputational damage because of the impact of any such incident, including business disruption, an inability to meet contractual obligations or lost or misappropriated confidential information belonging to us, our current or former employees, our customers or suppliers, or consumers or other data subjects. As a result of any such incident, we may also become exposed to legal action and increased regulatory oversight. We could also be required to spend significant financial and other resources to investigate and remedy the damage caused by a security breach or to repair or replace networks and information systems.

While we continue to invest in prevention, detection, and response systems, no information system can be entirely free of vulnerability to attack, failure, or compromise. During the normal course of business, we have experienced and continue to expect to experience attempted breaches of our information systems and other cybersecurity incidents from time to time. In 2022, as in previous years, we experienced several cybersecurity incidents and other disruptions to our information systems. None of these incidents and systems disruptions, including those reported to us by our third-party partners, had a material impact on our business or operations or resulted in material unauthorized access to our data or our customers' data.

*If we fail to comply with personal data protection laws, we could be subject to adverse publicity, government enforcement actions and/or private litigation, which could negatively affect our business and operating results.*

In the ordinary course of our business, we receive, process, transmit and store information relating to identifiable individuals (“**personal data**”), such as employees, customers and consumers. As a result, we are subject to various laws and regulations relating to personal data. These laws have been subject to frequent changes, and new legislation in this area may be enacted in other jurisdictions at any time. For example, we have data processing activities that are subject to the General Data Protection Regulation adopted in the EU, the California Consumer Privacy Act, the Personal Information Protection Law of the People’s Republic of China and the General Personal Data Protection Law adopted in Brazil, among others. Any changes to existing personal data protection laws and the introduction of such laws in other jurisdictions, have subjected and may continue in the future to subject us to, among other things, additional costs and expenses and have required and may in the future require costly changes to our business practices and security systems, policies, procedures and practices. There is no assurance that our security and privacy controls over personal data, the training of employees and vendors on data privacy and data security, and the policies, procedures and practices we implemented or may implement in the future will prevent the improper disclosure of personal data. Improper disclosure of personal data and any other violations of personal data protection laws could harm our reputation, subject us to government enforcement actions (including fines and data processing restrictions) or result in private litigation against us, which could negatively affect our business and operating results.

## **8. General Risks**

*Natural and other disasters, including public health crises and global pandemics, could disrupt our operations.*

Our business and operating results could be negatively impacted by natural, social, technical or physical risks such as a widespread health emergency such as the COVID-19 pandemic (or concerns over the possibility of such an emergency), earthquakes, extreme weather conditions, hurricanes, typhoons, flooding, fire, water scarcity, power loss, loss of water supply, telecommunications and information technology system failures, cyberattacks, labor disputes, political instability, military conflict and uncertainties arising from terrorist attacks, including a global economic slowdown, the economic consequences of any military action and associated political instability.

In recent years, our business, financial condition, cash flows and operating results have been negatively impacted by the COVID-19 pandemic. While most countries around the world have removed or reduced the restrictions implemented in response to the COVID-19 pandemic, the extent to which the COVID-19 pandemic may continue to impact our financial condition and operations depends on factors beyond our control. The emergence of new variants may result in new restrictions in regions and countries where we operate, lead to further economic uncertainty and heighten many of the other risks described in this Form 20-F.

*We may not be able to recruit or retain key personnel.*

In order to develop, support and market our products, we must hire and retain skilled employees with particular expertise. The implementation of our strategic business plans could be undermined by a failure to recruit or retain key personnel or the unexpected loss of senior employees, including in acquired companies.

We face various challenges inherent in the management of a large number of employees across diverse geographical regions. It is not certain that we will be able to attract or retain key employees and successfully manage them, which could disrupt our business and have an unfavorable material effect on our financial position, income from operations and competitive position.

*Our insurance coverage may not be sufficient to protect us from material liabilities.*

We purchase insurance for director and officer liability and other coverage where required by law or contract or where considered to be in our best interest. Even though we maintain these insurance policies, we self-insure most of our insurable risk. Should an uninsured loss or a loss in excess of insured limits occur, this could adversely impact our business, results of operations and financial condition.

#### **Risks Related to Our Ordinary Shares and American Depositary Shares**

*The market price of our Ordinary Shares and ADSs may be volatile.*

The market price of our Ordinary Shares and ADSs may be volatile as a result of various factors, many of which are beyond our control. These factors include, but are not limited to, the following:

- market expectations for our financial performance;
- actual or anticipated fluctuations in our results of operations and financial condition;
- changes in the estimates of our results of operations by securities analysts;
- the conversion of Restricted Shares into Ordinary Shares, the Restricted Shares having become so convertible since 11 October 2021 (see “Item 10—Additional Information—B. Memorandum and Articles of Association and Other Share Information—Form and Transferability of Our Shares—Restricted Shares—Conversion into Ordinary Shares”);
- potential or actual sales of blocks of our Ordinary Shares (including those converted from Restricted Shares) or ADSs in the market by any shareholder or short selling of our Ordinary Shares or ADSs. Any such transaction could occur at any time or from time to time, with or without notice;
- the entry of new competitors or new products in the markets in which we operate;
- volatility in the market as a whole or investor perception of the beverage industry or of our competitors;
- investor perception of the impact of the combination with SAB on us and our shareholders; and
- the occurrence of any of the matters discussed in the risk factors mentioned in this section.

The market price of our Ordinary Shares and ADSs may be adversely affected by any of the preceding or other factors regardless of our actual results of operations and financial condition. See also “—Future equity issuances may dilute the holdings of current shareholders or ADS holders and any such offerings by us or any large sales by our shareholders could materially affect the market price of our Ordinary Shares or ADSs”.

Furthermore, we have entered into a series of derivative contracts on our own shares to hedge (1) the risk arising from certain share-based payment programs, (2) the deferred share instrument related to the Grupo Modelo combination and (3) some share-based payments in connection with the acquisition of SAB. Most of these derivative instruments could not qualify for hedge accounting and thus changes in the fair value of the hedges are recognized in our profit or loss account for the period. See “Item 11. Quantitative and Qualitative Disclosures About Market Risk — Market Risk, Hedging and Financial Instruments — Equity Price Risk”. As we currently hedge the exposure for an equivalent of 100.5 million of our shares, a significant change in our share price will have a significant impact on our profit or loss account.

***Our largest shareholder may use its significant interest to take actions not supported by our other shareholders.***

As of 31 December 2022, our largest shareholder, Stichting Anheuser-Busch InBev (the “**Stichting**”), owned 33.42% of our voting rights (and the Stichting and certain other entities acting in concert with it (within the meaning of the Belgian Law of 1 April 2007 on public takeover bids and/or the Belgian Law of 2 May 2007 on the disclosure of significant shareholdings in issuers whose securities are admitted to trading on a regulated market and containing various provisions, implementing into Belgian law Directive 2004/109/CE (the “**Belgian Law of 2 May 2007 on the notification of significant shareholdings**”)) held, in aggregate, 42.44% of our voting rights), based on the number of shares outstanding on 31 December 2022, excluding the 35,455,836 treasury shares held by us and certain of our subsidiaries (see “Item 7. Major Shareholders and Related Party Transactions—A. Major Shareholders” and “Item 5. Operating and Financial Review—G. Contractual Obligations and Contingencies”). In accordance with our articles of association, the Stichting has the ability to effectively control the election of a majority of our board of directors, as a result of which, under Belgian law, the Stichting has control of us. The Stichting is also able to have a significant influence on the outcome of corporate actions requiring shareholder approval, including mergers, share capital increases and other extraordinary items. See “Item 10. Additional Information—B. Memorandum and Articles of Association and Other Share Information—Description of the Rights and Benefits Attached to Our Shares” for further information in this respect.

The interests and time horizons of the Stichting may differ from those of other shareholders. As a result of its influence on our business, the Stichting could prevent us from making certain decisions or taking certain actions that would protect the interests of our other shareholders. For example, this concentration of ownership may delay or prevent a change of control of Anheuser-Busch InBev SA/NV, even in the event that this change of control may benefit other shareholders generally. Similarly, the Stichting could prevent us from taking certain actions that would dilute its percentage interest in our shares, even if such actions would generally be beneficial to us and/or to other shareholders. These and other factors related to the Stichting’s holding of a significant interest in our shares may reduce the liquidity of our shares and ADSs and their attractiveness to investors.

***We may be unable to pay dividends.***

As a general matter, we cannot guarantee that we will pay dividends in the future. The payment of dividends will depend on factors such as our business outlook, cash flow requirements and financial performance, the state of the market and the general economic climate and other factors, including tax and other regulatory considerations. In particular, in light of the increased debt that resulted from completion of the combination with SAB, deleveraging remains a priority and may restrict the amount of dividends we are able to pay. In line with our financial discipline and deleveraging objectives, any recommended dividends will balance our capital allocation priorities and dividend policy. In addition, we must, under Belgian law and our articles of association, before we proceed with any dividend payment, allocate an amount equal to 5% of our annual net profit on an unconsolidated basis to a legal reserve in our unconsolidated financial statements until the reserve reaches 10% of our share capital, in accordance with Belgian accounting principles.

***Fluctuations in the exchange rate between the Euro, the South African rand, the Mexican peso and the U.S. dollar may increase the risk of holding our ADSs and Ordinary Shares.***

Our Ordinary Shares currently trade on Euronext Brussels in Euro and we have secondary listings of our shares on the Johannesburg Stock Exchange in South African rand and on the Mexican Stock Exchange (*Bolsa Mexicana de Valores*) in Mexican peso. Our ADSs trade on the New York Stock Exchange (“**NYSE**”) in U.S. dollars. Fluctuations in the exchange rate between the Euro, the South African rand, the Mexican peso and the U.S. dollar may result in temporary differences between the value of our Ordinary Shares trading in different currencies and between the value of our Ordinary Shares and ADSs, which may result in heavy trading by investors seeking to exploit such differences. Similarly, uncertainty over fiscal and budgetary challenges in the United States, Mexico, South Africa and/or Europe may negatively impact global economic conditions, and could trigger sharply increased trading and consequent market fluctuations, which would increase the volatility of, and may have an adverse effect upon, the price of our Ordinary Shares or ADSs.

In addition, as a result of fluctuations in the exchange rate between the U.S. dollar, the Euro, the South African rand and the Mexican peso, the U.S. dollar equivalent of the proceeds that a holder of our ADSs would receive upon the sale in Belgium, South Africa or Mexico of any shares withdrawn from the American Depositary Receipt (“ADR”) depository and the U.S. dollar equivalent of any cash dividends paid in Euro on our Ordinary Shares represented by the ADSs could also decline.

***Future equity issuances may dilute the holdings of current shareholders or ADS holders and any such offerings by us or any large sales by our shareholders could materially affect the market price of our Ordinary Shares or ADSs.***

We may in the future decide to offer additional equity to raise capital or for other purposes, in compliance with applicable Belgian legislation. Any such additional offering could reduce the proportionate ownership and voting interests of holders of our Ordinary Shares and ADSs, as well as our earnings per share or ADS and net asset value per share or ADS, and any offerings by us or our shareholders could have an adverse effect on the market price of our Ordinary Shares and ADSs.

We entered into a registration rights agreement requiring us to, in certain circumstances, register for resale under the Securities Act of 1933, as amended (the “**Securities Act**”), all registrable shares held by the holders of Restricted Shares (the “**Restricted Shareholders**”). As of 31 December 2022, Altria Group, Inc. and BEVCO Lux S.à R.L held 185,115,417 and 96,862,718 Restricted Shares, respectively, representing 9.33% and 4.88% of our outstanding shares as of 31 December 2022 (excluding treasury shares). Although the Restricted Shares were generally subject to certain holdback and suspension periods until 10 October 2021, the Restricted Shares, once they are converted to Ordinary Shares, are not subject to a “lock-up” or similar restriction under the registration rights agreement. As of 31 December 2022, 43,949,127 Restricted Shares have been converted into Ordinary Shares, on a one-for-one basis at the election of the holders.

Registration and sales of our Ordinary Shares will increase the number of shares being sold in the public market, could have an adverse effect on the market price of our Ordinary Shares and ADSs and may increase the volatility of the price of our Ordinary Shares and ADSs.

***Investors may suffer dilution if they are not able to participate in equity offerings, and our ADS holders may not receive any value for rights that we may grant.***

Our constitutional documents provide for preference rights to be granted to our existing shareholders unless such rights are disappplied by resolution of our shareholders’ meeting or the Board of Directors. Our shareholders’ meeting or our Board of Directors may disapply such rights in future equity offerings, while no preference rights apply to capital increases through contributions in kind. In addition, certain shareholders (including shareholders resident in, or citizens of, certain jurisdictions, such as the United States, Australia, Canada and Japan) may not be entitled to exercise such rights even if they are not disappplied unless the rights and related shares are registered or qualified for sale under the relevant legislative or regulatory framework. In particular, there can be no assurance that we will be able to establish an exemption from registration under the Securities Act and we are under no obligation to file a registration statement with respect to any such preferential subscription rights or underlying securities or to endeavor to have a registration statement declared effective under the Securities Act (other than as set out in the Registration Rights Agreement) (see “Item 10. Additional Information—C. Material Contracts—Material Contracts Related to the Acquisition of SAB — Registration Rights Agreement” for more information on the Registration Rights Agreement). As a result, there is the risk that investors may suffer dilution of their shareholding should they not be permitted to participate in preference right equity or other offerings that we may conduct in the future.

If rights are granted to our shareholders, but the ADR depository is unable to sell rights corresponding to shares represented by ADSs that are not exercised by, or distributed to, our ADS holders, or if the sale of such rights is not lawful or reasonably practicable, the ADR depository will allow the rights to lapse, in which case ADS holders will receive no value for such rights.

***ADS holders may not be able to exercise their right to vote the shares underlying our ADSs.***

Holders of ADSs may be entitled to exercise voting rights with respect to the Ordinary Shares represented by our ADSs only in accordance with the provisions of the deposit agreement (as amended from time to time, the “**Deposit Agreement**”), dated 30 June 2009, as amended from time to time, among AB InBev, The Bank of New York Mellon, as depositary, and the owners and holders of American Depositary Shares from time to time under the Deposit Agreement. The Deposit Agreement provides that, upon receipt of a notice of any meeting of holders of our Ordinary Shares, the depositary will, if we so request, distribute to the ADS holders a notice which shall contain (i) such information as is contained in the notice of the meeting sent by us, (ii) a statement that the ADS holder as of the specified record date shall be entitled to instruct the ADR depositary as to the exercise of voting rights and (iii) a statement as to the manner in which instructions may be given by the holders.

Under the Deposit Agreement, holders of ADSs may instruct the depositary to vote the shares underlying their ADSs, but they will only receive the notice described above if we ask the depositary to ask for their instructions. Otherwise, ADS holders will not be able to exercise their right to vote, unless they withdraw the Ordinary Shares underlying the ADSs they hold. However, ADS holders may not know about the meeting far enough in advance to withdraw those shares. If we ask for the instructions of ADS holders, the depositary, upon timely notice from us, will notify ADS holders of the upcoming vote and arrange to deliver our voting materials to them. We cannot guarantee ADS holders that they will receive the voting materials in time to ensure that they can instruct the depositary to vote their shares. In addition, the depositary and its agents are not responsible for failing to carry out voting instructions or for the manner of carrying out voting instructions. This means that ADS holders may not be able to exercise their right to vote, and there may be nothing they can do if the shares underlying their ADSs are not voted as requested.

***ADS holders may be subject to limitations on the transfer of their ADSs or the withdrawal of the underlying Ordinary Shares from the deposit facility.***

ADSs are transferable on the books of the ADR depositary. However, the ADR depositary may refuse to deliver, transfer or register transfers of ADSs generally when the books of the depositary are closed or if such action is deemed necessary or advisable by the depositary or by us because of any requirement of law or of any government or governmental body or commission or under any provision of the Deposit Agreement. Moreover, the surrender of ADSs and withdrawal of Ordinary Shares may be suspended subject to the payment of fees, taxes and similar charges or if we direct the depositary at any time to cease new issuances and withdrawals of our Ordinary Shares during periods specified by us in connection with shareholders’ meetings, the payment of dividends or as otherwise reasonably necessary for compliance with any applicable laws or government regulations.

***Shareholders may not enjoy under Belgian corporate law and our articles of association certain of the rights and protections generally afforded to shareholders of U.S. companies under U.S. federal and state laws and the NYSE rules.***

We are a public limited liability company incorporated under the laws of Belgium. Shareholders may not enjoy under Belgian corporate law and our articles of association certain of the rights and protections generally afforded to shareholders of U.S. companies under U.S. federal and state laws and the NYSE rules. The rights provided to our shareholders under Belgian corporate law and our articles of association differ in certain respects from the rights that you would typically enjoy as a shareholder of a U.S. company under applicable U.S. federal and/or state laws. In general, the Belgian Corporate Governance Code is a code of best practice applying to Belgian-listed companies on a non-binding basis. The Belgian Corporate Governance Code applies a “comply or explain” approach, i.e., companies may depart from the Belgian Corporate Governance Code’s provisions if, as required by law, they give a reasoned explanation of the reasons for doing so.

We rely on a provision in the NYSE Listed Company Manual that allows us to follow Belgian corporate law and the Belgian Corporate Governance Code with regard to certain aspects of corporate governance. This allows us to follow certain corporate governance practices that differ in significant respects from the corporate governance requirements applicable to U.S. companies listed on the NYSE. See “Item 16G. Corporate Governance” for additional information on these differences. In particular, the NYSE rules require a majority of the directors of a U.S.-listed company to be independent while, in Belgium, only three directors need be independent. Our board

currently comprises three independent directors and 12 directors not deemed to be “independent” under the NYSE listing standards. See “Item 6. Directors, Senior Management and Employees—A. Directors and Senior Management—Board of Directors.” The NYSE rules further require that each of the nomination, compensation and audit committees of a listed U.S. company be comprised entirely of independent directors. However, the Belgian Corporate Governance Code recommends only that a majority of the directors on each of these committees meet the technical requirements for independence under Belgian corporate law. All voting members of our Audit Committee are independent for purposes of Rule 10A-3 under the U.S. Securities Exchange Act of 1934, as amended (the “**Exchange Act**”). Our Audit Committee, Nomination Committee and Remuneration Committee have members who would not be considered independent under NYSE rules, and, therefore, our Audit Committee, Nomination Committee and Remuneration Committee would not be in compliance with the NYSE Corporate Governance Standards for domestic issuers in respect of the independence of these committees. However, our Audit Committee, Nomination Committee and Remuneration Committee are composed exclusively of non-executive directors who are independent of management and whom we consider to be free of any business or other relationship which could materially interfere with the exercise of their independent judgment. See “Item 6. Directors, Senior Management and Employees—C. Board Practices—Information about Our Committees—General.”

Under Belgian corporate law, other than certain limited information that we must make public, our shareholders may not ask for an inspection of our corporate records, while under Delaware corporate law, any shareholder, irrespective of the size of his or her shareholdings, may do so. Shareholders of a Belgian corporation are also unable to initiate a derivative action, a remedy typically available to shareholders of U.S. companies, in order to enforce a right of AB InBev, in case we fail to enforce such right ourselves, other than in certain cases of director liability under limited circumstances. In addition, a majority of our shareholders may release a director from any claim of liability we may have, including if he or she has acted in bad faith or has breached his or her duty of loyalty, provided, in some cases, that the relevant acts were specifically mentioned in the convening notice to the shareholders’ meeting deliberating on the discharge. In contrast, most U.S. federal and state laws prohibit a company or its shareholders from releasing a director from liability altogether if he or she has acted in bad faith or has breached his or her duty of loyalty to the company. Finally, Belgian corporate law does not provide any form of appraisal rights in the case of a business combination.

For additional information on these and other aspects of Belgian corporate law and our articles of association, see “Item 10. Additional Information—B. Memorandum and Articles of Association and Other Share Information.” As a result of these differences between Belgian corporate law and our articles of association, on the one hand, and U.S. federal and state laws, on the other hand, in certain instances, you could receive less protection as a shareholder of our company than you would as a shareholder of a U.S. company.

*As a “foreign private issuer” in the United States, we are exempt from a number of rules under U.S. securities laws and are permitted to file less information with the SEC than domestic issuers.*

As a “foreign private issuer,” we are exempt from certain rules under the Exchange Act that impose certain disclosure obligations and procedural requirements for proxy solicitations under Section 14 of the Exchange Act. In addition, our officers, directors and principal shareholders are exempt from the reporting and “short-swing” profit recovery provisions under Section 16 of the Exchange Act. Moreover, we are not required to file periodic reports and financial statements with the SEC as frequently or as promptly as U.S. companies whose securities are registered under the Exchange Act. Accordingly, there may be less publicly available information concerning us than there is for U.S. public companies.

*It may be difficult for investors outside Belgium to serve process on or enforce foreign judgments against us.*

We are a Belgian public limited liability company. Certain of the members of our Board of Directors and the Executive Committee and certain of the persons named herein are non-residents of the United States. All or a substantial portion of the assets of such non-resident persons and certain of our assets are located outside the United States. As a result, it may not be possible for investors to effect service of process upon such persons or on us or to enforce against them or us a judgment obtained in U.S. courts. Original actions or actions for the enforcement of judgments of U.S. courts relating to the civil liability provisions of the federal or state securities laws of the United States are not directly enforceable in Belgium. The United States and Belgium do not currently have a multilateral or

bilateral treaty providing for reciprocal recognition and enforcement of judgments, other than arbitral awards, in civil and commercial matters. In order for a final judgment for the payment of money rendered by U.S. courts based on civil liability to produce any effect on Belgian soil, it is accordingly required that this judgment be recognized or be declared enforceable by a Belgian court pursuant to the relevant provisions of the 2004 Belgian Code of Private International Law. Recognition or enforcement does not imply a review of the merits of the case and is irrespective of any reciprocity requirement. A U.S. judgment will, however, not be recognized or declared enforceable in Belgium if it infringes upon one or more of the grounds for refusal which are exhaustively listed in Article 25 of the Belgian Code of Private International Law. In addition to recognition or enforcement, a judgment by a federal or state court in the United States against us may also serve as evidence in a similar action in a Belgian court if it meets the conditions required for the authenticity of judgments according to the law of the state where it was rendered.

#### **ITEM 4. INFORMATION ON THE COMPANY**

##### **A. HISTORY AND DEVELOPMENT OF THE COMPANY**

We are the world's largest brewer by volume and one of the world's top ten consumer products companies by revenue. As a consumer-focused, insights-driven company, we produce, market, distribute and sell a diversified portfolio of well over 500 beer and other malt beverage brands. These include brands with significant international distribution, such as Budweiser, Corona (except in the United States), Stella Artois, Beck's, Leffe, Hoegaarden and Michelob Ultra; and brands primarily distributed to local markets such as Bud Light in the United States, Modelo Especial, Victoria and Pacifico in Mexico; Skol, Brahma and Antarctica in Brazil; Aguila and Poker in Colombia; Cristal and Pilsen Callao in Peru; Quilmes in Argentina; Jupiler in Belgium and the Netherlands; Franziskaner in Germany; Carling Black Label, Castle Lager, Castle Lite and Hansa Pilsener in South Africa; Hero and Trophy in Nigeria; Safari and Kilimanjaro in Tanzania; Harbin and Sedrin in China; and Cass in South Korea. We also produce and distribute soft drinks, particularly in Central and South America and Africa, and Beyond Beer products, such as Cutwater and Bud Light Seltzer in the United States; Nutri Seltzer, Palm Bay, and Mike's Hard Lemonade in Canada; and Brutal Fruit and Flying Fish in South Africa.

Our dedication to quality goes back to a brewing tradition of more than 600 years with the Den Hoorn brewery in Leuven, Belgium, as well as the pioneering spirit of the Anheuser & Co. brewery, with origins in St. Louis, U.S.A. since 1852, and the history of the South African Breweries with its origins in Johannesburg in 1895. As of 31 December 2022, we employed approximately 167,000 people based in nearly 50 countries worldwide. As a result, we have a global footprint with a balanced exposure to developed and developing markets and production facilities spread across our geographic regions. Since 1 January 2019, we have reported our results under the following five regions: North America, Middle Americas, South America, EMEA and Asia Pacific. We also report the results of Global Export and Holding Companies, which includes our global headquarters and the export businesses, which have not been allocated to the regions.

Our 2022 volumes (beer and non-beer) were 595 million hectoliters and our revenue amounted to USD 57.8 billion.

##### **Registration and Main Corporate Details**

Anheuser-Busch InBev SA/NV was incorporated on 3 March 2016 for an unlimited duration under the laws of Belgium under the original name Newbelco SA/NV, and is the successor entity to predecessor Anheuser-Busch InBev SA/NV, which was incorporated on 2 August 1977 for an unlimited duration under the laws of Belgium under the original name BEMES. It has the legal form of a public limited liability company (*naamloze vennootschap/société anonyme*). Its registered office is located at Grand-Place/Grote Markt 1, 1000 Brussels, Belgium, and it is registered with the Register of Legal Entities of Brussels under the number 0417.497.106. Our global headquarters are located at Brouwerijplein 1, 3000 Leuven, Belgium (tel.: +32 16 27 61 11). Our agent in the United States is Anheuser-Busch InBev Services LLC, 250 Park Avenue, 2nd Floor, New York, NY 10177.

We are a publicly traded company, with our primary listing on Euronext Brussels under the symbol "ABI." We also have secondary listings on the Johannesburg Stock Exchange under the symbol "ANH" and the Mexican Stock Exchange under the symbol "ANB." ADSs representing rights to receive our Ordinary Shares are listed and trade on the NYSE under the symbol "BUD."



## History and Development of the Company

Our dedication to quality goes back to a brewing tradition of more than 600 years and the Den Hoorn brewery in Leuven, Belgium. In 1717, Sébastien Artois, master brewer of Den Hoorn, took over the brewery and renamed it Sébastien Artois. In 1987, the two largest breweries in Belgium merged: Brouwerijen Artois NV, located in Leuven, and Brasserie Piedboeuf SA, founded in 1853 and located in Jupille, resulting in the formation of Interbrew S.A. Interbrew operated as a family-owned business until December 2000, the time of its initial public offering on Euronext Brussels. The period since the listing of Interbrew on Euronext Brussels has been marked by increasing geographical diversification.

Since 2000, we have completed the following major combinations, acquisitions and sales:

- In 2002, Interbrew acquired Beck's for 3.5 billion German marks.
- In 2004, Interbrew combined with Ambev, a Brazilian company originally formed by the combination of Brahma and Antarctica in 1999–2000, resulting in the creation of InBev. Ambev is listed on the New York Stock Exchange and on the São Paulo Stock Exchange. As of 31 December 2022, we had a 61.8% voting and economic interest in Ambev.
- In July 2008, InBev combined with Anheuser-Busch Companies by way of an offer for USD 54.8 billion, as a result of which we changed our name to Anheuser-Busch InBev SA/NV.
- In 2013, we announced the completion of our combination with Grupo Modelo in a transaction valued at USD 20.1 billion, following which we owned approximately 95% of Grupo Modelo's outstanding shares. We acquired the remaining shares via a mandatory tender offer, which was completed in August 2015.
- In 2013, in another transaction related to the combination with Grupo Modelo, Grupo Modelo completed the sale of its U.S. business to Constellation Brands, Inc. for approximately USD 4.75 billion, in aggregate. The transaction included the sale of Grupo Modelo's Piedras Negras brewery, Grupo Modelo's 50% stake in Crown Imports LLC and perpetual rights to certain of Grupo Modelo's beer brands in the United States. As a consequence, we granted Constellation Brands, Inc. the exclusive and perpetual right to market and sell Corona beer and certain other Grupo Modelo beer brands in the 50 states of the United States, the District of Columbia and Guam. In December 2016, we also completed the sale of our brewery plant located in Obregón, Sonora, México to Constellation Brands, Inc. for a sale price of approximately USD 600 million.
- In October 2016, we completed our combination with SAB, valued at a gross purchase consideration of USD 114 billion. In connection with the combination with SAB, we transferred SAB's business in Panama to Ambev in exchange for Ambev's businesses in Colombia, Peru and Ecuador. We also undertook certain divestitures, with the goal of proactively addressing potential regulatory considerations regarding the combination with SAB.
- On 30 March 2018, we combined our Russia and Ukraine businesses with those of Anadolu Efes through the creation of a new company called AB InBev Efes, which was fully consolidated into Anadolu Efes. As a result of the transaction, we did not own a controlling stake in AB InBev Efes, did not consolidate these operations and accounted for our investment in AB InBev Efes under the equity method. On 22 April 2022, we announced our decision to sell our non-controlling interest in AB InBev Efes and that we are in active discussions with Anadolu Efes, the controlling shareholder of AB InBev Efes, to acquire this interest. We derecognized the investment in AB InBev Efes and reported a USD 1,143 million non-cash impairment charge in exceptional share of results of associates as of 30 June 2022. See "Item 3. Key Information—D. Risk Factors—Financial Risks—Our business, financial performance and results of operations have been, and may continue to be, adversely affected by the continuation and consequences of the ongoing conflict between Russia and Ukraine", and note 16 to our audited consolidated financial statements as of 31 December 2022 and 2021, and for the three years ended 31 December 2022 included in this Form 20-F for further details regarding our investment in AB InBev Efes.

- On 30 September 2019, we successfully completed the listing of a minority stake of our Asia Pacific subsidiary, Budweiser APAC, on the Hong Kong Stock Exchange for USD 5.75 billion (including the exercise of an over-allotment option). On 3 October 2019, the over-allotment option in connection with the initial public offering of a minority stake of Budweiser APAC was fully exercised. Following the full exercise of the over-allotment option, we control 87.22% of the issued share capital of Budweiser APAC.
- On 1 June 2020, we completed the sale of our Australia business (Carlton & United Breweries) to Asahi for AUD 16.0 billion, resulting in net proceeds of USD 10.8 billion. As part of this transaction, we granted Asahi rights to commercialize our portfolio of global and international brands in Australia.
- On 30 September 2020, we completed the acquisition of the remaining 68.8% stake in Craft Brew Alliance for net consideration of USD 0.2 billion and obtained 100% control over Craft Brew Alliance.
- On 31 December 2020, we completed the issuance of a 49.9% minority stake in our US-based metal container operations to Apollo Global Management, Inc. for net proceeds of USD 3.0 billion. We continue to have operational control of our US-based metal container operations.

Furthermore, during 2022 and 2021, we performed a series of other investments and disposals. For further details, see “Item 5. Operating and Financial Review—H. Liquidity and Capital Resources—Investments and Disposals.”

## **B. BUSINESS OVERVIEW**

### **1. PURPOSE, STRATEGY AND STRENGTHS**

#### **Purpose**

*We Dream Big to Create a Future with More Cheers.* We are always looking to serve up new ways to meet life’s moments, move our industry forward and make a meaningful impact in the world. Our purpose drives everything we do, enables us to deliver on our commercial vision and gives us flexibility to innovate and develop solutions that we believe address customer and consumer needs. We are dreaming big to create a future with more cheers by aiming to drive category leadership and growth of our industry, reach more consumers on more occasions with our strong brand portfolio and innovation pipeline, use data and technology to connect with our customers and consumers, advance sustainability and make a positive impact in our local communities.

#### **Strategy**

Our strategy is defined by three strategic pillars and focuses on what we believe are our key drivers for growth: the beer category, opportunities beyond beer and new businesses that use our capabilities and ecosystems.

##### ***Lead and Grow the Category***

The beer category is big, profitable and growing, and we believe we are well positioned to lead and grow the category due to our advantaged global footprint, industry-leading portfolio of brands and operational capabilities.

We aim to drive growth in the beer category with our category expansion model, which focuses on five proven and scalable levers:

- Category inclusivity*: making the beer category more accessible for all consumers by focusing on inclusive brand, pack and liquid offerings;

- ii. *Core superiority*: strengthening our core portfolio by elevating our products, packaging, positioning, and retail execution;
- iii. *Occasions Development*: expanding the beer category to reach more consumers on more occasions;
- iv. *Premiumization*: providing consumers an opportunity to trade up through an industry-leading portfolio of above-core brands; and
- v. *Beyond Beer*: expanding our portfolio to address evolving consumer tastes with flavored alcoholic beverage, hard seltzer and canned cocktail offerings to tap into new and incremental consumption occasions.

Please see “—Strengths—Strong brand portfolio with global, multi-country and local brands”, “Strengths—Strong consumer insights-driven brand development capabilities”, “—2. Principal Activities and Products—Beer and Beyond Beer” and “—2. Principal Activities and Products—Non-Beer” below for further details regarding category growth in 2022.

### ***Digitize and Monetize our Ecosystem***

We aim to unlock value from our existing assets and expand our addressable market through the digitization and monetization of our ecosystem. We believe our digital transformation is a key competitive advantage of our business as it improves the way we connect with our ecosystem of more than 2 billion consumers and 6 million customers. We aim to enhance the value of our core business through our business-to-business BEES platform, digital direct-to-consumer solutions, fintech services and other new business opportunities, including exploring possibilities of applying our core brewing and fermentation capabilities in the emerging biotech field. Please see “—2. Principal Activities and Products— Digital Transformation and New Businesses” below for further details regarding our efforts to digitize and monetize our ecosystem in 2022.

### ***Optimize our Business***

Our objective to optimize our business and maximize long-term value creation is driven by our focus on three areas: disciplined resource allocation, robust risk management and an efficient capital structure. We aim to allocate resources to drive growth and profitability and continue our deleveraging initiatives to strengthen our balance sheet. We aim to invest in our operations and in the growth of our business while dynamically balancing our leverage, returning cash to shareholders and pursuing selective mergers and acquisitions.

### **Prioritizing our ESG Agenda**

We believe that a strong ESG agenda is vital for our future. From building a resilient and agile value chain to solidifying our role as a trusted partner in local communities to identifying and capturing new sources of business value, ESG will play a key role in delivering on our company strategy and purpose. Our ESG strategy and commitments come down to a simple insight: by virtue of our integration in local communities, our beliefs and values, our people and our commercial scale, we have the ability to be part of the solution to create a future with more cheers – one with shared prosperity for our communities, for the planet and for our company.

- **Smart Drinking and Moderation**: We have a global commitment to reduce harmful drinking and believe that AB InBev can make a meaningful difference in at least three areas: road safety, responsible beverage service, and screenings and brief interventions.
- **Climate**: Our business is one that is closely tied to the natural environment: Agricultural crops and water are our key ingredients, we require raw materials for our packaging, and we need energy and fuel to brew and transport our beers. All of these have the potential to be impacted by climate change, and we are already experiencing climate-related impacts—both environmental and social—in our value chain.

- **Water stewardship:** Water is a critical resource for the health and well-being of every community around the world. As the world's leading brewer, we are committed to being a part of the solution to the growing water challenges across our communities and supply chain.
- **Sustainable agriculture:** We depend on high-quality agricultural crops from thriving communities and healthy ecosystems to brew our beers. We see the impact from climate change in our sourcing regions, which is why we work to build resilience through crop management, improved varieties and risk mitigation tools while also exploring how agriculture can be part of the solution to reducing Greenhouse Gas (“GHG”) emissions, protecting watersheds and improving biodiversity.
- **Entrepreneurship:** Small businesses play a critical role in the economic development of communities by generating employment, providing vital services and contributing toward innovation. We seek to strengthen the small businesses in our value chain.
- **Circular packaging:** As the world faces increasing resource scarcity, we expect that taking a circular approach to packaging and improving the materials we use will deliver long-term benefits. We are seeking to reduce packaging and the need for virgin materials where possible, increasing recycled content, identifying opportunities to recycle materials and promoting the recovery and reuse of packaging in its original form.
- **Ethics and Transparency:** To foster ethical conduct and transparency, we have implemented internal codes and global policies on a range of ethical issues, including anti-bribery and corruption, digital ethics, human rights and anti-discrimination. Integrity, hard work, quality and responsibility are essential to our growth.
- **Diversity and Inclusion:** Our diversity and inclusion strategy focuses on creating a Future with More Cheers through our people, workplace, marketplace, value chain and communities. A diverse company is critical to connecting with consumers and driving business performance and innovation.

For further information about our Purpose of Dreaming Big to Create a Future with More Cheers, see “—13. Social and Community Matters.”

## Strengths

Building on our more than 600 years of heritage, we are committed to building great brands that stand the test of time and to brewing the best beers using the finest ingredients. Geographically diversified with a balanced exposure to developed and developing markets, we leverage the collective strengths of approximately 167,000 colleagues based in nearly 50 countries worldwide. We believe that the following key strengths will drive long-term value creation for our stakeholders and enable us to deliver on our company purpose:

### *Global platform with strong market positions in key markets to grow the category*

We are a truly global brewer, positioned to serve the evolving needs of consumers worldwide. Our portfolio of well over 500 brands means we have beers for every type of occasion and our iconic brands bring people together across generations and communities.

We hold leading positions in the majority of our key markets, based on strong brands and the benefits of scale. We believe this enables us to invest significant sales and marketing resources in our brands, achieve attractive sourcing terms, generate cost savings through centralization and operate under a lean cost structure. Our global footprint provides us with a strong platform to grow our global and multi-country brands, while developing local brands tailored to regional tastes and trends. We benefit from a global distribution network which, depending on the location, is either owned by us or is based on strong partnerships with wholesalers and local distributors.

In 2022, we were one of the largest consumer products companies worldwide, measured by Normalized EBITDA, and held the number one position in terms of total market share of beer by volume in the world, according to Plato Logic Limited. We hold the number one position in terms of total market share of beer by volume, based on our estimates, in the United States, Mexico and Brazil, three of the top five most profitable beer markets in the world. We estimate that we hold the number three position in total market share of beer by volume, and the number one position by volume in the fast-growing premium beer category, in China, the world's largest beer market by volume.

### ***Geographic diversification***

Our geographically diversified platform balances the growth opportunities of developing markets with the stability and strength of developed markets. With significant operations in both the Southern and Northern Hemispheres, we benefit from a natural hedge against local or regional market, economic and seasonal volatility.

Developed markets represented approximately 39.9% of our 2022 revenue and developing markets represented 60.1% of our 2022 revenue. Our developing markets include Argentina, Bolivia, Botswana, Brazil, Chile, China, Colombia, Dominican Republic, Ecuador, El Salvador, Guatemala, Honduras, India, Mexico, Mozambique, Nigeria, Panama, Paraguay, Peru, South Africa, Tanzania, Uganda, Uruguay, Vietnam and Zambia.

### ***Strong brand portfolio with global, multi-country and local brands***

Our strong brand portfolio addresses a broad range of demand for different types of beer, comprising three categories:

- *Global brands*: Capitalizing on common values and experiences which appeal to consumers across borders, our three global brands, Budweiser, Corona and Stella Artois, have recognition and appeal worldwide in a significant number of markets globally;
- *Multi-country brands*: Building from a strong consumer base in their home markets, our multi-country brands, Beck's, Hoegaarden, Leffe and Michelob Ultra, bring international flavor to selected markets, connecting with consumers across continents; and
- *Local brands*: Offering locally popular tastes, local brands such as Aguila, Bud Light, Cass, Cristal, Harbin, Poker, Skol and Victoria connect particularly well with consumers in their home markets.

With well over 500 brands, of which 19 had an estimated gross revenue of over USD 1.0 billion in 2022, we believe our portfolio is the strongest in the industry. In 2022, seven of our brands – Budweiser, Stella Artois, Bud Light, Corona, Skol, Cass, Brahma – were ranked among the Global Top Ten most valuable beer brands by BrandZ™.

Our objective is to enhance our portfolio of industry-leading brands that meet a wide breadth of consumer needs within the market, ranging in terms of price tier, flavor profiles, and brand meaning. As a result, we make clear brand choices and seek to invest behind brands with strong purpose in order to build deep connections with consumers. We leverage the scale of our global footprint to replicate successful brand initiatives, market programs and best practices across multiple geographic markets.

### ***Strong consumer insights-driven brand development capabilities***

As a consumer-focused, insights-driven company, we continuously strive to understand the values, lifestyles and preferences of today's consumers. Furthermore, we want to provide superior products to our consumers across key categories. We expect that this will allow us to remain relevant, as well as build fresh appeal and competitive advantage through innovative products and services tailored to meet evolving consumer needs. We believe that consumer demand can be best anticipated by a close relationship between our innovation and insight teams in which current and expected market trends trigger and drive research processes. To better address changing consumer behaviors, it is also critical that we have a diverse portfolio of products that target a variety of consumer needs and occasions.

Innovation continued to support execution of our category expansion levers, contributing approximately 9% to our total revenues in 2022. Highlights of these innovations included expansion of Castle Double Malt in Africa and Quilmes Double Malt in Argentina, and expansion of Corona Cero across Europe and in Brazil, following the successful launch of Corona Sunbrew 0.0% in Canada.

We believe that our internal excellence programs are a major competitive advantage. Our Creative X Marketing Program is aimed to help us systematize creativity across our business, and our Marketing Academy enables us to enhance the skills of our entire marketing team, equipping us with the capabilities to lead and grow our category.

### ***Strict financial discipline***

World-class efficiency has been, and will remain, a long-term focus across all markets, all lines of business and under all economic circumstances. Avoiding unnecessary costs is a core competency within our culture. We aim to be efficient with our overhead expenses in order to spend more effectively to grow our company. As a result, we have implemented, and will continue to develop, programs and initiatives aimed at reducing non-commercial expenses. This strict financial discipline has allowed us to develop a “Cost—Connect—Win” model in which overhead expenses are minimized in order to maximize our sales and marketing investments designed to connect with our consumers, win market share and achieve long-term, profitable growth.

In addition to a culture of everyday efficiency, we have a number of group-wide cost efficiency programs in place, including:

- *Voyager Plant Optimization or VPO:* Voyager Plant Optimization (“**VPO**”) aims to bring greater efficiency and standardization to our brewing operations and to generate cost savings, while at the same time improving quality, safety and the environment. VPO also entails assessment of our procurement processes to maximize purchasing power and to help us achieve the best results when purchasing a range of goods and services. Behavioral change towards greater efficiencies is at the core of this program, and comprehensive training modules have been established to assist our employees with the implementation of VPO in their daily routines.
- *Business Shared Services Centers:* We have established a number of business shared services centers across our business segments which focus on transactional and support activities within our group. These centers help to standardize working practices and identify and disseminate best practices.

### ***Experienced management team with a strong track record of delivering synergies through business combinations***

During the last two decades, our management, including the management of our predecessor companies, has executed a number of merger and acquisition transactions of varying sizes, with acquired businesses being successfully and smoothly integrated into our operations, realizing significant synergies. Notable historical examples include the creation of Ambev in 2000 through the combination of Brahma and Antarctica, the acquisition of Beck’s by Interbrew in 2002, the combination of Ambev and Quilmes in 2003, Ambev gaining control of Labatt in 2004 and the creation of InBev in 2004 from the combination of Interbrew and Ambev. More recent examples include the combination with Anheuser-Busch Companies in November 2008, the combination with Grupo Modelo in June 2013 and the combination with SAB in October 2016.

Our strong track record also extends to successfully integrating brands such as Budweiser, Corona and Stella Artois into our global brand portfolio and distribution network, including leveraging Ambev’s distribution channels in Latin America and Canada.

## 2. PRINCIPAL ACTIVITIES AND PRODUCTS

We produce, market, distribute and sell a portfolio of well over 500 beer and malt beverage brands. We have a global footprint with a balanced exposure to developed and developing markets and production facilities spread across our regions.

Our production and distribution facilities and other assets are predominantly located in the same geographical areas as our consumers. We set up local production when we believe that there is substantial potential for local sales that cannot be addressed in a cost-efficient manner through exports or third-party distribution into the relevant country. Local production also helps us to reduce, although it does not eliminate, our exposure to currency movements.

We are developing our business through a strong portfolio strategy focused on category expansion and premiumization. Our diverse geographic footprint spans nearly 50 countries worldwide. The table below sets out the main brands we sell in the markets listed below as of 31 December 2022.

| <u>Country by Region</u> | <u>Brands</u>  |
|--------------------------|--|
| <b>North America</b>     |  |
| Canada                   | <b>Beer and Beyond Beer:</b> Alexander Keith's, Archibald, American Vintage, Banded Peak, Beach Day Every Day, Beck's, Brava, Bud Light, Bud Light Peach, Bud Light Seltzer, Budweiser, Busch, Corona, Goose Island, Hoegaarden, Kokanee, Labatt 50, Labatt Blue, Lakeport, Leffe, Löwenbräu, Lucky, Michelob Ultra, Mike's Hard Lemonade, Mike's Freeze, Mike's Hard Tea, Mill Street, NUTRL, NUTRL Juice, Okanagan, Oland, Palm Bay, Rockstar, Rolling Rock, Shock Top, Stanley Park, Stella Artois, Tempo   |
| United States            | <b>Beer and Beyond Beer:</b> 10 Barrel, Beck's, Blue Point, Breckenridge, Bud Ice, Bud Light, Bud Light Lime, Bud Light Platinum, Bud Light Platinum Seltzer, Bud Light Seltzer, Bud Light Chelada, Bud Light Next, Bud Light Orange, Budweiser, Budweiser Chelada, Budweiser Zero, Budweiser Select, Busch, Busch 0.0%, Busch Light, Busch Light Apple, Busch Ice, Cutwater, Devil's Backbone, Elysian, Estrella Jalisco, Four Peaks, Golden Road, Goose Island, Hoegaarden, Hurricane, Karbach, Kona, Landshark, Leffe, Michelob Ultra, Michelob Ultra Infusions, Michelob Ultra Pure Gold, Michelob Ultra Seltzer, Naturdays, Natural Light, Natural Ice, Natty Daddy, NUTRL, O' Douls, Presidente, Redhook, the Rita family, Rolling Rock, Shock Top, Stella Artois, Wicked Weed, Widmer |
| <b>Middle Americas</b>   |  |
| Colombia                 | <b>Beer and Beyond Beer:</b> Aguila family, Auster, Azteca, Bahia, Beck's, Bogota Beer Company, Budweiser, Busch Light, Club Colombia family, Cola y Pola, Corona, Corona Tropical, Costeña family, Michelob Ultra, Mike's Hard, Nativa (local crop), Pilsen, Poker family, Redd's, Stella Artois  |

**Country by Region****Brands**

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|                    |  |
|--------------------|--|
|                    | <b>Non-Beer:</b> Malta Leona, Pony Malta, Zalva  |
| Dominican Republic | <b>Beer:</b> Bohemia, Brahma, Budweiser, Corona, Franziskaner, Goose Island, Hoegaarden, Leffe, Modelo (Especial and Negra), Presidente family, Stella Artois, Shock Top, Spaten, The One<br><br><b>Non-Beer:</b> 7UP, 911, Coco Rico, Enriquillo, Guaraná Antarctica, Malta Bohemia, Malta Löwenbräu, Malta Morena, Montpellier water, Pepsi, Red Bull, Red Rock, VitaMalt  |
| Ecuador            | <b>Beer:</b> Archer Lager, Archer Light, Beck's, Budweiser, Club family, Corona, Michelob Ultra, Modelo Especial, Nuestra Siembra, Pilsener, Pilsener Light, Stella Artois<br><br><b>Non-Beer:</b> Corona Tropical, Manantial water, Nutrimalta, Origen, Origen Vibes, Pony Malta  |
| El Salvador        | <b>Beer:</b> Budweiser, Corona, Golden, Golden Extra, Imperial, Michelob Ultra, Modelo, Pilsener, Stella Artois<br><br><b>Non-Beer:</b> Coca-Cola, Cristal Sparkling, Cristal (Water), Del Valle, Fanta, Fresca, Fury, Fuze Tea, Monster, Powerade, Sprite, Tropical   |
| Guatemala          | <b>Beer:</b> Beck's, Bud Light, Budweiser, Corona, Goose Island, Hoegaarden, Leffe, Michelob Ultra, Modelo (Especial and Negra), Stella Artois   |
| Honduras           | <b>Beer and Beyond Beer:</b> Barena, Corona, Imperial, Michelob Ultra, Michelob Ultra Seltzer, SalvaVida, Stella Artois<br><br><b>Non-Beer:</b> Canada Dry, Coca-Cola, Cristal, Dasani (Water), Del Valle, Fanta, Fresca, Fury, Fuze Tea, Monster, Powerade, Sprite, Tropical, Vital (Water)   |
| Mexico             | <b>Beer and Beyond Beer:</b> Barrilito, Beck's, Bocanegra, Bud Light, Budweiser, Busch Light, Carta Clara, Corona Agua Rifada, Corona Cero (non-alcoholic), Corona Extra, Corona Light, Corona Ligera, Cucapá, Estrella, Finisima, Franziskaner, Goose Island, Guinness, Hoegaarden, Leffe, Leon, Mexicali, Michelob Ultra, Michelob Ultra Seltzer, Modelo Ambar, Modelo Especial, Modelo Light, Montejo, Negra Modelo, Pacifico, Quilmes, Stella Artois, Tijuana, Tropical Light, Victoria, Victoria Chelada, Vicky Chamoy, Vicky Mexcal<br><br><b>Non-Beer:</b> Acqua Panna, Garci Crespo, Jumex, Nestlé Pureza Vital, Perrier, Red Bull, Sn. Pellegrino, Sta. María |
| Panama             | <b>Beer:</b> Atlas Golden Xtra, Becks, Corona, Hoegaarden, Leffe, Michelob Ultra, Modelo Especial, Modelo Negra, Presidente, Stella Artois<br><br><b>Non-Beer:</b> Agua Brisa, Mirinda, Orange Crush, Pony Malta, Squirt   |
| Peru               | <b>Beer and Beyond Beer:</b> Arequipeña, Barbarian, Becks, Budweiser, Corona, Corona Tropical, Cristal, Cusqueña family, Golden, Michelob Ultra, Mike's Hard, Pacifico, Pilsen Callao, Pilsen Trujillo, San Juan, Stella Artois<br><br><b>Non-Beer:</b> Agua Tónica Backus, Guaraná Backus family, Maltin Power, Malta Cusqueña, San Mateo water, Viva Backus  |



**Country by Region**  
**South America**

**Brands**

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|             |  |
|-------------|--|
| Argentina   | <p><b>Beer and Beyond Beer:</b> Andes, Andes Origen, Brahma, Budweiser, Capriccio, Corona, Dante Robino Reserva, Dante Robino Varietales, Isidra, Mikes, Novecento, Novecento Raices, Patagonia, Ping, Quilmes, Stella, Temple</p> <p><b>Non-Beer:</b> 7UP, Gatorade, Ortinal Mirinda, Somos, Pepsi, Red Bull, Rockstar</p>  |
| Bolivia     | <p><b>Beer:</b> Báltica, Beck's, Bock, Brahma, Chicha Taquiña, Corona, Coronita, Ducal, El Inca, Golden by Skol, Huari, Imperial, Paceaña, Stella Artois, Taquiña</p> <p><b>Non-Beer:</b> 7UP, Guarana, Gatorade, H2OH!, Maltin, Ortinal Mirinda, Somos, Pepsi</p>   |
| Brazil      | <p><b>Beer and Beyond Beer:</b> Antarctica, Antarctica SubZero, Beats, Becks, Bohemia, Brahma, Brahma Duplo Malte, Budweiser, Colorado, Corona, Esmera, Hoegaarden, Leffe, Michelob Ultra, Mike's Hard Lemonade, Nossa, Original, Serramalte, Serrana, Skol, Skol Puro Malte, Spaten, Stella Artois</p> <p><b>Non-Beer:</b> Antártica Guaraná, Fusion, Gatorade, H2OH!, Lipton, Pepsi, Red Bull, Sukita, Tônica Antarctica</p>             |
| Chile       | <p><b>Beer:</b> Baltica, Beck's, Becker, Brahma, Budweiser, Bud Light, Corona, Coronita, Cusqueña, Goose Island, Hoegaarden, Kilometro 24.7, Kona, Leffe, Malta del Sur, Michelob Ultra, Modelo Especial, Negra Modelo, Pilsen Del Sur, Quilmes, Stella Artois, Stella 0.0</p> <p><b>Non-Beer:</b> Corona Tropical</p>   |
| Paraguay    | <p><b>Beer:</b> Antarctica, Baviera, Brahma, Brahma Subzero, Brahma Pomelo, Brahma Frutos Rojos, Budweiser, Bud66, Colorado, Corona, Michelob Ultra, Norte, Ouro Fino, Patagonia, Pilsen, Pilsen Extra, Skol, Stella Artois, Stella 0.0</p> <p><b>Non-Beer:</b> Novecento, Caldén, Mike's</p>  |
| Uruguay     | <p><b>Beer and Beyond Beer:</b> Beck's, Brahma, Branca, Budweiser, Carpano, Corona, Dante Robino, Franziskaner, Goose Island, Hoegaarden, Leffe, Löwenbräu, Michelob Ultra, Negra Modelo, Norteña, Novecento, Oceánica, Patagonia, Patricia, Pilsen, Punt e Mes, Quilmes, Sernova, Skol, Stella Artois, Zillertal</p> <p><b>Non-Beer:</b> 7UP, Gatorade, Guarana, H2OH!, Mirinda, Paso de los Toros, Pepsi, Teem, Rockstar, Pura Fruta</p> |
| <b>EMEA</b> |  |
| Belgium     | <p><b>Beer and Beyond Beer:</b> Ableforth's – Bathtub, Belle-Vue, Chernigivske, Corona Cero, Corona Extra, Cubanisto, Deus, Ginette, Goose Island, Hoegaarden, Hoegaarden 0.0%, Jupiler, Jupiler 0.0%, Kwak, Leffe, Leffe 0.0%, Nutril Vodka, Stella Artois, Stella Artois 0.0%, Tripel Karmeliet, Victoria</p>  |

**Country by Region****Brands**

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|                |   |
|----------------|---|
| France         | <b>Beer and Beyond Beer:</b> Beck's, Bud, Bud 0.0%, Chernigivske, Corona Cero, Corona Extra, Corona Sunset, Cubanisto, Deus, Ginette, Goose Island, Hoegaarden, Hoegaarden 0.0%, Jupiler, Jupiler 0.0%, Kwak, Leffe, Leffe 0.0%, Stella Artois, Tripel Karmeliet, Victoria  |
| Germany        | <b>Beer and Beyond Beer:</b> Ableforth's – Bathtub, Beck's, Beck's 0.0%, Beck's Unfiltered, Chernigivske, Corona Cero, Corona Extra, Diebels, Franziskaner, Franziskaner Non Alcoholic, Haake-Beck, Hasseroeder, Lowenbrau, San Miguel, Spaten, Stella Artois   |
| Italy          | <b>Beer and Beyond Beer:</b> Bass, Beck's, Beck's 0.0%, Beck's Unfiltered, Birra del Borgo, Chernigivske, Corona Extra, Franziskaner, Goose Island, Hoegaarden, Kwak, Leffe, Lowenbrau, Spaten, Stella Artois, Tennent's Super  |
| Luxembourg     | <b>Beer and Beyond Beer:</b> Ableforth's – Bathtub, Beck's 0.0%, Belle-Vue, Chernigivske, Corona Cero, Corona Extra, Deus, Diekirch, Franziskaner, Franziskaner 0.0%, Ginette, Hoegaarden, Hoegaarden 0.0%, Jupiler, Jupiler 0.0%, Kwak, Leffe, Leffe 0.0%, Mousel, Nutrl Vodka, Stella Artois, Stella Artois 0.0%, Tripel Karmeliet, Victoria  |
| Netherlands    | <b>Beer and Beyond Beer:</b> Ableforth's – Bathtub, Beck's, Beck's 0.0%, Belle-Vue, Bud, Bud 0.0%, Camden, Chernigivske, Corona Cero, Corona Extra, Cubanisto, Deus, Dommelsch, Franziskaner, Franziskaner 0.0%, Ginette, Goose Island, Hertog Jan, Hertog Jan 0.0%, Hoegaarden, Hoegaarden 0.0%, Jupiler, Jupiler 0.0%, Kwak, Leffe, Leffe 0.0%, Lowenbrau, Spaten, Stella Artois, Tripel Karmeliet, Victoria  |
| Spain          | <b>Beer and Beyond Beer:</b> Budweiser, Corona Cerveza, Dorada, La Virgen, Leffe, Spaten, Stella Artois, Tropical   |
| United Kingdom | <b>Beer and Beyond Beer:</b> Ableforth's – Bathtub, Bass, Beck's, Beck's Blue, Belle-Vue, Birra del Borgo, Boddingtons, Brahma, Budweiser, Budweiser 0.0%, Bud Light, Bud Light Seltzer, Camden, Chernigivske, Corona Cero, Corona Extra, Corona Hard Seltzer, Franziskaner, Franziskaner 0.0%, Goose Island, Hoegaarden, Hoegaarden 0.0%, Leffe, Leffe 0.0%, Lowenbrau, Magners Cidre, Mahou, Michelob Ultra, Mike's, Spaten, Stella Artois, Stella Artois Unfiltered, Tennent's Super, Tripel Karmeliet |
| Botswana       | <b>Beer and Beyond Beer:</b> Beer Powder, Brutal Fruit, Budweiser, Carling Black Label, Castle Free, Castle Lager, Castle Lite, Castle Milk Stout, Corona, Flying Fish, Hansa Pilsener, Redd's, Stella Artois, St. Louis family<br><br><b>Non-Beer:</b> Chibuku   |
| eSwatini       | <b>Beer and Beyond Beer:</b> Brutal Fruit, Budweiser, Carling Black Label, Castle Lager, Castle Lite, Castle Milk Stout, Corona, Flying Fish, Hansa Pilsener, Lion Lager, Redd's, Sibebe, Smirnoff, Stella Artois   |
| Ghana          | <b>Beer:</b> Budweiser, Corona, Club Premium Lager, Club Shandy, Eagle, Eagle Extra Stout, Stella Artois  |

**Country by Region****Brands**

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**Non-Beer:** Beta Malt

|                     |  |
|---------------------|--|
| Lesotho             | <b>Beer and Beyond Beer:</b> Brutal Fruit, Budweiser, Carling Black Label, Castle Lager, Castle Free, Castle Lite, Castle Milk Stout, Corona, Flying Fish, Hansa Pilsener, Maluti Premium Lager, Redd's, Smirnoff, Stella Artois   |
| Mozambique          | <b>Beer and Beyond Beer:</b> 2M, 2M Flow, Budweiser, Castle Lite, Corona, Coronita Extra, Dourada, Flying Fish, Impala family, Laurentina family, Manica, Stella Artois, Smirnoff, Smirnoff Pine Twist, Smirnoff Spin  |
| Namibia             | <b>Beer and Beyond Beer:</b> Brutal Fruit, Budweiser, Carling Black Label, Castle Lager, Castle Free, Castle Lite, Corona, Eagle Lager, Flying Fish, Lion, Stella Artois   |
| Nigeria             | <b>Beer:</b> Budweiser, Castle Lite, Eagle, Eagle Lager, Eagle Stout, Flying Fish, Hero, Trophy, Trophy Stout<br><b>Non-Beer:</b> Beta Malt, Grand Malt  |
| South Africa        | <b>Beer and Beyond Beer:</b> Black Crown, Brutal Fruit, Budweiser, Carling Black Label, Castle Double Malt, Castle Free, Castle Lager, Castle Lite, Castle Milk Stout, Corona, the Flying Fish family, Guinness, Hansa Pilsener, Hoegaarden, Leffe, Lion Lager, Newlands Spring, Redd's family, Smirnoff, Stella Artois<br><b>Non-Beer:</b> Red Bull   |
| Tanzania            | <b>Beer and Beyond Beer:</b> Balimi, Balimi Extra Promo, Bingwa, Bismarks Rocks, Budweiser, Castle Lager, Castle Lite, Castle Milk Stout, Club Pilsner, Corona, Eagle, Flying Fish, Fyfes, Imagi, Kilimanjaro, Kilimanjaro Extension, Knights Whisky, Leffe Blond, Ndovu, Nile Special Lager, Redd's, Regency, Safari, Safari Double Malt, Scottish Leader, Super Affordable, Viceroy, Zanzi Cream<br><b>Non-Beer:</b> Dodoma, Grand Malt, Konyagi, Safari Water, Vladimir, Valuer |
| Uganda              | <b>Beer and Beyond Beer:</b> Budweiser, Castle Lite, Castle Milk Stout, Chairmans ESB, Club Pilsener, Club Twist, Eagle family, Konyagi, Nile family, Redds, Stella Artois   |
| Zambia              | <b>Beer:</b> Brutal Fruit, Budweiser, Carling Black Label, Castle Lager, Castle Lite, Corona, Eagle, Flying Fish, Leffe, Mosi, Smirnoff Spin, Smirnoff Storm, Stella Artois  |
| <b>Asia Pacific</b> |  |
| China               | <b>Beer:</b> Beck's, Blue Girl, Boxing Cat, Budweiser, Budweiser Magnum, Budweiser Supreme, Bud Light, Corona, Franziskaner, Ginsber, Goose Island, Harbin family, Hoegaarden, Leffe, Sedrin, Stella Artois  |
| India               | <b>Beer and Beyond Beer:</b> 7 Rivers, Beck's Ice, Budweiser, Bud 0.0%, Budweiser Beats, Budweiser Magnum, Cass, Corona, D'yavol Vodka, Goose 312, Haywards, Hoegaarden, Hoegaarden 0.0, Hoegaarden Nectarine, Hoegaarden Rose, Hurricane, Knockout, Leffe, Magnum Double Royal Whiskey, Royal Challenge   |

**Country by Region**

South Korea

Vietnam

**Brands****Beer:** Budweiser, Cass, Corona, FilGood, Goose Island, HANMAC, Hoegaarden, Stella Artois**Beer:** Beck's family, Budweiser, Corona, Hoegaarden, Leffe, Stella Artois, Zorok

The table below sets out our sales broken down by business segment for the periods shown:

| <b>Market</b>                       | <b>2022</b>  |                                       | <b>2021</b>  |                                       | <b>2020</b>  |                                       |
|-------------------------------------|--|---------------------------------------|--|---------------------------------------|--|---------------------------------------|
|                                     | <b>Revenue<sup>(1)</sup></b><br><i>(USD million)</i> | <b>Revenue</b><br><i>(% of total)</i> | <b>Revenue<sup>(1)</sup></b><br><i>(USD million)</i> | <b>Revenue</b><br><i>(% of total)</i> | <b>Revenue<sup>(1)</sup></b><br><i>(USD million)</i> | <b>Revenue</b><br><i>(% of total)</i> |
| North America                       | 16,566   | 28.7%                                 | 16,257   | 29.9%                                 | 15,622   | 33.3%                                 |
| Middle Americas                     | 14,180   | 24.5%                                 | 12,541   | 23.1%                                 | 10,032   | 21.4%                                 |
| South America                       | 11,599   | 20.1%                                 | 9,494  | 17.5%                                 | 8,092  | 17.3%                                 |
| EMEA                                | 8,120  | 14.1%                                 | 8,032  | 14.8%                                 | 6,835  | 14.6%                                 |
| Asia Pacific                        | 6,532  | 11.3%                                 | 6,848  | 12.6%                                 | 5,648  | 12.0%                                 |
| Global Export and Holding Companies | 790  | 1.4%                                  | 1,133  | 2.1%                                  | 652  | 1.4%                                  |
| <b>Total</b>                        | <b>57,786</b>  | <b>100.0%</b>                         | <b>54,304</b>  | <b>100.0%</b>                         | <b>46,881</b>  | <b>100.0%</b>                         |

Notes:

- (1) Revenue is turnover less excise taxes and discounts. In many jurisdictions, excise taxes make up a large proportion of the cost of beer charged to our customers (see “Item 5. Operating and Financial Review—A. Key Factors Affecting Results of Operations—Excise Taxes”).

For a discussion of changes in revenue, see “Item 5. Operating and Financial Review—E. Results of Operations—Year Ended 31 December 2022 Compared to the Year Ended 31 December 2021—Revenue” of this Form 20-F and “Item 5. Operating and Financial Review—E. Results of Operations—Year Ended 31 December 2021 Compared to the Year Ended 31 December 2020—Revenue” of our Annual Report on Form 20-F for the fiscal year ended 31 December 2021.

The table below sets out the breakdown between our beer and non-beer volumes and revenue. Based on our actual historical financial information for these periods, our non-beer activities accounted for 12.3% of consolidated volumes in 2022, 12.0% of consolidated volumes in 2021 and 11.3% of consolidated volumes in 2020. In terms of revenue, our non-beer activities generated 10.8% of consolidated revenue in 2022 compared to 9.2% in 2021 and 7.2% in 2020, based on our actual historical financial information for these periods.

|                                      | <b>Beer and Beyond</b> |             |             | <b>Non-Beer<sup>(3)</sup></b> |             |             | <b>Consolidated</b> |             |             |
|--------------------------------------|------------------------|-------------|-------------|-------------------------------|-------------|-------------|---------------------|-------------|-------------|
|                                      | <b>2022</b>            | <b>2021</b> | <b>2020</b> | <b>2022</b>                   | <b>2021</b> | <b>2020</b> | <b>2022</b>         | <b>2021</b> | <b>2020</b> |
| Volume (million hectoliters)         | 522                    | 512         | 471         | 73                            | 70          | 60          | 595                 | 582         | 530         |
| Revenue <sup>(2)</sup> (USD million) | 51,544                 | 49,333      | 43,044      | 6,242                         | 4,971       | 3,387       | 57,786              | 54,304      | 46,881      |

Notes:

- (1) Beer volumes and revenue include not only brands that we own or license, but also third-party brands that we brew or otherwise produce as a subcontractor and third-party products that we sell through our distribution network, particularly in Western Europe.
- (2) Revenue is turnover less excise taxes and discounts. In many jurisdictions, excise taxes make up a large proportion of the cost of beer charged to our customers (see “Item 5. Operating and Financial Review—A. Key Factors Affecting Results of Operations—Excise Taxes”).
- (3) The non-beer category includes soft drinks and certain other beverages.

## **Beer and Beyond Beer**

Our brands are the foundation and the cornerstone of our relationships with consumers. We invest in our brands to create long-term and sustainable competitive advantages by meeting the various needs and expectations of consumers and by developing leading brand positions around the globe.

On the basis of quality and price, beer can be differentiated into the following categories:

- Premium and super premium brands;
- Core brands; and
- Value, discount or sub-premium brands.

Our brands are positioned across all of these categories. For example, a brand like Stella Artois generally targets the premium category across the globe, while a brand like Skol targets the core segment in Brazil and Natural Light targets the sub-premium category in the United States. We have a particular focus on core-to-premium categories but are also present in the value category where the market structure in a particular country necessitates its presence.

Our portfolio includes:

### ***International Distribution***

- Beck's, the world's number one German beer, is renowned for uncompromising quality. It is brewed today, just as it was in 1873, with a rigorous brewing process and a recipe using only four natural ingredients. Beck's adheres to the strictest quality standards of the German Reinheitsgebot (Purity Law). Beck's is brewed in various countries, including the United States.
- Budweiser is one of the top-selling beers globally. Sales outside the United States represented over 76% of global Budweiser volume in 2022. In 2022, Budweiser was once again ranked as the most valuable beer brand worldwide, according to BrandZ™. Budweiser also continued to support international football in 2022 as the sponsor of FIFA World Cup 2022 Qatar™, the English Premier League and superstars Lionel Messi and Neymar.
- Corona is the best-selling Mexican beer in the world and the leading beer brand in Mexico. Corona is available in more than 130 countries. In 2022, it was ranked number five in the BrandZ™ list of most valuable beer brands worldwide. We granted Constellation Brands, Inc. the exclusive right to market and sell Corona beer and certain other Grupo Modelo beer brands, including Pacifico, Modelo Especial, Negra Modelo and Victoria, in the 50 states of the United States, the District of Columbia and Guam.
- Hoegaarden is the world's best-selling wheat beer. Based on its brewing tradition dating back to 1445 in Belgium, Hoegaarden is top fermented and then refermented in the bottle or keg, leading to its distinctive cloudy white appearance.
- Leffe is one of the most famous abbey beers in the world. A rich, full-bodied beer with a distinctive flavor that hails from Belgium, Leffe has the longest heritage in our beer portfolio and is available in over 90 countries worldwide.

- Michelob ULTRA was rolled out nationally in the United States in 2002 and grew to become the second largest beer brand by value, in the U.S. in 2019, behind only Bud Light. A low calorie, low carb beer associated with an active lifestyle, Michelob ULTRA has been the fastest-growing beer brand in the United States since 2016, according to IRI (based on volume share gains). This strong history of success has now been replicated in multiple international markets, including Canada, Mexico, Honduras, El Salvador, Peru, Chile, Brazil, Colombia, England, Argentina and Guatemala. In 2023, we aim to continue its expansion to more than 20 markets.
- Stella Artois is the number one Belgian beer in the world according to Plato Logic Limited, it is the world's third most valuable beer brand according to the BrandZ™ list of most valuable beer brands worldwide and it is distributed in over 100 countries worldwide. As a premium lager with roots tracing back to 1366 in the town of Leuven, Belgium, its legacy of quality and elegance is reflected in its iconic chalice and nine-step pouring ritual. The top three markets in terms of revenue for Stella Artois as of 2022 are the United States, the United Kingdom and Brazil with expansion plans well under way in several new growth markets, including South Africa and Mexico.

#### ***North America***

- Bud Light is the best-selling beer in the United States and the leader in the light category according to IRI. It is the official sponsor of the NFL (National Football League), with the arrangement most recently extended to 2027.

#### ***Middle Americas***

- Modelo Especial is a full-flavored pilsner beer brewed with premium two-row barley malt for a slightly sweet, well-balanced taste with a light hop character and crisp finish. Brewed since 1925, it was created to stand for pride and authenticity.
- Victoria is a Vienna-style lager and one of Mexico's most popular beers. Victoria was produced for the first time in 1865, making Victoria Mexico's oldest beer brand.
- Aguila is a classic Colombian lager beer with a balanced and refreshing flavor that was first brewed in 1913.
- Pilsen, first brewed 150 years ago in Peru, is Peru's leading beer. It offers the clean and simple taste of a true Pilsner.
- Cerveza Cristal, brewed since 1922 with a crisp taste and dedication to quality, is a favorite among Peruvians.
- Poker is a Pilsner lager that has been enjoyed by Colombians for its traditional, bittersweet taste since 1929.

#### ***South America***

- Brahma Franchise brands, together, are the most consumed beer brand in Brazil. It was one of the Brazilian official sponsors of the 2022 FIFA World Cup™, and in 2020 was one of the main brands to entertain consumers at home with livestream concerts. Brahma Duplo Malte was launched in 2020 and is one of the best examples of our innovation strategy, resulting from actively listening to consumer demands.
- Skol is the second largest beer brand in the Brazilian market. Skol has been a pioneer and innovator in the beer category, engaging with consumers and creating new market trends and products such as Skol Puro Malte, which launched in 2019.

## ***EMEA***

- Jupiler is Belgium's largest brand by volume, according to Plato Logic Limited. It is the official sponsor of the Belgian National Football Team, "The Red Devils". It also sponsors the most important Belgian professional football league, the Jupiler Pro League.

## ***Africa***

- Carling Black Label is Africa's most awarded beer as well as South Africa's biggest brand by volume and brand power. It is brewed to deliver a distinctly aromatic and full-flavored refreshment.
- Castle Lager is popularly described as South Africa's national beer, first brewed in Johannesburg in 1895 using homegrown ingredients, giving it the iconic "somewhat dry, somewhat bitter, never sweet" taste. Castle Lager is the official sponsor of several South African sporting associations.
- Castle Lite was first brewed in South Africa in 1994 with a mission to provide the coldest and most refreshing lite beer on the South African market. Today, it is an Africa-wide premium brand enjoyed in 14 countries and continues to innovate to offer consumers "extra cold" refreshment.
- Flying Fish combines the pure refreshment of beer with delicious, fresh flavors: pressed lemon and green apple. With an easy drinking taste, Flying Fish offers something different for consumers, beer and cider drinkers alike, looking to share new experiences.
- Hansa Pilsener is brewed in true pilsener style, using the Saaz hop and a special blend of ingredients to deliver quality refreshment.
- Hero is a Nigerian beer brewed using local sorghum and malted barley.
- Kilimanjaro Premium Lager is named after Tanzania's iconic Mount Kilimanjaro, the highest mountain in Africa. Launched in 1996, it boasts an easy drinking taste made from ingredients grown on the slopes of Mount Kilimanjaro and nourished by the pure waters that flow from its ice-capped peak. It is light in color with 4.5% alcohol by volume and a crisp refreshing taste.
- Safari, first brewed in Tanzania in 1977, is a full-flavored, full-bodied beer with a rich golden color and taste that gave rise to a new era of beer brewing in Tanzania. Today, it is still one of the leaders of the core segment.
- Trophy Lager beer is one of the top selling beers in Nigeria. Originated in 1978, Trophy has grown from a small core brand in the west of Nigeria to a strong lovemark (a brand that commands both high respect and "love" from consumers). Trophy is known as the honorable beer that accords respect to Nigerian consumers and Nigeria.

## ***Asia Pacific***

- Cass is the market leader in South Korea.
- Harbin is a national brand with its roots in the northeast of China.
- Sedrin is a strong regional brand that originated in China's Fujian province.

- Haywards 5000, India’s original strong beer, is one of the largest core lager brands in India and is made from high quality malt to deliver a full bodied, full flavored taste enjoyed by millions.

Unless otherwise indicated, all statements regarding competitive position of our brands in this Section “—International Distribution” are based on reports published by AC Nielsen.

### ***No- and Low-Alcohol Beer***

We take pride in empowering consumers to make smart drinking choices. Consumers around the world are becoming interested in no- and low-alcohol beers that allow them to enjoy a beer experience, with less or no alcohol involved. Making that choice available to more consumers globally is a core pillar of advancing our Smart Drinking Goals. Specifically, we have aimed to ensure no- and low- alcohol beer (“**NABLAB**”) products represent at least 20% of our global beer volume by the end of 2025. While we are not on track to meet this goal, we are making significant strides and have expanded our NABLAB portfolio from 26 to 42 brands over the last five years. Our no-alcohol beer brands are now available in 16 of our top 20 markets, while low-alcohol beer brands (3.5% alcohol or below) are now available in 14 markets. For further details please see “Item 4. Information on the Company—B. Business Overview—13. Social and Community Matters—Smart Drinking.”

We have continued to expand our global portfolio of non-alcoholic beverages, which currently houses over 30 brands. Our non-alcohol beverage brands include Budweiser Zero in the United States, Canada, the U.K., India, Korea, Brazil and Netherlands, Beck’s NA in the United States, Canada, the U.K. and Germany, Corona Cero across Europe and in Brazil and Stella Artois 0.0 in Belgium, the U.K., Argentina, the United States and Chile. See “—Beer” above for more information.

### ***Beyond Beer***

The beyond beer segment continues to be a growth driver in the industry, as consumers demand sweet, fruity, flavorful drinks. We are innovating to meet consumers on more occasions. Our global beyond beer business contributed revenue of USD 1.6 billion in 2022.

Flavored alcoholic beverages (FAB), hard seltzers and ready-to-drink (RTD) cocktails are growing the beyond beer category globally. We are using our leading beer brands and strengthening our portfolio with new brands, such as Cutwater and NÜTRL, in specific segments:

- In the FAB segment, we brought key innovations to market including Mike’s Hard Tea in Canada and Caipi Beats (our RTD version of Brazil’s Caipirinha cocktail).
- In hard seltzers, we continue to innovate with our Bud Light Seltzer brand, launching unique flavors such as Bud Light Seltzer Hard Soda in Classic Cola, Cherry Cola, Lime Soda and Orange. NÜTRL continued to expand in Canada and the US, as consumers continue to demand low-cal, gluten-free options.
- In the RTD cocktails segment, our Cutwater brand grew revenue in the U.S. by strong double digits compared to 2021.

## **Non-Beer**

### ***Non-Alcohol Beverages***

We also have an important presence in the Non-Alcohol Beverages (“**NaBev**”) market, as consumers are increasingly looking for more options for different occasions. Using our strong distribution network, digital platforms and production facilities, we are expanding our portfolio of owned and partnership brands driving this trend. We have NaBev operations primarily in Latin America and Africa, and our subsidiary Ambev has NaBev operations in South America and the Caribbean. The NaBev market includes both carbonated and non-carbonated beverages.



Our NaBev business includes both our own brands and agreements with other global players such as PepsiCo, Inc. (“**PepsiCo**”) related to bottling, selling and distribution of PepsiCo brands. Ambev has a long-term agreement with PepsiCo whereby it has been granted the exclusive right to bottle, sell and distribute certain PepsiCo brands in Brazil, including Pepsi-Cola, Gatorade, H2OH!, and Lipton Ice Tea. Through our South America operations, Ambev is also PepsiCo’s bottler for Argentina, Uruguay and Bolivia, as well as in the Dominican Republic and Panama. In Panama, we also produce and bottle other third-party soft drink brands, such as Canada Dry Ginger Ale, Squirt and Crush.

Apart from the bottling and distribution agreements with PepsiCo, Ambev also produces, sells and distributes its own non-alcoholic beverages. Its main carbonated soft drinks brand is Guaraná Antarctica. We also have selling and distribution agreements with Red Bull GmbH to sell Red Bull Energy Drinks in markets such as Argentina, Brazil, China, Dominican Republic, South Africa and others. In the United States, we currently have in place master distribution agreements with Ghost Energy Drink and Super Coffee.

In 2022, growth in our energy drinks portfolio was driven by Fusion in Brazil, Rockstar in Argentina and Fury in Honduras and El Salvador, and we also continued to expand our Red Bull partnership in markets such as Brazil, South Africa and China. Our soft drinks portfolio is also growing due to consumers’ evolving taste, our distribution expansion and the growth of low- and no-sugar beverage options. Pony Malta, which is the leading malt beverage in Colombia, is connecting with consumers through digital entertainment, including engagements with the gaming community in Latin America.

### **Digital Transformation and New Businesses**

We aim to elevate our relationships with customers and consumers through new technology capabilities that have the potential to create significant value for our business and accelerate the category globally. Our portfolio of solutions focuses on three areas in this space which present opportunities to accelerate our growth and build on our ecosystem: our business-to-business platform, BEES, which provides e-commerce and fintech solutions to small and medium-sized retailers and services to our wholesalers; our digital direct-to-consumer solutions, which help bring us closer than ever to our consumers; and our biotech initiatives that aim to use our expertise in scaled fermentation to foster sustainable food production.

On 21 April 2022, we announced a newly aligned commercial leadership structure designed to accelerate the next phase of innovation and growth by aligning marketing, sales, B2B and direct-to-consumer solutions under the role of the Chief Growth Officer.

#### ***BEES***

BEES is our B2B e-commerce platform focused on turning customer needs into growth opportunities and leveraging the power of data and technology to transform the traditional sales model. BEES is a digital platform where retailers can browse products, place orders, earn rewards, arrange deliveries, manage invoices, and access business insights all from one place. BEES aims to improve the businesses and livelihoods of retailers through digital inclusion. BEES has two main commercial objectives: to accelerate profitable growth in our core business and to leverage our assets to unlock new and profitable business opportunities.

Through its e-commerce marketplace, BEES is also helping unlock adjacent business opportunities. In markets in which it operates, BEES Marketplace allows customers to purchase a variety of products manufactured by other suppliers through our platform, which allows customers to order their favorite products, all in one shopping experience.

BEES was launched at the end of 2019 in the Dominican Republic and is currently live in 20 markets, including Brazil, Mexico, Colombia, Argentina, South Africa, Peru, Ecuador, China, the U.S. and the United Kingdom. In 2022, the operations of Z-Tech, our global technology and innovation hub were integrated with BEES. In 2022, BEES captured approximately USD 32 billion in gross merchandise value, reaching 3.1 million monthly active users. BEES Marketplace is now live in 15 markets, with over 56% of BEES customers now also Marketplace buyers, and generated revenues from sales of third-party products of approximately USD 850 million in 2022.

### ***DTC & e-commerce***

Our Direct to Consumer (DTC) business operates in 17 countries and is made up of a portfolio of digital and physical products that address different consumer needs, combining fast-growing e-commerce platforms, such as Zé Delivery in Brazil, TaDa Delivery across Latin America and PerfectDraft in Europe, and approximately 13,000 retail stores, such as Modelorama in Mexico and PitStop in Brazil, to create an ecosystem that generated nearly USD 1.5 billion in revenues in 2022. DTC solutions enable us to personalize portfolio offerings at scale and execute activations to drive higher consumer lifetime value. Owning the consumer transaction from awareness to purchase helps us to better direct marketing investments while increasing speed to market. DTC is opening exciting new opportunities for us to expand into new occasions, to premiumize, and to grow the category, as we continue to learn more from our consumers and use this knowledge to help our brands improve execution at retail.

### ***EverGrain***

EverGrain, launched in 2020, is a sustainable ingredient business that aims to revolutionize the use of leftover barley from our brewing process to deliver highly nutritious, great-tasting barley protein and ingredients. Historically, we only extracted carbohydrates from our barley, leaving behind nutrient-rich protein and fibers. Every year our breweries produce approximately 1.4 million tons of saved grain with nutritional value. This gives us a unique opportunity to upcycle our used barley. We have acquired or developed, through years of research and development, the proprietary technology behind EverGrain to extract the proteins and fibers from those saved grains to create high-quality, plant-based ingredients.

In 2022, we opened a new production facility in St. Louis that is expected to produce sustainable, innovative barley protein ingredients.

### ***BioBrew***

The application of biotechnology to food and beverage production presents an exciting opportunity to meet the growing global need for safe, sustainable animal-free protein. Through BioBrew, a technology platform, we are exploring opportunities to apply large-scale fermentation and processing expertise beyond beer. By partnering with precision fermentation specialists and using our collective fermentation assets, we are working to develop high-margin, value-added products.

### ***ZX Ventures***

ZX Ventures is our global investment and innovation group. ZX Ventures is focused on seeding and launching beverages of the future and building, investing in and scaling new ventures outside of our core business. ZX Ventures coordinates with other departments and/or business units in respect of its investments and operations and the responsibility for overseeing and managing such investments is at times transferred to other business units by ZX Ventures.

## **3. MAIN MARKETS**

We are a global brewer, with sales in over 150 countries across the globe.

The last two decades have been characterized by rapid growth in fast-growing developing markets, notably in certain regions of Africa, Asia and Central and South America, where we have significant sales.

Each market in which we operate has its own dynamics and consumer preferences and trends. Given the breadth of our brand portfolio, we believe we are well-placed to address changing consumer needs in the various categories (premium, core and value) within any given market.

Effective 1 January 2019, we have been organized into six business segments.

The business segments and their corresponding countries are:

- *North America*: the United States and Canada;
- *Middle Americas*: the Caribbean, Colombia, Costa Rica, the Dominican Republic, Ecuador, El Salvador, Guatemala, Honduras, Mexico, Panama and Peru;
- *South America*: Argentina, Bolivia, Brazil, Chile, Paraguay and Uruguay;
- *EMEA*: Austria, Belgium, France, Germany, Ireland, Italy, Luxembourg, the Netherlands, Spain, Switzerland, the United Kingdom, Botswana, Ghana, Lesotho, Mozambique, Namibia, Nigeria, South Africa, Swaziland, Tanzania, Uganda and Zambia and other African, European and Middle East countries;
- *Asia Pacific*: China, India, Japan, New Zealand, South Korea, Vietnam and other South Asian and Southeast Asian countries; and
- *Global Export and Holdings Companies*.

The table below sets out our total volumes broken down by business segment for the periods shown:

| Market                              | 2022                                |                         | 2021                                |                         | 2020                                |                         |
|-------------------------------------|-------------------------------------|-------------------------|-------------------------------------|-------------------------|-------------------------------------|-------------------------|
|                                     | Volumes<br>(million<br>hectoliters) | Volumes<br>(% of total) | Volumes<br>(million<br>hectoliters) | Volumes<br>(% of total) | Volumes<br>(million<br>hectoliters) | Volumes<br>(% of total) |
| North America                       | 103                                 | 17.3%                   | 107                                 | 18.4%                   | 107                                 | 20.2%                   |
| Middle Americas                     | 148                                 | 24.8%                   | 141                                 | 24.3%                   | 121                                 | 22.8%                   |
| South America                       | 164                                 | 27.6%                   | 157                                 | 26.9%                   | 144                                 | 27.1%                   |
| EMEA                                | 91                                  | 15.3%                   | 87                                  | 14.9%                   | 76                                  | 14.3%                   |
| Asia Pacific                        | 89                                  | 15.0%                   | 88                                  | 15.2%                   | 82                                  | 15.4%                   |
| Global Export and Holding Companies | 1                                   | 0.2%                    | 2                                   | 0.3%                    | 1                                   | 0.2%                    |
| <b>Total</b>                        | <b>595</b>                          | <b>100.0%</b>           | <b>582</b>                          | <b>100.0%</b>           | <b>531</b>                          | <b>100.0%</b>           |

See “Item 4. Information on the Company—B. Business Overview—2. Principal Activities and Products” for a breakdown between our beer and non-beer volumes and revenue. On an individual country basis, our principal markets, during the year ended 31 December 2022, in alphabetical order, were Argentina, Belgium, Brazil, Canada, China, Colombia, Ecuador, Mexico, Nigeria, Peru, South Africa, South Korea and the United States, with each market having its own dynamics and consumer preferences and trends. Given the breadth of our brand portfolio, we believe we are well-placed to address changing consumer needs in the various categories (premium, core and value) within any given market.

#### 4. COMPETITION

We believe our largest competitors are Heineken, Carlsberg, CR Snow and Molson Coors Brewing Company based on information from the Plato Logic Limited report for the calendar year 2021 (published in December 2022).

Historically, brewing was a local industry with only a few players having a substantial international presence. Larger brewing companies often obtained an international footprint through direct exports, licensing agreements and joint venture arrangements. However, the last several decades have seen a transformation of the industry, with a prolonged period of consolidation. This trend started within the more established beer markets of Western Europe and North America and took the form of larger businesses being formed through merger and

acquisition activity within national markets. More recently, consolidation has also taken place within developing markets. Over the last decade, the global consolidation process has accelerated, with brewing groups making significant acquisitions outside of their domestic markets and increasingly looking to purchase other regional brewing organizations. As a result of this consolidation process, the absolute and relative size of the world's largest brewers has substantially increased. Therefore, today's leading international brewers have significantly more diversified operations and have established leading positions in a number of international markets.

We have participated in this consolidation trend and grown our international footprint through a series of mergers and acquisitions, described in “—A. History and Development of the Company,” which include:

- the acquisition of Beck's in 2002;
- the creation of InBev in 2004, through the combination of Interbrew and Ambev;
- the combination with Anheuser-Busch Companies in November 2008;
- the combination with Grupo Modelo in June 2013; and
- the combination with SAB in October 2016.

The 10 largest brewers in the world in 2021 in terms of volume are as set out in the table below.

|    |                              |     |
|----|------------------------------|-----|
| 1  | AB InBev                     | 515 |
| 2  | Heineken                     | 262 |
| 3  | Carlsberg                    | 129 |
| 4  | CR Snow                      | 111 |
| 5  | Molson Coors Brewing Company | 81  |
| 6  | Tsingtao (Group)             | 79  |
| 7  | Asahi                        | 69  |
| 8  | EFES                         | 37  |
| 9  | Beijing Yanjing              | 36  |
| 10 | Castel                       | 34  |

Note:

- (1) Source: Plato Logic Limited report for the calendar year 2021 (published in December 2022). Volumes are based on calculations on total volumes of majority-owned subsidiaries, also licensed brewing. Our own beer volumes for the year ended 31 December 2022 were 522 million hectoliters and 512 million hectoliters for the year ended 31 December 2021.

In each of our regional markets, we compete against a mixture of national, regional, local and imported beer brands. In North America, Brazil and other selected countries in Latin America, Europe and Asia Pacific, we compete primarily with large leading international or regional brewers and international or regional brands.

## 5. WEATHER AND SEASONALITY

For information on how weather affects consumption of our products and the seasonality of our business, see “Item 5. Operating and Financial Review—A. Key Factors Affecting Results of Operations—Weather and Seasonality.”

## **6. BREWING PROCESS; RAW MATERIALS AND PACKAGING; PRODUCTION FACILITIES; LOGISTICS**

### **Brewing Process**

The basic brewing process for most beers is straightforward, but significant know-how is involved in quality and cost control. The most important stages are brewing and fermentation, followed by maturation, filtering and packaging. Although malted barley (malt) is the primary ingredient, other grains such as unmalted barley, rice or wheat are sometimes added to produce different beer styles. The proportion and choice of other raw materials varies according to regional taste preferences and the type of beer.

The first step in the brewing process is making wort by mixing malt with warm water and then gradually heating it in large mash tuns to dissolve the starch and transform it into a mixture, called “mash,” of maltose and other sugars. The spent grains are filtered out and the liquid, now called “wort,” is boiled. Hops are added at this point to give a special bitter taste and aroma to the beer. The wort is boiled to sterilize it, and extract the desired flavor and bitterness from the hops. Cooling follows, using a heat exchanger. The hopped wort is saturated with air, or oxygen, essential for the growth of the yeast in the next stage.

Yeast is a micro-organism that turns the sugar in the wort into alcohol and carbon dioxide. This process of fermentation takes five to 11 days, after which the wort finally becomes beer. Different types of beer are made using different strains of yeast and wort compositions. In some yeast varieties, the yeast cells rise to the top of the liquid at the end of fermentation. Ales and wheat beers are brewed with these “top-fermenting” yeast strains. Lagers are made using yeast strains that settle to the bottom of the liquid. Some special Belgian beers, called lambic or gueuze, use yet another method, where fermentation relies on spontaneous action by airborne yeasts.

During the maturation process, the liquid clarifies as yeast and other particles settle. Further filtering gives the beer more clarity. Maturation varies by type of beer and can take as long as three weeks, and then the beer is ready for packaging in kegs, cans or bottles.

### **Raw Materials and Packaging**

The main raw materials used in our beer and other alcoholic malt beverage production are malted barley, rice, corn, hops, yeast and water. In some of our regions, such as in Africa, locally sourced agricultural products such as sorghum or cassava are used in place of malted barley. For non-beer production (mainly carbonated soft drinks) the main ingredients are flavored concentrate, fruit concentrate, sugar, sweetener and water. In addition to these inputs into our products, delivery of our products to consumers requires extensive use of packaging materials such as glass, PET and aluminum bottles, aluminum or steel cans and kegs, aluminum can stock, labels, plastic crates, metal and plastic closures, folding cartons, cardboard products and plastic films.

We primarily use our own proprietary yeast, which we grow in our facilities. In some regions, we import hops to obtain adequate quality and appropriate variety for flavor and aroma. We purchase these ingredients through the open market and through contracts with suppliers. We also purchase barley and process it to meet our malt requirements at our malting plants.

Prices and sources of raw materials are determined by, among other factors:

- the level of crop production;
- weather conditions;
- local and export demand; and
- governmental taxes, import tariffs and regulations.

We hedge some of our commodities contracts on the financial markets and some of our malt requirements are purchased on the spot market. See “Item 11. Quantitative and Qualitative Disclosures About Market Risk—Market Risk, Hedging and Financial Instruments” and note 27 to our audited consolidated financial statements as of 31 December 2022 and 2021, and for the three years ended 31 December 2022, for further details on commodities hedging.

We have supply contracts with respect to most packaging materials as well as our own production capacity as outlined below in “—Production Facilities.” The choice of packaging materials varies by cost and availability in different regions, as well as consumer preferences and the image of each brand. We also use aluminum cansheet for the production of beverage cans and lids.

Hops, PET resin and, to some extent, cans are mainly sourced globally. Malt, adjuncts (such as unmalted grains or fruit), sugar, steel, cans, labels, metal closures, soda ash for our glass plants, plastic closures, preforms and folding cartons are sourced regionally. Electricity is sourced nationally, while water is sourced locally, for example, from municipal water systems and private wells.

We use natural gas as the primary fuel for our plants, and diesel as the primary fuel for freight. We believe adequate supplies of fuel and electricity are available for the conduct of our business. The energy commodity markets have experienced, and can be expected to continue to experience, significant price volatility. We manage our energy costs using various methods including supply contracts, hedging techniques and fuel-switching.

### Production Facilities

Our production facilities are spread across our regions, giving us a balanced geographical footprint in terms of production and allowing us to efficiently meet consumer demand across the globe. We manage our production capacity across our regions, countries and plants. We typically own our production facilities free of any major encumbrances. We also lease a number of warehouses and other commercial buildings from third parties. See “—11. Regulations Affecting Our Business” for a description of the environmental and other regulations that affect our production facilities.

### Beverage Production Facilities

Our beverage production facilities comprised 219 breweries and/or non-beer plants as of 31 December 2022 spread across our regions. Of these 219 plants, 162 produced only beer and other alcoholic malt beverages, 18 produced only soft drinks and 39 produced beer, other alcoholic beverages and soft drinks. Except in limited cases (for example, our Hoegaarden brewery in Belgium), our breweries are not dedicated to one single brand of beer.

This allows us to allocate production capacity efficiently within our group.

The table below sets out, for each of our business segments (excluding Global Export and Holdings Companies) in 2022, the number of our beverage production plants (breweries and/or non-beer drink plants) as well as the plants’ overall capacity.

| Business Segment | Number of plants as of 31 December 2022 <sup>(3)</sup> | 2022 Volumes <sup>(1)(3)</sup> |                               | Annual engineering capacity as of 31 December 2022 |                               |
|------------------|--|--------------------------------|-------------------------------|--|-------------------------------|
|                  |  | Beer and Beyond Beer (khl)     | Non-Beer (khl) <sup>(2)</sup> | Beer and Beyond Beer (khl)                         | Non-Beer (khl) <sup>(2)</sup> |
| North America    | 38   | 97,994                         | 4,680                         | 125,689  | 0                             |
| Middle Americas  | 33   | 123,615                        | 24,009                        | 151,698  | 32,219                        |
| South America    | 50   | 121,127                        | 43,192                        | 146,094  | 60,716                        |
| EMEA             | 48   | 89,459                         | 1,321                         | 121,071  | 1,483                         |
| Asia Pacific     | 50   | 88,868                         | 30                            | 159,060  | 23                            |
| <b>Total</b>     | <b>219</b>   | <b>521,064</b>                 | <b>73,232</b>                 | <b>703,614</b>                                     | <b>94,442</b>                 |

Notes:

- (1) Reported volumes.
- (2) The non-beer category includes soft drinks and certain other beverages.
- (3) Excludes our joint ventures and assets where we are not the majority owner.

## Non-Beverage Production Facilities

Our beverage production plants are supplemented and supported by a number of plants and other facilities that produce raw materials and packaging materials for our beverages. The table below provides additional detail on these facilities as of 31 December 2022.

| <u>Type of plant / facility</u>         | <u>Number of plants / facilities<sup>(1)</sup></u> | <u>Countries in which plants / facilities are located<sup>(1)</sup></u>   |
|---|--|---|
| Malt plants                             | 19   | Argentina, Brazil, Colombia, Ecuador, Mexico, Peru, South Africa, South Korea, Uganda, United States, Uruguay, Zambia |
| Rice and corn grits mill                | 6  | Argentina, Bolivia, Peru, United States   |
| Farm and agriculture                    | 3  | Germany, United States, South Africa  |
| Hop pellet plant                        | 1  | Argentina   |
| Glass bottle plants                     | 4  | Brazil <sup>(2)</sup> , Mexico, Paraguay  |
| Crown and closure plants                | 4  | Argentina, Brazil, Colombia, Mexico   |
| Label plants                            | 2  | Brazil, Colombia  |
| Can plants                              | 8  | Brazil, Bolivia, Mexico, United States  |
| Can lid manufacturing plants            | 2  | United States   |
| Crown and closure liner material plants | 1  | United States   |
| Soft drink concentrate plants           | 4  | Brazil  |
| Yeast plants                            | 1  | Brazil  |
| Other                                   | 1  | United States   |
| <b>Total</b>                            | <b>56</b>  |   |

Notes:

- (1) Excludes plants and facilities owned by joint ventures and assets where we are not the majority owner.
- (2) In January 2023, we began construction of a new glass bottle plant in Brazil, which is expected to be completed in 2024.

In addition to production facilities, we also maintain a geographical footprint in key markets through sales offices and distribution centers. Such offices and centers are opened as needs in the various markets arise.

## Capacity Expansion

We continually assess whether our production footprint is optimized to support future customer demand. Through footprint optimization, adding new capabilities (such as plants, packaging lines or distribution centers) to our footprint not only allows us to boost production capacity, but the strategic location often also reduces distribution time and costs so that our products reach consumers rapidly, efficiently and at a lower total cost. Conversely, footprint optimization can lead to divesting of some assets, such as reducing some production and distribution capabilities as needed to maintain the most optimal operational network.

For example, in 2022, we invested in additional brewing, packaging and distribution capacities in multiple countries including China, India, Brazil, Chile, Mexico, Dominican Republic, Colombia, Zambia, South Africa, the United States, the United Kingdom, Belgium and others to meet our future demand expectations in these countries or for export volumes.

Our capital expenditures are primarily funded through cash from operating activities and are for production facilities, logistics, administrative capabilities improvements, hardware and software.

We may also outsource, to a limited extent, the production of items that we are either unable to produce in our own production network (for example, due to a lack of capacity during seasonal peaks) or for which we do not yet want to invest in new production facilities (for example, to launch a new product without incurring the full associated start-up costs). Such outsourcing mainly relates to secondary repackaging materials that we cannot practicably produce on our own, in which case our products are sent to external companies for repackaging (for example, gift packs with different types of beers).

## **Logistics**

Our logistics organization is composed of (i) a first tier, which comprises all inbound flows into the plants of raw materials and packaging materials and all outbound flows from the plants into the second drop point in the chain (for example, distribution centers, warehouses, wholesalers or key accounts), (ii) a second tier, which comprises all distribution flows from the second drop point into the customer delivery tier (for example, pubs or retailers) and more recently (iii) our own last mile delivery as part of our direct-to-consumer offerings, for example Zé Delivery in Brazil and TaDa Delivery across Latin America.

Our transportation mechanics vary by market depending on economic and strategic considerations. We may outsource transportation to third-party contractors, retain such capability in-house or implement owner-driver programs, among other options.

Most of our breweries have warehouses that are attached to their production facilities. In places where our warehouse capacity is limited, external warehouses are rented. We strive to centralize fixed costs, which has resulted in some plants sharing warehouse and other facilities with each other.

Where it has been implemented, the VPO program has had a direct impact on our logistics organization, for example, in respect of safety, quality, environment, scheduling, warehouse productivity and loss-prevention actions and is delivering results by standardizing ways of working around the globe.

## **7. DISTRIBUTION OF PRODUCTS**

We depend on effective distribution networks to deliver products to our customers. We review our focus markets for distribution and licensing agreements on an annual basis. The focus markets will typically be markets with a substantial premium category and with reliable and strong partners (brewers and/or importers). Based on these criteria, focus markets are then chosen.

The distribution of beer, other alcoholic beverages and non-beer drinks varies from country to country and from region to region. The nature of distribution reflects consumption patterns and market structure, geographical density of customers, local regulation, the structure of the local retail sector, scale considerations, market share, expected added-value and capital returns, and the existence of third-party wholesalers or distributors. In some markets, brewers distribute directly to customers (for example, in Belgium). In other markets, wholesalers may play an important role in distributing a significant proportion of beer to consumers, either in part for legal reasons (for example, in certain U.S. states and Canada where there may be legal constraints on the ability of a beer manufacturer to own a wholesaler), because of historical market practice (for example, in China and Argentina) or because we have determined that third-party wholesalers provide the most effective route of distribution (which is generally the case in the United States). In some instances, we have acquired third-party distributors to help us self-distribute our products, as we have done in Brazil. Due to strategic reasons and supply chain complexity, in some countries we operate a combined model with our own third-party distributors and wholesalers.

The products we brew in the United States are sold to 391 wholesalers with the exclusive right to carry our products within a designated territory, for resale to retailers, with some entities owning more than one wholesaler. As of the end of 2022, we owned 11 of these wholesalers and the remaining wholesalers are independent businesses.



We generally distribute our products through (i) our own distribution, in which we deliver to points of sale directly, and (ii) third-party distribution networks, in which delivery to points of sale occurs through wholesalers and independent distributors. In certain cases, we may own or have an ownership stake in a wholesaler. Third-party distribution networks may be exclusive or non-exclusive.

See “Item 5. Operating and Financial Review—A. Key Factors Affecting Results of Operations—Distribution Arrangements” for a discussion of the effect of the choice of distribution arrangements on our results of operations.

As a customer-driven organization, we have programs for professional relationship building with our customers in all markets regardless of the chosen distribution method. This happens directly, for example, by way of key customer account management, and indirectly, by way of wholesaler excellence programs.

We seek to provide media advertising, point-of-sale advertising and sales promotion programs to promote our brands. Where relevant, we complement national brand strategies with geographic marketing teams focused on delivering relevant programming addressing local interests and opportunities.

## 8. LICENSING

In some markets, we may enter into license agreements or, alternatively, international distribution and/or importation agreements, depending on the best strategic fit for each particular market. License agreements entered into by us grant the right to third-party licensees to manufacture, package, sell and market one or several of our brands in a particular assigned territory under strict rules and technical requirements. In the case of international distribution and/or importation agreements, we produce and package the products ourselves while the third party distributes, markets and sells the brands in the local market.

We have entered into a number of licensing, distribution and importation agreements relating to our brands, including the following:

- Stella Artois is licensed to third parties in various countries including Algeria, Bosnia and Herzegovina, Bulgaria, Croatia, the Czech Republic, Hungary, Israel, Kosovo, Montenegro, New Zealand, Romania, Serbia and Slovakia, while Beck's is licensed to third parties in Algeria, Bosnia and Herzegovina, Bulgaria, Croatia, Hungary, Kosovo, Montenegro, New Zealand, Romania, Serbia, Slovakia, Tunisia and Turkey.
- Anadolu Efes has the right to brew and sell Bud in Turkey. For more information, see “Item 5. Operating and Financial Review—G. Contractual Obligations and Contingencies—Contractual Obligations.” We also sell various brands, including Budweiser, by exporting from our license partners' breweries to other countries.
- The Corona beer brand is perpetually licensed to a subsidiary of Constellation Brands, Inc. for production in Mexico and marketing and sales in 50 states of the United States, the District of Columbia and Guam.
- Aguila, Castle Lager, Cusqueña, Cristal, Redd's and certain other brands are perpetually licensed to Molson Coors Brewing Company in the 50 states of the United States, the District of Columbia and Puerto Rico. We have retained rights to brew and distribute these beers outside of the United States, the District of Columbia and Puerto Rico.
- On 30 March 2018, following the merger of our businesses in Russia and Ukraine with Anadolu Efes, we granted the right to brew and/or distribute several of our brands to our associate, AB InBev Efes in which we own a 50% non-controlling stake and which we do not consolidate. On 11 March 2022, we announced that we have requested Anadolu Efes to suspend the license granted to AB InBev Efes for the production and sale of Bud in Russia. See “Item 3. Key Information—D. Risk Factors—Financial Risks—Our business, financial performance and results of operations have been, and may continue to be, adversely affected by the continuation and consequences of the ongoing conflict between Russia and Ukraine”, and note 16 to our audited consolidated financial statements as of 31 December 2022 and 2021, and for the three years ended 31 December 2022 included in this Form 20-F for further details regarding our investment in AB InBev Efes.

- In connection with the listing of a minority stake of Budweiser APAC on the Hong Kong Stock Exchange, we have entered into a number of framework agreements granting Budweiser APAC (i) exclusive licenses to import for sale, manufacture, sell and distribute and (ii) non-exclusive licenses to advertise and promote our brands in APAC territories.
- Molson Coors Brewing Company has rights to brew and/or distribute, under license, Beck's, Löwenbräu, Spaten and Stella Artois, in Albania, Bosnia and Herzegovina, Bulgaria, Croatia, the Czech Republic, Hungary, Kosovo, Macedonia, Moldova, Montenegro, Romania, Serbia, Slovakia and Slovenia.
- The Budweiser, Corona Extra, Corona Ligera, Coronita Extra, Pacifico, Modelo Negra, Lowenbrau Original, Lowenbrau Oktoberfest, Hoegaarden, Spaten, Spaten Oktoberfest, Franziskaner Hefe-Weissbier Dunkel, Franziskaner Hefe-Weissbier, Leffe Blonde, Leffe Brune, Leffe Radieuse, Belle Vue Extra, Birra del Borgo and Goose Island brands are perpetually licensed to Carlton & United Breweries, a subsidiary of Asahi, in Australia.
- The Stella Artois, Beck's and Beck's Vier brands are perpetually licensed to a subsidiary of Heineken in Australia.
- In Europe, certain third parties have the right to brew and/or distribute some of our brands such as Mahou San Miguel in Spain (excluding the Canary Islands) and C&C in Scotland, Northern Ireland and Ireland.

We also manufacture and distribute Brahma, a brand owned by our Brazilian listed subsidiary, Ambev, in Peru and other third-party brands, such as Kirin in the United States. Compañía Cervecería de Canarias (in the Canary Islands) has an agreement to distribute Guinness in the Canary Islands. Ambev and some of our other subsidiaries have entered into manufacturing and distribution agreements with PepsiCo. Major brands that are distributed under this agreement are Pepsi-Cola, Lipton Ice Tea, H2OH! and Gatorade. See “—2. Principal Activities and Products—Non-Beer—Non-Alcohol Beverages” for further information in this respect. Ambev and some of our other subsidiaries also have license agreements with us which allow them to exclusively produce, distribute and market Beck's and Stella Artois in Latin America and Canada, and Budweiser in Brazil, Canada and Argentina. Ambev also distributes Budweiser in Paraguay, Guatemala, the Dominican Republic, El Salvador, Nicaragua, Uruguay and Chile and Corona products in Latin America and Canada.

## 9. BRANDING AND MARKETING

Our brands are the foundation and cornerstone of our relationships with consumers and the key to our long-term success. Our brand portfolio – its enduring bonds with consumers and its partnerships with customers – are our most important assets. We invest in our brands to create a long-term sustainable competitive advantage by seeking to meet the beverage needs of consumers around the world and to develop leading brand positions in every market in which we operate.

Our brand portfolio consists of three global brands (Budweiser®, Corona® and Stella Artois®), our multi-country brands (Beck's®, Hoegaarden®, Leffe® and Michelob Ultra®), and many “local champions” (Aguila®, Antartica®, Bud Light®, Brahma®, Cass®, Castle®, Castle Lite®, Cristal®, Harbin®, Jupiler®, Modelo Especial®, Quilmes®, Victoria®, and Skol®). We believe this robust brand portfolio provides us with strong growth opportunities and positions us well to meet the needs of consumers for different occasions in each of the markets in which we compete. For further information about our brands, see “—2. Principal Activities and Products—Beer.”

We seek to constantly strengthen and develop our brand portfolio through enhancement of brand quality, marketing, and product innovation. Our marketing team therefore works together closely with our research and development team (see “—10. Intellectual Property; Innovation; Research and Development” for further information).

We continually assess consumer needs and values in each geographic market in which we operate with a view to identifying the key characteristics of consumers in each beer category (including different styles and price points – premium, core, and value). This allows us to position our existing brands (or to introduce new brands) to address consumer needs across price points, styles, and occasions.

Our marketing approach is based on a “value-based brands” proposition, with each brand able to articulate a single, clear, compelling values-based reason for consumer preference. The value-based brands approach involves, firstly, the determination of consumer portraits; secondly, the brand attributes and the brand archetype are defined; and, finally, a purpose statement is written that clearly articulates the role the brand will play in the lives of consumers. Once this link has been established, a particular brand can either be developed (brand innovation) or adapted (brand renovation or line extension from the existing brand portfolio) to meet evolving customer needs. We apply zero-based planning principles to yearly budget decisions and for ongoing investment reviews and reallocations. We invest in each brand in line with its local or global strategic priority and seeking to maximize profitable and sustainable growth.

For example, we focus our growth strategy for each of our brands based on a portfolio approach, which depends on the occasion in which our products are consumed (e.g., relaxing at home with friends; or socializing in a bar). Our portfolio of brands will vary by market, but each leverage our global platforms and initiatives, incorporating the whole organization from supply, to operations, to sales and marketing, and then bringing our teams together to deliver end-to-end integrated consumer experiences.

We own the rights to use our principal brand names and trademarks in perpetuity for the main countries where these brands are currently, and continue to be, commercialized (with the exception of certain Modelo beer brands, certain former SAB brands licensed in the United States and certain brands licensed in Australia as described under “—8. Licensing” above).

## **10. INTELLECTUAL PROPERTY; INNOVATION; RESEARCH AND DEVELOPMENT**

Innovation is one of the key factors enabling us to achieve our strategy. We seek to combine technological know-how with market understanding to develop a healthy innovation pipeline in terms of production process, product and packaging features as well as branding strategy. In addition, as beer markets mature, innovation plays an increasingly important role by providing differentiated products with increased value to consumers.

### **Intellectual Property**

Our intellectual property portfolio mainly consists of trademarks, patents, registered designs, copyrights, know-how and trade secrets. This intellectual property portfolio is managed by our internal legal department, in collaboration with a selected network of external intellectual property advisers. We place importance on achieving close cooperation between our intellectual property team and our marketing and research and development teams. An internal stage gate process promotes the protection of our intellectual property rights, the swift progress of our innovation projects and the development of products that can be launched and marketed without infringing any third party’s intellectual property rights. A project moves on to the next step of its development after the necessary verifications (e.g., availability of trademark, existence of prior technology/earlier patents and freedom to market) have been carried out. This internal process is designed to ensure that financial and other resources are not lost due to oversights in relation to intellectual property protection during the development process.

Our patent portfolio is carefully built to gain a competitive advantage and support our innovation and other intellectual assets. We currently have more than 230 pending and granted patent families, each of which covers one or more technological inventions. The extent of the protection differs between technologies, as some patents are protected in many jurisdictions, while others are only protected in one or a few jurisdictions. Our patents may relate, for example, to brewing processes, improvements in production of fermented malt-based beverages, treatments for improved beer flavor stability, non-alcoholic beer development, filtration processes, beverage-dispensing systems and devices, can manufacturing processes, beer packaging or novel uses for brewing materials and disruptive technologies.

We license in limited technology from third parties. We also license out certain of our intellectual property to third parties, for which we receive royalties.

### **Innovation, Research and Development**

Given our focus on innovation, we place a high value on research and development (“**R&D**”). Our innovation strategy is translated into our R&D priorities, which consist of breakthrough innovation, incremental innovation and renovation (that is, updates and enhancements of existing products and packages). The main goal for the innovation process is to provide consumers with better products and experiences. This includes launching new liquids, new packaging and new dispensing systems that deliver better performance, both for the consumer and in terms of financial results, by increasing our competitiveness in the relevant markets. With consumers comparing products and experiences offered across very different beverage categories and the choice of beverages increasing, our R&D efforts also require an understanding of the strengths and weaknesses of other beverage categories, spotting opportunities for beer and malt beverages and developing consumer solutions (products) that better address consumer needs and deliver better experiences. This requires understanding consumer emotions and expectations. Sensory experience, premiumization, convenience, sustainability and design are all central to our R&D efforts.

R&D in process optimization is primarily aimed at quality improvement, capacity increase (plant debottlenecking and addressing volume issues, while minimizing capital expenditure) and improving efficiency. Newly developed processes, materials and/or equipment are documented in best practices and shared across business regions. Current projects range from malting to bottling of finished products.

Knowledge management and learning also make up an integral part of research and development. We seek to continuously increase our knowledge through collaborations with universities and other industries.

Our R&D team is regularly briefed (on at least an annual basis) on our priorities and our business regions’ priorities and approves concepts and technologies which are subsequently prioritized for development. The R&D teams invest in both short- and long-term strategic projects for future growth, with the launch time depending on complexity and prioritization.

The Global Innovation and Technology Center, located in Leuven, Belgium, accommodates the Product, Packaging, Raw Material, Process and Dispense Development teams and has facilities such as Labs, Experimental Brewery and Sensory Analysis. In addition to the Global Innovation and Technology Center, we also have Product, Packaging and Process development teams located in each of our geographic regions focusing on the short- and medium-term development and implementation needs of such regions.

## **11. REGULATIONS AFFECTING OUR BUSINESS**

Our worldwide operations are subject to extensive regulatory requirements regarding, among other things, production, distribution, importation, marketing, promotion, labeling, advertising, labor, pensions and public health, consumer protection and environmental issues. For example, in the United States, federal and state laws regulate most aspects of the brewing, sale, marketing, labeling and wholesaling of our products. At the federal level, the Alcohol and Tobacco Tax and Trade Bureau of the U.S. Treasury Department oversees the industry, and each state in which we sell or produce products, and some local authorities in jurisdictions in which we sell products, also have regulations that affect the business conducted by us and other brewers and wholesalers. It is our policy to abide by the laws and regulations around the world that apply to us or to our business. We rely on legal and operational compliance programs, as well as local in-house and external counsel, to guide our businesses in complying with applicable laws and regulations of the countries in which we operate.

See “Item 3. Key Information—D. Risk Factors—Risks Relating to Our Business—Certain of our operations depend on independent distributors or wholesalers to sell our products, and we may be unable to replace distributors or acquire interests in wholesalers or distributors. In addition, we may be adversely impacted by the consolidation of retailers,” “Item 3. Key Information—D. Risk Factors—Risks Relating to Our Business— Negative publicity regarding perceived health risks, failure to provide safe working environments and associated government regulation may harm our business,” “Item 3. Key Information—D. Risk Factors—Risks Relating to Our Business—We could incur significant costs as a result of compliance with, and/or violations of or liabilities under, various regulations that govern our operations,” “Item 3. Key Information—D. Risk Factors—Risks Relating to Our Business—Climate change or other environmental concerns, or legal, regulatory or market measures to address climate change or other environmental concerns, may negatively affect our business or operations, including the availability of key production inputs,” “Item 3. Key Information—D. Risk Factors—Risks Relating to Our Business—Our subsidiary Ambev operates a joint venture in Cuba, in which the Government of Cuba is its joint venture partner. Cuba remains subject to comprehensive economic and trade sanctions by the United States and Ambev’s operations in Cuba may adversely affect our reputation and the liquidity and value of our securities” and “Item 5. Operating and Financial Review—A. Key Factors Affecting Results of Operations—Governmental Regulations.”

Production, advertising, marketing and sales of alcoholic beverages are subject to various restrictions around the world, often based on health considerations related to the misuse or harmful use of alcohol. These range from a complete prohibition of alcohol in certain countries and cultures through the prohibition of the import of alcohol, to restrictions on the advertising style, media and messages used. In a number of countries, television is a prohibited medium for advertising alcohol products, and in other countries, television advertising, while permitted, is carefully regulated. Media restrictions may constrain our brand-building and innovation potential. Labeling of our products is also regulated in certain markets, varying from health warning labels to importer identification, alcohol strength and other consumer information. Specific warning statements related to the risks of misusing alcohol products, including beer, have also become prevalent in recent years. Introduction of smoking bans in pubs and restaurants may have negative effects on on-trade consumption (that is, beer purchased for consumption in a pub or restaurant or similar retail establishment), as opposed to off-trade consumption (i.e., beer purchased at a retail outlet for consumption at home or another location). We believe that the regulatory environment in most countries in which we operate is becoming increasingly stringent with respect to health issues and expect this trend to continue in the future.

The distribution of our beer and other alcoholic beverage products may also be regulated. In certain markets, alcohol may only be sold through licensed outlets, varying from government- or state-operated monopoly outlets (e.g., in the off-trade channel of certain Canadian provinces) to the common system of licensed on-trade outlets (e.g., licensed bars and restaurants) which prevails in many countries (e.g., in much of the European Union). In the United States, states operate under a three-tier system of regulation for beer products from brewer to wholesaler to retailer, meaning that we usually work with licensed third-party distributors to distribute our products to the points of sale.

In the United States, both federal and state laws generally prohibit us from providing anything of value to retailers, including paying slotting fees or (subject to exceptions) holding ownership interests in retailers. Some states prohibit us from being licensed as a wholesaler for our products. State laws also regulate the interactions among us, our wholesalers and consumers by, for example, limiting merchandise that can be provided to consumers or limiting promotional activities that can be held at retail premises. If we violate applicable federal or state alcoholic beverage laws, we could be subject to a variety of sanctions, including fines, equitable relief and suspension or permanent revocation of our licenses to brew or sell our products.

Governments in most of the countries in which we operate also establish minimum legal drinking ages, which generally vary from 16 to 21 years of age or impose other restrictions on sales. Some governments have imposed or are considering imposing minimum pricing on alcohol products. Moreover, governments may seek to address harmful use of alcohol by raising the legal drinking age, further limiting the number, type or operating hours of retail outlets or expanding retail licensing requirements. We work both independently and together with other brewers and alcoholic beverage companies to tackle the harmful use of alcohol products and actively promote responsible sales and consumption.

Many beer drinking occasions are closely related to the ability of people to gather, therefore they are susceptible to the type of restrictions governments implement to respond to pandemics, as evidenced during the COVID-19 pandemic. These restrictions typically entail the shortening of hours or temporary enforced closures of retail outlets, mostly limited to restrictions on on-trade outlets. The extent of restrictions usually depends on a variety of factors, including the prevalence of the disease and governmental concerns regarding the impact of the restrictions on the overall wellbeing of the population.

Growing concern over the rise of obesity and obesity-related diseases, such as Type 2 diabetes, are accelerating global policy debates on reducing consumption of sugar in beverages and foods. This may have an impact on our soft drink business.

We are subject to antitrust and competition laws in the jurisdictions in which we operate and may be subject to regulatory scrutiny in certain of these jurisdictions. See “Item 3. Key Information—D. Risk Factors—Risks Relating to Our Business—We are exposed to antitrust and competition laws in certain jurisdictions and the risk of changes in such laws or in the interpretation and enforcement of existing antitrust and competition laws. In addition, in connection with our previous acquisitions, various regulatory authorities have previously imposed conditions with which we are required to comply.”

In many jurisdictions, excise and other indirect duties, including legislation regarding minimum alcohol pricing, make up a substantial proportion of the cost of beer charged to customers. In the United States, for example, the brewing industry is subject to significant taxation. The United States federal government currently levies an excise tax of USD 16 per barrel (equivalent to approximately 117 liters) for the first 6 million barrels of beer sold for consumption in the United States and then USD 18 per barrel for every barrel thereafter. All states also levy excise taxes on alcoholic beverages. Proposals have been made to increase excise taxes in some states. Every year, several countries introduce proposals to increase beer excise taxes. Rising excise duties can drive up our pricing to the consumer, which in turn could have a negative impact on our results of operations. See “Item 3. Key Information—D. Risk Factors—Risks Relating to Our Business—We may be subject to adverse changes in taxation and other tax-related risks.”

Our products are generally sold in glass or PET bottles or aluminum or steel cans. Legal requirements apply in various jurisdictions in which we do business, requiring that deposits or certain eco-taxes or fees are charged for the sale, marketing and use of certain non-refillable beverage containers. The precise requirements imposed by these measures vary. Other types of beverage-container-related deposit, recycling, eco-tax and/or extended producer responsibility statutes and regulations also apply in various jurisdictions.

We are subject to different environmental legislation and controls in each of the countries in which we operate. Environmental laws in the countries in which we operate mostly relate to (i) the conformity of our operating procedures with environmental standards regarding, among other things, the emission of gas and liquid effluents, (ii) the disposal of one-way (that is, non-returnable) packaging and (iii) noise levels. We believe that the regulatory climate in most countries in which we do business is becoming increasingly strict with respect to environmental issues and expect this trend to continue in the future. Achieving compliance with applicable environmental standards and legislation may require plant modifications and capital expenditures. Laws and regulations may also limit noise levels and the disposal of waste, as well as impose waste treatment and disposal requirements. Some of the jurisdictions in which we operate have laws and regulations that require polluters or site owners or occupants to clean up contamination.

The amount of dividends payable to us by our operating subsidiaries is, in certain countries, subject to exchange control restrictions of the respective jurisdictions where those subsidiaries are organized and operate. See also “Item 5. Operating and Financial Review—H. Liquidity and Capital Resources—Transfers from Subsidiaries” and “Item 3. Key Information—D. Risk Factors—We are exposed to developing market risks, including the risks of devaluation, nationalization and inflation.”

#### **Iran-Related Required Disclosure**

The Iran Threat Reduction and Syria Human Rights Act of 2012 requires disclosure of certain activities relating to Iran by AB InBev or its affiliates that occurred during our 2022 fiscal year. Anadolu Efes, our affiliate, has a licensing agreement with an Iranian company for the production of non-alcoholic beer in Iran. Pursuant to that licensing agreement, Anadolu Efes will receive EUR 34,380 (USD 36,122) in gross revenue for 2022, from which it expects to record no net profit. Anadolu Efes plans to continue its licensing arrangement.

## 12. INSURANCE

We self-insure most of our insurable risk. However, we do purchase insurance for directors' and officers' liability and other coverage where required by law or contract or where considered to be in our best interest. We maintain a comprehensive approach to insurable risk, which is mainly divided in two general categories:

- Assets: a combination of self-insurance and insurance is used to cover our physical properties and business interruption; and
- Liabilities: a combination of self-insurance and insurance is used to cover losses due to damages caused to third parties; for executive risks (risks related to our board and management); and automobile insurance (which is required by law in most jurisdictions).

We believe we have an adequate approach to insurable risk based on our market capitalization and our worldwide presence. We further believe that the types and level of insurance we maintain are appropriate for the risks of our business.

## 13. SOCIAL AND COMMUNITY MATTERS

Our stated purpose is that *We Dream Big to Create a Future with More Cheers*. In all we do, we strive to ensure that we produce the highest-quality products, provide the best consumer experience, and maximize shareholder value by building the strongest competitive and financial position.

Through our reach, resources and energy, we are addressing the needs of our communities through:

- Promoting smart drinking;
- Improving environmental resilience and promoting inclusive growth;
- Increasing workplace safety;
- Business ethics; and
- Disaster response across communities.

### Promoting smart drinking

We believe beer is part of celebrating life throughout the world and a major engine of economic activity. Data from the World Health Organization (“WHO”) shows that the harmful consumption of alcohol has decreased globally over the last decade. As the world’s leading brewer, we are committed to helping our consumers make smart choices while enjoying our products, and aim to use the core strengths of our business and invest in evidence-based initiatives to promote “Smart Drinking”.

Smart Drinking focuses on four key areas, each with established goals:

- Social norms marketing
- Multi-year pilots
- Product portfolio

- Labeling

### ***Social Norms Marketing***

Research indicates that it is possible to improve individual patterns of consumption by reminding consumers that moderation and control are the group norms. Social norms marketing is a combination of evidence-based techniques proven to promote specific positive behaviors. Through social norms marketing, we aim to improve consumption patterns by promoting social norms that produce positive outcomes. Our social norm efforts are built around the following programs:

- **Investing in social norms marketing campaigns and programs:** In 2015, we committed to invest USD 1 billion across our markets in dedicated social marketing campaigns and related programs by the end of 2025. We are on track to meet our goal by 2025, with investment of approximately USD 700 million through 2022.
- **Adhering to a clear code of Responsible Marketing and Communications (“RMCC”):** The RMCC sets the standards for our marketing and commercial communication worldwide to ensure that our commercial communications are aimed only at individuals above the legal drinking age and are carried out in a socially responsible manner. Our Sales, Marketing, Legal and Corporate Affairs colleagues, contractors, and agencies are trained periodically in matters related to the RMCC.
- **Establishing Digital Guiding Principles:** In 2014, we worked with the International Alliance for Responsible Drinking (IARD) and the World Federation of Advertisers (WFA) to develop a set of standards for responsible digital marketing. They are called the International Digital Guiding Principles (IDGP) and include age affirmation mechanisms, site transparency, user generated content regulation, forward advice notice and a responsible drinking message.

### ***Multi-Year Pilots***

We believe we need to work with communities to reduce harmful drinking and offer impactful evidence-based interventions. After running our Smart Drinking City Pilots for five years which aimed to identify best practices that could be scaled up, we have identified three interventions that we believe can be most impactful in helping to reduce the harmful effects of drinking and are working on making these tools accessible and scalable.

- **Responsible Beverage Service Trainings:** Responsible Beverage Service (RBS) is a training program for community point-of-sale professionals, such as bar keepers and servers, which aims to promote positive consumer behaviors.
- **Screenings and Brief Interventions:** Screening and Brief Intervention (SBI) is a preventive program that measures an individual’s drinking pattern during outpatient or wellness visits and motivates those identified as being at risk of harmful consumption of alcohol to change their behavior.
- **Road Safety Initiatives:** We support the United Nations goal to halve the number of road traffic fatalities by 2030 and invest in innovative programs to improve road safety and reduce injuries and fatalities from traffic collisions. In 2022, we renewed and expanded our partnership with United Nations Institute for Training and Research (UNITAR) to improve road safety. We continue to work with Together for Safer Roads, a private-sector coalition focused on improving road safety, and are working on a fleet safety program for smaller commercial fleet operators.



In partnership with local experts, governments and the AB InBev Foundation, we are currently supporting 67 programs across 25 countries using the evidence-based techniques we tested in our City Pilots.

### ***Providing choice in our product portfolio***

In 2015, we set the goal of expanding our NABLAB volumes to represent 20% of our global beer volume by the end of 2025.

Our NABLAB goal used a threshold for low-alcohol beer of 3.5% alcohol by volume (ABV). In 2022, 6.1% of our global beer volume met this threshold. While we are not on track to meet our NABLAB goal by 2025, we are making progress on our ambition, in line with WHO Global Alcohol Action Plan's (GAAP) calls for increasing NABLAB alternatives. Our lower-alcohol alternatives, when measured against the typical 5% ABV for beer, are a larger part of our portfolio, with products at 4.5% ABV or below, including no-alcohol beer (NAB), representing 52% of our portfolio.

We are encouraged by the evolution of the NAB segment which is the fastest-growing beer category in the industry worldwide, and believe our NAB portfolio is well positioned to capitalize on this trend with 30 brands spanning across 42 countries.

### ***Labeling***

Our labels and secondary packaging are a key touchpoint with consumers. Many countries do not require guidance labels. However, as part of our voluntary guidance labeling initiative, in 26 countries (which represent approximately 50% of our global volumes) where there is currently no legal mandate for legal warnings, we have updated our label designs on our primary product packaging to provide actionable advice to consumers.

### **Improving environmental resilience and promoting inclusive growth**

We depend on natural resources to brew our beers and strive to use resources responsibly and preserve them for the future. That is why we factor sustainability into how we do business, including how we source water, energy and raw materials. We develop innovative programs across our supply chain to improve our sustainability performance with our business partners. To promote inclusive growth and improve livelihoods in the communities we are part of, we also support the farmers and small retailers in our value chain to help them be more productive.

#### ***2025 Sustainability Goals***

We are contributing to the United Nations Sustainable Development Goals and broader global sustainable development agenda while building resilient supply chains, productive communities and a healthier environment. In March 2018, following the achievement of our 2017 Environmental Goals, we announced 2025 Sustainability Goals, which focus on four areas: smart agriculture, water stewardship, circular packaging and climate action.

- **Smart agriculture:** 100 percent of the company's direct farmers will be skilled, connected and financially empowered;
- **Water stewardship:** 100 percent of communities in high-stress areas will have improved water availability and quality;
- **Circular packaging:** 100 percent of products will be in packaging that is returnable or made from mostly recyclable content; and
- **Climate action:** 100 percent of purchased electricity will be from renewable sources as well as a goal of 25 percent reduction in carbon dioxide emissions across our value chain.

In addition, we launched the 100+ Sustainability Accelerator in August 2018 to identify and scale up innovative solutions to some of the world's most pressing sustainability challenges. Through the 100+ Accelerator, we continue to identify partners who can deliver breakthrough advancements in water stewardship, farmer productivity, product upcycling, responsible sourcing, green logistics and more. In 2021, we expanded the reach of the program by welcoming three new corporate partners.

Since launching, the 100+ Accelerator has worked with 116 startups from 33 countries. We are proud of the diverse range of startups and founders that our Accelerator has brought together. In 2020, we announced our partnership with One Young World to search for the most impactful women-led enterprises that are tackling sustainability challenges. Of the 46 startups selected to join our fourth cohort in 2022, 18 are women-founded startups.

On 18 February 2021, we announced the successful signing of a new USD 10.1 billion Sustainable-Linked Revolving Credit Facility, which incorporates a pricing mechanism that incentivizes improvement in key performance areas that are aligned with and contribute to our 2025 Sustainability Goals. Please refer to "Item 10. Additional Information—Material Contracts—Sustainability Linked Revolving Credit Facility" for further details regarding the SLL Revolving Facility.

### ***Helping entrepreneurial small businesses grow and thrive***

As part of our commitment to help communities thrive, we have a responsibility to help the small businesses in our supply chain. From the suppliers that help power our production to the retailers that connect with our consumers every day, small businesses play a vital role as an engine of economic growth and employment. They are critical to the success of our business operations.

We value our relationships with our small business partners and recognize the challenges many face in sustaining and growing their operations, such as limited business skills and the need for affordable financial services and infrastructure. As their business partner, we believe we can help them address these barriers to unlock their entrepreneurial potential and enable us to grow together.

Our Creciendo por un Sueño ("Growing for a Dream") program aims to empower 80,000 women-run small retailers in Colombia, Peru and Ecuador by providing access to tools like business skills training and affordable financial services that aim to help improve their livelihoods and business operations.

Our BEES platform is bringing the power of digital to small- and medium-sized retailers, making their lives easier and their businesses more profitable. The impact of the platform goes beyond business development – across different initiatives, support is provided to the communities that BEES serves. For example, Mi Negocio is a tool within the BEES app that provides retailers with access to best-in-class business leadership tutorials in the form of videos, podcasts and articles written by industry experts. Today, there are more than 3.1 million small- and medium-sized retailers in 19 countries using the BEES platform.

Our business in South Africa has an ambitious goal to create 10,000 jobs. Working in partnership with non-governmental organizations ("NGOs"), the South African government and the private sector, the program supports entrepreneurs to develop and grow their businesses, and offers opportunities for them to become part of the South African Breweries' supply chain. The initiative aims to contribute to South Africa's national agenda of growing the economy through the provision of jobs and offers tailored support for youth and women.

### ***Creating resilient agricultural supply chains***

About half of our malt barley is locally sourced to reduce the risk of supply chain disruption and exposure to currency volatility, while boosting rural economies and strengthening agriculture. In 2022, we continued to build resilient agricultural systems, by working with over 23,000 farmers across 14 countries to support the growth of our six priority crops: barley, cassava, hops, maize, rice and sorghum. We have put in place programs and partnerships to ensure that our farmers have access to good seed varieties and technical training (skilled), improved insights and data (connected), and the ability to invest in and grow their business (financially empowered). SmartBarley has been

our primary agricultural technology program since 2013, currently live in 8 countries. In 2022, we further developed our yield and quality prediction models with our technology partner Sentera, leveraging crop management data from SmartBarley with weather and satellite data. We also continued to implement our soil health framework, launched in 2020 in partnership with The Nature Conservancy, to provide a path for our agronomists and researchers to design and measure the impact of soil health, water and biodiversity initiatives in the field. The framework creates a common set of goals and a suite of agronomic practices and implementation strategies that our teams can tailor for the local context.

### ***Supporting Smallholder Farmers***

Agriculture is a critical source of income and livelihoods in a number of markets in Africa and Latin America, where we have pioneered the use of under-commercialized local crops to create new affordable beer brands – like Eagle Lager, made with local sorghum in Uganda, and Nativa, made with local cassava in Colombia. This strategy allows us to reach new consumers while increasing incomes for local smallholder farmers. After an initial pilot in Zambia with positive results in 2018, in 2019 we partnered with a startup called BanQu to employ an SMS-based service backed by blockchain to record purchasing and sales data of our supply chain, offering farmers a digital financial identity as well as sending digital payments and reducing cash transactions, and thereby lowering risk to our farmers. In 2020, we continued to grow our partnership with BanQu by scaling reach and increasing capabilities in markets like Zambia and Uganda where the platform has been operating for several crop seasons. We have since rolled out the platform to our smallholder programs in Tanzania, Colombia and Ecuador. Through distributed ledger technology, the platform gives us better visibility of farmers in our supply chain and gives farmers greater security in the delivery and payment process while also creating an economic identity for them that will allow for greater access to formal financial services.

### ***Stella Artois and Water.org***

The Stella Artois Buy A Lady A Drink initiative was launched in 2015 in partnership with Water.org. Each purchase of a limited-edition Stella Artois chalice helped provide one woman in the developing world with five years of clean water. In 2022, Stella Artois announced a new generative art NFT project called The Drop Artois, with proceeds from the sale of water-themed NFTs going to Water.org to fund safe water access projects. Through its partnership with Water.org, Stella Artois is helping provide millions of people in the developing world with access to clean, safe water. Stella Artois supports the work of Water.org through direct donations and sale of special edition products.

### ***Watershed Protection***

We continue to scale our water stewardship efforts by engaging in watershed protection measures, in partnership with local stakeholders, in high-stress areas across Argentina, Bolivia, Brazil, Colombia, El Salvador, India, Mexico, Mozambique, Namibia, Peru, South Africa, Tanzania, Uganda, the United States and Zambia. Together with local authorities, other water users, and non-governmental organizations like the WWF and The Nature Conservancy, we have devoted financial and technical resources to green infrastructure initiatives, conservation and reforestation projects, habitat restoration efforts, and soil conservation techniques. To address the challenges specific to the local context, we have developed and implemented a comprehensive watershed management process at sites located in water-stressed areas. We are taking a results-based approach and have established baselines for measurement and tracking techniques based on pilot initiatives in a number of our high-risk communities. To date we have invested in long-term solutions across 36 sites where we seek to increase water security and improve water quality and availability for our communities and operations.

### ***Renewable Energy***

We are one of the world's largest corporate buyers of electricity and a member of the global corporate renewable energy initiative RE100 and we are committed to sourcing 100% of our purchased electricity from renewables in order to reduce our carbon emissions and long-term energy cost, improve air quality and create jobs in the renewable energy industry. As members of the RE100, we follow the initiatives guidelines with our renewable electricity sources coming from solar, wind, biomass, biogas, geothermal and water. We also follow RE100 guidelines on energy generation, leveraging self-generated energy through either on-site installations or off-site PPAs. In 2020 we signed new renewable electricity contracts in China, El Salvador, Guatemala, Panama, Peru and U.K. In 2021, we celebrated the early achievement of reaching 100% renewable electricity in the United States from solar and wind power. In 2022, we announced the opening of our solar park near Granada, Spain, which is expected to generate green electricity.

### ***Recycling***

We are driving and protecting the circular economy of our industry by increasing the amount of reused or recycled materials in our packaging and recovering more post-consumer waste. We aim to work with partners, suppliers and retailers across our value chain in this effort. Packaging, such as returnable glass bottles, is an important component of this effort, and increasing recycling, recovery and reuse also helps avoid loss of value. In 2022, our Brazilian brewery Cervejaria Colorado introduced glass bottles made from 100% recycled material to the local market; no virgin glass is used in the manufacturing process of these glass bottles, significantly reducing energy consumption and GHG emissions during production.

### ***Other Initiatives***

We routinely engage with stakeholders including NGOs, academic institutions and local communities to understand and benefit from their perspectives on sustainable development along brewing value chains. We recognize the critical role that companies can play in addressing some of the world's most pressing sustainability challenges, such as climate change and water scarcity. We are a signatory to the CEO Water Mandate, a public/private initiative of the United Nations Global Compact, which focuses on developing corporate strategies to address global water issues. We actively work to better understand and manage climate change and water risks across our supply chain and publicly report our risks and opportunities to CDP (formerly the Carbon Disclosure Project).

We take a multifaceted approach that includes applying a mix of operational changes and technological solutions, building effective partnerships and having a sustainability-focused mindset, underscored by strong teamwork, in order to help reduce the use of water in our direct operations, protect watersheds that serve our breweries and local communities and improve water management in our barley supply chain.

We are members of the Beverage Industry Environmental Roundtable, a technical coalition of leading global beverage companies working together to advance environmental sustainability within the beverage sector. In addition, we are active participants in the United Nations Environment Program's annual World Environment Day, through which we engage annually with many community stakeholders around the world.

Energy conservation has been a strategic focus for us for many years, especially with the unpredictable cost of energy and evolving climate change regulations. Our continued progress is based on the importance we place on sharing best technical and management practices across our operations. We publicly report our risks and opportunities related to climate change to CDP.

### **Increasing workplace safety**

We are committed to creating a safe work environment. We encourage employees and contractors to follow safe practices and make healthy choices in our workplaces and local communities.

### **Business ethics**

Our leaders set the tone, driving ethical behavior at our company. We expect them to deliver results and to inspire our colleagues through passion for brewing and a sense of ownership. Most importantly, we never take shortcuts. Integrity, hard work, quality and responsibility are essential to our growth.

### ***Human Rights***

We understand that respecting human rights is fundamental to creating healthy, thriving communities. As a global business with extended, local value chains, we recognize that human rights impacts can arise in any country. We have been a signatory to the United Nations Global Compact since 2005 and our approach to human rights is based on the principles and guidance contained in the UN Guiding Principles on Business and Human Rights. Through our policies and processes we aim to identify possible human rights impacts and develop plans that prevent, address or mitigate negative impacts. We continue to participate in industry and NGO initiatives that seek to improve business' approach to respecting human rights.

### ***Our People***

It takes great people to build a great company. That is why we focus on attracting and retaining the best talent. Our approach is to enhance our people's skills and potential through education and training, competitive compensation and a culture of ownership that rewards people for taking responsibility and producing results. Our ownership culture unites our people, providing the necessary energy, commitment and alignment needed to pursue our Purpose of Dreaming Big to Create a Future with More Cheers.

Having the right people in the right roles at the right time—aligned through a clear goal-setting and rewards process—improves productivity and enables us to continue to invest in our business and strengthen our social responsibility initiatives.

### ***Acting in our communities***

In communities around the world—both large and small—our people are passionate about empowering communities. We encourage these efforts through regional and global volunteering initiatives that are often also open to our families, friends, partners and consumers.

In 2022, to celebrate Global Smart Drinking Week, we launched a new Smart Drinking campaign called “The Art of Drinking”. Moving beyond traditional awareness messaging, the campaign positions Smart Drinking as a social norm and tells the story of how Smart Drinking can lead to special occasions that feel like art. Social media, traditional medial channels, and events around the world helped us engage with colleagues and consumers, raising awareness about Smart Drinking and associated tips to reduce harmful consumption through the “Art of Drinking”.

### **Disaster Response Across Communities**

In 2022, in addition to the COVID-19 pandemic, hurricanes, floods, earthquakes, wildfires and other natural disasters struck with great force in many communities. We supported disaster relief and recovery efforts, mainly through emergency drinking water donations and provision of funds, such as:

- Providing 50,000 cans of drinking water to aid victims of flash flooding in St. Louis in the United States;
- Delivering 96,000 cans of clean drinking water to support communities in Halifax and Pictou in Canada;
- Producing and donating over 775,000 cans of emergency drinking water to people in need during crises in China;
- Donating 3 million cans of emergency drinking water to Ukraine and surrounding refugee relief areas in support of humanitarian relief efforts; and
- Launching Chernigivske, Ukraine's most-loved beer brand, in 14 markets globally, with proceeds benefitting humanitarian relief for the people of Ukraine. We donated 5 million USD to support this initiative.

## C. ORGANIZATIONAL STRUCTURE

Anheuser-Busch InBev SA/NV is the parent company of the AB InBev Group. Our most significant subsidiaries (as of 31 December 2022) are:

| <u>Subsidiary Name</u>  | <u>Jurisdiction of incorporation or residence</u> | <u>Proportion of ownership interest</u> | <u>Proportion of voting rights held</u> |
|---|---|---|---|
| <b>Anheuser-Busch Companies, LLC</b><br>One Busch Place<br>St. Louis, MO 63118  | Delaware, U.S.A.                                  | 100%                                    | 100%                                    |
| <b>Ambev S.A.</b><br>Rua Dr. Renato Paes de Barros 1017<br>3° Andar Itaim Bibi<br>São Paulo, Brazil   | Brazil  | 61.77%                                  | 61.77%                                  |
| <b>Budweiser Brewing Company APAC Limited</b><br>Suites 3012-16, Tower Two<br>1 Matheson Street, Causeway Bay<br>Hong Kong                                | Cayman Islands                                    | 87.22%                                  | 87.22%                                  |
| <b>Cervecería Modelo de México, S. de R.L. de C.V.</b><br>Cerrada de Palomas 22, 6th Floor, Reforma Social<br>Miguel Hidalgo<br>11650 Mexico City, Mexico | Mexico  | 100%                                    | 100%                                    |
| <b>ABI SAB Group Holding Limited</b><br>Bureau, 90 Fetter Lane<br>London EC4A 1EN, United Kingdom   | United Kingdom                                    | 100%                                    | 100%                                    |

For a more comprehensive list of our most important financing and operating subsidiaries, see note 34 of our audited consolidated financial statements as of 31 December 2022 and 2021, and for the three years ended 31 December 2022.

## D. PROPERTY, PLANTS AND EQUIPMENT

For a further discussion of property, plants and equipment, see “Item 3. Key Information—D. Risk Factors—Risks Relating to Our Business — Climate change or other environmental concerns, or legal, regulatory or market measures to address climate change or other environmental concerns, may negatively affect our business or operations, including the availability of key production inputs,” “—B. Business Overview—6. Brewing Process; Raw Materials and Packaging; Production Facilities; Logistics—Capacity Expansion,” “Item 5. Operating and Financial Review—H. Liquidity and Capital Resources—Capital Expenditures” and “Item 5. Operating and Financial Review—I. Outlook and Trend Information.”

### ITEM 4A. UNRESOLVED STAFF COMMENTS

None.

### ITEM 5. OPERATING AND FINANCIAL REVIEW

The following is a review of our financial condition and results of operations as of 31 December 2022 and 2021, and for the three years ended 31 December 2022, and of the key factors that have affected or are expected to be likely to affect our ongoing and future operations. You should read the following discussion and analysis in conjunction with our audited consolidated financial statements and the accompanying notes included elsewhere in this Form 20-F.

Some of the information contained in this discussion, including information with respect to our plans and strategies for our business and our expected sources of financing, contain forward-looking statements that involve risk and uncertainties. You should read “Forward-Looking Statements” for a discussion of the risks related to those statements. You should also read “Item 3. Key Information—D. Risk Factors” for a discussion of certain factors that may affect our business, financial condition and results of operations.

We have prepared our audited consolidated financial statements as of 31 December 2022 and 2021, and for the three years ended 31 December 2022, in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board, and in conformity with International Financial Reporting Standards as adopted by the European Union (“IFRS”). The financial information and related discussion and analysis contained in this item are presented in U.S. dollars except as otherwise specified. Unless otherwise specified, the financial information analysis in this Form 20-F is based on our audited consolidated financial statements as of 31 December 2022 and 2021, and for the three years ended 31 December 2022.

See “Presentation of Financial and Other Data” for further information on our presentation of financial information.

#### A. KEY FACTORS AFFECTING RESULTS OF OPERATIONS

We consider acquisitions, divestitures and other structural changes, economic conditions and pricing, consumer preferences, our product mix, raw material and transport prices, the effect of our distribution arrangements, excise taxes, the effect of governmental regulations, foreign currency effects, weather and seasonality and widespread health emergencies to be the key factors influencing the results of our operations. The following sections discuss these key factors.

##### **Economic Conditions and Pricing**

General economic conditions in the geographic regions in which we sell our products, such as the level of disposable income, the level of inflation, the rate of economic growth, the rate of unemployment, energy prices, interest rates, government policies, exchange rates and currency devaluation or revaluation, influence consumer confidence and consumer purchasing power. These factors, in turn, influence the demand for our products in terms of total volumes sold and the price that can be charged. Increasing inflationary pressures may result in significant increases to our expenses, including direct materials, wages, energy, and transportation costs. In cases of sustained and elevated inflation across several of our key markets, it may be difficult to effectively manage the increases to our costs and we may not be able to pass these increased costs to our customers. A number of our key markets, including the U.S., Europe and China, have experienced unfavorable macroeconomic conditions recently, which could have a material adverse effect on the demand for our products. Furthermore, as a substantial proportion of our operations are carried out in developing markets, any general decline in developing markets as a whole could impact us disproportionately compared to our competitors with less exposure to developing markets.

Markets across the world experienced significant inflationary pressures in 2022 and inflation rates in countries in which we operate are currently expected to continue at elevated levels for the near-term. The level of inflation has been particularly significant in our South America region and in certain countries within the EMEA region. In May 2018, the Argentinean peso underwent a severe devaluation resulting in the three-year cumulative inflation of Argentina to exceed 100% in 2018, thereby triggering the requirement to transition to hyperinflation accounting as prescribed by IAS 29 *Financial Reporting in Hyperinflationary Economies* as of 1 January 2018 (see “—Foreign Currency”). As measured by the Instituto Nacional de Estadística y Censos, Argentine inflation was approximately 94.8% in 2022. Consequently, a central element of our strategy for achieving sustained profitable volume growth is our ability to anticipate changes in local economic conditions and their impact on consumer demand in order to achieve the optimal combination of pricing and sales volume.

In addition to affecting demand for our products, the general economic conditions described above may cause consumer preferences to shift between on-trade consumption channels, such as restaurants and cafés, bars, sports and leisure venues and hotels, and off-trade consumption channels, such as traditional grocery stores, supermarkets, hypermarkets and discount stores. Products sold in off-trade consumption channels typically generate higher volumes and lower margins per retail outlet than those sold in on-trade consumption channels, although on-trade consumption channels typically require higher levels of investment. The relative profitability of on-trade and off-trade consumption channels varies depending on various factors, including costs of invested capital and the distribution arrangements in the different countries in which we operate. A shift in consumer preferences towards lower-margin products may also adversely affect our price realization and profit margins.

## Acquisitions, Divestitures and Other Structural Changes

We regularly engage in acquisitions, divestitures and investments. We also engage in the start-up or termination of activities and may transfer activities between business segments. Such events have had and are expected to continue to have a significant effect on our results of operations and the comparability of period-to-period results. Significant acquisitions, divestitures, investments, transfers of activities between business segments and other structural changes in the years ended 31 December 2022 and 2021 are described below. See also note 6 and note 8 to our audited consolidated financial statements as of 31 December 2022 and 2021, and for the three years ended 31 December 2022 included in this Form 20-F.

On 11 March 2022, we announced that we are forfeiting all financial benefits from the operations of AB InBev Efes, in which we own a 50% non-controlling stake and which we do not consolidate. On 22 April 2022, we announced our decision to sell our non-controlling interest in AB InBev Efes and that we are in active discussions with our partner, Anadolu Efes to acquire this interest. As a result, we derecognized the investment in AB InBev Efes and reported a USD 1,143 million non-cash impairment charge in exceptional share of results of associates as of 30 June 2022. See also note 16 to our audited consolidated financial statements as of 31 December 2022 and 2021, and for the three years ended 31 December 2022 included in this Form 20-F for details regarding non-cash impairment on investments in associates.

Following the combination with SAB in 2016, we decided to maintain the SAB Zenzele share-scheme (“**Zenzele Scheme**”), the broad-based black economic empowerment (“**B-BBEE**”) scheme, which provided opportunities for black South Africans, including employees (through the SAB Zenzele Employee Trust), SAB retailers (through SAB Zenzele Holdings Limited) and the SAB Foundation, to participate as shareholders of our indirect subsidiary, South African Breweries Pty Ltd (SAB). The Zenzele Scheme, originally implemented by SAB in 2010 as a 10-year scheme, was amended at the time of the combination with SAB and matured on 31 March 2020. As part of the combination with SAB in 2016, we made a commitment to the South African Government and Competition Authorities to create a new B-BBEE scheme upon maturity of the Zenzele Scheme.

Obligations to the SAB Foundation and the employees as beneficiaries of the SAB Zenzele Employee Share Trust were settled in full on 15 April 2020. The obligations to SAB retailers, who participate in the Zenzele Scheme through SAB Zenzele Holdings, were partially settled (77.4%) on 15 April 2020. As a direct consequence of the outbreak of the COVID-19 pandemic, the remaining settlement (22.6%) was postponed and was performed on 28 May 2021, when the new scheme, Zenzele Kabili, was created.

5.1 million Treasury shares were used for the settlement of part of the prior and the new B-BBEE schemes (based on the AB InBev share price and the ZAR to Euro exchange rate as at 24 May 2021<sup>1</sup>). The new Zenzele scheme arrangement met the criteria under IFRS 2 to be classified as equity settled. The IFRS 2 charge for the period is reported in exceptional items – for further details regarding the IFRS 2 charge, see note 8 to our audited consolidated financial statements as of 31 December 2022 and 2021, and for the three years ended 31 December 2022 included in this Form 20-F.

During 2021 and 2022, we undertook a series of additional acquisitions and disposals with no significant impact to our audited consolidated financial statements as of 31 December 2022 and 2021, and for the three years ended 31 December 2022 included in this Form 20-F (collectively, the “**2021 and 2022 acquisitions and disposals**”).

<sup>1</sup> Calculated based on the closing share price of EUR 62.26 per share as at 24 May 2021 and an exchange rate of ZAR 17.0064 to EUR 1.00 as at 24 May 2021.



We may also acquire, purchase or dispose of further assets or businesses in our normal course of operations. Accordingly, the financial information presented in this Form 20-F may not reflect the scope of our business as it will be conducted in the future.

### **Brazilian Tax Credits**

In the year ended 31 December 2022, our subsidiary Ambev recognized USD 201 million income in Other operating income related to tax credits in Brazil (2021: USD 226 million). Additionally, Ambev recognized USD 168 million of interest income in Finance income for the year ended 31 December 2022 (2021: USD 118 million) related to these credits.

### **Consumer Preferences**

We are a consumer products company, and our results of operations largely depend on our ability to respond effectively to shifting consumer preferences. Consumer preferences may shift due to a variety of factors, including changes in demographics, changes in social trends, such as consumer health concerns, product attributes and ingredients, changes in travel, weather, vacation or leisure activity patterns, or negative publicity resulting from regulatory action, litigation, our sponsorship relations or campaigns by activists.

### **Product Mix**

The results of our operations are substantially affected by our ability to build on our strong family of brands by relaunching or reinvigorating existing brands in current markets, launching existing brands in new markets and introducing brand extensions and packaging alternatives for our existing brands, as well as our ability to both acquire and develop innovative local products to respond to changing consumer preferences. Strong, well-recognized brands that attract and retain consumers, for which consumers are willing to pay a premium, are critical to our efforts to maintain and increase market share and benefit from high margins. See “Item 4. Information on the Company—B. Business Overview—2. Principal Activities and Products—Beer” for further information regarding our brands.

### **Raw Material and Transport Prices**

We have significant exposure to fluctuations in the prices of raw materials, packaging materials, energy and transport services, each of which may significantly impact our cost of sales or distribution expenses. Increased costs or distribution expenses will reduce our profit margins if we are unable to recover these additional costs from our customers through higher prices (see “—Economic Conditions and Pricing” above).

The main raw materials used in our beer and other alcoholic malt beverage production are malted barley, corn, rice, hops, yeast and water, while those used in our non-beer production are flavored concentrate, fruit concentrate, sugar, sweetener and water. In some of our regions, such as in Africa, locally-sourced agricultural products, such as sorghum or cassava, are used in place of malted barley. In addition to these inputs into our products, delivery of our products to consumers requires extensive use of packaging materials, such as glass, PET and aluminum bottles, aluminum or steel cans and kegs, labels, plastic crates, metal and plastic closures, folding cartons, cardboard products and plastic films.

The price of the raw and packaging materials that we use in our operations is determined by, among other factors, the level of crop production (both in the countries in which we are active and elsewhere in the world), weather conditions, the capacity utilization of our suppliers, inflation, currency fluctuations, end-user demand, governmental regulations including tariffs, and legislation affecting agriculture and trade. We are also exposed to increases in fuel and other energy prices through our own and third-party distribution networks and production operations. Furthermore, we are exposed to increases in raw material transport costs charged by suppliers. We experienced higher commodity and logistics costs during 2022, which may continue.

The prevailing geopolitical instability and sustained inflation (including as a result of the ongoing conflict between Russia and Ukraine) have resulted in increased pressure on the supply chain and increased energy costs, which may increase the cost of manufacturing, selling and delivering our products. Increases in the prices of our products could affect demand among consumers, and, thus, our sales volumes and revenue. Even though we seek to minimize the impact of such fluctuations through financial and physical hedging, the results of our hedging activities may vary across time.

As further discussed under “Item 11. Quantitative and Qualitative Disclosures About Market Risk—Market Risk, Hedging and Financial Instruments,” we use both fixed-price purchasing contracts and commodity derivatives to minimize our exposure to commodity price volatility when practicable. Fixed-price contracts generally have a term of one to two years, although a small number of contracts have a term up to five years. See “Item 4. Information on the Company—B. Business Overview—6. Brewing Process; Raw Materials and Packaging; Production Facilities; Logistics—Raw Materials and Packaging” and “Item 3. Key Information—D. Risk Factors—Risks Relating to Us and Our Activities—Risks Relating to Our Business Activities and Industry—We rely on key third parties, including key suppliers, and the termination or modification of the arrangements with such third parties or their failure to meet their obligations to us could negatively affect our business” for further details regarding our arrangements for sourcing of raw and packaging materials.

### **Distribution Arrangements**

We depend on effective distribution networks to deliver our products to our customers. Generally, we distribute our products through (i) our own distribution, in which we deliver to points of sale directly, and (ii) third-party distribution networks, in which delivery to points of sale occurs through wholesalers and independent distributors. Third-party distribution networks may be exclusive or non-exclusive and may, in certain business segments, involve use of third-party distribution while we retain the sales function through an agency framework. We use different distribution networks in the markets in which we operate, as appropriate, based on the structure of the local retail sectors, local geographic considerations, scale considerations, regulatory requirements, market share and the expected added-value and capital returns.

Although specific results may vary depending on the relevant distribution arrangement and market, in general, the use of own distribution or third-party distribution networks will have the following effects on our results of operations:

- **Revenue.** Revenue per hectoliter derived from sales through own distribution tends to be higher than revenue derived from sales through third parties. In general, under own distribution, we receive a higher price for our products since we are selling directly to points of sale, capturing the margin that would otherwise be retained by intermediaries;
- **Transportation costs.** In our own distribution networks, we sell our products to the point of sale and incur additional freight costs in transporting those products between our plant and such points of sale. Such costs are included in our distribution expenses under IFRS. In most of our own distribution networks, we use third-party transporters and incur costs through payments to these transporters, which are also included in our distribution expenses under IFRS. In third-party distribution networks, our distribution expenses are generally limited to expenses incurred in delivering our products to relevant wholesalers or independent distributors in those circumstances in which we make deliveries; and
- **Sales expenses.** Under fully third-party distribution systems, the salesperson is generally an employee of the distributor, while under our own distribution and indirect agency networks, the salesperson is generally our employee. To the extent that we deliver our products to points of sale through direct or indirect agency distribution networks, we will incur additional sales expenses from the hiring of additional employees (which may offset to a certain extent increased revenue gained as a result of own distribution).

In addition, in certain countries, we enter into exclusive importer arrangements and depend on our counterparties to these arrangements to market and distribute our products to points of sale. To the extent that we rely on counterparties to distribution agreements to distribute our products in particular countries or regions, the results of our operations in those countries and regions will, in turn, be substantially dependent on our counterparties’ own distribution networks operating effectively.

## Excise Taxes

Taxation on our beer, other alcoholic beverage and non-beer products in the countries in which we operate is comprised of different taxes specific to each jurisdiction, such as excise and other indirect taxes. In many jurisdictions, excise and other indirect duties, including legislation regarding minimum alcohol pricing, make up a large proportion of the cost of beer charged to customers. Increases in excise and other indirect taxes applicable to our products either on an absolute basis or relative to the levels applicable to other beverages tend to adversely affect our revenue or margins, both by reducing overall consumption and by encouraging consumers to switch to lower-taxed categories of beverages. These increases also adversely affect the affordability of our products and our ability to raise prices. For further discussion of excise taxes and the risk of increased tax rates, please see “Item 3. Key Information—D. Risk Factors—Risks Relating to Us and Our Activities—Legal and Regulatory Risks—We may be subject to adverse changes in taxation and other tax-related risks”.

## Governmental Regulations

Governmental restrictions on beer consumption in the markets in which we operate vary from one country to another, and, in some instances, within countries. The most relevant restrictions are:

- Legal drinking ages;
- Global and national alcohol policy reviews and the implementation of policies aimed at preventing the harmful effects of alcohol misuse (including, among others, relating to underage drinking, drunk driving, drinking while pregnant and excessive or abusive drinking);
- Restrictions on sales of alcohol generally or beer specifically, including restrictions on distribution networks, restrictions on certain retail venues, requirements that retail stores hold special licenses for the sale of alcohol, restrictions on times or days of sale and minimum alcohol pricing requirements;
- Advertising restrictions, which affect, among other things, the media channels employed, the content of advertising campaigns for our products and the times and places where our products can be advertised, including, in some instances, sporting events;
- Restrictions imposed by antitrust or competition laws;
- Deposit laws (including those for bottles, crates and kegs);
- Heightened environmental regulations and standards, including regulations addressing emissions of gas and liquid effluents and the disposal of waste and one-way packaging, compliance with which imposes costs; and
- Litigation associated with any of the above.

Please refer to “Item 4. Information on the Company—B. Business Overview—11. Regulations Affecting Our Business” for a fuller description of the key laws and regulations to which our operations are subject.

## Foreign Currency

Our financial statements presentation and reporting currency is the U.S. dollar. A number of our operating companies have functional currencies (that is, in most cases, the local currency of the respective operating company) other than our reporting currency. Consequently, foreign currency exchange rates have a significant impact on our consolidated financial statements. In particular:

- Changes in the value of our operating companies' functional currencies against other currencies in which their costs and expenses are priced may affect those operating companies' cost of sales and operating expenses, and, thus, negatively impact their operating margins in functional currency terms. Foreign currency transactions are accounted for at exchange rates prevailing at the date of the transactions, while monetary assets and liabilities denominated in foreign currencies are translated at the balance sheet date. Except for exchange differences on transactions entered into in order to hedge certain foreign currency risk and exchange rate differences on monetary items that form part of the net investment in the foreign operations, gains and losses resulting from the settlement of foreign currency transactions and from the translation of monetary assets and liabilities in currencies other than an operating company's functional currency are recognized in the income statement. Historically, we have been able to raise prices and implement cost-saving initiatives to partly offset cost and expense increases due to exchange rate volatility. We also have hedge policies designed to manage commodity price and foreign currency risks to protect our exposure to currencies other than our operating companies' respective functional currencies. Please refer to "Item 11. Quantitative and Qualitative Disclosures About Market Risk—Market Risk, Hedging and Financial Instruments" for further detail on our approach to hedging commodity price and foreign currency risk.

Any change in the exchange rates between our operating companies' functional currencies and our reporting currency affects our consolidated income statement and consolidated statement of financial position when the results of those operating companies are translated into the reporting currency for reporting purposes as translational exposures are not hedged. Assets and liabilities of foreign operations are translated to the reporting currency at foreign exchange rates prevailing at the balance sheet date. Income statements of foreign operations, excluding foreign entities in hyperinflation economies, are translated to the reporting currency at exchange rates for the year approximating the foreign exchange rates prevailing at the dates of transactions. The components of shareholders' equity are translated at historical rates. Exchange differences arising from the translation of shareholders' equity into the reporting currency at year-end are taken to other comprehensive income (that is, in a translation reserve). In May 2018, the Argentinean peso underwent a severe devaluation resulting in Argentina's three-year cumulative inflation exceeding 100% in 2018, thereby triggering the requirement to transition to hyperinflation accounting as prescribed by IAS 29 *Financial Reporting in Hyperinflationary Economies* as of 1 January 2018. Under IAS 29, the non-monetary assets and liabilities are stated at historical cost and the equity and income statement of subsidiaries operating in hyperinflationary economies are restated for changes in the general purchasing power of the local currency applying a general price index. These re-measured accounts are used for conversion into U.S. dollar at the period closing exchange rate. As a result, the balance sheet and net results of subsidiaries operating in hyperinflationary economies are stated in terms of the measuring unit current at the end of the reporting period.

Decreases in the value of our operating companies' functional currencies against the reporting currency tend to reduce their contribution to, among other things, our consolidated revenue and profit. During 2022, several currencies, such as the Argentinean peso, the Chinese yuan, the Colombian peso, the Euro and the South African rand depreciated against the U.S. dollar, while other currencies, such as the Brazilian real and the Mexican peso, appreciated against the U.S. dollar. Our total consolidated revenue was USD 57.8 billion for the year ended 31 December 2022, an increase of USD 3.5 billion compared to the year ended 31 December 2021. The negative impact of unfavorable currency translation effects, including hyperinflation accounting impact, on our consolidated revenue in the year ended 31 December 2022 was USD 2.1 billion, primarily as a result of the impact of the currencies listed above.

For further details regarding the currencies in which our revenue is realized and the effect of foreign currency fluctuations on our results of operations, see "—F. Impact of Changes in Foreign Exchange Rates" below.

See also "Item 3. Key Information—D. Risk Factors—Risks Relating to Us and Our Activities—Financial Risks—Fluctuations in foreign currency exchange rates may lead to volatility in our results of operations." and "Item 3. Key Information—D. Risk Factors—Risks Relating to Us and Our Activities—Market Risks—We are exposed to developing market risks, including the risks of devaluation, nationalization and inflation."

### **Widespread Health Emergencies**

Our results of operations have been and may continue to be negatively impacted by public health crises and global pandemics (or concerns over the possibility of such a crisis), such as the COVID-19 pandemic and the actions taken in response to it, which can cause a decline in consumer demand for our products. See "Item 3. Key Information—D. Risk Factors" for further details regarding the effects of the COVID-19 pandemic on our business.

## **Weather and Seasonality**

Weather conditions directly affect consumption of our products. High temperatures and prolonged periods of warm weather favor increased consumption of our products, while unseasonably cool or wet weather, especially during the spring and summer months, adversely affects our sales volumes and, consequently, our revenue. Accordingly, product sales in all of our business segments are generally higher during the warmer months of the year (which also tend to be periods of increased tourist activity) as well as during major holiday periods.

Consequently, for many countries in EMEA and most countries in the South America region (particularly Argentina and most of Brazil), volumes are usually stronger in the first and fourth quarters due to year-end festivities and the summer season in the Southern Hemisphere, while for some countries in Middle Americas and EMEA and the countries in the North America and Asia Pacific regions, volumes tend to be stronger during the spring and summer seasons in the second and third quarters of each year.

Based on 2022 information, for example, we realized 47% of our total 2022 volumes in South America in the second and third quarters, compared to 53% in the first and fourth quarters of the year, whereas in North America, we realized 54% of our sales volume in the second and third quarters, compared to 46% in the first and fourth quarters. Although such sales volume figures are the result of a range of factors in addition to weather and seasonality, they are nevertheless broadly illustrative of the historical trend described above. Furthermore, for part of 2022, consumption patterns in the Asia Pacific region were significantly impacted by the COVID-19 pandemic and the implementation of restrictions in China, which affected normal seasonality of consumption of our products.

## **B. SIGNIFICANT ACCOUNTING POLICIES**

For a summary of all of our significant accounting policies, see note 3 to our audited consolidated financial statements as of 31 December 2022 and 2021, and for the three years ended 31 December 2022 included in this Form 20-F.

We believe that the following are our critical accounting policies. We consider an accounting policy to be critical if it is important to our financial condition and results of operations and requires significant or complex judgments and estimates on the part of our management. Although each of our significant accounting policies reflects judgments, assessments or estimates, we believe that the following accounting policies reflect the most critical judgments, estimates and assumptions that are important to our business operations and the understanding of its results: revenue recognition; accounting for business combinations and impairment of goodwill and intangible assets; pension and other post-retirement benefits; share-based compensation; contingencies; deferred and current income taxes; and accounting for derivatives. Although we believe that our judgments, assumptions and estimates are appropriate, actual results, under different assumptions or conditions, may differ from these estimates.

### **Summary of Changes in Accounting Policies**

Effective 1 January 2023, mark-to-market gains/(losses) on derivatives related to the hedging of our share-based payment programs will be reported in exceptional net finance income/(cost). As a result, we will discontinue disclosing basic EPS before exceptional items and diluted EPS before exceptional items as separate metrics from the first quarter of 2023.

In the year ended 31 December 2022, our subsidiary Ambev recognized USD 201 million income in Other operating income related to tax credits in Brazil (2021: USD 226 million). Additionally, Ambev recognized USD 168 million of interest income in Finance income for the year ended 31 December 2022 (2021: USD 118 million) related to these credits.

To the extent that new IFRS requirements are expected to be applicable in the future, they have not been applied in preparing our consolidated financial statements as of 31 December 2022 and 2021, and for the three years ended 31 December 2022. A number of amendments to standards effective for annual periods beginning after 1 January 2022 have not been discussed either because of their non-applicability or immateriality to our consolidated financial statements.

For additional information, see note 3 to our audited consolidated financial statements as of 31 December 2022 and 2021, and for the three years ended 31 December 2022.

### **Revenue Recognition**

Revenue is measured based on the consideration to which we expect to be entitled in a contract with a customer and excludes amounts collected on behalf of third parties. We recognize revenue when performance obligations are satisfied, meaning when we transfer control of a product to a customer.

Specifically, revenue recognition follows the following five-step approach:

- Identification of the contracts with a customer;
- Identification of the performance obligations in the contracts;
- Determination of the transaction price;
- Allocation of the transaction price to the performance obligations in the contracts; and
- Revenue recognition when performance obligations are satisfied.

Revenue from the sale of goods is measured at the amount that reflects the best estimate of the consideration expected to be received in exchange for those goods. Contracts can include significant variable elements, such as discounts, rebates, refunds, credits, price concessions, incentives, performance bonuses and penalties. Such trade incentives are treated as variable consideration. If the consideration includes a variable amount, we estimate the amount of consideration to which we will be entitled in exchange for transferring the promised goods or services to the customer. Variable consideration is only included in the transaction price if it is highly probable that the amount of revenue recognized would not be subject to significant future reversals when the uncertainty is resolved.

In many jurisdictions, excise taxes make up a large proportion of the cost of beer charged to our customers. The aggregate deduction from revenue recorded by us in relation to these taxes was approximately USD 14.4 billion and USD 13.4 billion for the years ended 31 December 2022 and 2021, respectively.

### **Accounting for Business Combinations and Impairment of Goodwill and Intangible Assets**

We have made acquisitions that include a significant amount of goodwill and other intangible assets, including the acquisitions of Anheuser-Busch Companies, Grupo Modelo and SAB.

As of 31 December 2022, our total goodwill amounted to USD 113.0 billion, and our intangible assets with indefinite useful lives amounted to USD 37.7 billion.

Based on our 2022 annual impairment testing for goodwill, no impairment charge was warranted in 2022.

We apply the acquisition method of accounting to account for acquisition of businesses. The cost of an acquisition is measured as the aggregate of the fair values at the date of exchange of the assets given, liabilities incurred and equity instruments issued. Identifiable assets, liabilities and contingent liabilities acquired or assumed are measured separately at their fair value as of the acquisition date. The excess of the cost of the acquisition over our interest in the fair value of the identifiable net assets acquired is recorded as goodwill. If the business combination is achieved in stages, the acquisition date carrying value of our previously held interest in the acquiree is remeasured to fair value at the acquisition date; any gains or losses arising from such remeasurement are

recognized in profit or loss. We exercise significant judgment in the process of identifying tangible and intangible assets and liabilities, valuing such assets and liabilities and in determining their remaining useful lives. We generally engage third-party valuation firms to assist in valuing the acquired assets and liabilities. The valuation of these assets and liabilities is based on assumptions and criteria that include, in some cases, estimates of future cash flows discounted at the appropriate rates. The use of different assumptions used for valuation purposes, including estimates of future cash flows or discount rates, may have resulted in different estimates of value of assets acquired and liabilities assumed. Although we believe that the assumptions applied in the determination are reasonable based on information available at the date of acquisition, actual results may differ from the forecasted amounts, and the difference could be material.

We test our goodwill and other long-lived assets for impairment annually in the fourth quarter or whenever events and circumstances indicate that the recoverable amount of those assets is less than their carrying amount. We cannot predict whether an event that triggers impairment will occur, when it will occur or how it will affect the value of the asset reported. Goodwill impairment testing relies on a number of critical judgments, estimates and assumptions. We believe that all of our estimates are reasonable: they are consistent with our internal reporting and reflect management's best estimates. However, inherent uncertainties exist that management may not be able to control, including the rate of recovery of the countries following the COVID-19 pandemic. If our current assumptions and estimates, including projected revenues growth rates, competitive and consumer trends, weighted average cost of capital, terminal growth rates, and other market factors, are not met, or if valuation factors outside of our control, change unfavorably, the estimated fair value of the goodwill could be adversely affected, leading to a potential impairment in the future.

We performed our annual goodwill impairment test at cash-generating unit level, which is the lowest level at which goodwill is monitored for internal management purposes.

Our impairment testing methodology takes into consideration fair-value-less-cost-to-sell and value in use approaches. The testing methodology consists of applying a discounted cash flow approach based on acquisition valuation models for the cash-generating units showing an invested capital to Normalized EBITDA, multiple above 9x, and valuation multiples for our other cash-generating units. The discounted cash flow approach was applied for the Colombia, Rest of Middle Americas, South Africa, Rest of Africa and Rest of Asia Pacific cash-generating units.

The key judgments, estimates and assumptions used in the discounted cash flow calculations are generally as follows:

- Cash flows are based on our one-year and ten-year plan as approved by key management. The plans are prepared per cash-generating unit and are based on external sources in respect of macro-economic assumptions, industry, inflation and foreign exchange rates, past experience and identified initiatives in terms of market share, revenue, variable and fixed cost, capital expenditure and working capital assumptions;
- Cash flows after the first ten-year period are extrapolated generally using expected annual long-term gross domestic product growth rates, based on external sources, in order to calculate the terminal value, considering sensitivities on this metric;
- Projections are discounted at the unit's weighted average cost of capital ("WACC"), considering sensitivities on this metric; and
- Cost to sell is assumed to reach 2% of the entity value based on historical precedents.

For the main cash generating units, the terminal growth rate applied generally ranged between 2% and 6%.

For the cash generating units subject to a discounted cash flow approach, the WACC applied in US dollar nominal terms were as follows:

|                         | Year ended<br>31 December<br>2022 | Year ended<br>31 December<br>2021 |
|-------------------------|-----------------------------------|-----------------------------------|
| Colombia                | 8%                                | 6%                                |
| Rest of Middle Americas | 9%                                | 10%                               |
| South Africa            | 9%                                | 8%                                |
| Rest of Africa          | 15%                               | 10%                               |
| Rest of Asia Pacific    | 7%                                | 6%                                |

During its valuation, the company ran sensitivity analysis for key assumptions including the weighted average cost of capital and the terminal growth rate, in particular for the valuations of the Colombia, South Africa and Rest of Africa cash-generating units that show the highest invested capital to Normalized EBITDA multiple.

In the sensitivity analysis performed by management during the annual impairment testing in 2022, an adverse change of 1% in WACC or terminal growth rate would not cause a cash-generating unit's carrying amount to exceed its recoverable amount. While a change in the estimates used could have a material impact on the calculation of the fair values and trigger an impairment charge, based on the sensitivity analysis performed, we are not aware of any reasonably possible change in a key assumption used that would cause a cash generating unit's carrying amount to exceed its recoverable amount.

Although we believe that our judgments, assumptions and estimates are appropriate, actual results may differ from these estimates under different assumptions or market or macro-economic conditions.

The above calculations are corroborated by valuation multiples, quoted share prices for publicly traded subsidiaries or other available fair value indicators (i.e., recent market transactions from peers).

Impairment testing of intangible assets with an indefinite useful life is based on the same methodology and assumptions as described above.

For additional information on tangible assets, goodwill, intangible assets, and impairments, see notes 8, 13, 14 and 15 to our audited consolidated financial statements as of 31 December 2022 and 2021, and for the three years ended 31 December 2022.

#### **Pension and Other Post-Retirement Benefits**

We sponsor various post-employment benefit plans worldwide. These include pension plans, both defined contribution plans and defined benefit plans, and other post-employment benefits. Usually, pension plans are funded by payments made both by us and our employees, taking into account the recommendations of independent actuaries. We maintain funded and unfunded plans.

##### ***Defined Contribution Plans***

Contributions to these plans are recognized as expenses in the period in which they are incurred.

##### ***Defined Benefit Plans***

For defined benefit plans, liabilities and expenses are assessed separately for each plan using the projected unit credit method. The projected unit credit method takes into account each period of service as giving rise to an additional unit of benefit to measure each unit separately. Under this method, the cost of providing pensions is charged to the income statement during the period of service of the employee. The amounts charged to the income statement consist of current service cost, net interest cost/(income), past service costs and the effect of any settlements and curtailments. Past service costs are recognized at the earlier of when the amendment/curtailment occurs or when we recognize related restructuring or termination costs.

The net defined benefit plan liability recognized in the statement of financial position is measured as the current value of the estimated future cash outflows using a discount rate equivalent to high-quality corporate bond yields with maturity terms similar to those of the obligation, less the fair value of any plan assets. Where the calculated amount of a defined benefit plan liability is negative (an asset), we recognize such asset to the extent that economic benefits are available to us either from refunds or reductions in future contributions.



Assumptions used to value defined benefit liabilities are based on actual historical experience, plan demographics, external data regarding compensation and economic trends. While we believe that our assumptions are appropriate, significant differences in our actual experience or significant changes in our assumptions may materially affect our pension obligation and our future expense. Remeasurements, comprising actuarial gains and losses, the effect of asset ceilings (excluding net interest) and the return on plan assets (excluding net interest) are recognized in full in the period in which they occur in the statement of comprehensive income. For further information on how changes in these assumptions could change the amounts recognized, see the sensitivity analysis within note 23 to our audited consolidated financial statements as of 31 December 2022 and 2021, and for the three years ended 31 December 2022.

A significant portion of our plan assets is invested in equity and debt securities. The equity and debt markets have experienced volatility in the recent past, which has affected the value of our pension plan assets. This volatility may impact the long-term rate of return on plan assets. Actual asset returns that differ from the interest income recognized in our income statement are fully recognized in other comprehensive income.

### ***Other Post-Employment Obligations***

We and our subsidiaries provide health care benefits and other benefits to certain retirees. The expected costs of these benefits are recognized over the period of employment, using an accounting methodology similar to that used for defined benefit plans.

### **Share-Based Compensation**

We have various types of equity-settled share-based compensation schemes for employees. Employee services received, and the corresponding increase in equity, are measured by reference to the fair value of the equity instruments as of the date of grant. Fair value of stock options is estimated by using the binomial Hull model on the date of grant based on certain assumptions. No stock options were granted in 2021 and 2022. See note 24 to our audited consolidated financial statements as of 31 December 2022 and 2021, and for the three years ended 31 December 2022 included in this Form 20-F.

### **Contingencies**

The preparation of our financial statements requires management to make estimates and assumptions regarding contingencies which affect the valuation of assets and liabilities at the date of the financial statements and the revenue and expenses during the reported period.

We disclose material contingent liabilities unless the possibility of any loss arising is considered remote, and material contingent assets where the inflow of economic benefits is probable. We discuss our material contingencies in note 29 to our audited consolidated financial statements as of 31 December 2022 and 2021, and for the three years ended 31 December 2022.

Under IFRS, we record a provision for a loss contingency when it is probable that a future event will confirm that a liability has been incurred at the date of the financial statements, and the amount of the loss can be reasonably estimated. By their nature, contingencies will only be resolved when one or more future events occur or fail to occur, and typically those events will occur over a number of years in the future. The valuations of the provisions are adjusted as further information becomes available.

As discussed in “Item 8. Financial Information—A. Consolidated Financial Statements and Other Financial Information—Legal and Arbitration Proceedings” and in note 29 to our audited consolidated financial statements as of 31 December 2022 and 2021 and for the three years ended 31 December 2022, legal proceedings covering a wide range of matters are pending or threatened in various jurisdictions against us. We record provisions for pending litigation when we determine that an unfavorable outcome is probable and the amount of loss can be reasonably estimated. Due to the inherent uncertain nature of litigation, the ultimate outcome or actual cost of settlement may materially vary from estimates.

## **Deferred and Current Income Taxes**

We recognize deferred tax effects of tax loss carry-forwards and temporary differences between the financial statement carrying amounts and the tax basis of our assets and liabilities. We estimate our income taxes based on regulations in the various jurisdictions where we conduct business. This requires us to estimate our actual current tax exposure and to assess temporary differences that result from different treatment of certain items for tax and accounting purposes. These differences result in deferred tax assets and liabilities, which we record on our consolidated balance sheet. We regularly review the deferred tax assets for recoverability and will only recognize these if we believe that it is probable that there will be sufficient taxable profit against any temporary differences that can be utilized, based on historical taxable income, projected future taxable income, and the expected timing of the reversals of existing temporary differences.

The carrying amount of a deferred tax asset is reviewed at each balance sheet date. We reduce the carrying amount of a deferred tax asset to the extent that it is no longer probable that sufficient taxable profit will be available to allow the benefit of part or all of that deferred tax asset to be utilized. Any such reduction is reversed to the extent that it becomes probable that sufficient taxable profit will be available. If the final outcome of these matters differs from the amounts initially recorded, differences may positively or negatively impact the income tax and deferred tax provisions in the period in which such determination is made.

We are subject to income tax in numerous jurisdictions. Significant judgment is required in determining the worldwide provision for income tax. There are some transactions and calculations for which the ultimate tax determination is uncertain. Some of our subsidiaries are involved in tax audits and local enquiries, usually in relation to prior years. Investigations and negotiations with local tax authorities are ongoing in various jurisdictions at the balance sheet date and, by their nature, these can take considerable time to conclude. In assessing the amount of any income tax provisions to be recognized in the financial statements, estimation is made of the expected successful settlement of these matters. Estimates of interest and penalties on tax liabilities are also recorded. Where the final outcome of these matters is different from the amounts that were initially recorded, such differences will impact the current and deferred income tax assets and liabilities in the period such determination is made.

## **Accounting for Derivatives**

Our risk management strategy includes the use of derivatives. The main derivative instruments we use are foreign currency rate agreements, exchange-traded foreign currency futures, interest rate swaps and options, cross-currency interest rate swaps and forwards, exchange-traded interest rate futures, commodity swaps, exchange-traded commodity futures and equity swaps. Our policy prohibits the use of derivatives in the context of speculative trading.

Derivative financial instruments are recognized initially at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

Subsequent to initial recognition, derivative financial instruments are remeasured to fair value at the balance sheet date. For derivative financial instruments that qualify for hedge accounting, we apply the following policy: for fair value hedges, changes in fair value are recorded in the income statement and for cash flow and net investment hedges, changes in fair value are recognized in the other comprehensive income and/or in the income statement for the effective and/or ineffective portion of the hedge relationship, respectively.

The estimated fair value amounts have been determined by us using available market information and appropriate valuation methodologies. However, considerable judgment is necessarily required in interpreting market data to develop the estimates of fair value. The fair values of financial instruments that are not traded in an active market (for example, unlisted equities, currency options, embedded derivatives and over-the-counter derivatives) are determined using valuation techniques. We use judgment to select an appropriate valuation methodology and underlying assumptions based principally on existing market conditions. Changes in these assumptions may cause us to recognize impairments or losses in future periods.

Although our intention is to maintain these instruments through maturity, they may be realized at our discretion. Should these instruments be settled only on their respective maturity dates, any effect between the market value and estimated yield curve of the instruments would be eliminated.

### C. BUSINESS SEGMENTS

Both from an accounting and managerial perspective, we are organized according to business segments, which, with the exception of Global Export and Holding Companies, correspond to a combination of geographic regions in which our operations are based. The Global Export and Holding Companies segment includes our headquarters and the countries in which our products are sold only on an export basis and in which we generally do not otherwise have any operations or production activities.

The financial performance of each business segment, including its sales volume and revenue, is measured based on our product sales within the countries that comprise that business segment rather than based on products manufactured within that business segment but sold elsewhere.

In 2022, North America accounted for 17.3% of our consolidated volumes, Middle Americas for 24.8%; South America for 27.6%; EMEA for 15.3%; Asia Pacific for 14.9%; and Global Export and Holding Companies for 0.1%. A substantial portion of our operations is carried out through our four largest subsidiaries: Anheuser-Busch Companies (wholly owned); Ambev (61.77% owned as of 31 December 2022); Grupo Modelo (wholly owned); Budweiser APAC (87.22% owned as of 31 December 2022); and their respective subsidiaries.

Throughout the world, we are primarily active in the beer business. However, during 2022, we also had non-beer activities (primarily consisting of soft drinks) within Middle Americas, particularly in El Salvador, Honduras, Peru and the Dominican Republic and within South America, particularly in Brazil, Argentina, Bolivia and Uruguay. Both the beer and non-beer volumes comprise sales of brands that we own or license, third-party brands that we brew or otherwise produce as a subcontractor and third-party products that we sell through our distribution network.

### D. EQUITY INVESTMENTS

See note 16 to our audited consolidated financial statements as of 31 December 2022 and 2021, and for the three years ended 31 December 2022 for more information.

### E. RESULTS OF OPERATIONS

#### Year Ended 31 December 2022 Compared to the Year Ended 31 December 2021

The table below presents our condensed consolidated results of operations for the year ended 31 December 2022 and 2021.

|  | <b>Year ended<br/>31 December<br/>2022</b> | <b>Year ended<br/>31 December<br/>2021</b> | <b>Change</b> |
|--|--|--|---------------|
|  | <i>(USD million, except volumes)</i>       |  | <i>(%)(1)</i> |
| Volumes (thousand hectoliters)               | 595,133                                    | 581,678                                    | 2.3           |
| Revenue                                      | 57,786                                     | 54,304                                     | 6.4           |
| Cost of sales                                | (26,305)                                   | (23,097)                                   | (13.9)        |
| Gross profit                                 | 31,481                                     | 31,207                                     | 0.9           |
| Selling, General and Administrative expenses | (17,555)                                   | (17,574)                                   | 0.1           |
| Other operating income/(expenses)            | 841  | 805  | 4.5           |
| Exceptional items                            | (251)                                      | (614)                                      | 59.1          |
| Profit from operations                       | 14,517                                     | 13,824                                     | 5.0           |
| Normalized EBITDA <sup>(2)</sup>             | 19,843                                     | 19,209                                     | 3.3           |

Note:

- (1) The percentage change reflects the improvement (or worsening) of results for the period as a result of the change in each item.
- (2) For a discussion of how we use Normalized EBITDA, and its limitations, and a table showing the calculation of our Normalized EBITDA, for the periods shown, see “—Normalized EBITDA” below.

## Volumes

Our reported volumes include both beer and Beyond Beer and non-beer (primarily carbonated soft drinks) volumes. In addition, volumes include not only brands that we own or license, but also third-party brands that we brew or otherwise produce as a subcontractor and third-party products that we sell through our distribution network, particularly in Europe and Middle Americas. Volumes sold by the Global Export and Holding Companies businesses are shown separately.

The table below summarizes the volume evolution by business segment.

|                                     | <u>Year ended</u><br><u>31 December</u><br><u>2022</u> | <u>Year ended</u><br><u>31 December</u><br><u>2021</u> | <u>Change</u><br><u>(%)<sup>(1)</sup></u> |
|-------------------------------------|--|--|---|
|                                     | <i>(thousand hectoliters)</i>                          |  |   |
| North America                       | 102,674  | 106,965  | (4.0)                                     |
| Middle Americas                     | 147,624  | 141,447  | 4.4                                       |
| South America                       | 164,319  | 156,622  | 4.9                                       |
| EMEA                                | 90,780   | 86,707   | 4.7                                       |
| Asia Pacific                        | 88,898   | 88,379   | 0.6                                       |
| Global Export and Holding Companies | 838  | 1,558  | (46.2)                                    |
| <b>Total</b>                        | <b><u>595,133</u></b>                                  | <b><u>581,678</u></b>                                  | <b><u>2.3</u></b>                         |

Note:

- (1) The percentage change reflects the improvement (or worsening) of results for the period as a result of the change in each item.

Our consolidated volumes were 595.1 million hectoliters for the year ended 31 December 2022. This represented an increase of 13.5 million hectoliters, or 2.3% compared to our consolidated volumes for the year ended 31 December 2021. The results for the year ended 31 December 2022 reflect the performance of our business after the completion of the 2021 and 2022 acquisitions and disposals.

Excluding volume changes attributable to the 2021 and 2022 acquisitions and disposals, our own beer volumes increased 1.8% in the year ended 31 December 2022 compared to the year ended 31 December 2021. On the same basis, in the year ended 31 December 2022, our non-beer volumes increased 5.2% compared to the same period in 2021. The increase was driven by the investment in our marketing capabilities and the consistent execution of our category expansion levers.

### North America

In the year ended 31 December 2022, our volumes in North America decreased by 4.3 million hectoliters, or 4.0%, compared to the year ended 31 December 2021.

In the United States, our sales-to-wholesalers (STWs) declined by 4.2% and our sales-to-retailers (STRs) declined by 4.1%, estimated to be below the industry. In 2022, our above core beer portfolio outperformed the industry, led by Michelob ULTRA which grew volumes by high-single digits and by the growth of our premium brands including Stella Artois, Kona Big Wave and Estrella Jalisco. In Beyond Beer, our spirits-based ready-to-drink portfolio grew volume by strong double-digits and continued to outperform the industry, led by Cutwater, and NÜTRL.

In Canada, while total volumes declined low-single digits due to a soft industry, we gained share of beer by volume for the third year in a row.

### **Middle Americas**

In the year ended 31 December 2022, our volumes in Middle Americas increased by 6.2 million hectoliters, or 4.4%, compared to the year ended 31 December 2021.

In Mexico, we delivered volume growth across all segments of our portfolio, with our above core portfolio growing over 20%, led by Modelo, Pacifico and Michelob ULTRA. We completed the final wave of our Oxxo channel expansion in the fourth quarter of 2022 with our portfolio now available in approximately 20,000 Oxxo stores nationwide. We continued to progress our digital transformation with over 60% of our BEES customers now also BEES Marketplace buyers and our digital DTC platform, TaDa, now fulfilling over 300,000 orders per month.

In Colombia, led by the consistent implementation of our category expansion levers, the beer category continued to grow, gaining approximately 80bps in market share of total alcohol volume this year and with 2022 marking the highest beer per capita consumption in over 25 years. Our volumes grew by high-single digits in 2022 compared to 2021, delivering volume growth across all segments of our portfolio. Our premium and super premium brands led the way, delivering over 25% volume growth and reaching an all-time high volume and share of our total revenue. More than 45% of our BEES customers are now also BEES Marketplace buyers.

In Peru, our volumes grew by high-single digits in 2022 reaching a new all-time high for the year, with the beer and Beyond Beer categories increasing share of total alcohol by volume. In December, the industry momentum was impacted by social unrest in certain regions and our volumes declined by low-single digits in the fourth quarter of 2022. Over 55% of BEES customers are now also BEES Marketplace buyers.

In Ecuador, we delivered high-single digits volume growth, driven by the expansion of the beer category and supported by post COVID-19 recovery. Approximately 75% of BEES customers are now also BEES Marketplace buyers.

### **South America**

In the year ended 31 December 2022, our volumes in South America increased by 7.7 million hectoliters, or 4.9%, compared to the year ended 31 December 2021, with our beer volumes increasing 2.6% and soft drinks increasing 10.7%.

Excluding volume changes attributable to the 2021 and 2022 acquisitions and disposals and transfers of businesses from the Global Export and Holding Companies, our volumes increased by 4.6% in 2022 compared to 2021.

On the same basis, in Brazil, our total volume grew by 5.6% in 2022, with beer volumes up by 3.5% and non-beer volumes up by 12.0% compared to 2021. In 2022, we once again delivered record high beer volumes driven by continued expansion of our market share by volume. BEES continued to expand, delivering an all-time high Net Promoter Score (“NPS”) in the fourth quarter of 2022 and more than 70% of our BEES customers now also BEES Marketplace buyers. Our digital DTC platform, Zé Delivery, fulfilled over 62 million orders in 2022 and reached 4.8 million monthly active users, a 17% increase versus December 2021.

In Argentina, volumes grew by low-single digits led by the strong performance of our above core beer and non-beer brands.

## **EMEA**

In EMEA, our volumes, including subcontracted volumes, for the year ended 31 December 2022 increased by 4.1 million hectoliters, or 4.7%, compared to the year ended 31 December 2021.

In Europe, our volumes grew by low-single digits in 2022 compared to 2021. We continued to premiumize our portfolio in Europe this year with our premium and above premium brands now making up over 55% of our revenue. Fueled by the consistent execution of our strategy and increasing portfolio Brand Power, we expanded or maintained market share by volume in more than 80% of our key markets in 2022. Our DTC product, PerfectDraft, expanded its shopper base to over 320,000 households and now has more machines in homes than there are pubs and bars in the UK and France.

In South Africa, we reported a high-single digit increase in volumes in 2022 compared to 2021. The momentum of our business continued in 2022, delivering all-time high total volumes, with beer market share by volume ahead of pre-pandemic levels in 2019, according to our estimates. Through focused commercial investment and the consistent execution of our strategy, we increased the overall Brand Power of both our beer and Beyond Beer portfolios. Our leading core brand, Carling Black Label, grew volume by mid-teens and our premium, super premium and Beyond Beer portfolios all delivered a double-digit increase in volume. Over 60% of BEES customers are now also BEES Marketplace users.

In Africa excluding South Africa, volumes declined in Nigeria due to ongoing supply chain constraints and a soft industry. BEES is now available in Tanzania and Uganda.

## **Asia Pacific**

For the year ended 31 December 2022, our volumes increased by 0.5 million hectoliters, or 0.6%, compared to the year ended 31 December 2021.

In China, the industry was impacted by COVID-19 restrictions throughout the year. Volumes declined by 3.0% in 2022 compared to 2021. Despite the significant impact of these restrictions, in 2022 our premium and super premium portfolio delivered volume growth ahead of pre-pandemic levels in 2019. We continued to progress our expansion strategy, with Budweiser reaching all-time high Brand Power this year. Budweiser and our super premium portfolio grew volumes by double-digits in more than half of the expansion cities despite the impact of restrictions. The roll out and adoption of the BEES platform has accelerated with digital channels contributing over 40% of our revenue in December.

In South Korea, in 2022, we reported a volume growth of high-single digits driven by the strong performance of our local champion Cass. Our total market share by volume expanded in 2022 with gains in both the on-premise and in-home channels.

## **Global Export and Holding Companies**

For the year ended 31 December 2022, Global Export and Holding Companies volumes decreased by 0.7 million hectoliters, or 46.2% compared to the year ended 31 December 2021.

Excluding transfer of businesses mainly to the South America zone, our total volumes decreased by 11.8% in the year ended 31 December 2022, compared to the year ended 31 December 2021.

## Revenue

Revenue refers to turnover less excise taxes and discounts. See “—A. Key Factors Affecting Results of Operations—Excise Taxes.”

The following table reflects changes in revenue across our business segments for the year ended 31 December 2022 as compared to our revenue for the year ended 31 December 2021.

|                                     | Year ended<br>31 December<br>2022 | Year ended<br>31 December<br>2021 | Change                   |
|-------------------------------------|-----------------------------------|-----------------------------------|--------------------------|
|                                     | <i>(USD million)</i>              |                                   | <i>(%)<sup>(1)</sup></i> |
| North America                       | 16,566                            | 16,257                            | 1.9                      |
| Middle Americas                     | 14,180                            | 12,541                            | 13.1                     |
| South America                       | 11,599                            | 9,494                             | 22.2                     |
| EMEA                                | 8,120                             | 8,032                             | 1.1                      |
| Asia Pacific                        | 6,532                             | 6,848                             | (4.6)                    |
| Global Export and Holding Companies | 790                               | 1,133                             | (30.3)                   |
| <b>Total</b>                        | <b>57,786</b>                     | <b>54,304</b>                     | <b>6.4</b>               |

Note:

(1) The percentage change reflects the improvement (or worsening) of results for the period as a result of the change in each item.

Our consolidated revenue was USD 57,786 million for the year ended 31 December 2022. This represented an increase of USD 3,482 million, or 6.4%, as compared to our consolidated revenue for the year ended 31 December 2021. The results for the year ended 31 December 2022 reflect (i) the performance of our business after the completion of certain acquisitions and disposals we undertook in 2021 and 2022, (ii) currency translation effects and (iii) changes in classification of commercial arrangements.

- The 2021 and 2022 acquisitions and disposals and changes in classification of commercial arrangements negatively impacted our consolidated revenue by USD 395 million for the year ended 31 December 2022 compared to the year ended 31 December 2021.
- Our consolidated revenue for the year ended 31 December 2022 also reflects a negative currency translation impact of USD 2,136 million mainly arising from currency translation effects in South America, EMEA and Asia Pacific.

Excluding the effects of the 2021 and 2022 acquisitions and disposals, changes in classification of commercial arrangements and currency translation effects, our revenue increased by 11.2% and increased by 8.6% on a per hectoliter basis in the year ended 31 December 2022 compared to the year ended 31 December 2021. Our consolidated revenue for the year ended 31 December 2022 was partially impacted by the developments in volumes discussed above. On the same basis, our revenue per hectoliter for the year ended 31 December 2022 increased compared to the year ended 31 December 2021, driven by revenue management initiatives and continued premiumization.

The increase in our revenue per hectoliter in the year ended 31 December 2022 was most significant in South America, Middle Americas and EMEA.

- In South America, we reported double-digit revenue per hectoliter growth in Argentina driven primarily by revenue management initiatives in a highly inflationary environment, and double-digit revenue per hectoliter growth in Brazil.
- In Middle Americas, the growth in the revenue per hectoliter was driven by revenue management initiatives and premiumization.

- In EMEA, the growth in the revenue per hectoliter was driven by revenue management initiatives, on premise recovery and ongoing premiumization.

Combined revenues of our global brands increased by 8.2% in 2022, with global revenues for Budweiser increasing by 0.4%, for Stella Artois by 12.3% and Corona by 17.5%. Budweiser revenue growth was materially impacted by COVID restrictions in China, the brand's largest market.

### **Cost of Sales**

The following table reflects changes in cost of sales across our business segments for the year ended 31 December 2022 as compared to the year ended 31 December 2021:

|                                     | <b>Year ended<br/>31 December<br/>2022</b> | <b>Year ended<br/>31 December<br/>2021</b> | <b>Change</b>            |
|-------------------------------------|--|--|--------------------------|
|                                     | <i>(USD million)</i>                       |  | <i>(%)<sup>(1)</sup></i> |
| North America                       | (6,714)                                    | (6,185)                                    | (8.6)                    |
| Middle Americas                     | (5,540)                                    | (4,428)                                    | (25.1)                   |
| South America                       | (5,976)                                    | (4,763)                                    | (25.5)                   |
| EMEA                                | (4,167)                                    | (3,793)                                    | (9.9)                    |
| Asia Pacific                        | (3,168)                                    | (3,048)                                    | (3.9)                    |
| Global Export and Holding Companies | (740)                                      | (880)                                      | 15.9                     |
| <b>Total</b>                        | <b>(26,305)</b>                            | <b>(23,097)</b>                            | <b>(13.9)</b>            |

Note:

- (1) The percentage change reflects the improvement (or worsening) of results for the period as a result of the change in each item.

Our consolidated cost of sales was USD 26,305 million for the year ended 31 December 2022. This represented an increase of USD 3,208 million, or 13.9% compared to our consolidated cost of sales for the year ended 31 December 2021. The results for the year ended 31 December 2022 reflect (i) the performance of our business after the completion of certain acquisitions and disposals we undertook in 2021 and 2022 and (ii) currency translation effects.

- The 2021 and 2022 acquisitions and disposals positively impacted our consolidated cost of sales by USD 16 million for the year ended 31 December 2022 compared to the year ended 31 December 2021.
- Our consolidated cost of sales for the year ended 31 December 2022 also reflects a positive currency translation impact of USD 1,006 million mainly arising from currency translation effects in EMEA, South America and Asia Pacific.

Excluding the effects of the 2021 and 2022 acquisitions and disposals described above and currency translation effects, our consolidated cost of sales increased by 18.4%, primarily driven by the increase in volumes discussed above, anticipated transactional foreign currency impact and commodity cost headwinds. On the same basis, our consolidated cost of sales per hectoliter increased by 15.8%. The increase in cost of sales per hectoliter was most significant in South America, with Argentina in a high inflationary environment and Middle Americas.

### **Operating Expenses**

The discussion below relates to our operating expenses, which equal the sum of our distribution, sales and marketing expenses, administrative expenses and other operating income and expenses (net), for the year ended 31 December 2022 as compared to the year ended 31 December 2021. Our operating expenses do not include exceptional charges, which are reported separately.

Our operating expenses for the year ended 31 December 2022 were USD 16,714 million, representing a decrease of USD 55 million, or 0.3%, compared to our operating expenses for 2021.



|  | Year ended<br>31 December<br>2022 | Year ended<br>31 December<br>2021 | Change<br>(%)(1) |
|--|-----------------------------------|-----------------------------------|------------------|
|  | (USD million)                     |                                   |                  |
| Selling, General and Administrative Expenses | (17,555)                          | (17,574)                          | 0.1              |
| Other Operating Income/(Expenses)            | 841                               | 805                               | 4.5              |
| <b>Total Operating Expenses</b>              | <b>(16,714)</b>                   | <b>(16,769)</b>                   | <b>0.3</b>       |

Note:

- (1) The percentage change reflects the improvement (or worsening) of results for the period as a result of the change in each item.

#### ***Selling, General and Administrative Expenses***

The following table reflects changes in our distribution expenses, sales and marketing expenses and administrative expenses (our “**selling, general and administrative expenses**”) across our business segments for the year ended 31 December 2022 as compared to the year ended 31 December 2021:

|                                     | Year ended<br>31 December<br>2022 | Year ended<br>31 December<br>2021 | Change<br>(%)(1) |
|-------------------------------------|-----------------------------------|-----------------------------------|------------------|
|                                     | (USD million)                     |                                   |                  |
| North America                       | (4,587)                           | (4,769)                           | 3.8              |
| Middle Americas                     | (3,390)                           | (3,149)                           | (7.7)            |
| South America                       | (3,458)                           | (2,762)                           | (25.2)           |
| EMEA                                | (2,604)                           | (2,855)                           | 8.8              |
| Asia Pacific                        | (2,067)                           | (2,330)                           | 11.3             |
| Global Export and Holding Companies | (1,447)                           | (1,709)                           | 15.3             |
| <b>Total</b>                        | <b>(17,555)</b>                   | <b>(17,574)</b>                   | <b>0.1</b>       |

Note:

- (1) The percentage change reflects the improvement (or worsening) of results for the period as a result of the change in each item.

Our consolidated selling, general and administrative expenses were USD 17,555 million for the year ended 31 December 2022. This represented a decrease of USD 19 million, or 0.1%, as compared to the year ended 31 December 2021. The results for the year ended 31 December 2022 reflect (i) the performance of our business after the completion of certain acquisitions and disposals we undertook in 2021 and 2022, (ii) currency translation effects and (iii) changes in classification of commercial arrangements.

- The 2021 and 2022 acquisitions and disposals and changes in classification of commercial arrangements positively impacted our consolidated selling, general and administrative expenses by USD 365 million on a net basis for the year ended 31 December 2022 compared to the year ended 31 December 2021.
- Our consolidated selling, general and administrative expenses for the year ended 31 December 2022 also reflects a positive currency translation impact of USD 735 million mainly arising from currency translation effects in EMEA, South America and Asia Pacific.

Excluding the effects of the business acquisitions and disposals described above, changes in classification of commercial arrangements and currency translation effects, our consolidated selling, general and administrative expenses in the year ended 31 December 2022 increased by 6.3% compared to the year ended 31 December 2021, due primarily to elevated costs of distribution.

### ***Other Operating Income/(Expenses)***

The following table reflects changes in other operating income and expenses across our business segments for the year ended 31 December 2022 as compared to the year ended 31 December 2021:

|                                     | <b>Year ended<br/>31 December<br/>2022</b> | <b>Year ended<br/>31 December<br/>2021</b> | <b>Change</b> |
|-------------------------------------|--|--|---------------|
|                                     | <i>(USD million)</i>                       |  | <i>(%)(1)</i> |
| North America                       | 45   | 46   | (2.2)         |
| Middle Americas                     | (12)                                       | 24   | —             |
| South America                       | 473  | 397  | 19.1          |
| EMEA                                | 198  | 200  | (1.0)         |
| Asia Pacific                        | 137  | 139  | (1.4)         |
| Global Export and Holding Companies | 1  | —  | —             |
| <b>Total</b>                        | <b>841</b>                                 | <b>805</b>                                 | <b>4.5</b>    |

Note:

(1) The percentage change reflects the improvement (or worsening) of results for the period as a result of the change in each item.

The net positive effect of our consolidated other operating income and expenses for the year ended 31 December 2022 was USD 841 million. This represented an increase of USD 36 million, or 4.5%, as compared to the year ended 31 December 2021. The results for the year ended 31 December 2022 reflect (i) the performance of our business after the completion of certain acquisitions and disposals we undertook in 2021 and 2022, (ii) the Brazilian tax credits and (iii) currency translation effects.

- The 2021 and 2022 acquisitions and disposals and the Brazilian tax credits described above negatively impacted our net consolidated other operating income and expenses by USD 12 million for the year ended 31 December 2022 compared to the year ended 31 December 2021.
- Our net consolidated other operating income and expenses for the year ended 31 December 2022 also reflect a positive currency translation impact of USD 15 million.

Excluding the effects of the business acquisitions and disposals, the Brazilian tax credits and currency translation effects described above, our net consolidated other operating income and expenses would have increased by 10.3% for the year ended 31 December 2022 as compared to the year ended 31 December 2021, primarily driven by higher sales of non-core assets and one-time gains.

### ***Exceptional Items***

Exceptional items are items which, in our management's judgment, need to be disclosed separately by virtue of their size and incidence in order to obtain a proper understanding of our financial information. We consider these items to be significant in nature.

For the year ended 31 December 2022, exceptional items included in profit from operations mainly consisted of restructuring charges, business and asset disposals (including impairment losses) and AB InBev Efes related costs. Exceptional items were as follows for year ended 31 December 2022 and 2021:

|   | Year ended<br>31 December<br>2022 | Year ended<br>31 December<br>2021 |
|---|-----------------------------------|-----------------------------------|
|   | <i>(USD million)</i>              |                                   |
| COVID-19 costs  | (18)                              | (105)                             |
| Restructuring   | (110)                             | (172)                             |
| Business and asset disposal (including impairment losses) | (71)                              | (247)                             |
| AB InBev Efes related costs                               | (51)                              | —                                 |
| Acquisition costs/Business combinations                   | (1)                               | (17)                              |
| Zenzele Kabili costs                                      | —                                 | (72)                              |
| <b>Total</b>  | <b>(251)</b>                      | <b>(614)</b>                      |

#### ***COVID-19 costs***

Cost associated with COVID-19 pandemic amounted to USD 18 million for the year ended 31 December 2022 as compared to a cost of USD 105 million for the year ended 31 December 2021. These expenses mainly comprise costs related to personal protective equipment for our colleagues and other costs incurred as a direct consequence of the COVID-19 pandemic.

#### ***Restructuring***

Exceptional restructuring charges amounted to a net cost of USD 110 million for the year ended 31 December 2022 as compared to a net cost of USD 172 million for the year ended 31 December 2021. These charges primarily relate to exceptional organizational alignments resulting from improvement in efficiency and aim to eliminate overlapping organizations or duplicated and manual processes, taking into account the right match of employee profiles with the new organizational requirements.

#### ***Business and asset disposal (including impairment losses)***

Business and asset disposals (including impairment losses) amounted to a net cost of USD 71 million for the year ended 31 December 2022, mainly comprising impairment of intangible assets and other non-core assets sold in the period. Business and asset disposals (including impairment losses) amounted to a net cost of USD 247 million for the year ended 31 December 2021 mainly comprising USD 258 million of non-cash impairment charge associated with Bedford Systems, a joint venture with Keurig Dr. Pepper, following the announcement of the cessation of the business in December 2021, that was partially offset with gains incurred in relation to disposals completed in the first half of 2021.

#### ***AB InBev Efes Related Costs***

For the year ended 31 December 2022, we incurred exceptional costs of USD 51 million related to AB InBev Efes, following the discontinuation of exports to Russia and our forfeiture of benefits from the operations of the associate.

#### ***Zenzele Kabili costs***

In May 2021, we set up a new B-BBEE scheme (the “**Zenzele Kabili scheme**”) and reported a cost of USD 72 million, mainly representing the IFRS 2 cost related to the grant of shares to qualifying SAB retailers and employees participating in the Zenzele Kabili scheme.

#### ***Profit from Operations***

The following table reflects changes in profit from operations across our business segments for the year ended 31 December 2022 as compared to the year ended 31 December 2021:

|                                     | Year ended<br>31 December<br>2022 | Year ended<br>31 December<br>2021 | Change<br>(%)(1) |
|-------------------------------------|-----------------------------------|-----------------------------------|------------------|
|                                     | (USD million)                     |                                   |                  |
| North America                       | 5,220                             | 5,110                             | 2.2              |
| Middle Americas                     | 5,219                             | 4,888                             | 6.8              |
| South America                       | 2,620                             | 2,305                             | 13.7             |
| EMEA                                | 1,478                             | 1,472                             | 0.4              |
| Asia Pacific                        | 1,431                             | 1,569                             | (8.8)            |
| Global Export and Holding Companies | (1,451)                           | (1,520)                           | 4.6              |
| <b>Total</b>                        | <b>14,517</b>                     | <b>13,824</b>                     | <b>5.0</b>       |

Note:

(1) The percentage change reflects the improvement (or worsening) of results for the period as a result of the change in each item.

Our profit from operations amounted to USD 14,517 million for the year ended 31 December 2022. This represented an increase of USD 693 million, or 5.0%, as compared to our profit from operations for the year ended 31 December 2021. The results for the year ended 31 December 2022 reflect (i) the performance of our business after the completion of certain acquisitions and disposals we undertook in 2021 and 2022, (ii) the Brazilian tax credits, (iii) currency translation effects and (iv) the effects of certain exceptional items as described above.

- The 2021 and 2022 acquisitions and disposals and the Brazilian tax credits described above negatively impacted our consolidated profit from operations by USD 29 million for the year ended 31 December 2022 compared to the year ended 31 December 2021.
- Our consolidated profit from operations for the year ended 31 December 2022 also reflects a negative currency translation impact of USD 397 million.
- Our profit from operations for the year ended 31 December 2022 was negatively impacted by USD 251 million of certain exceptional items reported in continuing operations, as compared to a negative impact of USD 614 million for the year ended 31 December 2021. See “Exceptional Items” above for a description of the exceptional items during the year ended 31 December 2022 and 2021.

Excluding the effects of the business acquisitions and disposals, the Brazilian tax credits and currency translation effects, our profit from operations increased by 8.2%. This increase was most significant in South America, EMEA and Middle Americas, mainly due to revenue growth that was partially offset by anticipated commodity cost headwinds and higher selling, general and administrative expenses due primarily to elevated costs of distribution.

### **Normalized EBITDA**

The following table reflects changes in our Normalized EBITDA, for the year ended 31 December 2022 as compared to the year ended 31 December 2021:

|   | Year ended<br>31 December<br>2022 | Year ended<br>31 December<br>2021 | Change<br>(%)(1) |
|---|-----------------------------------|-----------------------------------|------------------|
|   | (USD million)                     |                                   |                  |
| Profit attributable to equity holders of AB InBev       | 5,969                             | 4,670                             | 27.8             |
| Profit attributable to non-controlling interests        | 1,628                             | 1,444                             | 12.7             |
| <b>Profit of the period</b>                             | <b>7,597</b>                      | <b>6,114</b>                      | <b>24.3</b>      |
| Net finance cost  | 4,148                             | 5,609                             | (26.0)           |
| Income tax expense                                      | 1,928                             | 2,350                             | (18.0)           |
| Share of result of associates                           | (299)                             | (248)                             | (20.6)           |
| Exceptional share of results of associates              | 1,143                             | —                                 | —                |
| <b>Profit from operations</b>                           | <b>14,517</b>                     | <b>13,824</b>                     | <b>5.0</b>       |
| Exceptional items                                       | 251                               | 614                               | (59.1)           |
| <b>Profit from operations, before exceptional items</b> | <b>14,768</b>                     | <b>14,438</b>                     | <b>2.3</b>       |
| Depreciation, amortization and impairment               | 5,074                             | 4,771                             | 6.4              |
| <b>Normalized EBITDA</b>                                | <b>19,843</b>                     | <b>19,209</b>                     | <b>3.3</b>       |

Note:

(1) The percentage change reflects the improvement (or worsening) of results for the period as a result of the change in each item.

Performance measures such as profit from operations, before exceptional items and Normalized EBITDA, are non-IFRS measures. The financial measure most directly comparable to profit from operations, before exceptional items and Normalized EBITDA, and presented in accordance with IFRS in our consolidated financial statements, is profit of the year.

Profit from operations, before exceptional items, is a measure used by our management to evaluate our business performance and is defined as profit from operations, excluding exceptional items. We believe profit from operations, before exceptional items, is useful to investors as it facilitates comparisons of our operating performance across our business segments from period to period. In comparison to profit of the year, profit from operations, before exceptional items, excludes certain items which do not impact the day-to-day operation of our primary business (that is, the selling of beer and other operational businesses) and over which management has little control. Items excluded from profit from operations, before exceptional items, are our share of results of associates and joint ventures, profit from discontinued operations (if any), exceptional items, financial charges and corporate income taxes, which management does not consider to be items that drive our underlying business performance.

Normalized EBITDA, is a measure used by our management to evaluate our business performance and is defined as profit from operations before exceptional items, depreciation, amortization and impairment. Normalized EBITDA, is a key component of the measures that are provided to senior management on a monthly basis at the group level, the business segment level and lower levels. We believe Normalized EBITDA, is useful to investors for the following reasons.

We believe Normalized EBITDA, facilitates comparisons of our operating performance across our business segments from period to period. In comparison to profit of the year, Normalized EBITDA, excludes items which do not impact the day-to-day operation of our primary business (that is, the selling of beer and other operational businesses) and over which management has little control. Items excluded from Normalized EBITDA are our share of results of associates and joint ventures, profit from discontinued operations (if any), exceptional items, depreciation and amortization, impairment, financial charges and corporate income taxes, which management does not consider to be items that drive our underlying business performance. Because Normalized EBITDA includes only items management can directly control or influence, it forms part of the basis for many of our performance targets. For example, certain options under our share-based compensation plan were granted such that they vest only when certain targets derived from Normalized EBITDA were met.

We further believe that Normalized EBITDA and measures derived from it, are frequently used by securities analysts, investors and other interested parties in their evaluation of us and in comparison to other companies, many of which present an EBITDA performance measure when reporting their results.

Profit from operations, before exceptional items and Normalized EBITDA do, however, have limitations as analytical tools. They are not a recognized term under IFRS and do not purport to be an alternative to profit as a measure of operating performance, or to cash flows from operating activities as a measure of liquidity. As a result, you should not consider profit from operations, before exceptional items or Normalized EBITDA in isolation from, or as a substitute analysis for, our results of operations. Some limitations of Profit from operations, before exceptional items and/or Normalized EBITDA are:

- Profit from operations, before exceptional items and Normalized EBITDA do not reflect the impact of financing costs on our operating performance. Such costs are significant in light of our increased debt subsequent to the combination with SAB;
- Normalized EBITDA does not reflect depreciation and amortization, but the assets being depreciated and amortized will often have to be replaced in the future;
- Normalized EBITDA does not reflect the impact of charges for existing capital assets or their replacements;
- Profit from operations, before exceptional items and Normalized EBITDA do not reflect our tax expense; and
- Profit from operations, before exceptional items and Normalized EBITDA may not be comparable to other similarly titled measures of other companies because not all companies use identical calculations.

Additionally, profit from operations, before exceptional items and Normalized EBITDA are not intended to be measures of free cash flow for management's discretionary use, as they are not adjusted for all non-cash income or expense items that are reflected in our consolidated statement of cash flows.

We compensate for these limitations, in addition to using profit from operations, before exceptional items and Normalized EBITDA by relying on our results calculated in accordance with IFRS.

Our Normalized EBITDA amounted to USD 19,843 million for the year ended 31 December 2022. This represented an increase of USD 634 million, or 3.3%, as compared to our Normalized EBITDA for the year ended 31 December 2021. The results for the year ended 31 December 2022 reflect (i) the performance of our business after the completion of the acquisitions and disposals we undertook in 2021 and 2022, (ii) the Brazilian tax credits and (iii) currency translation effects. Excluding the effects of the business acquisitions and disposals, the Brazilian tax credits and currency translation effects, our Normalized EBITDA increased by 7.2%.

#### ***Net Finance Income / (Cost)***

Our net finance income / (cost) items were as follows for the year ended 31 December 2022 and 31 December 2021:

|  | <u>Year ended</u><br><u>31 December 2022</u> | <u>Year ended</u><br><u>31 December 2021</u> | <u>Change</u>            |
|--|--|--|--------------------------|
|  | <i>(USD million)</i>                         |  | <i>(%)<sup>(1)</sup></i> |
| Net interest expense                                       | (3,294)                                      | (3,561)                                      | 7.5                      |
| Net interest on net defined benefit liabilities            | (73)   | (73)   | —                        |
| Accretion expense  | (782)  | (593)  | (31.9)                   |
| Mark-to-market   | 331  | (23)   | —                        |
| Net interest income on Brazilian tax credits               | 168  | 118  | 42.4                     |
| Other financial results                                    | (997)  | (670)  | (48.8)                   |
| <b>Net finance cost before exceptional finance results</b> | <b>(4,646)</b>                               | <b>(4,803)</b>                               | <b>3.3</b>               |
| Mark-to-market   | 274  | (25)   | —                        |
| Gain/(loss) on bond redemption and other                   | 224  | (781)  | —                        |
| <b>Exceptional net finance income/(cost)</b>               | <b>498</b>                                   | <b>(806)</b>                                 | <b>—</b>                 |
| <b>Net finance income/(cost)</b>                           | <b>(4,148)</b>                               | <b>(5,609)</b>                               | <b>26.1</b>              |

Note:

- (1) The percentage change reflects the improvement (or worsening) of results for the period as a result of the change in each item.

Our net finance cost for the year ended 31 December 2022 was USD 4,148 million, as compared to a net finance cost of USD 5,609 million for the year ended 31 December 2021, representing a cost reduction of USD 1,461 million.

In the year ended 31 December 2022, our subsidiary Ambev recognized USD 201 million income in Other operating income related to tax credits compared to USD 226 million income in Other operating income in the year ended 31 December 2021. Additionally, Ambev recognized USD 168 million of interest income on tax credits in Finance income for the year ended 31 December 2022 compared to USD 118 million of interest income in Finance income for the year ended 31 December 2021.

The decrease in net finance costs before exceptional financial items from USD 4,803 million for the year ended 31 December 2021 to USD 4,646 million for the year ended 31 December 2022 is driven primarily by a positive mark-to-market adjustment of USD 331 million in the year ended 31 December 2022, linked to the hedging of our share-based payment program, compared to a negative mark-to-market adjustment of USD 23 million in the year ended 31 December 2021.

The number of shares covered by the hedging of our share-based payment programs, together with the opening and closing share prices, are shown below:

|   | <u>Year ended</u><br><u>31 December 2022</u> | <u>Year ended</u><br><u>31 December 2021</u> |
|---|--|--|
| Share price at the start of the twelve-month period ( <i>in euro</i> )                  | 53.17  | 57.01  |
| Share price at the end of the twelve-month period ( <i>in euro</i> )                    | 56.27  | 53.17  |
| Number of derivative equity instruments at the end of the period ( <i>in millions</i> ) | 55.0   | 55.0   |

Exceptional net finance income/(cost) includes a positive mark-to-market adjustment of USD 274 million on derivative instruments entered into to hedge the shares issued in relation to the combination with Grupo Modelo and SAB, compared to a negative mark-to-market adjustment of USD 25 million for the year ended 31 December 2021. The number of shares covered by the hedging of the deferred share instrument and the restricted shares, together with the opening and closing share prices, are shown below:

|   | <u>Year ended</u><br><u>31 December 2022</u> | <u>Year ended</u><br><u>31 December 2021</u> |
|---|--|--|
| Share price at the start of the twelve-month period ( <i>in euro</i> )                  | 53.17  | 57.01  |
| Share price at the end of the twelve-month period ( <i>in euro</i> )                    | 56.27  | 53.17  |
| Number of derivative equity instruments at the end of the period ( <i>in millions</i> ) | 45.5   | 45.5   |

Other exceptional net finance income for the year ended 31 December 2022 was mainly impacted by a net gain of USD 246 million resulting from the redemption of certain bonds, compared to losses of USD 741 million resulting from the early termination of certain bonds for the year ended 31 December 2021.

#### ***Share of Results of Associates***

Our share of results of associates for the year ended 31 December 2022 was USD 299 million as compared to USD 248 million for the year ended 31 December 2021.

### ***Exceptional Share of Results of Associates***

Our exceptional share of results of associates for the year ended 31 December 2022 includes the non-cash impairment of USD 1,143 million we recorded on our investment in AB InBev Efes.

### ***Income Tax Expense***

Our total income tax expense for the year ended 31 December 2022 amounted to USD 1,928 million, with an effective tax rate of 18.6%, as compared to an income tax expense of USD 2,350 million and an effective tax rate of 28.6% for the year ended 31 December 2021.

The 2022 effective tax rate was positively impacted by non-taxable gains from derivatives related to hedging of share-based payment programs and hedging of the shares issued in a transaction related to the combination with Grupo Modelo and SAB, while the 2021 effective tax rate was negatively impacted by non-deductible losses from these derivatives. In addition, the 2022 effective tax rate was positively impacted by higher distribution of interest on shareholders' equity from Brazil and lower non-deductible costs. The 2022 effective tax rate includes a USD 350 million benefit from a reorganization which resulted in the utilization of current year and carry forward interests for which no deferred tax asset was recognized.

We benefit from tax-exempted income and tax credits which are expected to continue in the future. We do not have significant benefits coming from low tax rates in any particular jurisdiction.

### ***Profit Attributable to Non-Controlling Interests***

Profit attributable to non-controlling interests was USD 1,628 million for the year ended 31 December 2022, an increase of USD 184 million from USD 1,444 million for the year ended 31 December 2021, mainly driven by improved performance for the year ended 31 December 2022 compared the year ended 31 December 2021.

### ***Profit Attributable to Our Equity Holders***

Profit attributable to our equity holders for the year ended 31 December 2022 was USD 5,969 million compared to USD 4,670 million for the year ended 31 December 2021. Basic earnings per share of USD 2.97 is based on 2,013 million shares outstanding, representing the weighted average number of ordinary and restricted shares outstanding during the year ended 31 December 2022, where weighted average number of ordinary and restricted shares means, for any period, the number of shares outstanding at the beginning of the period, adjusted by the number of shares canceled, repurchased or issued during the period, including deferred share instruments and stock lending, multiplied by a time-weighting factor.

Excluding the after-tax impact of exceptional items discussed above, under "Exceptional Items", "Net Finance Income/(Cost)" and "Exceptional Share of Results of Associates", profit attributable to our equity holders for the year ended 31 December 2022 would have been a gain of USD 6,454 million, and basic earnings per share would have been USD 3.21.

Underlying EPS for the year ended 31 December 2022 was USD 3.03. Underlying EPS is basic earnings per share excluding the after-tax exceptional items discussed above under "Exceptional Items", "Net Finance Income/(Cost)" and "Exceptional Share of Results of Associates", the mark-to-market of the hedging of our share-based payment programs and the impact of hyperinflation accounting. Underlying EPS was positively impacted by USD 186 million (after tax and non-controlling interest) related to the combined impact realized in Other operating income and Interest Income on tax receivables related to Ambev's tax credits.

The increase in profit attributable to our equity holders for the year ended 31 December 2022 was primarily due to increase in profit from operations discussed above, and the decrease in net finance cost, which was partially offset by the exceptional share of results of associates.



|   | Year ended<br>31 December 2022 | Year ended<br>31 December 2021 |
|---|--------------------------------|--------------------------------|
|   | <i>(USD million)</i>           |                                |
| <b>Profit attributable to equity holders of AB InBev</b>  | <b>5,969</b>                   | <b>4,670</b>                   |
| Exceptional items, before taxes   | 251                            | 614                            |
| Exceptional net finance cost, before taxes  | (498)                          | 806                            |
| Exceptional share of result of associates   | 1,143                          | -                              |
| Exceptional taxes   | (399)                          | (346)                          |
| Exceptional non-controlling interest  | (13)                           | (20)                           |
| <b>Profit before exceptional items, attributable to equity holders of AB InBev</b>                          | <b>6,454</b>                   | <b>5,723</b>                   |
| Mark-to-market losses/(gains) on certain derivatives related to the hedging of share-based payment programs | (331)                          | 23                             |
| Hyperinflation impacts  | (30)                           | 28                             |
| <b>Underlying profit, attributable to equity holders of AB InBev</b>  | <b>6,093</b>                   | <b>5,774</b>                   |

Profit before exceptional items, attributable to equity holders of AB InBev and underlying profit, attributable to equity holders of AB InBev are non-IFRS measures. The measure most directly comparable to profit before exceptional items, attributable to equity holders of AB InBev and underlying profit, attributable to equity holders of AB InBev and presented in accordance with IFRS in our consolidated financial statements is profit attributable to our equity holders. We believe profit before exceptional items, attributable to equity holders of AB InBev and underlying profit, attributable to equity holders of AB InBev are useful to investors because they facilitate comparisons of our profit attributable to our equity holders from period to period. In comparison with profit attributable to our equity holders, profit before exceptional items, attributable to equity holders of AB InBev and underlying profit, attributable to equity holders of AB InBev exclude items which are exceptional, which do not impact the day-to-day operation of our primary business, and underlying profit further excludes items over which management has no control, such as the effects of hyperinflation of Argentina. Items excluded from profit before exceptional items, attributable to equity holders of AB InBev are the after-tax exceptional items discussed above and the impact of discontinued operations (if any), which management does not consider to be items that drive our underlying business performance. Items excluded from underlying profit, attributable to equity holders of AB InBev are the after-tax exceptional items discussed above, the impact of discontinued operations (if any), the mark-to-market of the hedging of our share-based payment programs and the impacts of hyperinflation.

Profit before exceptional items, attributable to equity holders of AB InBev and underlying profit, attributable to equity holders of AB InBev, however, have limitations as analytical tools. They are not recognized terms under IFRS and do not purport to be an alternative to profit attributable to our equity holders as a measure of operating performance. As a result, you should not consider profit before exceptional items, attributable to equity holders of AB InBev and underlying profit, attributable to equity holders of AB InBev in isolation from, or as a substitute analysis for, our profit attributable to our equity holders. Some limitations of profit before exceptional items, attributable to equity holders of AB InBev and/or underlying profit, attributable to equity holders of AB InBev are:

- Profit before exceptional items, attributable to equity holders of AB InBev and underlying profit, attributable to equity holders of AB InBev do not reflect items which are exceptional, and underlying profit further does not reflect items over which management has no control, such as the effects of hyperinflation in Argentina;
- Profit before exceptional items, attributable to equity holders of AB InBev and underlying profit, attributable to equity holders of AB InBev do not reflect the impact of discontinued operations;
- Profit before exceptional items, attributable to equity holders of AB InBev and underlying profit, attributable to equity holders of AB InBev may not be comparable to other similarly titled measures of other companies because not all companies use identical calculations; and

- the adjustments made in calculating profit before exceptional items, attributable to equity holders of AB InBev and underlying profit, attributable to equity holders of AB InBev are those that management consider are not representative of the underlying operations of the company and therefore are subjective in nature.

We compensate for these limitations, in addition to using profit before exceptional items, attributable to equity holders of AB InBev and underlying profit, attributable to equity holders of AB InBev, by relying on our measures of profit attributable to our equity holders calculated in accordance with IFRS.

|  | Year ended<br>31 December 2022 | Year ended<br>31 December 2021 |
|--|--------------------------------|--------------------------------|
|  | <i>(USD per share)</i>         |                                |
| <b>Basic earnings per share</b>                              | <b>2.97</b>                    | <b>2.33</b>                    |
| Exceptional items, before taxes                              | 0.12                           | 0.31                           |
| Exceptional net finance cost, before taxes                   | (0.25)                         | 0.40                           |
| Exceptional share of results of associates                   | 0.57                           | -                              |
| Exceptional taxes  | (0.20)                         | (0.17)                         |
| Exceptional non-controlling interest                         | (0.01)                         | (0.01)                         |
| <b>Basic EPS before exceptional items</b>                    | <b>3.21</b>                    | <b>2.85</b>                    |
| Mark-to-market (hedging of our share-based payment programs) | (0.16)                         | 0.01                           |
| Hyperinflation accounting impacts in EPS                     | (0.02)                         | 0.01                           |
| <b>Underlying EPS</b>  | <b>3.03</b>                    | <b>2.88</b>                    |

The calculation of earnings per share is based on 2,013 million shares outstanding, representing the weighted average number of ordinary and restricted shares outstanding during the year ended 31 December 2022.

Basic EPS before exceptional items and Underlying EPS are non-IFRS measures. The measure most directly comparable to basic EPS before exceptional items and Underlying EPS and presented in accordance with IFRS in our consolidated financial statements is basic earnings per share. We believe basic EPS before exceptional items and Underlying EPS are useful to investors because they facilitate comparisons of our earnings per share from period to period. In comparison with basic earnings per share, basic EPS before exceptional items and Underlying EPS exclude items which are exceptional, which do not impact the day-to-day operation of our primary business, and Underlying EPS further excludes items over which management has no control, such as the effects of hyperinflation of Argentina. Items excluded from basic EPS before exceptional items are the after-tax exceptional items discussed above and the impact of discontinued operations (if any). Items excluded from Underlying EPS are the after-tax exceptional items discussed above, the impact of discontinued operations (if any), the mark-to-market of the hedging of our share-based payment programs and the impacts of hyperinflation.

Basic EPS before exceptional items and Underlying EPS, however, have limitations as analytical tools. They are not recognized terms under IFRS and do not purport to be an alternative to earnings per share as a measure of operating performance on a per share basis. As a result, you should not consider basic EPS before exceptional items and Underlying EPS in isolation from, or as a substitute analysis for, our basic and diluted earnings per share. Some limitations of basic EPS before exceptional items and/or Underlying EPS are:

- Basic EPS before exceptional items and Underlying EPS do not reflect items which are exceptional, and Underlying EPS further does not reflect items over which management has no control, such as the effects of hyperinflation in Argentina;
- Basic EPS before exceptional items and Underlying EPS do not reflect the impact of discontinued operations;
- Underlying EPS does not reflect the mark-to-market adjustment of the hedging of our share-based payment programs;

- Basic EPS before exceptional items and Underlying EPS may not be comparable to other similarly titled measures of other companies because not all companies use identical calculations; and
- the adjustments made in calculating basic EPS before exceptional items and Underlying EPS are those that management consider are not representative of the underlying operations of the company and therefore are subjective in nature.

We compensate for these limitations, in addition to using basic EPS before exceptional items and Underlying EPS, by relying on our measures of earnings per share calculated in accordance with IFRS.

|   | <b>Year ended</b><br><b>31 December 2022</b> | <b>Year ended</b><br><b>31 December 2021</b> |
|---|--|--|
|   | <i>(USD per share)</i>                       |  |
| <b>Diluted earnings per share</b>           | <b>2.91</b>                                  | <b>2.28</b>                                  |
| Exceptional items, before taxes             | 0.12   | 0.31   |
| Exceptional net finance cost, before taxes  | (0.25)                                       | 0.40   |
| Exceptional share of results of associates  | 0.57   | —  |
| Exceptional taxes                           | (0.20)                                       | (0.17)                                       |
| Exceptional non-controlling interest        | (0.01)                                       | (0.01)                                       |
| <b>Diluted EPS before exceptional items</b> | <b>3.15</b>                                  | <b>2.80</b>                                  |

The calculation of diluted earnings per share is based on 2,050 million shares outstanding, representing the weighted average number of ordinary and restricted shares (diluted) outstanding during the year ended 31 December 2022.

Diluted EPS before exceptional items is a non-IFRS measure. The measure most directly comparable to diluted EPS before exceptional items and presented in accordance with IFRS in our consolidated financial statements is diluted EPS. We believe diluted EPS before exceptional items is useful to investors because it facilitates comparison of our diluted earnings per share from period to period. In comparison with diluted EPS, diluted EPS before exceptional items excludes items which are exceptional and do not impact the day-to-day operation of our primary business. Items excluded from diluted EPS before exceptional items are the after-tax exceptional items discussed above and the impact of discontinued operations (if any).

Diluted EPS before exceptional items, however, has limitations as an analytical tool. It is not a recognized term under IFRS and does not purport to be an alternative to diluted earnings per share as a measure of operating performance on a per share basis. As a result, you should not consider diluted EPS before exceptional items in isolation from, or as a substitute analysis for, our diluted earnings per share. Some limitations of diluted EPS before exceptional items are:

- Diluted EPS before exceptional items does not reflect items which are exceptional;
- Diluted EPS before exceptional items does not reflect the impact of discontinued operations;
- Diluted EPS before exceptional items may not be comparable to other similarly titled measures of other companies because not all companies use identical calculations; and
- the adjustments made in calculating diluted EPS before exceptional items are those that management consider are not representative of the underlying operations of the company and therefore are subjective in nature.

We compensate for these limitations, in addition to using diluted EPS before exceptional items, by relying on our measures of diluted earnings per share calculated in accordance with IFRS.

### *Adoption of hyperinflation accounting in Argentina*

Since 1 January 2018, we have applied hyperinflation accounting for our Argentinean subsidiaries. IAS 29 requires us to restate the results of our operations in hyperinflationary economies for the twelve-month period ended 31 December for the change in the general purchasing power of the local currency, using official indices before converting the local amounts at the closing rate of the period, namely 31 December 2022 closing rate for our results in the twelve-month period ended 31 December 2022.

In the twelve-month period ended 31 December 2022, we reported USD 95 million negative impact of hyperinflation accounting on our consolidated revenue and USD 59 million negative impact on our Normalized EBITDA. In the twelve-month period ended 31 December 2021, we reported USD 82 million positive impact of hyperinflation accounting on our consolidated revenue and USD 54 million positive impact on our Normalized EBITDA. The hyperinflation accounting in 2022 and 2021 results from the combined effect of the indexation to reflect changes in purchasing power on the results for 2022 and 2021, and the translation of those results at the closing rate of the period, rather than the average year-to-date rate applied to the results of the full year 2022 and 2021.

The hyperinflation accounting adjustments on our consolidated revenue are as follows:

|              | Year ended<br>31 December<br>2022 | Year ended<br>31 December<br>2021 |
|--------------|-----------------------------------|-----------------------------------|
|              | <i>(USD million)</i>              |                                   |
| Indexation   | 483                               | 240                               |
| Closing rate | (578)                             | (158)                             |
| <b>Total</b> | <b>(95)</b>                       | <b>82</b>                         |

The hyperinflation accounting adjustments on our Normalized EBITDA are as follows:

|              | Year ended<br>31 December<br>2022 | Year ended<br>31 December<br>2021 |
|--------------|-----------------------------------|-----------------------------------|
|              | <i>(USD million)</i>              |                                   |
| Indexation   | 150                               | 74                                |
| Closing rate | (209)                             | (20)                              |
| <b>Total</b> | <b>(59)</b>                       | <b>54</b>                         |

Non-monetary assets and liabilities stated at historical cost (e.g., property, plant and equipment, intangible assets, goodwill, etc.) and equity of Argentina were restated using an inflation index. The impacts of changes in the general purchasing power from 1 January 2018 are reported through the income statement on a dedicated account for hyperinflation monetary adjustments in the finance line. See also note 11 to our audited consolidated financial statements as of 31 December 2022 and 2021, and for the three years ended 31 December 2022 included in this Form 20-F.

Our income statement is also adjusted at the end of each reporting period using the change in the general price index and is converted at the closing exchange rate of each period (rather than the year-to-date average rate for non-hyperinflationary economies), thereby restating the year-to-date income statement account both for inflation index and currency conversion.

In the year ended 31 December 2022, the hyperinflation accounting in accordance with IFRS rules resulted in a positive USD 286 million monetary adjustment reported in the finance line compared to a positive USD 152 million monetary adjustment for the year ended 31 December 2021, and a positive impact on the Profit attributable to our equity holders of USD 44 million compared to a negative impact of USD 26 million for the year ended 31 December 2021.

## Year Ended 31 December 2021 Compared to the Year Ended 31 December 2020

For a discussion of our consolidated results of operations for the year ended 31 December 2021 compared to the year ended 31 December 2020, please see our Annual Report on Form 20-F for the fiscal year ended 31 December 2021.

### F. IMPACT OF CHANGES IN FOREIGN EXCHANGE RATES

Foreign exchange rates have a significant impact on our consolidated financial statements. The following table sets forth the percentage of our revenue realized by currency for the years ended 31 December 2022 and 2021:

|                     | Year ended 31 December, |       |
|---------------------|-------------------------|-------|
|                     | 2022                    | 2021  |
| U.S. dollar         | 28.8%                   | 29.6% |
| Brazilian real      | 14.5%                   | 12.4% |
| Mexican peso        | 10.7%                   | 9.4%  |
| Chinese yuan        | 8.3%                    | 9.7%  |
| Euro                | 5.4%                    | 6.2%  |
| Colombian peso      | 4.2%                    | 4.1%  |
| South African rand  | 4.0%                    | 4.0%  |
| Canadian dollar     | 3.4%                    | 3.7%  |
| Argentinean peso(1) | 3.3%                    | 3.0%  |
| Peruvian nuevo sol  | 2.9%                    | 2.6%  |
| Dominican peso      | 2.1%                    | 2.1%  |
| Pound sterling      | 2.1%                    | 2.7%  |
| South Korean won    | 2.0%                    | 2.1%  |
| Other               | 8.2%                    | 8.1%  |

Note:

- (1) Hyperinflation accounting was adopted in 2018 to report the company's Argentinean operations.

As a result of the fluctuation of foreign exchange rates for the years ended 31 December 2022 and 2021:

- We recorded a negative translation impact, including hyperinflation accounting impact, of USD 2,136 million on our revenue for the year ended 31 December 2022 (as compared to a positive translation impact of USD 326 million in 2021) and a negative translation impact, including hyperinflation accounting impact, of USD 397 million on our profit from operations for the year ended 31 December 2022 (as compared to a positive translation impact on our profit from operations of USD 36 million in 2021).
- Our reported profit of the year was negatively affected by a USD 132 million translation impact, including hyperinflation accounting impact, for the year ended 31 December 2022 (as compared to a positive translation impact of USD 41 million in 2021), while the negative translation impact, including hyperinflation accounting impact, on our basic earnings per share base for the year ended 31 December 2022 was USD 121 million, or USD 0.06 per share (as compared to a positive impact of USD 38 million, or USD 0.02 per share in 2021).
- Our net debt decreased by USD 1,527 million in the year ended 31 December 2022 as a result of translation impacts (as compared to a decrease of USD 1,609 million in 2021).
- Equity attributable to our equity holders decreased by USD 1,123 million in the year ended 31 December 2022 as a result of translation impacts (as compared to a decrease of USD 4,320 million in 2021).

See note 27 to our audited consolidated financial statements as of 31 December 2022 and 2021, and for the three years ended 31 December 2022 for details of the above sensitivity analyses, a fuller quantitative and qualitative discussion on the foreign currency risks to which we are subject and our policies with respect to managing those risks.

## G. CONTRACTUAL OBLIGATIONS AND CONTINGENCIES

### Contractual Obligations

Please refer to “—H. Liquidity and Capital Resources—Funding Sources—Borrowings” for further information regarding our short-term borrowings and long-term debt.

Please refer to note 27 to our audited consolidated financial statements as of 31 December 2022 and 2021, and for the three years ended 31 December 2022, and in particular to the discussions therein on “Liquidity Risk”, for more information regarding the maturity of our contractual obligations, including interest payments and derivative financial assets and liabilities.

Information regarding our pension commitments and funding arrangements is described in our Significant Accounting Policies and in note 23 to our audited consolidated financial statements as of 31 December 2022 and 2021, and for the three years ended 31 December 2022. The level of contributions to funded pension plans is determined according to the relevant legislation in each jurisdiction in which we operate. In some countries there are statutory minimum funding requirements while in others we have developed our own policies, sometimes in agreement with the local trustee bodies. The size and timing of contributions will usually depend upon the performance of investment markets. Depending on the country and plan in question, the funding level will be monitored periodically and the contribution amount amended appropriately. Consequently, it is not possible to predict with any certainty the amounts that might become payable from 2023 onwards. In 2022, our employer contributions to defined benefit and defined contribution pension plans amounted to USD 384 million. Contributions to defined benefit pension plans for 2023 are estimated to be approximately USD 182 million for our funded defined benefit plans, and USD 69 million in benefit payments to our unfunded defined benefit plans and post-retirement medical plans. Please refer to note 23 to our audited consolidated financial statements as of 31 December 2022 and 2021, and for the three years ended 31 December 2022 for further information on our employee benefit obligations.

### Collateral and Contractual Commitments

The following table reflects our collateral and contractual commitments for the acquisition of property, plant and equipment, loans to customers and other commitments, as of 31 December 2022 and 2021:

|   | <b>Year ended</b>    |             |
|---|----------------------|-------------|
|   | <b>31 December</b>   |             |
|   | <b>2022</b>          | <b>2021</b> |
|   | <i>(USD million)</i> |             |
| Collateral given for own liabilities                              | 306                  | 310         |
| Contractual commitments to purchase property, plant and equipment | 538                  | 449         |
| Contractual commitments to acquire loans to customers             | 72                   | 142         |
| Other commitments   | 1,800                | 1,943       |

In order to fulfil our commitments under various outstanding stock option plans, we entered into stock lending arrangements for up to 30 million of our own ordinary shares. We will pay any dividend equivalent, after tax in respect of the loaned securities. This payment will be reported through equity as dividend. As of 31 December 2022, 30 million loaned securities were used to fulfil stock option plan commitments.

As at 31 December 2022, the following M&A related commitments existed:

- As part of the 2012 shareholders agreement between our subsidiary Ambev and E. León Jimenes S.A. (“**ELJ**”), following the acquisition of Cerveceria Nacional Dominicana S.A. (“**CND**”), a put and call option is in place which may result in Ambev acquiring additional shares in CND. In January 2018 Ambev increased its participation in CND from 55% to 85%. As at 31 December 2022, the put option for the remaining shares held by ELJ was valued USD 0.6 billion (2021: USD 0.6 billion). The corresponding liability is presented as a non-current liability and recognized as a deferred consideration on acquisitions at fair value in “Level 3” category.

Please refer to note 28 to our audited consolidated financial statements as of 31 December 2022 and 2021, and for the three years ended 31 December 2022 for more information regarding collateral and contractual commitments for the acquisition of property, plant and equipment, loans to customers and others.

## Contingencies

We are subject to various contingencies with respect to tax, labor, distributors and other claims. Due to their nature, such legal proceedings and tax matters involve inherent uncertainties including, but not limited to, court rulings, negotiations between affected parties and governmental actions. To the extent that we believe these contingencies will probably be realized, a provision has been recorded in our balance sheet.

To the extent that we believe that the realization of a contingency is possible (but not probable) and is above certain materiality thresholds, we have disclosed those items in note 29 to our audited consolidated financial statements as of 31 December 2022 and 2021, and for the three years ended 31 December 2022.

## H. LIQUIDITY AND CAPITAL RESOURCES

### General

Our primary sources of cash flow have historically been cash flows from operating activities, the issuance of debt, bank borrowings and the issuance of equity securities. Our material cash requirements have included the following:

- Debt service;
- Capital expenditures;
- Investments in companies participating in the brewing, carbonated soft drink and malting industries;
- Increases in ownership of our subsidiaries or companies in which we hold equity investments;
- Share buyback programs; and
- Payments of dividends and interest on shareholders' equity.

We are of the opinion that our working capital, as an indicator of our ability to satisfy our short-term liabilities is, based on our expected cash flow from operations for the coming 12 months, sufficient to meet our requirements for the 12 months following the date of this Form 20-F, including requirements from short-term contractual obligations. Over the longer term, we believe that our cash flows from operating activities, available cash and cash equivalents and short-term investments, along with our derivative instruments and our access to borrowing facilities, will be sufficient to fund our capital expenditures, debt service, dividend payments and other long-term contractual obligations going forward. As part of our cash flow management, we manage capital expenditures by optimizing the use of our existing brewery capacity and standardizing operational processes to make our capital investments more efficient. We are also attempting to improve operating cash flow through procurement initiatives designed to leverage economies of scale and improve terms of payment to suppliers.

Equity attributable to our equity holders and non-controlling interests amounted to USD 84.3 billion as of 31 December 2022 (USD 79.3 billion as of 31 December 2021) and our net debt amounted to USD 69.7 billion as of 31 December 2022 (USD 76.2 billion as of 31 December 2021). Our overriding objectives when managing capital resources are to safeguard the business as a going concern and to optimize our capital structure so as to maximize shareholder value while keeping the desired financial flexibility to execute strategic projects.

Our optimal capital structure remains a net debt to Normalized EBITDA ratio of around 2x. Our level of debt could have significant consequences, including:

- increasing our vulnerability to general adverse economic and industry conditions;
- limiting our ability to fund future working capital and capital expenditures, to engage in future acquisitions or development activities or to otherwise realize the value of our assets and opportunities fully;
- limiting our flexibility in planning for, or reacting to, changes in our business and the industry in which we operate;
- impairing our ability to obtain additional financing in the future, or requiring us to obtain financing involving restrictive covenants;
- requiring us to issue additional equity (possibly under unfavorable conditions), which could dilute our existing shareholders' equity; and
- placing us at a competitive disadvantage compared to our competitors that have less debt.

On 18 February 2021, we announced the successful signing of a new USD 10.1 billion Sustainable-Linked Loan Revolving Credit Facility. The facility has an initial five-year term and incorporates a pricing mechanism that incentivizes improvement in key performance areas that are aligned with and contribute to our 2025 Sustainability Goals. Effective as of 17 March 2022, we exercised our option to extend the maturity of the facility until February 2027. As of 31 December 2022, the facility was fully undrawn.

Our ability to manage the maturity profile of our debt and repay our outstanding indebtedness in line with management plans will nevertheless depend upon market conditions. If such uncertain market conditions as experienced in the period between late 2007 and early 2009 and again in 2011 continue in the future, our financing costs could increase beyond what is currently anticipated. Such costs could have a material adverse impact on our cash flows, results of operations or both. In addition, an inability to refinance all or a substantial amount of our debt obligations when they become due would have a material adverse effect on our financial condition and results of operations. See "Item 3. Key Information—D. Risk Factors—Risks Relating to Our Business—We may not be able to obtain the necessary funding for our future capital or refinancing needs and may face financial risks due to our level of debt, uncertain market conditions and as a result of the potential downgrading of our credit ratings."

Our cash, cash equivalents and short-term investments in debt securities, less bank overdrafts, as of 31 December 2022 amounted to USD 9.9 billion.

As of 31 December 2022, we had total liquidity of USD 20.0 billion, which consisted of USD 10.1 billion available under committed long-term credit facilities and USD 9.9 billion of cash, cash equivalents and short-term investments in debt securities, less bank overdrafts. Although we may borrow such amounts to meet our liquidity needs, we principally rely on cash flows from operating activities to fund our continuing operations.

For a discussion of our liquidity and capital resources for the year ended 31 December 2021 compared to the year ended 31 December 2020, please see our Annual Report on Form 20-F for the fiscal year ended 31 December 2021.



## Cash Flow

The following table sets forth our consolidated cash flows for the years ended 31 December 2022 and 2021:

|   | <b>Year ended 31 December</b> |                |
|---|-------------------------------|----------------|
|   | <b>2022</b>                   | <b>2021</b>    |
|   | <i>(USD million)</i>          |                |
| Cash flow from operating activities                         | 13,298                        | 14,799         |
| Cash flow from (used in) investing activities               | (4,620)                       | (5,878)        |
| Cash flow from (used in) financing activities               | (10,620)                      | (11,598)       |
| <b>Net increase/(decrease) in cash and cash equivalents</b> | <b>(1,942)</b>                | <b>(2,677)</b> |

### *Cash Flow from Operating Activities*

Our cash flows from operating activities for the years ended 31 December 2022 and 2021 were as follows:

|  | <b>Year ended 31 December</b> |               |
|--|-------------------------------|---------------|
|  | <b>2022</b>                   | <b>2021</b>   |
|  | <i>(USD million)</i>          |               |
| Profit of the period   | 7,597                         | 6,114         |
| Interest, taxes and non-cash items included in profit  | 12,344                        | 12,693        |
| <b>Cash flow from operating activities before changes in working capital and use of provisions</b> | <b>19,941</b>                 | <b>18,806</b> |
| Change in working capital <sup>(1)</sup>   | (346)                         | 2,459         |
| Pension contributions and use of provisions  | (351)                         | (375)         |
| Interest and taxes (paid)/received   | (6,104)                       | (6,197)       |
| Dividends received   | 158                           | 106           |
| <b>Cash flow from operating activities</b>   | <b>13,298</b>                 | <b>14,799</b> |

Note:

- (1) For purposes of the table above, working capital includes inventories, trade and other receivables and trade and other payables, both current and non-current.

Non-cash items included in profit of the year include: depreciation, amortization and impairments, including impairment losses on goodwill, receivables and inventories; additions and reversals in provisions and employee benefits; losses and gains on sales of property, plant and equipment, intangible assets, subsidiaries and assets held for sale; equity share-based payment expenses; share of results of associates and joint ventures (including impairment); net finance cost; income tax expense and other non-cash items included in profit. Please refer to our consolidated cash flow statement in our audited consolidated financial statements as of 31 December 2022 and 2021, and for the three years ended 31 December 2022 for a more comprehensive overview of our cash flow from operating activities.

Our primary source of cash flow for our ongoing activities and operations is our cash flow from operating activities. For extraordinary transactions (such as the 2008 Anheuser-Busch Companies acquisition, the 2013 Grupo Modelo combination and the 2016 combination with SAB), we may, from time to time, also rely on cash flows from other sources. See “—Cash Flow used in Investing Activities” and “—Cash Flow from/(used in) Financing Activities” below.

Cash flow from operating activities in 2022 decreased by USD 1,501 million, or 10.1%, from USD 14,799 million in 2021 to USD 13,298 million in 2022, primarily driven by changes in working capital for 2022 compared to 2021 due to (i) 2021 figures that were impacted by lower capital expenditure and bonus accruals in 2020 and (ii) increased inventory balances in 2022.

We devote substantial efforts to the efficient use of our working capital, especially those elements of working capital that are perceived as “core” (including trade receivables, inventories and trade payables). The initiatives to improve our working capital include the implementation of best practices on collection of receivables and inventory management, such as optimizing our inventory levels per stock taking unit, improving the batch sizes in our production process and optimizing the duration of overhauls. Similarly, we aim to efficiently manage our payables by reviewing our standard terms and conditions on payments and resolving, where appropriate, the terms of payment within 120 days upon receipt of invoice. Changes in working capital reduced our operational cash flow in 2022 by USD 346 million. This decrease includes USD 425 million cash inflow from derivatives.

#### ***Cash Flow from/(used in) Investing Activities***

Our cash flows used in investing activities for the years ended 31 December 2022 and 2021 were as follows:

|   | <b>Year ended 31 December</b> |                |
|---|-------------------------------|----------------|
|   | <b>2022</b>                   | <b>2021</b>    |
|   | <i>(USD million)</i>          |                |
| Net capital expenditure <sup>(1)</sup>  | (4,838)                       | (5,498)        |
| Acquisition and sale of subsidiaries and associates, net of cash acquired / disposed of | (70)                          | (444)          |
| Net proceeds from the sale / (acquisition) of other assets                              | 288                           | 65             |
| <b>Cash flow from / (used in) investing activities</b>                                  | <b>(4,620)</b>                | <b>(5,878)</b> |

Note:

- (1) Net capital expenditure consists of acquisitions of property, plant and equipment and of intangible assets, minus proceeds from sale.

Our cash outflow used in investing activities was USD 4,620 million in 2022 as compared to USD 5,878 million cash outflow used in investing activities in 2021. The decrease in the cash outflow from investing activities in 2022 was mainly due to lower net capital expenditures and lower outflows from acquisition of subsidiaries in 2022 compared to 2021.

Our net capital expenditures amounted to USD 4,838 million in 2022 and USD 5,498 million in 2021. Out of the total 2022 capital expenditures approximately 36% was used to improve the company’s production facilities while 45% was used for logistics and commercial investments and 20% was used for improving administrative capabilities and for the purchase of hardware and software.

#### ***Cash Flow from/(used in) Financing Activities***

Our cash flows used in financing activities for the years ended 31 December 2022 and 2021 were as follows:

|   | <b>Year ended 31 December</b> |                 |
|---|-------------------------------|-----------------|
|   | <b>2022</b>                   | <b>2021</b>     |
|   | <i>(USD million)</i>          |                 |
| Dividends paid <sup>(1)</sup>                           | (2,442)                       | (2,364)         |
| Net (payments on) / proceeds from borrowings            | (7,174)                       | (8,511)         |
| Payments of lease liabilities                           | (610)                         | (531)           |
| Other (including purchase of non-controlling interests) | (394)                         | (192)           |
| <b>Cash flow from / (used in) financing activities</b>  | <b>(10,620)</b>               | <b>(11,598)</b> |

Note:

- (1) Dividends paid in 2022 consisted primarily of USD 1.1 billion paid by Anheuser-Busch InBev SA/NV and USD 0.9 billion paid by Ambev and its subsidiaries. Dividends paid in 2021 consisted primarily of USD 1.2 billion paid by Anheuser-Busch InBev SA/NV and USD 0.8 billion paid by Ambev and its subsidiaries.

Cash flow used in financing activities amounted to USD 10,620 million in 2022, as compared to a cash flow used in financing activities of USD 11,598 million in 2021. The cash flow used in financing activities in 2022 and 2021 mainly reflects dividends paid and payments on borrowings.

For more information on the financing activities related to long-term debt issuances in 2021 and 2022, see “—Funding Sources—Borrowings” below. Please also refer to note 22 of our audited consolidated financial statements as of 31 December 2022 and 2021, and for the three years ended 31 December 2022.

### Free Cash Flow

We define free cash flow as our cash flow from operating activities minus our net capital expenditure.

|  | <b>Year ended 31 December</b> |              |
|--|-------------------------------|--------------|
|  | <b>2022</b>                   | <b>2021</b>  |
|  | <i>(USD million)</i>          |              |
| Cash flow from operating activities    | 13,298                        | 14,799       |
| Net capital expenditure <sup>(1)</sup> | (4,838)                       | (5,498)      |
| <b>Free cash flow</b>                  | <b>8,460</b>                  | <b>9,301</b> |

Note:

- (1) Net capital expenditure consists of acquisitions of property, plant and equipment and of intangible assets, minus proceeds from sale; please see “—Cash Flow used in Investing Activities” above for further details regarding our net capital expenditures.

Free cash flow amounted to approximately USD 8.5 billion in 2022, representing a decrease of approximately USD 0.8 billion, or 9.0%, compared to 2021; please see “—Cash Flow from Operating Activities” and “—Cash Flow used in Investing Activities” above for more information regarding items which impacted our free cash flow in 2022 and 2021.

Free cash flow is a non-IFRS measure. The financial measure most directly comparable to and presented in accordance with IFRS in our consolidated statement of cash flow is cash flow from operating activities. We believe free cash flow is useful to investors as it represents cash flows that could be used for return of capital to shareholders via dividends or share repurchases, repayment of debt or other strategic initiatives, including acquisitions.

Free cash flow, however, has limitations as an analytical tool for investors. It is not a recognized term under IFRS and does not purport to be an alternative to cash flows from operating activities as a measure of liquidity. As a result, you should not consider free cash flow in isolation, or as a substitute for an analysis of our results as reported in our consolidated financial statements appearing elsewhere in this Form 20-F. One of the primary limitations of free cash flow is that it does not represent residual cash flows available exclusively for management’s discretionary use, as it is not adjusted for certain of our non-discretionary obligations, such as the repayment of principal amounts borrowed.

### Transfers from Subsidiaries

The amount of dividends payable by our operating subsidiaries to us is subject to, among other restrictions, general limitations imposed by the corporate laws, capital transfer restrictions and exchange control restrictions of the respective jurisdictions where those subsidiaries are organized and operate. For example, in Brazil, which accounted for 11.9% of our profit from operations for the year ended 31 December 2022, current legislation permits the Brazilian government to impose temporary restrictions on remittances of foreign capital abroad in the event of a serious imbalance or an anticipated serious imbalance in Brazil’s balance of payments. For approximately six months in 1989 and early 1990, the Brazilian government froze all dividend and capital repatriations held by the Brazilian Central Bank that were owed to foreign equity investors in order to conserve Brazil’s foreign currency reserves. Capital transfer restrictions are also common in certain developing countries, and may affect our flexibility in implementing a capital structure we believe to be efficient. For example, China has very specific approval regulations for all capital transfers to or from the country. As at 31 December 2022, the restrictions above mentioned were not deemed significant on the company’s ability to access or use the assets or settle the liabilities of the operating subsidiaries.

Dividends paid to us by certain of our subsidiaries are also subject to withholding taxes. Withholding tax, if applicable, generally does not exceed 15%.

## Funding Sources

### Funding Policies

We aim to secure committed credit lines with financial institutions to cover our liquidity risk on a 12-month and 24-month basis. Liquidity risk is identified using both the budget and strategic planning process input of the group on a consolidated basis. Depending on market circumstances and the availability of local debt capital markets, we may decide, based on liquidity forecasts, to secure funding on a medium- and long-term basis.

We also seek to continuously optimize our capital structure targeting to maximizing shareholder value while keeping desired financial flexibility to execute strategic projects. Our capital structure policy and framework aims to optimize shareholder value through cash flow distribution to us from our subsidiaries, while maintaining an investment-grade rating and minimizing investments with returns below our weighted average cost of capital.

### Cash and Cash Equivalents and Short-Term Investments

Our cash and cash equivalents and short-term investments, less bank overdrafts, at each of 31 December 2022 and 2021 were as follows:

|   | Year ended 31 December<br>(derived from audited financial statements) |               |
|---|---|---------------|
|   | 2022  | 2021          |
|   | <i>(USD million)</i>  |               |
| Cash and cash equivalents                                   | 5,288   | 4,505         |
| Bank overdrafts   | (83)  | (53)          |
| Investment in short-term debt securities                    | 4,685   | 7,592         |
| <b>Cash and Cash Equivalents and Short-Term Investments</b> | <b>9,890</b>  | <b>12,043</b> |

### Borrowings

In the first quarter of 2022, we redeemed the outstanding principal amounts indicated in the table below of the following series of notes issued by Anheuser-Busch InBev Finance Inc. (“**ABIFI**”):

| Date of redemption | Issuer (abbreviated) | Title of series of notes redeemed | Currency | Original principal amount outstanding<br><i>(in millions)</i> | Principal amount redeemed<br><i>(in millions)</i> |
|--------------------|----------------------|-----------------------------------|----------|---|---|
| 9 February 2022    | ABIFI                | 3.650% Notes due 2026             | USD      | 1,633   | 1,633   |
| 1 March 2022       | ABIFI                | 4.915% Notes due 2046             | USD      | 1,470   | 1,470   |

On 2 December 2022, we accepted the tender offers of eight series of notes issued by Anheuser-Busch InBev SA/NV (“**ABISA**”), Anheuser-Busch InBev Worldwide Inc. (“**ABIWW**”) and ABIFI and repurchased USD 3.9 billion aggregate principal amount of these notes. The total principal amount repurchased in the tender offers is set out in the table below:

| Date of redemption | Issuer (abbreviated) | Title of series of notes partially repurchased | Currency | Original principal amount outstanding (in millions) | Principal amount repurchased (in millions) | Principal amount not repurchased (in millions) |
|--------------------|----------------------|--|----------|---|--|--|
| 2 December 2022    | ABISA                | 2.850% Notes due 2037                          | GBP      | 900   | 489  | 411  |
| 2 December 2022    | ABISA                | 2.250% Notes due 2029                          | GBP      | 700   | 363  | 337  |
| 2 December 2022    | ABIFI                | 4.000% Notes due 2043                          | USD      | 750   | 346  | 404  |
| 2 December 2022    | ABIWW                | 3.750% Notes due 2042                          | USD      | 1,000   | 529  | 471  |
| 2 December 2022    | ABIWW                | 4.600% Notes due 2060                          | USD      | 1,000   | 503  | 497  |
| 2 December 2022    | ABIWW                | 4.500% Notes due 2050                          | USD      | 2,250   | 683  | 1,567  |
| 2 December 2022    | ABIWW                | 4.750% Notes due 2058                          | USD      | 1,500   | 519  | 981  |
| 2 December 2022    | ABIWW                | 4.600% Notes due 2048                          | USD      | 2,500   | 321  | 2,179  |

On 18 February 2021, we announced the successful signing of a new USD 10.1 billion Sustainable-Linked Loan Revolving Credit Facility (“**SLL Revolving Facility**”), replacing our existing USD 9.0 billion multi-currency revolving credit facility, under a senior facilities agreement (the “**2010 Senior Facilities Agreement**”). The SLL Revolving Facility has an initial five-year term and incorporates a pricing mechanism that incentivizes improvement in key performance areas that are aligned with and contribute to our 2025 Sustainability Goals. Effective as of 17 March 2022, we exercised our option to extend the maturity of the facility until February 2027. As of 31 December 2022, the facility was fully undrawn. The terms of the SLL Revolving Facility are described under “Item 10. Additional Information—C. Material Contracts.”

Our optimal capital structure remains a net debt to Normalized EBITDA ratio of around 2x. Our continued increased level of debt could have significant consequences, as described under “Item 3. Key Information—D. Risk Factors—Risks Relating to Our Business—We may not be able to obtain the necessary funding for our future capital or refinancing needs and may face financial risks due to our level of debt, uncertain market conditions and as a result of the potential downgrading of our credit ratings.”

Most of our other interest-bearing loans and borrowings are for general corporate purposes, based upon strategic capital structure concerns, although certain borrowings were incurred to fund significant past acquisitions of subsidiaries. Although seasonal factors affect the business, they have little effect on our borrowing requirements.

We have a Euro Medium-Term Note Programme under which Anheuser-Busch InBev SA/NV may periodically issue and have outstanding debt denominated in any currency or currencies, subject to compliance with all applicable legal and/or regulatory and/or central bank requirements, outside the U.S. to non-U.S. persons in reliance on Regulation S. The guarantors of payments of all amounts due in respect of notes issued under the EMTN Programme are Cobrew NV, Brandbrew SA, Brandbev S.à.R.L., Anheuser-Busch InBev Worldwide Inc., ABIFI and Anheuser-Busch Companies, LLC (subject to certain terms and conditions). Under the EMTN Programme, we may issue notes on a continuing basis up to a maximum aggregate principal amount of EUR 40.0 billion (USD 42.7<sup>2</sup> billion) or its equivalent in other currencies. Such notes may be fixed, floating, zero coupon or a combination of these. The proceeds from the issuance of any such notes may be used to repay short-term and/or long-term debt and to fund general corporate purposes of the AB InBev Group. If in respect of any particular issue of notes there is a particular identified use of proceeds, this will be stated in the applicable final terms relating to the notes. As of 31 December 2022, the total outstanding debt under the EMTN Programme amounted to EUR 21.6 billion (USD 23.0<sup>1</sup> billion). Our ability to issue additional notes under the EMTN Programme is subject to market conditions.

We have a Belgian commercial paper program under which Anheuser-Busch InBev SA/NV and Cobrew NV may issue and have outstanding at any time commercial paper notes up to a maximum aggregate amount of EUR 3.0 billion (USD 3.2<sup>1</sup> billion) or its equivalent in alternative currencies. The proceeds from the issuance of any such notes may be used for general corporate purposes. The notes may be issued in two tranches: Tranche A has a maturity of not less than seven and not more than 364 days from and including the day of issue; Tranche B has a maturity of not less than one year. We also have established a U.S. commercial paper program for an aggregate outstanding amount not exceeding USD 5.0 billion. As of 31 December 2022, we had no outstanding commercial paper under these programs. Our ability to borrow additional amounts under the programs is subject to investor demand. If we are ever unable to refinance under these commercial programs as they become due, we have access to funding through the use of our committed lines of credit.

<sup>2</sup> Converted at the closing rate of December 2022.

Our borrowings are linked to different interest rates, both variable and fixed. As of 31 December 2022, after certain hedging and fair value adjustments, USD 4.6 billion, or 5.7%, of our interest-bearing financial liabilities (which include bonds, loans, lease liabilities and bank overdrafts) bore a variable interest rate, while USD 75.4 billion, or 94.3%, bore a fixed interest rate. Our net debt is denominated in various currencies, though primarily in the U.S. dollar and in the Euro. Our policy is to proactively address and manage the relationship between our various borrowing currency liabilities and our functional currency cash flows, through long-term or short-term borrowing arrangements, either directly in their functional currencies or indirectly through hedging arrangements.

The currency of borrowing is driven by various factors in the different countries of operation, including a need to hedge against functional currency inflation, currency convertibility constraints, or restrictions imposed by exchange control or other regulations. In accordance with our policy aimed at achieving an optimal balance between cost of funding and volatility of financial results, we seek to proactively address and manage the relationship between borrowing liabilities and functional currency cash flows, and we may enter into certain financial instruments in order to mitigate currency risk.

We use a hybrid currency matching model pursuant to which we may (i) match net debt currency exposure to cash flows in such currency, measured on the basis of Normalized EBITDA, by swapping a significant portion of U.S. dollar debt to other currencies, such as Brazilian real (with a higher coupon), although this would negatively impact our profit and earnings due to the higher Brazilian real interest coupon, and (ii) use U.S. dollar cash flows to service interest payments under our debt obligations. For our definition of Normalized EBITDA, see “—E. Results of Operations—Year Ended 31 December 2022 Compared to the Year Ended 31 December 2021 —Normalized EBITDA.”

We have also entered into certain financial instruments in order to mitigate interest rate risks.

Please refer to note 27 of our audited consolidated financial statements as of 31 December 2022 and 2021, and for the three years ended 31 December 2022, “Item 11. Quantitative and Qualitative Disclosures About Market Risk—Market Risk, Hedging and Financial Instruments.”

The 2010 Senior Facilities Agreement, as amended in connection with the SLL Revolving Facility, does not include restrictive financial covenants. For further details regarding our total current and non-current liabilities, please refer to note 22 of our audited consolidated financial statements as of 31 December 2022 and 2021, and for the three years ended 31 December 2022.

The following table sets forth the level of our current and non-current interest-bearing loans and borrowings as of 31 December 2022 and 2021:

|                       | <b>Year ended 31 December</b> |                      |
|-----------------------|-------------------------------|----------------------|
|                       | <b>2022</b>                   | <b>2021</b>          |
|                       | <i>(USD million)</i>          |                      |
| Unsecured bond issues | 76,798                        | 85,726               |
| Lease liabilities     | 2,492                         | 2,278                |
| Secured bank loans    | 393                           | 628                  |
| Unsecured bank loans  | 100                           | 106                  |
| Unsecured other loans | 125                           | 40                   |
| <b>Total</b>          | <b><u>79,909</u></b>          | <b><u>88,777</u></b> |

The following table sets forth the contractual maturities of our interest-bearing liabilities as of 31 December 2022:

|                       | Carrying<br>Amount <sup>(1)</sup> | Less<br>than<br>1 year | 1-2 years    | 2-3 years  | 3-5 years    | More than<br>5 years |
|-----------------------|-----------------------------------|------------------------|--------------|------------|--------------|----------------------|
|                       | <i>(USD million)</i>              |                        |              |            |              |                      |
| Unsecured bond issues | 76,798                            | —                      | 2,268        | 529        | 9,221        | 64,780               |
| Lease liabilities     | 2,492                             | 529                    | 497          | 362        | 474          | 636                  |
| Secured bank loans    | 393                               | 369                    | 3            | 3          | 6            | 12                   |
| Unsecured bank loans  | 100                               | 100                    | —            | —          | —            | —                    |
| Unsecured other loans | 125                               | 30                     | 68           | 19         | 9            | —                    |
| <b>Total</b>          | <b>79,909</b>                     | <b>1,029</b>           | <b>2,835</b> | <b>913</b> | <b>9,710</b> | <b>65,428</b>        |

Note:

(1) “Carrying Amount” refers to net book value as recognized on the balance sheet at 31 December 2022.

Please refer to note 27 of our audited consolidated financial statements as of 31 December 2022 and 2021, and for the three years ended 31 December 2022 for a description of the currencies of our financial liabilities and a description of the financial instruments we use to hedge our liabilities.

### Credit Rating

As of the date of this Form 20-F, our credit rating from S&P was BBB+ for long-term obligations and A-2 for short-term obligations, with a positive outlook, and our credit rating from Moody’s Investors Service was Baa1 for long-term obligations and P-2 for short-term obligations, with a positive outlook. Credit ratings may be changed, suspended or withdrawn at any time and are not a recommendation to buy, hold or sell any of our or our subsidiaries’ securities. Any change in our credit ratings could have a significant impact on the cost of debt capital to us and/or our ability to raise capital in the debt markets.

### Capital Expenditures

We spent USD 4,838 million during 2022 on acquiring capital assets (net of proceeds from the sale of property, plant, equipment and intangible assets). Out of the total capital expenditures of 2022, approximately 36% was used to improve our production facilities while 45% was used for logistics and commercial investments. Approximately 20% was used for improving administrative capabilities and purchase of hardware and software.

We spent USD 5,498 million during 2021 on acquiring capital assets (net of proceeds from the sale of property, plant, equipment and intangible assets). Out of the total capital expenditures of 2021, approximately 44% was used to improve our production facilities while 41% was used for logistics and commercial investments. Approximately 15% was used for improving administrative capabilities and purchase of hardware and software.

Our capital expenditures are primarily funded through cash from operating activities.

### Investments and Disposals

We regularly engage in acquisitions, divestitures and investments. We also engage in start-up or termination of activities and may transfer activities between business segments. Such events have had, and are expected to continue to have, a significant effect on our results of operations and the comparability of period-to-period results. See “—A. Key Factors Affecting Results of Operations—Acquisitions, Divestitures and Other Structural Changes” for further information on significant acquisitions, divestitures, investments, transfers of activities between business segments and other structural changes in the years ended 31 December 2022 and 2021. See also note 6 and note 8 to our audited consolidated financial statements as of 31 December 2022 and 2021, and for the three years ended 31 December 2022 included in this Form 20-F.

## Net Debt and Equity

We define net debt as non-current and current interest-bearing loans and borrowings plus bank overdrafts and minus cash and cash equivalents, interest-bearing loans granted and debt securities. Net debt is a financial performance indicator that is used by our management to highlight changes in our overall liquidity position. We believe that net debt is meaningful for investors as it is one of the primary measures our management uses when evaluating our progress towards deleveraging.

The following table provides a reconciliation of our net debt to the sum of current and non-current interest-bearing loans and borrowings as of the dates indicated:

|  | Year ended<br>31 December |               |
|--|---------------------------|---------------|
|  | 2022                      | 2021          |
|  | <i>(USD million)</i>      |               |
| Non-current interest bearing loans and borrowings  | 78,880                    | 87,369        |
| Current interest bearing loans and borrowings  | 1,029                     | 1,408         |
| <b>Total</b>   | <b>79,909</b>             | <b>88,777</b> |
| Bank overdrafts  | 83                        | 53            |
| Cash and cash equivalents  | (9,973)                   | (12,097)      |
| Interest-bearing loans granted (included within Trade and other receivables)                   | (183)                     | (175)         |
| Non-current and current debt securities (included within Investment securities) <sup>(1)</sup> | (123)                     | (396)         |
| <b>Net debt</b>  | <b>69,713</b>             | <b>76,162</b> |

Note:

(1) See note 22 to our audited consolidated financial statements as of 31 December 2022 and 2021, and for the three years ended 31 December 2022.

Net debt as of 31 December 2022 was USD 69.7 billion, a decrease of USD 6.5 billion as compared to 31 December 2021. Apart from operating results net of capital expenditures, the net debt was impacted mainly by the payment of interests and taxes (USD 6.1 billion), dividend payments to shareholders of AB InBev and Ambev (USD 2.4 billion) and foreign exchange impact on net debt (USD 1.5 billion decrease of net debt).

Net debt as of 31 December 2021 was USD 76.2 billion, a decrease of USD 6.5 billion as compared to 31 December 2020. Apart from operating results net of capital expenditures, the net debt was impacted mainly by the payment of interests and taxes (USD 6.2 billion), dividend payments to shareholders of AB InBev and Ambev (USD 2.4 billion) and foreign exchange impact on net debt (USD 1.6 billion decrease of net debt).

Consolidated equity attributable to equity holders of AB InBev as of 31 December 2022 was USD 73,398 million, compared to USD 68,669 million as of 31 December 2021. The net increase resulted from the profit attributable to equity shareholders partially offset by dividends paid and foreign exchange losses on translation of foreign operations primarily related to the combined effect of the weakening of the closing rates of the Argentinean peso, the Chinese yuan, the Colombian peso, the South African rand and the Euro, which resulted in a net foreign exchange translation adjustment of USD 1 123 million as of 31 December 2022 (decrease of equity), compared to USD 68,669 million as of 31 December 2021.

Consolidated equity attributable to equity holders of AB InBev as of 31 December 2021 was USD 68,669 million, compared to USD 68,024 million as of 31 December 2020. The net increase resulted from the profit attributable to equity shareholders partially offset by dividends paid and foreign exchange losses on translation of foreign operations primarily related to the combined effect of the weakening of the closing rates of the Colombian peso, the Peruvian sol, the South African rand, the Mexican peso and the Euro, which resulted in a net foreign exchange translation adjustment of USD 4,320 million as of 31 December 2021 (decrease of equity).



Further details on equity movements can be found in our consolidated statement of changes in equity in our audited consolidated financial statements as of 31 December 2022 and 2021, and for the three years ended 31 December 2022.

## Guarantor Financial Information

The debt securities issued by (i) Anheuser-Busch InBev Finance Inc. (“**ABIFI**”) under Indentures dated as of January 17, 2013, January 25, 2016 and May 15, 2017, in each case among ABIFI, Anheuser-Busch InBev SA/NV (the “**Parent Guarantor**”), the subsidiary guarantors listed therein and the Bank of New York Mellon Trust Company, N.A., as trustee (ii) Anheuser-Busch InBev Worldwide Inc. (“**ABIWW**”) under Indentures dated as of October 16, 2009, December 16, 2016 and April 4, 2018, in each case among ABIWW, the Parent Guarantor, the subsidiary guarantors listed therein and the Bank of New York Mellon Trust Company, N.A., as trustee and (iii) Anheuser-Busch Companies, LLC (“**ABC**”) and ABIWW, as co-issuers, under the Indenture dated as of November 13, 2018, among ABC, ABIWW, the subsidiary guarantors listed therein and the Bank of New York Mellon Trust Company, N.A., as trustee, are, in each case, fully and unconditionally guaranteed by the Parent Guarantor and jointly and severally guaranteed by Brandbrew S.A., Brandbev S.à r.l. and Cobrew NV, and by ABC (in respect of debt issued by ABIFI and/or ABIWW (as sole issuer)), ABIWW (in respect of debt issued by ABIFI) and by ABIFI (in respect of debt issued by ABIWW and/or ABC) on a full and unconditional basis. The Parent Guarantor owns, directly or indirectly, 100% of each of ABIFI, ABIWW, ABC, Brandbrew S.A., Brandbev S.à r.l. and Cobrew NV.

Each guarantee provided under the aforementioned indentures is referred to as a “**Guarantee**” and collectively, the “**Guarantees**”; the subsidiaries of the Parent Guarantor providing Guarantees are referred to as the “**Subsidiary Guarantors**” and the Parent Guarantor and Subsidiary Guarantors collectively are referred to as the “**Guarantors**”. ABIWW, ABIFI and ABC are collectively referred to as the “**Issuers**”.

Under the terms of the Guarantees, the Guarantors guarantee to each holder the due and punctual payment of any principal, accrued and unpaid interest (and all Additional Amounts, as such term is defined in the applicable indenture, if any) due under the debt securities in accordance with each indenture. Each Guarantor will also pay Additional Amounts (if any) in respect of payments under its Guarantee. The Guarantees are the full, direct, unconditional, unsecured and unsubordinated general obligations of the Guarantors.

The Guarantees of a Subsidiary Guarantor will be terminated (and any Subsidiary Guarantor will automatically and unconditionally be released from all obligations under its Subsidiary Guarantee) at substantially the same time that (i) the relevant Subsidiary Guarantor is released from its guarantee of both the SLL Revolving Facility (as defined below and as it may be amended from time to time) or is no longer a guarantor under such facility and (ii) the aggregate amount of indebtedness for borrowed money for which the relevant Subsidiary Guarantor is an obligor (as a guarantor or borrower) does not exceed 10% of the consolidated gross assets of the Parent Guarantor as reflected in the balance sheet included in its most recent publicly released interim or annual consolidated financial statements. If the Guarantees by the Subsidiary Guarantors are released, the relevant issuers and the Parent Guarantor are not required to replace them, and the debt securities will have the benefit of fewer or no Subsidiary guarantees for the remaining maturity of the debt securities.

Pursuant to restrictions imposed by Luxembourg law, for the purposes of any Guarantees provided by Brandbrew S.A. or Brandbev S.à r.l. (each, a “**Luxembourg Guarantor**”), the maximum aggregate liability of such Luxembourg Guarantor under its Guarantee (including any actual or contingent liabilities as a guarantor of Other Guaranteed Facilities (as such term is defined in the applicable indenture)) shall not exceed an amount equal to the aggregate of (without double counting): (A) the aggregate amount of all moneys received by such Luxembourg Guarantor and its subsidiaries as a borrower or issuer under the Other Guaranteed Facilities; (B) the aggregate amount of all outstanding intercompany loans made to such Luxembourg Guarantor and its Subsidiaries by other members of the AB InBev Group which have been directly or indirectly funded using the proceeds of borrowings under the debt securities issued under the indentures and the Other Guaranteed Facilities; and (C) an amount equal to 100% of the greater of (I) the sum of (x) such Luxembourg Guarantor’s own capital (*capitaux propres*) (as referred to in the Luxembourg law dated 19 December 2002 on the commercial register and annual accounts, as amended (the “**Luxembourg Law of 2002**”), and as implemented by the Grand-Ducal regulation dated 18 December 2015 setting out the form and content of the presentation of the balance sheet and profit and loss account (the “**Luxembourg Regulation**”)) as reflected in such Luxembourg Guarantor’s then most recent annual accounts

approved by the competent organ of such Luxembourg Guarantor (as audited by its statutory auditor (*réviseur d'entreprises agréé*), if required by law) at the date of an enforcement of such Luxembourg Guarantor's Guarantee and (y) any amounts owed by such Luxembourg Guarantor to any other member of the AB InBev Group which have not been funded, directly or indirectly, using the proceeds of borrowings under the Indentures or the Other Guaranteed Facilities (as defined below) and (II) the sum of (x) such Luxembourg Guarantor's own capital (*capitaux propres*) (as referred to by article 34 of the Luxembourg Law of 2002 and as implemented by the Luxembourg Regulation) as reflected in its most recent annual accounts available as of the date of the applicable Indenture and (y) any amounts owed by such Luxembourg Guarantor to any other member of the AB InBev Group which have not been funded, directly or indirectly, using the proceeds of borrowings under the Indentures or the Other Guaranteed Facilities.

Furthermore, the obligations and liabilities of such Luxembourg Guarantor under its Guarantee and under any of the Other Guaranteed Facilities shall not include:

- (i) in the case of Brandbrew S.A., any obligation which, if incurred, would constitute a breach of the provisions on unlawful financial assistance as contained in article 430-19 (formerly article 49-6) of the Luxembourg Law on Commercial Companies dated 10 August 1915, as amended; and
- (ii) in the case of Brandbev S.à r.l., the guarantee of any amount if and to the extent the granting of such guarantee for such amounts would constitute unlawful financial assistance in violation of article 1500-7 (formerly article 168) of the Luxembourg Law on Commercial Companies dated 10 August 1915, as amended.

ABIFI is a finance subsidiary, and its principal source of income consists of payments on intra-group receivables from the Parent Guarantor. Furthermore, as holding companies, the ability of ABIWW and the Parent Guarantor to meet their financial obligations is dependent upon the availability of cash flows from their domestic and foreign subsidiaries and affiliated companies through dividends, intercompany advances, management fees and other payments. Claims of the creditors of Parent Guarantor's subsidiaries who are not guarantors will have priority as to the assets of such subsidiaries over the claims of creditors of ABIFI, ABIWW or the Parent Guarantor. For further discussion, please see "Item 3. Key Information — D. Risk Factors — The ability of our subsidiaries to distribute cash upstream may be subject to various conditions and limitations".

If the Guarantors default on their Guarantees, their ability to pay any debts existing at the time of the insolvency may be adversely affected by the insolvency laws of the jurisdiction of organization of the defaulting Guarantors. Such insolvency laws may vary as to treatment of unsecured creditors and may contain prohibitions on the Guarantors' ability to pay any debts existing at the time of the insolvency. In addition, enforcement of each guarantee will be subject to certain generally available defenses under local law. Furthermore, the Parent Guarantor and Cobrew NV are Belgian companies and Belgian insolvency laws may adversely affect a recovery by the holders of the debt securities of amounts payable under the debt securities.

Summarized financial information is presented below for Anheuser-Busch InBev SA/NV, the Issuers and the Subsidiary Guarantors on a combined basis after elimination of intercompany transactions and balances among them and does not include investments in and equity in the earnings of non-guarantor subsidiaries. The intercompany balances with Non-Guarantor Subsidiaries have been presented separately. This summarized financial information is not intended to present the financial position or results of operations of Anheuser-Busch InBev SA/NV, the Issuers and the Subsidiary Guarantors in accordance with IFRS.

|   | <b>Year ended 31 December</b> |                           |
|---|-------------------------------|---------------------------|
|   | <b>2022<sup>(1)</sup></b>     | <b>2021<sup>(2)</sup></b> |
|   | <i>(USD million)</i>          |                           |
| <b>Income Statement Data</b>                |                               |                           |
| Revenue                                     | 15,231                        | 14,920                    |
| Gross profit                                | 8,183                         | 8,339                     |
| Profit for the period                       | 975                           | 2,055                     |
| <b>Statement of Financial Position Data</b> |                               |                           |
| Due from non-guarantor subsidiaries         | 99,031                        | 78,031                    |
| Other non-current assets                    | 61,978                        | 61,434                    |
| <b>Non-current assets</b>                   | <b>161,009</b>                | <b>139,465</b>            |
| Due from non-guarantor subsidiaries         | 3,595                         | 7,160                     |
| Other current assets                        | 13,367                        | 11,874                    |
| <b>Current assets</b>                       | <b>16,962</b>                 | <b>19,034</b>             |
| Due to non-guarantor subsidiaries           | 24,657                        | 48,960                    |
| Other non-current liabilities               | 84,502                        | 93,317                    |
| <b>Non-current liabilities</b>              | <b>109,159</b>                | <b>142,277</b>            |
| Due to non-guarantor subsidiaries           | 12,894                        | 14,937                    |
| Other current liabilities                   | 22,668                        | 22,303                    |
| <b>Current liabilities</b>                  | <b>35,562</b>                 | <b>37,240</b>             |

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Note:

- (1) For the year ended 31 December 2022 revenue, gross profit and profit of the year includes USD 299 million, USD (439) million and USD 25 million of intercompany transactions with non-guarantor subsidiaries and related parties, respectively.
- (2) For the year ended 31 December 2021, revenue, gross profit, and profit of the year includes USD 344 million, USD (500) million and USD 3,162 million of intercompany transactions with non-guarantor subsidiaries and related parties, respectively.

## **I. OUTLOOK AND TREND INFORMATION**

In 2023, we expect our revenue to grow from a healthy combination of volume and price.

Net pension interest expenses and accretion expenses are expected to be in the range of USD 200 to USD 230 million per quarter, depending on currency and interest rate fluctuations. We expect the average gross debt coupon in 2023 to be approximately 4%.

We expect net capital expenditure of between USD 4.5 and USD 5.0 billion in 2023.

## **ITEM 6. DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES**

### **A. DIRECTORS AND SENIOR MANAGEMENT**

#### **Administrative, Management, Supervisory Bodies and Senior Management Structure**

Our management structure is a “one-tier” governance structure composed of our Board, a Chief Executive Officer responsible for our day-to-day management and an executive committee (the “**Executive Committee**”). The Executive Committee is led by our Chief Executive Officer and comprises the Chief Executive Officer, the Chief Financial Officer, the Chief Strategy and Technology Officer and the Chief Legal and Corporate Affairs Officer and Corporate Secretary. Our Board is assisted by four main committees: the Audit Committee, the Finance Committee, the Remuneration Committee and the Nomination Committee. See “—C. Board Practices—Information About Our Committees.”

#### **Board of Directors**

##### ***Role and Responsibilities, Composition, Structure and Organization***

The role and responsibilities of our Board of Directors and its composition, structure and organization are described in detail in our corporate governance charter (“**Corporate Governance Charter**”), which is available on our website:  
<https://www.ab-inbev.com/investors/corporate-governance.html>.

Our Board may be composed of a maximum of 15 directors. There are currently 15 directors, all of whom are non-executives. Under our articles of association, the directors are appointed as follows, reflecting our particular shareholder structure:

- three independent directors will be appointed by our shareholders' meeting upon proposal by our Board of Directors;
- so long as the Stichting and/or any of its affiliates, any of their respective successors and/or successors' affiliates own, in aggregate, more than 30% of the shares with voting rights in our share capital, nine directors will be appointed by our shareholders' meeting upon proposal by the Stichting (and/or any of its affiliates, any of their respective successors and/or successors' affiliates); and
- so long as the holders of Restricted Shares, together with their affiliates and/or any of their successors and/or successors' affiliates, own in aggregate:
  - more than 13.5% of the shares with voting rights in our share capital, three directors will be appointed by our shareholders' meeting upon proposal by the holders of the Restricted Shares;
  - more than 9% but not more than 13.5% of the shares with voting rights in our share capital, two directors will be appointed by our shareholders' meeting upon proposal by the holders of the Restricted Shares;
  - more than 4.5% but not more than 9% of the shares with voting rights in our share capital, one director will be appointed by our shareholders' meeting upon proposal by the holders of the Restricted Shares; and
  - 4.5% or less than 4.5% of the shares with voting rights in our share capital, the holders of the Restricted Shares will no longer have the right to propose any candidate for appointment as a member of our Board of Directors and no directors will be appointed upon proposal by the holders of the Restricted Shares.

As a consequence, our Board is currently composed of four directors nominated by Eugénie Patri Sébastien S.A. (which represents Interbrew's founding Belgian families and holds the class A Stichting certificates), four directors nominated by BRC S.à.R.L. ("**BRC**") (which represents the Brazilian families that were previously the controlling shareholders of Ambev and holds the class B Stichting certificates), one additional non-executive director who was appointed by the Stichting, three directors who were appointed by the holders of Restricted Shares and three independent directors. The appointment and renewal of all directors (i) are based on a recommendation of the Nomination Committee, taking into account the rules regarding the composition of the Board of Directors set out in our articles of association, and (ii) are subject to approval by the shareholders' meeting. Directors (other than the Restricted Share Directors) are appointed for a maximum term of four years, but the shareholders' meeting can resolve for a shorter term. In accordance with our bylaws, Restricted Share Directors are appointed for renewable terms ending at the next shareholders' meeting following their appointment.

Under article 7:87 of the Belgian Code of Companies and Associations (the "**Belgian Companies Code**"), the independence of directors is assessed by taking into consideration the criteria set out in Principle 3.5 of the 2020 Belgian Corporate Governance Code, which are the following:

- the director is not an executive, or exercising a function as a person entrusted with the daily management of the company or a related company or person, and has not been in such a position for the previous three years before his or her appointment and is no longer enjoying stock options of the company related to this position;
- the director has not served for a total term of more than twelve years as a board member;

- the director is not an employee of the senior management of the company or a related company or person, and has not been in such a position for the previous three years before his or her appointment and is no longer enjoying stock options of the company related to this position;
- the director is not receiving, or has not received during their mandate or for a period of three years prior to their appointment, any significant remuneration or any other significant advantage of a patrimonial nature from the company or a related company or person, apart from any fee they receive or have received as a non-executive board member;
- the director does not hold shares, either directly or indirectly, either alone or in concert, representing globally one-tenth or more of the company's capital or one-tenth or more of the voting rights in the company at the moment of appointment and not has not been nominated, in any circumstances, by a shareholder fulfilling the conditions covered above;
- the director does not maintain, or has not maintained in the past year before their appointment, a significant business relationship with the company or a related company or person, either directly or as partner, shareholder, board member, member of the senior management of a company or person who maintains such a relationship;
- the director is not or has not been within the last three years before his or her appointment, a partner or member of the audit team of the company or person who is, or has been within the last three years before their appointment, the external auditor of the company or a related company or person;
- the director is not an executive of another company in which an executive of the company is a non-executive board member; and
- the director does not have, in the company or a related company or person, a spouse, legal partner or close family member to the second degree, exercising a function as board member or executive or person entrusted with the daily management or employee of the senior management, or falling in one of the other cases referred to in bullets 1. to 8. above, and as far as the second bullet is concerned, up to three years after the date on which the relevant relative has terminated his or her last term.

Should the Board present for appointment as independent director a candidate who does not meet the criteria above, it will explain the reasons why it considers that such candidate is independent, in accordance with article 7:87 of the Belgian Companies Code.

Directors on our Board who serve on our Audit Committee are also required to meet the criteria for independence set forth in Rule 10A-3 under the Exchange Act of 1934. Based on our Governance Charter, a majority of the voting members of the Audit Committee are independent directors under Belgian corporate law.

Our Board is our ultimate decision-making body, except for the powers reserved to our shareholders' meeting by law, or as specified in the articles of association.

Our Board meets as frequently as our interests require. In addition, special meetings of our Board may be called and held at any time upon the call of either the chair of our Board or at least two directors. Board meetings are based on a detailed agenda specifying the topics for decision and those for information. Board decisions are made by a simple majority of the votes cast.

The composition of our Board is currently as follows:

| <u>Name</u>                    | <u>Principal Function</u>                      | <u>Nature of Directorship</u>   | <u>Initially Appointed</u> | <u>Term Expires</u> |
|--------------------------------|--|---|----------------------------|---------------------|
| María Asunción Aramburuzabala  | Director                                       | Non-executive   | 2016                       | 2024                |
| Martin J. Barrington           | Director and Chair of the Board <sup>(1)</sup> | Non-executive, nominated by the holders of Restricted Shares              | 2016                       | 2023                |
| M. Michele Burns               | Independent Director                           | Non-executive   | 2016                       | 2024                |
| Sabine Chalmers                | Director                                       | Non-executive, nominated by the holders of class A Stichting certificates | 2019                       | 2023                |
| Paul Cornet de Ways Ruat       | Director                                       | Non-executive, nominated by the holders of class A Stichting certificates | 2016                       | 2024                |
| Claudio Garcia                 | Director                                       | Non-executive, nominated by the holders of class B Stichting certificates | 2019                       | 2023                |
| William F. Gifford, Jr.        | Director                                       | Non-executive, nominated by the holders of Restricted Shares              | 2016                       | 2023                |
| Paulo Alberto Lemann           | Director                                       | Non-executive, nominated by the holders of class B Stichting certificates | 2016                       | 2024                |
| Xiaozhi Liu                    | Independent Director                           | Non-executive   | 2019                       | 2023                |
| Alejandro Santo Domingo Dávila | Director                                       | Non-executive, nominated by the holders of Restricted Shares              | 2016                       | 2023                |
| Elio Leoni Sceti               | Independent Director                           | Non-executive   | 2016                       | 2024                |
| Cecilia Sicupira               | Director                                       | Non-executive, nominated by the holders of class B Stichting certificates | 2019                       | 2023                |
| Grégoire de Spoelberch         | Director                                       | Non-executive, nominated by the holders of class A Stichting certificates | 2016                       | 2024                |
| Nitin Nohria                   | Director                                       | Non-executive, nominated by the holders of class B Stichting certificates | 2022                       | 2026                |
| Alexandre Van Damme            | Director                                       | Non-executive, nominated by the holders of class A Stichting certificates | 2016                       | 2024                |

Note:

(1) We have determined that Mr. Barrington is an independent director for purposes of Rule 10A-3 of the Exchange Act.

At our annual shareholders' meeting held on 27 April 2022, the mandates of Mr. Martin J. Barrington, Mr. William F. Gifford, Jr. and Mr. Alejandro Santo Domingo Dávila were renewed for a term of 1 year. The mandate of Mr. Roberto Thompson Motta ended, and Mr. Nitin Nohria was appointed as successor to Mr. Roberto Thompson Motta for a term of 4 years.

Their mandates are renewable.

The business address for all of our directors is: Brouwerijplein 1, 3000 Leuven, Belgium.

No member of the Board has any conflicts of interest within the meaning of the Belgian Companies Code between any duties he or she owes to us and any private interests and/or other duties.

**Ms. Aramburuzabala** is a non-executive member of the Board. Born in 1963, she is a citizen of Mexico and holds a degree in Accounting from ITAM (Instituto Tecnológico Autónomo de México). She served as CEO of Tresalia Capital from 1996 to 2022. She is currently the chairperson of the Boards of Directors of Tresalia Capital, Abilia and Red Universalía. She was formerly a member of the Grupo Modelo Board of Directors, and is currently on the Board of Coty.

**Mr. Barrington** is a representative of the Restricted Shareholders. Born in 1953, he is an American citizen and graduated from The College of Saint Rose with a Bachelor's Degree in History, and from Albany Law School of Union University with a Juris Doctorate Degree. He is the retired Chairman, Chief Executive Officer and President of Altria Group. During his 25 years at Altria Group, he served in numerous legal and business roles for Altria and its companies. These include Vice Chairman of Altria Group; Executive Vice President and Chief Administrative Officer of Altria Group; Senior Vice President and General Counsel of Philip Morris International (a separate public company spun-off from Altria Group in 2008); and Senior Vice President and General Counsel of Philip Morris USA. Before joining Altria, Mr. Barrington practiced law in both the government and private sectors.

**Ms. Burns** is an independent member of the Board. Born in 1958, she is an American citizen and graduated Summa Cum Laude from the University of Georgia with a Bachelor's Degree in Business Administration and a Master's Degree in Accountancy. Ms. Burns was the Chairman and Chief Executive Officer of Mercer LLC from 2006 until 2012. She currently serves on the Boards of Directors of The Goldman Sachs Group, Cisco Systems, Etsy and Circle Online Financial, a private company. From 2003 until 2013, she served as a director of Wal-Mart Stores. From 2014 until 2018, she served on the Board of Alexion Pharmaceuticals. She currently serves on the Advisory Council of the Stanford Center on Longevity at Stanford University. Ms. Burns began her career in 1981 at Arthur Andersen, where she became a partner in 1991. In 1999, she joined Delta Air Lines, assuming the role of Chief Financial Officer from 2000 to 2004. From 2004 to 2006, Ms. Burns served as Chief Financial Officer and Chief Restructuring Officer of Mirant Corporation, an independent power producer. From March 2006 until September 2006, Ms. Burns served as the Chief Financial Officer of Marsh and McLennan Companies.

**Ms. Chalmers** is a representative of the main shareholders (nominated by Eugénie Patri Sébastien S.A., the holder of the Class A Stichting certificates). Born in 1965, Ms. Chalmers is an American citizen and holds a Bachelor's Degree in Law from the London School of Economics and is qualified to practice law in England and New York State. Ms. Chalmers is the General Counsel and Director of Regulatory Affairs of BT Group plc and is also a member of the Court of Directors of the Bank of England. Prior to joining BT, she was the Chief Legal and Corporate Affairs Officer and Secretary to the Board of Directors of AB InBev, a role she held from 2005 to 2017. Ms. Chalmers joined AB InBev after 12 years with Diageo plc where she held a number of senior legal positions including as General Counsel of the Latin American and North American businesses. Prior to Diageo plc, she was an associate at the law firm of Lovell White Durrant in London, specializing in mergers and acquisitions.

**Mr. Cornet de Ways Ruart** is a representative of the main shareholders (nominated by Eugénie Patri Sébastien S.A., the holder of the Class A Stichting certificates). Born in 1968, he is a Belgian citizen and holds a Master's Degree as a Commercial Engineer from the Catholic University of Louvain and an MBA from the University of Chicago. He has attended the Master Brewer program at the Catholic University of Louvain. From 2006 to 2011, he worked at Yahoo! and was in charge of Corporate Development for Europe before taking on additional responsibilities as Senior Financial Director for Audience and Chief of Staff. Prior to joining Yahoo!, Mr. Cornet was Director of Strategy for Orange U.K. and spent seven years with McKinsey & Company in London and Palo Alto, California. He is also a non-executive director of EPS, Adrien Invest, Floridienne S.A. and several privately held companies.

**Mr. Garcia** is a representative of the main shareholders (nominated by BRC S.à.R.L., the holder of the class B Stichting certificates). Born in Brazil in 1968, he is a Brazilian citizen and is a graduate from Universidade Estadual do Rio de Janeiro, Brazil with a B.A. in Economics. Mr. Garcia interned at Companhia Cervejaria Brahma in 1991 and was employed as a Management Trainee in February 1993. From 1993 until 2001, Mr. Garcia worked in several positions in finance, mainly in the area of corporate budgeting. In 2001, he started the first Shared Service Center for Ambev and in 2003 he became the head of both the Technology and Shared Services operations. Mr. Garcia participated in all M&A integration projects from 1999 until 2018. In 2005, he was appointed Chief Information and Shared Service Officer for InBev (following the combination of Ambev and Interbrew) in Leuven, Belgium. From 2006 to 2014,

Mr. Garcia combined the functions of Chief People and Technology Officer. From 2014 to January 2018, Mr. Garcia was the Chief People Officer of Anheuser-Busch InBev. Mr. Garcia is a board member of Lojas Americanas, the Garcia Family Foundation, Chairman of the Telles Foundation and a Trustee at the Chapin School in New York City.

**Mr. Gifford** is a representative of the Restricted Shareholders. Born in 1970, he is an American citizen and graduated from Virginia Commonwealth University with a Bachelor's Degree in Accountancy. He serves as Chief Executive Officer of Altria Group. Prior to his current position, Mr. Gifford served as Vice Chairman and Chief Financial Officer of Altria Group from May 2018 until April 2020 with responsibility for overseeing Altria's financial functions, core tobacco businesses and sales and distribution business. Prior to that he served as Executive Vice President and Chief Financial Officer from March 2015 until May 2018. Since joining Philip Morris USA, an Altria subsidiary, in 1994, he has served in numerous leadership roles including President and Chief Executive Officer of Philip Morris USA and Vice President and Treasurer for Altria, and has led various functions including Finance, Strategy and Business Development and Market Information and Consumer Research. Prior to joining Philip Morris USA, Mr. Gifford worked at the public accounting firm of Coopers & Lybrand, which currently is known as PricewaterhouseCoopers.

**Mr. Lemann** is a representative of the main shareholders (nominated by BRC S.à.R.L., the holder of the class B Stichting certificates). Born in Brazil in 1968, he is a Brazilian citizen and graduated from Faculdade Candido Mendes in Rio de Janeiro, Brazil with a B.A. in Economics. Mr. Lemann interned at PriceWaterhouse in 1989 and was employed as an Analyst at Andersen Consulting from 1990 to 1991. Mr. Lemann also performed equity analysis while at Banco Marka and Dynamo Asset Management (both in Rio de Janeiro). From 1997 to 2004, he developed the hedge fund investment group at Tincum Inc., a New York-based investment office that advised the Synergy Fund of Funds, where he served as Portfolio Manager. Mr. Lemann is a Founding Partner at Vectis Partners and is a board member of Lojas Americanas, Lemann Foundation and Lone Pine Capital.

**Mr. Leoni Sceti** is an independent member of the Board. Born in 1966, he is an Italian citizen who lives in the UK. He graduated Magna Cum Laude in Economics from LUISS in Rome, where he passed the Dottore Commercialista post-graduate bar exam. Mr. Leoni Sceti has over 30 years' experience in the fast-moving consumer goods and media sectors. He is Chief Crafter and Chairman of The Craftory, a global investment house for purpose-driven challenger brands in FMCG. Mr. Leoni Sceti is Chairman of London-based LSG holdings and an early stage investor in Media & Tech, with over 25 companies in his portfolio. He is also an independent member of the Board at cocoa and chocolate leader Barry Callebaut and is a director at the Kraft Heinz Company. His roles in the non-profit space include being a Trustee and Counsellor at One Young World (young leaders from over 190 countries), and Chairman of the U.K. board at Room to Read (promoting literacy and gender equality in education, globally). His previous roles included: CEO of Iglo Group - whose brands are Birds Eye, Findus & Iglo - until May 2015, when the company was sold to Nomad Foods; Global CEO of EMI Music from 2008 to 2010; and - prior to EMI - an international career in marketing and senior leadership roles at Procter & Gamble and Reckitt Benckiser, where he later was CMO, global head of Innovation and then head of the European operations.

**Dr. Liu** is an independent member of the Board. Born in 1956 in China, she is a German citizen and is the founder and CEO of ASL Automobile Science & Technology (Shanghai) Co., Ltd. since 2009 and is an independent director of Autoliv and Johnson Matthey Plc. Previously, she held various senior executive positions, including Chairman and CEO of Neotek (China), Vice-Chairman and CEO of Fuyao Glass Group, Chairman and CEO of General Motors Taiwan, Director of concept vehicle for Buick Park Avenue and Cadillac, Vehicle Electronics-Control and Software Integration for GM North America, CTO and Chief Engineer of General Motors Greater China Region, and Representative Managing Director of Delphi Automotive in Shanghai China. Prior to 1997, she was responsible for Delphi Packard China JV Development, Sales and Marketing as well as New Business Development. Besides these executive roles, Dr. Liu also served as an independent director of CAEG from 2009 to 2011 and an independent director of Fuyao Glass Group from 2013 to 2019. Dr. Liu has rich professional experience covering the areas of general management of enterprises, P&L, technology development, marketing and sales, mergers and acquisitions, including in the United States, Europe and China at global Top 500 companies and Chinese blue-chip private enterprises. She earned a Ph.D. in Chemical Engineering, a Master's Degree of Electrical Engineering at the University of Erlangen/Nuremberg Germany and a Bachelor's Degree in Electrical Engineering at Xian Jiao Tong University in Xian China. She also attended the Dartmouth Tuck School of Business for Executives.



**Mr. Nohria** is a representative of the main shareholders (nominated by BRC S.à.R.L., the holder of the class B Stichting certificates). Born in 1962, he is an American citizen and graduated from Massachusetts Institute of Technology with a Ph.D. in Management and from the Indian Institute of Technology, Bombay, with a Bachelor of Technology in Chemical Engineering. Mr. Nohria started his career as a faculty member of Harvard Business School in 1988 and served as its Dean from 2010 to 2020. He is currently a Professor at Harvard Business School and Partner and Executive Chairman of Thrive Capital, a venture capital firm. Mr. Nohria also serves on the Boards of Directors of The Bridgespan Group, Mass General Brigham, and Rakuten Medical.

**Mr. Santo Domingo** is a representative of the Restricted Shareholders. Born in 1977, he is an American, Colombian and Spanish citizen and obtained a B.A. in History from Harvard College. He is the Senior Managing Director at Quadrant Capital Advisors, Inc. in New York City. He was a member of the Board of Directors of SABMiller Plc until 2016, where he was also Vice-Chairman of SABMiller Plc for Latin America. Mr. Santo Domingo is Chairman of the Board of Bavaria S.A. in Colombia. He is Chairman of the Board of Valorem, a company which owns a diverse portfolio of industrial and media assets in Latin America. Mr. Santo Domingo is also a director of Life Time Group Holdings, Inc., an owner and operator of fitness centers in the United States and Canada, Florida Crystals, the world's largest sugar refiner, Caracol TV, Colombia's leading broadcaster, El Espectador, a leading Colombian newspaper, and Cine Colombia, Colombia's leading film distribution and movie theatre company. In the non-profit sector, he is Chair of the Wildlife Conservation Society and Fundación Mario Santo Domingo. He is also a Member of the Boards of The Metropolitan Museum of Art, The British Museum, DKMS, a foundation dedicated to combatting leukemia and blood disorders, WNET, Mount Sinai Health System and Fundación Pies Descalzos, a foundation focused on assisting impoverished children in Colombia. He is a member of Harvard University's Global Advisory Council (GAC).

**Ms. Sicupira** is a representative of the main shareholders (nominated by BRC S.à.R.L., the holder of the class B Stichting certificates). Born in 1981, she is a Brazilian citizen and is a graduate from the American University of Paris with a Bachelor's Degree in International Business Administration and of Harvard Business School's Owner/President Management (OPM) program. Ms. Sicupira previously served on the board of Lojas Americanas S.A, Ambev S.A., Restaurant Brands International and São Carlos Empreendimentos S.A. Ms. Sicupira began her career in 2004 as an analyst within Goldman Sachs' Investment Banking Division covering Latin America. Today she is a director and partner of LTS Investments.

**Mr. de Spoelberch** is a representative of the main shareholders (nominated by Eugénie Patri Sébastien S.A., the holder of the Class A Stichting certificates). Born in 1966, he is a Belgian citizen and holds an MBA from INSEAD. Mr. de Spoelberch is an active private equity shareholder and his recent activities include shared Chief Executive Officer responsibilities for Lunch Garden, the leading Belgian self-service restaurant chain. He is a member of the board of several family-owned companies, such as Eugénie Patri Sébastien S.A., Verlinvest and Cobehold (Cobepa). He is also an administrator of the Baillet-Latour Fund, a foundation that encourages social, cultural, artistic, technical, sporting, educational and philanthropic achievements.

**Mr. Van Damme** is a representative of the main shareholders (nominated by Eugénie Patri Sébastien S.A., the holder of the Class A Stichting certificates). Born in 1962, he is a Belgian citizen and graduated from Solvay Business School, Brussels. Mr. Van Damme joined the beer industry early in his career and held various operational positions within Interbrew until 1991, including Head of Corporate Planning and Strategy. He has managed several private venture holding companies and is currently a director of several family-owned companies such as Patri S.A. (Luxembourg).

#### **General Information on the Directors**

No member of our Board has a family relationship with any other member of our Board or any member of our Executive Committee, or had a family relationship with any member of our Executive Committee.

Over the five years preceding the date of this Form 20-F, the members of our Board hold or have held the following main directorships (apart from directorships they have held with us and our subsidiaries) or memberships of administrative, management or supervisory bodies and/or partnerships:

| <b>Name</b>                   | <b>Current</b>  | <b>Past</b>   |
|-------------------------------|---|---|
| María Asunción Aramburuzabala | Tresalia Capital, Abilia, Red Universalía Coty Inc  | Grupo Financiero Banamex, LLC, Banco Nacional de México, América Móvil, Grupo Televisión, Televisa, Cablevisión, Empresas ICA, Aeroméxico, Siemens, Tory Burch, LLC, Artega Automóvil, Diblo, Dirección de Fábricas, Filantropía Modelo, Consejo Asesor para las Negociaciones Comerciales Internacionales, Compromiso Social por la Calidad de la Educación, Latin America Conservation Council, Fresnillo plc, Médica Sur, Calidad de Vida, Progreso y Desarrollo para la Ciudad de México and Compañía Periodística Nacional, Grupo Modelo, KIO Networks, Medistik, Consejo Mexicano de Negocios, Instituto Tecnológico Autónomo de México (ITAM) School of Business |
| Martin J. Barrington          | Richmond Performing Arts Center L.L.P.  | Altria Group, Inc., NextUp (formerly Middle School Renaissance 2020, LLC), Virginia Museum of Fine Arts   |
| M. Michele Burns              | Cisco Systems Inc., The Goldman Sachs Group Inc., Etsy Inc., Circle Internet Financial  | Alexion Pharmaceuticals Inc.  |
| Sabine Chalmers               | BT Group Plc, Continental Grain Group, Bank of England, Eugénie Patri Sébastien S.A., Adrian SA and the Stichting                     | Coty Inc.   |
| Paul Cornet de Ways Ruart     | Eugénie Patri Sébastien S.A., Sebacoop SCRL, Adrien Invest SCRL, Floridienne S.A. and the Stichting                                   | Sparflex, Bunge Ltd, Krispy Kreme Doughnuts Inc., Panera Bread Holdings Corp., Peet's Coffee & Tea, LLC, Coffee & Bagel Brands Inc. Company, Inc., Rayvax Société d'Investissement S.A.   |
| Claudio Garcia                | Lojas Americanas S.A., Garcia Family Foundation, Telles Foundation, Fundação Antônio e Helena Zerrenner and Chapin School in New York | —   |
| William F. Gifford, Jr.       | Altria Group Inc., Catalyst Inc., Virginia Commonwealth University School of Business Foundation                                      | Virginia Foundation for Independent Colleges, National Association of Manufacturers, Greater Richmond Partnership, Inc.   |

| <b>Name</b>                    | <b>Current</b>   | <b>Past</b>  |
|--------------------------------|--|--|
| Paulo Alberto Lemann           | Vectis Partners, Lojas Americanas S.A., Lemann Foundation and Lone Pine Capital LLC  | Ambev  |
| Elio Leoni Sceti               | LSG Holdings (Chairman), the Kraft Heinz Company, Barry Callebaut, One Young World (Trustee), The Craftory (Chairman), Room to Read UK (Chairman)  | EMI Music, Iglo Group, Beamly Ltd. and Nomad Foods   |
| Xiaozhi Liu                    | ASL Automobile Science & Technology (Shanghai) Co., Ltd., Autoliv (NYSE) and Johnson Matthey Plc   | Fuyao Glass Group  |
| Alejandro Santo Domingo Dávila | Quadrant Capital Advisors, Inc., Bavaria S.A., Valorem S.A., Cine Colombia S.A., Organización Decameron S. de R.L., Florida Crystals Corporation, Caracol Televisión S.A., Life Time Group Holdings, Inc., Metropolitan Museum of Art, Wildlife Conservation Society, DKMS, Fundación Santo Domingo, WNET, The British Museum and Mount Sinai Health Systems   | Keurig Green Mountain (KGM), Advanced Merger Partners (AMPI), ContourGlobal plc, JDE Peet's N.V.   |
| Cecilia Sicupira               | LTS Investments  | Restaurant Brands International and São Carlos Empreendimentos S.A., Ambev S.A., Lojas Americanas S.A.   |
| Grégoire de Spoelberch         | Agemar S.A., Fiproflux S.A., Eugénie Patri Sébastien S.A., the Stichting, G.D.S. Consult, Cobehold, Compagnie Benelux Participations, Vervodev, Wesparc, Groupe Josi, <sup>(1)</sup> Financière Stockel, <sup>(1)</sup> Immobilière du Canal, <sup>(1)</sup> Verlinvest, <sup>(1)</sup> Midi Développement, <sup>(1)</sup> Solferino Holding S.A., Vedihold, Clearvolt S.A. and Fonds Baillet Latour | Atanor, <sup>(1)</sup> Amantelia, <sup>(1)</sup> Demeter Finance, Lunch Garden Services, <sup>(1)</sup> Lunch Garden, <sup>(1)</sup> Lunch Garden Management, <sup>(1)</sup> Lunch Garden Finance, <sup>(1)</sup> Lunch Garden Concepts, <sup>(1)</sup> HEC Partners, <sup>(1)</sup> Q.C.C., <sup>(1)</sup> A.V.G. Catering Equipment, <sup>(1)</sup> Immo Drijvers-Stevens and <sup>(1)</sup> Elpo-Cuisinex Wholesale <sup>(1)</sup> Navarin S.A., Wernelin S.A., Zencar S.A. |
| Nitin Nohria                   | Harvard Business School, Thrive Capital, The Bridgespan Group, Mass General Brigham, and Rakuten Medical   |  |
| Alexandre Van Damme            | Patri S.A., the Stichting and Eugénie Patri Sébastien S.A.   | Keurig Green Mountain (KGM), Jacobs Douwe Egberts (JDE), DKMS, Restaurant Brands International and the Kraft Heinz Company   |

Note:

(1) As permanent representative.

### ***Proposed Changes to our Board***

On 13 March 2023, we announced that the following proposals with respect to our Board of Directors will be presented for approval at our annual shareholders' meeting on 26 April 2023:

- The number of independent directors on the Board will be increased from three to four and the number of directors to be appointed upon proposal of the Stichting will be decreased from nine to eight.
- The following directors will be leaving the Board: Ms. María Asunción Aramburuzabala, Mr. William F. Gifford, Mr. Elio Leoni Sceti, Ms. Xiaozhi Liu and Ms. Cecilia Sicupira.
- The following individuals will be proposed as new independent directors for four-year terms: Ms. Lynne Biggar, Ms. Aradhana Sarin and Mr. Dirk Van de Put. In addition, the following individuals will be proposed to be appointed or reappointed upon proposal by the Stichting for four-year terms: Ms. Sabine Chalmers, Mr. Claudio Garcia and Ms. Heloisa Sicupira; and the following individuals will be proposed to be appointed for one-year terms upon proposal by the Restricted Shareholders: Mr. Martin J. Barrington, Mr. Salvatore Mancuso and Mr. Alejandro Santo Domingo.

### **Chief Executive Officer and Senior Management**

#### ***Role and Responsibilities, Composition, Structure and Organization***

Our Chief Executive Officer is responsible for our day-to-day management. He has direct responsibility for our operations and oversees the organization and efficient day-to-day management of our subsidiaries, affiliates and joint ventures. Our Chief Executive Officer is responsible for the execution and management of the outcome of all of our Board decisions. He is appointed and is subject to removal by our Board and reports directly to it.

Effective April 2022 Ricardo Tadeu became Chief Growth Officer, following his previous role as Chief B2B Officer.

Effective April 2022 Lucas Herscovici became Chief Direct-to-Consumer Officer, following his previous role as Chief Sales Officer.

Effective April 2022 Nick Caton became Chief B2B Officer, following his previous role as Chief Financial Officer of Anheuser-Busch.

Effective April 2022 Marcel Marcondes became Chief Marketing Officer, following his previous role as Global President, Beyond Beer.

The Executive Committee reports to our Chief Executive Officer and works with our Board on matters such as corporate governance, general management of our company and the implementation of corporate strategy as defined by our Board. The Executive Committee shall perform such duties as may be assigned to it from time to time by our Chief Executive Officer or our Board.

Although exceptions can be made in special circumstances, the upper age limit for the members of our Executive Committee is 65, unless their employment contract provides otherwise.

As of 31 December 2022, our Executive Committee consisted of the following members:

| <b>Name</b>         | <b>Function</b>   |
|---------------------|---|
| Michel Doukeris     | Chief Executive Officer   |
| John Blood          | Chief Legal and Corporate Affairs Officer and Corporate Secretary |
| Fernando Tennenbaum | Chief Financial Officer   |
| David Almeida       | Chief Strategy and Technology Officer                             |

As of 31 December 2022, and in addition to the members of our Executive Committee, our senior leadership team consists of the following:

| <b>Name</b>          | <b>Function</b>                  |
|----------------------|----------------------------------|
| Katherine Barrett    | General Counsel                  |
| Marcel Marcondes     | Chief Marketing Officer          |
| Peter Kraemer        | Chief Supply Officer             |
| Nelson Jamel         | Chief People Officer             |
| Ezgi Barcenas        | Chief Sustainability Officer     |
| Lucas Herscovici     | Chief Direct-to-Consumer Officer |
| Nick Caton           | Chief B2B Officer                |
| Ricardo Tadeu        | Chief Growth Officer             |
| Jan Craps            | CEO Asia Pacific (APAC) Zone     |
| Brendan Whitworth    | CEO North America Zone           |
| Carlos Lisboa        | CEO Middle America Zone          |
| Ricardo Moreira      | CEO Africa Zone                  |
| Jean Jereissati Neto | CEO South America Zone           |
| Jason Warner         | CEO Europe Zone                  |

The business address for all of these members of our senior leadership team is: Brouwerijplein 1, 3000 Leuven, Belgium.

**Michel Doukeris** is our CEO since 1 July 2021 and a member of the Executive Committee. Born in 1973, he is a Brazilian citizen and holds a Degree in Chemical Engineering from Federal University of Santa Catarina in Brazil and a Master's Degree in Marketing from Fundação Getulio Vargas, also in Brazil. He has also completed post-graduate programs in Marketing and Marketing Strategy from the Kellogg School of Management and Wharton Business School in the United States. Mr. Doukeris joined AB InBev in 1996 and held a number of commercial operations roles in Latin America before moving to Asia where he led AB InBev's China and Asia Pacific operations for seven years. In 2016 he moved to the U.S. to assume the position of global Chief Sales Officer. Prior to his appointment as CEO, Mr. Doukeris had led Anheuser-Busch and the North American business since January 2018.

**Fernando Tennenbaum** is our Chief Financial Officer since 29 April 2020 and a member of the Executive Committee. Born in 1977, he is a dual citizen of Brazil and Germany and holds a degree in industrial engineering from Escola Politécnica da Universidade de São Paulo and a corporate MBA from Ambev. He joined the company in 2004, and has held various roles in the finance function (including Treasury, Investor Relations and M&A). He most recently served as the Vice President of Finance (South America Zone) and Chief Financial and Investor Relations Officer of Ambev S.A.

**David Almeida** is our Strategy and Technology Officer since 29 April 2020 and a member of the Executive Committee. Born in 1976, Mr. Almeida is a dual citizen of the U.S. and Brazil and holds a Bachelor's Degree in Economics from the University of Pennsylvania. Most recently, he served as Chief Strategy and Transformation Officer and before that as Chief Integration Officer and Chief Sales Officer ad interim, having previously held the positions of Vice President, U.S. Sales and of Vice President, Finance for the North American organization. Prior to that, he served as InBev's head of mergers and acquisitions, where he led the combination with Anheuser-Busch in 2008 and subsequent integration activities in the U.S. Before joining the group in 1998, he worked at Salomon Brothers in New York as a financial analyst in the Investment Banking division.

**Ezgi Barcenas** is our Chief Sustainability Officer since August 2021. Born in 1984, Ms. Barcenas is a dual citizen of Cyprus and the U.S. and holds a bachelor's degree in Biomedical and Electrical Engineering from Vanderbilt University, a master's degree in Environmental Health from Harvard School of Public Health and an MBA degree from The University of Chicago Booth School of Business. Since joining the company in 2013 through the Global MBA Program, Ms. Barcenas has held key roles within the Corporate Affairs and Procurement functions. She most recently served as the Global Vice President of Sustainability. Prior to joining AB InBev, she worked in international trade, public health and international development.

**Katherine Barrett** is our General Counsel. Born in 1970, Ms. Barrett is a U.S. citizen and holds a Bachelor's Degree in Business Administration from Saint Louis University and a Juris Doctorate degree from the University of Arizona. Ms. Barrett joined Anheuser-Busch in 2000 as a litigation attorney in the Legal Department. She most recently served as Vice President, U.S. General Counsel and Labor Relations, where she was responsible for overseeing all legal issues in the U.S. including commercial, litigation and regulatory matters and labor relations. Prior to joining the company, Ms. Barrett worked in private practice at law firms in Nevada and Missouri.

**John Blood** is our Chief Legal and Corporate Affairs Officer, Company Secretary and a member of our Executive Committee. Born in 1967, Mr. Blood is a U.S. citizen and holds a Bachelor's Degree from Amherst College and a JD degree from the University of Michigan Law School. Mr. Blood joined AB InBev in 2009 as Vice President Legal, Commercial and M&A. Most recently Mr. Blood was AB InBev's General Counsel. Prior to the latter role, he was Zone Vice President Legal and Corporate Affairs in North America where he has led the legal and corporate affairs agenda for the United States and Canada. Prior to joining the company, Mr. Blood worked on the legal team in Diageo's North American business and also was in private practice at a New York City law firm.

**Nick Caton** is our Chief B2B Officer since April 2022. Born in 1982, he is a U.S. citizen and received a bachelor's degree in mathematics from Stanford University and a law degree from Yale Law School. Mr. Caton has been with AB InBev for over 10 years, most recently as Chief Financial Officer for Anheuser-Busch. During his time at the company, Mr. Caton has held roles in finance, technology and sales in the North America Zone, Asia-Pacific Zone, BEES, and GHQ. Prior to AB InBev, Mr. Caton was with McKinsey and with Skadden Arps LLP.

**Jan Craps** is our CEO Asia Pacific Zone since 1 January 2019 and CEO and Co-Chair of Budweiser Brewing Company APAC since 8 May 2019. Born in 1977, Mr. Craps is a Belgian citizen and obtained a Degree in Business Engineering from KU Brussels and a Master's Degree in Business Engineering from KU Leuven, Belgium. Mr. Craps was an associate consultant with McKinsey & Company before joining Interbrew in 2002. He acquired a range of international experiences in a number of senior marketing, sales and logistics executive positions in France and Belgium. In 2011, he relocated to Canada where he was appointed Head of Sales for Canada followed by his appointment as President and CEO of Labatt Breweries of Canada in 2014. Until 31 December 2018, he held the position of Zone President Asia Pacific South.

**Lucas Herscovici** is our Chief Direct-to-Consumer Officer since April 2022. Born in 1977, he is an Argentinean citizen and holds a degree in Industrial Engineering from the Instituto Tecnológico de Buenos Aires. Mr. Herscovici joined us in 2002 as a Global Management Trainee in our Latin America South Zone. After working in Argentina in several commercial roles, he became head of innovation for global brands and later Global Marketing Director of Stella Artois in 2008. In 2012, he became VP Digital Marketing of the North America Zone and was appointed VP Consumer Connections for the U.S. in 2014. Mr. Herscovici served as Global Marketing VP of Insights, Innovation and Consumer Connections from 2017 to 2018 and Chief Non-Alcohol Officer from 2018 to 2020. He most recently served as our Chief Sales Officer until April 2022.

**Nelson Jamel** is our Chief People Officer since 29 April 2020. Born in 1972, Mr. Jamel is a Brazilian citizen and holds a Bachelor's and Master's Degree in industrial engineering from the Universidade Federal do Rio de Janeiro. His more than 20-year journey with AB InBev has taken him from leading finance roles in Brazil to the Dominican Republic, through Western Europe and North America. Prior to his current role, he served as the Vice President of Finance and Technology for the North America Zone.

**Jean Jereissati Neto** is our CEO South America Zone and CEO of Ambev. Born in 1974, he is a Brazilian citizen and received a Degree in Business Administration from Fundação Getúlio Vargas (FGV) and an Executive Education at Insead and Wharton. Mr. Jereissati joined Ambev in 1998 and held various positions in Sales and Trade Marketing prior to becoming CEO of Cerveceria Nacional Dominicana, in 2013, making a successful integration with CND. In 2015, he joined the Asia Pacific North Zone to become Business Unit President for China and in 2017 he was appointed Zone President of the Asia Pacific North Zone, leading one of the most complex and fast-growing business. Most recently, Mr. Jereissati held the role of Business Unit President for Brazil.

**Peter Kraemer** is our Chief Supply Officer. Born in 1965, he is a U.S. citizen. A fifth-generation Brewmaster and native of St. Louis, Mr. Kraemer holds a Bachelor's degree in Chemical Engineering from Purdue University and a Master's Degree in Business Administration from St. Louis University. He joined Anheuser-Busch 34 years ago and has held various brewing positions over the years, including Group Director of Brewing and Resident Brewmaster of the St. Louis brewery. In 2008, Mr. Kraemer became Vice President, Supply, for AB InBev's North America Zone, leading all brewery operations, quality assurance, raw materials and product innovation responsibilities. He was appointed Chief Supply Officer of AB InBev in March 2016.

**Carlos Lisboa** is our CEO Middle America Zone since 1 January 2019. Born in 1969, Mr. Lisboa is a Brazilian citizen and received a Degree in Business Administration from the Catholic University of Pernambuco and a Marketing specialization from FESP, both in Brazil. Mr. Lisboa joined the group in 1993 and has built his career in marketing and sales. He was responsible for building the Skol brand in Brazil in 2001 and after that became Marketing Vice President for AB InBev's Latin American North Zone. Mr. Lisboa then led the International Business Unit in AB InBev's Latin America South Zone for two years prior to becoming Business Unit President for Canada. In 2015, he was appointed Marketing Vice President for AB InBev's Global Brands. Most recently, Mr. Lisboa held the role of Zone President Latin America South until 31 December 2018.

**Marcel Marcondes** is our Chief Marketing Officer since April 2022. Born in 1975, he is a Brazilian citizen and holds a Master's Degree in business administration from the Business School São Paulo. Mr. Marcondes joined us in 2005, and most recently served as Global President, Beyond Beer. From 2017 to 2021, Mr. Marcondes was the Chief Marketing Officer at Anheuser-Busch, where he led the marketing strategy for a broad portfolio of some of the world's largest beer brands in the U.S. Mr. Marcondes sits on the Board of the Association of National Advertisers (ANA) and is a member of the Cannes Lions CMO Growth Council. He also sits on Adweek's Diversity & Inclusion Council and leads Anheuser-Busch's partnerships with AIMM's #SeeHer and #SeeAll to promote multicultural marketing. Before joining AB InBev, Mr. Marcondes spent seven years in brand management at Unilever.

**Ricardo Moreira** is our CEO Africa Zone since 1 January 2019. Born in 1971, he is a Portuguese citizen and received a Degree in Mechanical Engineering from Rio de Janeiro Federal University in Brazil and a specialization in Management from University of Chicago in the U.S. Mr. Moreira joined Ambev in 1995 and held various positions in the Sales and Finance organizations prior to becoming Regional Sales Director in 2001. He subsequently held positions as Vice President Logistics & Procurement for Latin America North, Business Unit President for Hispanic Latin America (HILA) and Vice President Soft Drinks Latin America North. In 2013, Mr. Moreira moved to Mexico to head our Sales, Marketing and Distribution organizations and lead the commercial integration of Grupo Modelo. Most recently, Mr. Moreira held the role of Zone President Latin America COPEC until 31 December 2018.

**Ricardo Tadeu** is our Chief Growth Officer since April 2022. Born in 1976, he is a Brazilian citizen, and received a law degree from the Universidade Cândido Mendes in Brazil and a Master of Laws from Harvard Law School in Cambridge, Massachusetts. He is also Six Sigma Black Belt certified. He joined Ambev in 1995 and has held various roles across the Commercial area. He was appointed Business Unit President for operations in Hispanic Latin America in 2005, and served as Business Unit President, Brazil from 2008 to 2012. He served as Zone President, Mexico from 2013 until his appointment as Zone President Africa upon completion of the combination with SAB in 2016. Mr. Tadeu most recently served as Chief B2B Officer, spearheading the creation of BEES, and before that he served as Chief Sales Officer until July 2020, and Zone President Africa until 31 December 2018.

**Jason Warner** is our CEO Europe Zone since 1 January 2019. Born in 1973, he is a dual British and U.S. citizen and received a BSc Eng. Hons. Industrial Business Studies degree from DeMontfort University in the United Kingdom. Prior to his current role, he was Business Unit President for North Europe between 2015 and 2018. He joined AB InBev in July 2009 as Global VP Budweiser, based in New York, before moving into a dual role of Global VP Budweiser and Marketing VP. He has also held Global VP roles for Corona as well as Innovation and Renovation. Prior to joining AB InBev, he held various positions at The Coca-Cola Company and Nestlé.

**Brendan Whitworth** is our CEO North America Zone and CEO of Anheuser-Busch since 1 July 2021. Born in 1976, he is a U.S. citizen and holds an MBA degree from Harvard Business School. Prior to his current role, he was Chief Sales Officer of Anheuser-Busch. Mr. Whitworth joined AB InBev in 2013 as a Global Sales Director and went on to hold various commercial leadership positions in the U.S., including Vice President U.S. Trade Marketing and Vice President Sales U.S. Northeast Region. Prior to joining AB InBev, Mr. Whitworth held a series of U.S. commercial leadership roles at PepsiCo Frito-Lay. He also served in the U.S. Marine Corps and Central Intelligence Agency.

### *General Information on the Members of the Executive Committee*

No member of the Executive Committee has, any conflicts of interests between any duties he/she owed to us and any private interests and/or other duties.

No member of the Executive Committee has, a family relationship with any director or member of executive management.

Over the five years preceding the date of this Form 20-F, the members of the Executive Committee have held the following main directorships (apart from directorships they have held with us and our subsidiaries) or memberships of administrative, management or supervisory bodies and/or partnerships:

| <u>Name</u>         | <u>Current</u> | <u>Past</u>  |
|---------------------|----------------|--|
| Michel Doukeris     | —              | The Beer Institute   |
| John Blood          | —              | International Institute for Conflict Prevention and Resolution (CPR) |
| Fernando Tennenbaum | —              | —  |
| David Almeida       | —              | —  |

## **B. COMPENSATION**

### **Introduction**

Our compensation system has been designed and approved to help motivate high performance. The goal is to deliver market-leading compensation, driven by both company and individual performance, and alignment with shareholders' interests by encouraging ownership of our shares. Our focus is on annual and long-term variable pay, rather than on base salary or fees.

The remuneration policy described below was approved by the annual shareholders' meeting on 27 April 2022.

### **Share-Based Payment Plans**

We currently have three primary, share-based payment plans, namely (i) our restricted stock unit plan for directors ("**RSU Plan Directors**") established in 2019 (which replaced our long-term incentive stock option plan for directors ("**LTI Stock Option Plan Directors**") established in 2014), (ii) our share-based compensation plan ("**Share-Based Compensation Plan**"), established in 2006 (and amended as from 2010) and (iii) our long-term incentive plan for eligible employees ("**LTI Plan Executives**"), established in 2009.

In addition, from time to time, we make exceptional grants to our employees and employees of our subsidiaries or grants of shares, restricted stock units, performance stock units or options under plans established by us or by certain of our subsidiaries.



### LTI Stock Option Plan Directors

The table below provides an overview of all of the stock options outstanding under our former LTI Stock Option Plan Directors as of 31 December 2022<sup>(1)</sup>:

| <u>Grant date of stock options</u> | <u>Expiry date of stock options</u> | <u>Number of options granted</u><br><i>(in millions)</i> | <u>Number of options outstanding</u><br><i>(in millions)</i> | <u>Exercise price</u><br><i>(in EUR)</i> |
|------------------------------------|-------------------------------------|--|--|--|
| 30 April 2014                      | 29 April 2024                       | 0.185  | 0.185  | 80.83                                    |
| 29 April 2015                      | 28 April 2025                       | 0.236  | 0.236  | 113.10                                   |
| 27 April 2016                      | 27 April 2026                       | 0.236  | 0.236  | 113.25                                   |
| 26 April 2017                      | 26 April 2027                       | 0.221  | 0.221  | 104.50                                   |
| 25 April 2018                      | 25 April 2028                       | 0.228  | 0.228  | 84.47                                    |
| <b>Total</b>                       |                                     | <b>1.105</b>   | <b>1.105</b>   |  |

Note:

- (1) Under the former LTI Stock Option Plan Directors, stock options were granted to directors at an exercise price equal to the market price of our shares at the time of the grant. These LTI stock options cliff vest after five years, have a maximum lifetime of 10 years and an exercise period that starts five years after the grant date. Unvested LTI stock options are subject to forfeiture provisions in the event a director's mandate is not renewed upon the expiry of his or her term, or he or she is terminated in the course of his or term, in each case due to a breach of duty by such director.

As of 31 December 2022, the total number of stock options granted under the LTI Stock Option Plan Directors is 1.105 million. As of 31 December 2022, of the 1.105 million outstanding options, 0.877 million have vested.

For additional information on the LTI stock options held by members of our Board of Directors, see “—Compensation of Directors and Executives” below.

### RSU Plan Directors

The share-based portion of the remuneration of the directors of AB InBev is granted in the form of restricted stock units (“RSUs”) corresponding to a fixed gross value per year of (i) EUR 550,000 (USD 577,872) for the Chair of the Board of Directors, (ii) EUR 350,000 (USD 367,737) for the Chair of the Audit Committee and (iii) EUR 200,000 (USD 210,135) for the other directors.

Such restricted stock units vest after five years. Each director is entitled to receive a number of restricted stock units corresponding to the amount to which such director is entitled divided by the closing price of the shares of the company on Euronext Brussels on the day preceding the annual shareholders' meeting approving the accounts of the financial year to which the remuneration in restricted stock units relates. Upon vesting, each vested restricted stock unit entitles its holder to one AB InBev share (subject to any applicable withholdings). These restricted stock units replaced the stock options to which the directors were previously entitled.

The granting and vesting of the restricted stock units are not subject to performance criteria. Therefore, such RSUs qualify as fixed remuneration.

The table below provides an overview of all of the RSUs granted under our RSU Plan that remain outstanding:

| <u>Grant date of RSUs</u> | <u>Vesting date of RSUs</u> | <u>Number of RSUs granted</u><br><i>(in millions)</i> | <u>Number of RSUs outstanding</u><br><i>(in millions)</i> |
|---------------------------|-----------------------------|---|---|
| 24 April 2019             | 24 April 2024               | 0.043   | 0.043   |
| 3 June 2020               | 3 June 2025                 | 0.076   | 0.076   |
| 28 April 2021             | 28 April 2026               | 0.058   | 0.058   |
| 27 April 2022             | 27 April 2027               | 0.061   | 0.061   |
| <b>Total</b>              |                             | <b>0.237</b>  | <b>0.237</b>  |

For additional information on the RSUs held by members of our Board of Directors, see “—Compensation of Directors and Executives” below.

### ***Share-Based Compensation Plan***

Our Executive Committee and other senior employees are granted variable compensation under our Share-Based Compensation Plan. Executives receive their variable performance-related compensation (bonus) in cash but have the choice to invest some (up to 60%) or all of the value of their variable compensation in our shares, referred to as voluntary shares. For further details regarding variable performance-related compensation (bonus), please see “—Compensation of Directors and Executives—Executive Committee—Variable Performance-Related (Bonus) Compensation – Share-Based Compensation Plan” below.

Voluntary shares are:

- existing Ordinary Shares;
- entitled to dividends paid as from the date of grant;
- subject to a lock-up period of three years; and
- granted at market price, to which a discount of up to 20% is applied. The discount is delivered in the form of restricted stock units, subject to specific restrictions or forfeiture provisions in the event of termination of service (“**Discounted Shares**”).

Executives who invest in voluntary shares also receive one and a half matching shares from the Company for each voluntary share invested up to a limited total percentage (60%) of each executive’s variable compensation. These matching shares are also delivered in the form of restricted stock units (“**Matching Shares**”). The restricted stock units delivered to eligible employees relating to the Matching Shares and the Discounted Shares are subject to a lock-up and vesting period of three years.

No performance conditions apply to the vesting of the restricted stock units. However, restricted stock units will only be granted under the double condition that the executive:

- has earned a variable compensation, which is subject to the successful achievement of total company, business unit and individual performance targets (performance condition); and
- has agreed to reinvest all or part of his or her variable compensation in company shares, which are subject to a lock-up as indicated above (ownership condition).

Specific forfeiture rules apply in the event the executive leaves the company before the vesting date of the restricted stock units.

In accordance with the authorization granted in our bylaws, the variable compensation system deviates from article 7:91, indents 1 and 2 of the Belgian Companies Code, as it allows:

- for the variable remuneration to be paid out based on the achievement of annual targets without staggering its grant or payment over a three-year period. However, eligible employees are encouraged to invest some or all of their variable compensation in voluntary shares. Such voluntary investment also leads to a grant of Matching Shares in the form of restricted stock units, which vest over a three-year period, promoting sustainable long-term performance; and
- for the voluntary shares granted under the Share-Based Compensation Plan to vest at their grant, instead of applying a vesting period of a minimum of three years. Nonetheless, the voluntary shares are subject to a three-year lock-up period.

For details regarding voluntary shares acquired by, and Matching Shares and Discounted Shares granted to, members of the Executive Committee pursuant to the Share-Based Compensation Plan in relation to variable compensation earned in 2021, in accordance with the remuneration policy applicable to bonuses paid to members of the Executive Committee for financial year 2021, please see “—Compensation of Directors and Executives— Executive Committee—Variable Performance-Related (Bonus) Compensation – Share-Based Compensation Plan—Variable compensation (bonus) for performance in 2021 – Paid in March 2022” below.

### *LTI Plan Executives*

#### *Annual Long-Term Incentives*

Subject to management’s assessment of the employee’s performance and future potential, senior employees are eligible for an annual long-term incentive to be paid out in restricted stock units, performance stock units and/or stock options. Since 2020, grants to senior employees have primarily taken the form of restricted stock units. From financial year 2022, long-term incentive grants to employees of a certain seniority, including members of the Executive Committee and senior leadership team, have primarily taken the form of a combination of restricted stock units and performance stock units, both with a three-year vesting period. Any grant of annual long-term incentives to members of the Executive Committee and the senior leadership team is subject to Board approval, upon recommendation of the Remuneration Committee.

Long-term restricted stock units have the following features:

- a grant value determined on the basis of the market price or an average market price of the share at the time of grant;
- upon vesting, each restricted stock unit entitles its holder to acquire one share;
- all long-term restricted stock units cliff-vest over a three-year period; and
- in the event the executive leaves the company before the vesting date, specific forfeiture rules will apply.

Long-term performance stock units have the following features:

- a grant value determined on the basis of the market price or an average market price of the share at the time of grant;
- the performance stock units cliff vest over a three-year period;
- upon vesting of the performance stock units, the number of shares to which the holder thereof shall be entitled will depend on a performance test measuring (on a percentile basis) the Company’s three-year total shareholder return (“**TSR**”) relative to the TSR realized for that period by a representative sample of 16 listed companies belonging to the fast-moving consumer goods sector (the “**TSR Peer Group**”). The number of shares to which holders of the performance stock units shall be entitled is subject to a hurdle and cap; and
- in the event the executive leaves the company before the vesting date, specific forfeiture rules will apply.

LTI stock options have the following features:

- upon exercise, each LTI stock option entitles the option holder to one share. As of 2010, we have also issued LTI stock options entitling the holder to one ADS;

- an exercise price equal to the market price or an average market price of our share or our ADS at the time of granting;
- a maximum lifetime of 10 years and an exercise period that starts after five years; and
- the LTI stock options cliff vest after five years. Unvested options are subject to specific forfeiture provisions in case of termination of service before the end of the five-year vesting period.

The table below gives an overview of the annual LTI stock options on our shares that have been granted under the LTI Plans outstanding as of 31 December 2022:

| <u>Issue Date</u> | <u>Number of LTI stock options granted</u><br><i>(in millions)</i> | <u>Number of LTI stock options outstanding</u><br><i>(in millions)</i> | <u>Exercise price</u><br><i>(in EUR)</i> | <u>Expiry date of options</u> |
|-------------------|--|--|--|-------------------------------|
| 2 December 2013   | 2.48   | 1.61   | 75.15                                    | 1 December 2023               |
| 19 December 2013  | 0.37   | 0.21   | 74.49                                    | 18 December 2023              |
| 1 December 2014   | 2.48   | 1.62   | 94.46                                    | 30 November 2024              |
| 17 December 2014  | 0.53   | 0.29   | 88.53                                    | 16 December 2024              |
| 1 December 2015   | 1.63   | 0.94   | 121.95                                   | 30 November 2025              |
| 22 December 2015  | 1.86   | 1.36   | 113.00                                   | 21 December 2025              |
| 1 December 2016   | 2.32   | 1.39   | 98.04                                    | 30 November 2026              |
| 15 December 2016  | 1.15   | 0.48   | 97.99                                    | 14 December 2026              |
| 13 January 2017   | 0.02   | 0.01   | 99.01                                    | 12 January 2027               |
| 20 January 2017   | 0.96   | 0.81   | 98.85                                    | 19 January 2027               |
| 1 December 2017   | 4.79   | 3.01   | 96.70                                    | 30 November 2027              |
| 22 January 2018   | 1.05   | 0.96   | 94.36                                    | 21 January 2028               |
| 8 March 2018      | 0.27   | 0.25   | 89.43                                    | 7 March 2028                  |
| 3 December 2018   | 4.48   | 2.83   | 67.64                                    | 2 December 2028               |
| 25 January 2019   | 0.93   | 0.81   | 65.70                                    | 24 January 2029               |
| 2 December 2019   | 5.87   | 4.40   | 71.87                                    | 1 December 2029               |

The table below gives an overview of the annual LTI stock options on our ADS that have been granted under the LTI Plans outstanding as of 31 December 2022:

| <u>Issue Date</u> | <u>Number of LTI stock options granted</u><br><i>(in millions)</i> | <u>Number of LTI stock options outstanding</u><br><i>(in millions)</i> | <u>Exercise price</u><br><i>(in USD)</i> | <u>Expiry date of options</u> |
|-------------------|--|--|--|-------------------------------|
| 2 December 2013   | 1.05   | 0.64   | 102.11                                   | 1 December 2023               |
| 19 December 2013  | 0.09   | 0.04   | 103.39                                   | 18 December 2023              |
| 1 December 2014   | 1.04   | 0.62   | 116.99                                   | 30 November 2024              |
| 17 December 2014  | 0.22   | 0.11   | 108.93                                   | 16 December 2024              |
| 1 December 2015   | 1.00   | 0.61   | 128.46                                   | 30 November 2025              |
| 22 December 2015  | 0.14   | 0.05   | 123.81                                   | 21 December 2025              |
| 1 December 2016   | 1.29   | 0.82   | 103.27                                   | 30 November 2026              |
| 15 December 2016  | 0.08   | 0.03   | 102.91                                   | 14 December 2026              |
| 1 December 2017   | 1.40   | 0.89   | 114.50                                   | 30 November 2027              |
| 3 December 2018   | 1.19   | 0.81   | 76.87                                    | 2 December 2028               |
| 2 December 2019   | 1.26   | 0.88   | 79.35                                    | 1 December 2029               |

For additional information on the LTI stock options held by members of the Executive Committee, see “—Compensation of Directors and Executives” below. For details regarding annual long-term incentive restricted stock units and performance stock units granted to members of the Executive Committee in 2022, please see “—Compensation of Directors and Executives—Long-Term Incentives” below.

#### *Exceptional Long-Term Incentives*

Restricted stock units, performance stock units or stock options may be granted from time to time to members of our management:

- who have made a significant contribution to the success of the company; or
- who have made a significant contribution in relation to acquisitions and/or the achievement of integration benefits; or
- to incentivize and retain senior leaders who are considered to be instrumental in achieving the company’s ambitious short or long-term growth agenda.

Vesting of such restricted stock units, performance stock units or stock options may be subject to achievement of performance conditions which will be related to the objectives of such exceptional grants. Such performance conditions may consist of financial metrics related to market conditions (e.g., relative TSR) or non-market conditions (e.g., EBITDA compounded annual growth rate).

Grants primarily take the form of restricted stock units. Any grant of exceptional long-term incentives to members of the Executive Committee and the senior leadership team is subject to Board approval, upon recommendation of the Remuneration Committee. For further details regarding exceptional long-term incentive stock options granted to members of the Executive Committee in 2022, please see “—Compensation of Directors and Executives—Long-Term Incentives—Exceptional Long-Term Incentives” below.

The following historic exceptional long-term incentive plans are listed by way of example. Upon recommendation of the Remuneration Committee, the Board may implement similar exceptional long-term incentive plans in the future:

- 2020 Incentive Plan:* Options were granted to selected members of our management, who were considered to be instrumental in helping us achieve our ambitious growth target (the “**2020 Incentive Plan**”). Each option gave the grantee the right to purchase one existing share. The options had a duration of 10 years from granting and would vest after five years. The options would only become exercisable provided a performance test was met by AB InBev. This performance test was based on a net revenue amount which had to be achieved by 31 December 2022 at the latest. The performance test was not met and all options granted under the 2020 Incentive Plan lapsed accordingly. For further details regarding options granted to members of the Executive Committee under the 2020 Incentive Plan, please see “—Compensation of Directors and Executives—Executive Committee—Options Owned by Executives” below.
- Integration Incentive Plan:* Options were granted to select members of our management considering the significant contribution that these employees could make to the success of the company and the achievement of integration benefits (the “**Integration Incentive Plan**”).

Each option gave the grantee the right to purchase one existing ordinary AB InBev share. The exercise price of the options was set at an amount equal to the market price of the share at the time of grant.

The options had a duration of 10 years from grant and would vest on 1 January 2022 and would only become exercisable provided we met a performance test by 31 December 2021 at the latest. This performance test was based on an EBITDA compounded annual growth rate target and could be complemented by additional country- or region-specific or function-specific targets. The performance test was not met and all options granted under the Integration Incentive Plan lapsed accordingly. For further details regarding options granted to members of our Executive Committee under the Integration Incentive Plan, please see “—Compensation of Directors and Executives—Executive Committee—Options Owned by Executives” below.

- iii. *Incentive Plan for SAB Employees*: Options were granted to employees of former SAB (the “**Incentive Plan for SAB Employees**”). The grant resulted from the commitment that we made under the terms of the combination with SAB, that we would, for at least one year, preserve the terms and conditions for employment of all employees that remained with SAB.

Each option gives the grantee the right to purchase one existing ordinary AB InBev share. The exercise price of the options was set at an amount equal to the market price of the share at the time of grant.

The options have a duration of 10 years as from granting and vest after three years. Specific forfeiture rules apply if the employee leaves the company before the vesting date.

- iv. *Long Run Stock Options Incentive Plan*: Options were granted to select members of our management to incentivize and retain senior leaders who were considered to be instrumental in achieving our ambitious long-term growth agenda over the next 10 years (“**Long Run Stock Options Incentive Plan**”).

Each option gives the grantee the right to purchase one existing share. The exercise price of the options was set at the closing share price on the day preceding the grant date. The options have a duration of 15 years as from granting and, in principle, vest after 5 or 10 years. The options only become exercisable provided a performance test is met by AB InBev. This performance test is based on an organic EBITDA compounded annual growth rate target. Specific forfeiture rules apply if the employee leaves the company before the performance test achievement or vesting date.

#### *Other Recurring Long-Term Restricted Stock Unit Programs*

Several recurring long-term restricted stock unit programs are in place.

- i. *Base Long-Term Restricted Stock Units Program*: This program allows for the offer of restricted stock units to members of our senior management. In addition to the grant of annual long-term restricted stock units described above under “—Annual Long-Term Incentives”, under this program restricted stock units can be granted under sub-plans with specific terms and conditions and for specific purposes e.g., as a special retention incentive or to compensate for assignments of expatriates in countries with difficult living conditions. In most cases, the restricted stock units vest after three or five years without a performance test and in the event of termination of service before the vesting date, specific forfeiture rules apply. The Board may set shorter or longer vesting periods for specific sub-plans or introduce performance tests. Any grant to members of the Executive Committee and/or senior leadership team is subject to Board approval, upon recommendation of the Remuneration Committee. Other than the grants of annual long-term restricted stock units described below under “—Compensation of Directors and Executives—Long-Term Incentives—Annual Long-Term Incentives”, no restricted stock units were granted under the program to members of the Executive Committee in 2022.
- ii. *Share Purchase Program*: This program allows certain employees to purchase our shares at a discount. This program is a long-term retention incentive (i) for high-potential employees who are at a mid-manager level or (ii) for newly hired employees. A voluntary investment in our shares by the participating employee is matched with a grant of up to three matching shares for each share invested or, as the case may be, a number of matching shares corresponding to a fixed monetary value that depends on seniority level. The matching shares are granted in the form of restricted stock units which vest after five years. In case of termination before the vesting date, specific forfeiture rules apply. Beginning in 2016, instead of restricted stock units, stock options may also be granted under this program with similar vesting and forfeiture rules. No shares under the program were purchased by members of the Executive Committee in 2022.

#### *Ambev Exchange of Share-Ownership Program*

From time to time certain of Ambev’s senior employees are transferred to us and vice versa. In order to encourage management mobility and promote alignment between our interests and the interests of these managers, our Board has approved a program that aims at facilitating the exchange by these senior employees of their Ambev shares into our shares (the “**ABI/Ambev Exchange Program**”). Under the ABI/Ambev Exchange Program, Ambev shares can be exchanged for our shares based on the average share price of both the Ambev shares and our shares on the date the exchange is requested. A discount of 16.66% is granted in exchange for a five-year lock-up period for the shares and provided that the manager remains in service during this period.

In 2022, no member of the Executive Committee participated in the ABI/Ambev Exchange Program.

*Programs for Maintaining Consistency of Benefits Granted and for Encouraging Global Mobility of Executives*

Two programs aimed at maintaining consistency of benefits granted to eligible employees and encouraging the international mobility of eligible employees while complying with all legal and tax obligations were approved at the annual shareholders' meeting of AB InBev on 27 April 2010.

- i. *The Exchange Program:* Under this program, the vesting and transferability restrictions of the Series A Options granted under the November 2008 Exceptional Grant<sup>1</sup> and the options granted under the April 2009 Exceptional Grant<sup>2</sup> could be released, e.g., for eligible employees who moved to the United States (“**Exchange Program**”). These eligible employees were then offered the opportunity to exchange their options against a number of our shares that remained locked up until 31 December 2018 (five years longer than the original lock-up period).

Because the Series A Options granted under the November 2008 Exceptional Grant and the Options granted under the April 2009 Exceptional Grant vested on 1 January 2014, the Exchange Program is no longer relevant for these options. Instead, the Exchange Program has now become applicable to the Series B Options granted under the November 2008 Exceptional Grant. Under the extended program, eligible employees who are relocated, e.g., to the United States, can elect to exchange their Series B Options against a number of our Ordinary Shares that, in principle, remain locked up until 31 December 2023 (five years longer than the original lock-up period).

In 2022, no exchanges were executed under this program by members of the Executive Committee.

Upon recommendation of the Remuneration Committee, our Board has also approved a variant of the Exchange Program to allow the early release of the vesting conditions of the Series B Options granted under the November 2008 Exceptional Grant for eligible employees who are relocated, e.g., to the United States. The shares that result from the exercise of these options will, in principle, remain blocked until 31 December 2023. No options were accelerated in accordance with this approval in 2022.

- ii. *The Dividend Waiver Program:* The dividend protection feature of the outstanding options, where applicable, owned by eligible employees who move to the United States will be canceled. In order to compensate for the economic loss which results from this cancellation, a number of new options will be granted to these eligible employees with a value equal to this economic loss. The new options have a strike price equal to the share price on the day preceding the grant date of the options. All other terms and conditions, in particular with respect to vesting, exercise limitations and forfeiture rules, of the new options are identical to the outstanding options for which the dividend protection feature is canceled. As a consequence, the grant of these new options does not result in the grant of any additional economic benefit to the eligible employees concerned. In 2022, no options were granted under this program to members of the Executive Committee.

All other terms and conditions of the options are identical to the outstanding options for which the dividend protection was canceled.

Upon recommendation of the Remuneration Committee in December 2015, our Board has also approved the early release of vesting conditions of unvested stock options which are vesting within six months of the executive's relocation. The shares that result from the early exercise of the options must remain locked up until the end of the initial vesting period of the stock options.

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1 The Series A Options had a duration of 10 years from granting and vested on 1 January 2014. The Series B Options have a duration of 15 years from granting and vested on 1 January 2019. The exercise of the stock options is subject, among other things, to AB InBev meeting a performance test. This performance test has been met as the net debt/Normalized EBITDA (adjusted for exceptional items), ratio fell below 2.5 before 31 December 2013. Specific forfeiture rules apply in the case of termination of employment. The exercise price of the options is EUR 10.32 (USD 11.82) or EUR 10.50 (USD 12.02), which corresponds to the fair market value of the shares at the time of the option grant, as adjusted for the rights offering that took place in December 2008. No options were exercised by members of the Executive Committee in 2022.

2 The options had a duration of 10 years from granting and vested on 1 January 2014. The exercise of the stock options is subject, among other things, to AB InBev meeting a performance test. This performance test has been met as the net debt/Normalized EBITDA (adjusted for exceptional items), ratio fell below 2.5 before 31 December 2013. Specific forfeiture rules apply in the case of termination of employment. The exercise price of the options is EUR 21.94 (USD 25.12) or EUR 23.28 (USD 26.66), which corresponds to the fair market value of the shares at the time of the option grant.

## Compensation of Directors and Executives

Unless otherwise specified, all compensation amounts in this section are gross of tax.

### *Board of Directors*

Our directors receive fixed compensation in the form of annual fees and share-based compensation in the form of restricted stock units. Our Remuneration Committee recommends the level of remuneration for directors, including the Chair of the Board. These recommendations are subject to approval by our Board and, subsequently, by our shareholders at the annual general meeting. The Remuneration Committee benchmarks directors' compensation against peer companies. In addition, the Board sets and revises, from time to time, the rules and level of compensation for directors carrying out a special mandate or sitting on one or more of the Board committees and the rules for reimbursement of directors' business- related, out-of-pocket expenses. See “—C. Board Practices—Information about Our Committees—The Remuneration Committee.”

### *Board Compensation in 2022*

The fixed annual fee for our directors in 2022 amounted to EUR 75,000 (USD 78,801), except for the Chair of the Board and the Chair of the Audit Committee, whose fixed annual fees amounted to EUR 255,000 (USD 267,922) and EUR 127,500 (USD 133,961) respectively.

In addition, a fixed annual retainer applied as follows: (a) EUR 28,000 (USD 29,419) for the Chair of the Audit Committee, EUR 14,000 (USD 14,709) for the other members of the Audit Committee, (c) EUR 14,000 (USD 14,709) for each of the Chairs of the Finance Committee, the Remuneration Committee and the Nomination Committee and (d) EUR 7,000 (USD 7,355) for each of the other members of the Finance Committee, the Remuneration Committee and the Nomination Committee.

The share-based portion of the remuneration of the directors was granted in the form of restricted stock units corresponding to a fixed gross value of EUR 200,000 (USD 210,135). The Chair of the Board was granted restricted stock units corresponding to a fixed gross value of EUR 550,000 (USD 577,872) and the Chair of the Audit Committee was granted restricted stock units corresponding to a fixed gross value of EUR 350,000 (USD 367,737). Such restricted stock units will vest after 5 years and, upon vesting, will entitle their holders to one AB InBev share per restricted stock unit (subject to any applicable withholding).

We do not provide pensions, medical benefits, benefits upon termination or end of service or other benefit programs to directors.



The table below provides an overview of the fixed and share-based compensation that our directors received in 2022.

| <u>Name</u>                           | <u>Number of Board meetings attended</u> | <u>Annual fee for Board meetings</u><br><i>(EUR)</i> | <u>Fees for Committee meetings</u><br><i>(EUR)</i> | <u>Total fee</u><br><i>(EUR)</i> | <u>Number of RSUs granted<sup>(4)</sup></u> |
|---------------------------------------|--|--|--|----------------------------------|---|
| María Asunción Aramburuzabala         | 10                                       | 75,000   | 0  | 75,000                           | 3,637                                       |
| Martin J. Barrington                  | 10                                       | 255,000  | 21,000   | 276,000                          | 10,001                                      |
| Michele Burns                         | 9  | 127,500  | 42,000   | 169,500                          | 6,364                                       |
| Sabine Chalmers                       | 10                                       | 75,000   | 7,000  | 82,000                           | 3,637                                       |
| Paul Cornet de Ways Ruat              | 10                                       | 75,000   | 7,000  | 82,000                           | 3,637                                       |
| Grégoire de Spoelberch                | 10                                       | 75,000   | 14,000   | 89,000                           | 3,637                                       |
| Claudio Garcia                        | 10                                       | 75,000   | 28,000   | 103,000                          | 3,637                                       |
| William F. Gifford Jr. <sup>(1)</sup> | 9  | 0  | 0  | 0                                | 0   |
| Paulo Lemann                          | 10                                       | 75,000   | 7,000  | 82,000                           | 3,637                                       |
| Xiaozhi Liu                           | 10                                       | 75,000   | 14,000   | 89,000                           | 3,637                                       |
| Nitin Nohria <sup>(2)</sup>           | 4  | 51,000   | 4,760  | 55,760                           | 0   |
| Alejandro Santo Domingo               | 10                                       | 75,000   | 7,000  | 82,000                           | 3,637                                       |
| Elio Leoni Sceti                      | 10                                       | 75,000   | 21,000   | 96,000                           | 3,637                                       |
| Cecilia Sicupira                      | 10                                       | 75,000   | 7,000  | 82,000                           | 3,637                                       |
| Roberto Thompson Motta <sup>(3)</sup> | 5  | 24,000   | 2,240  | 26,240                           | 3,637                                       |
| Alexandre Van Damme                   | 10                                       | 75,000   | 7,000  | 82,000                           | 3,637                                       |
| <b>All directors as group</b>         |  | <b>1,282,500</b>                                     | <b>189,000</b>                                     | <b>1,471,500</b>                 | <b>60,009</b>                               |

Note:

- Mr. Gifford has waived his entitlement to any type of remuneration, including share-based remuneration, relating to the exercise of his mandate in 2022 and before.
- Mr. Nohria is a member of the Board of Directors since 27 April 2022. Mr. Nohria served as a strategic advisor to the Board prior to his appointment as Board member. In 2022, Mr. Nohria earned EUR 100,000 in this advisory capacity.
- Mr. Thompson Motta was a member of the Board of Directors until 27 April 2022.
- No restricted stock units granted to Directors vested in 2022.

### *Stock Options Held by Directors*

The table below sets forth, for each of our current directors, the number of LTI stock options they owned as of 31 December 2022<sup>(1)</sup>. LTI options are no longer awarded to directors (last grant on 25 April 2018).

|                                       | <u>LTI 26</u><br><u>25 April</u><br><u>2018</u> | <u>LTI 25</u><br><u>26 April</u><br><u>2017</u> | <u>LTI 24</u><br><u>27 April</u><br><u>2016</u> | <u>LTI 23</u><br><u>29 April</u><br><u>2015</u> | <u>LTI 22</u><br><u>30 April</u><br><u>2014</u> | <u>Total options</u> |
|---------------------------------------|---|---|---|---|---|----------------------|
| <u>Grant date</u>                     | <u>25 April</u><br><u>2023</u>                  | <u>26 April</u><br><u>2022</u>                  | <u>27 April</u><br><u>2021</u>                  | <u>29 April</u><br><u>2020</u>                  | <u>30 April</u><br><u>2019</u>                  |                      |
| <u>Vesting date</u>                   | <u>24 April</u><br><u>2028</u>                  | <u>25 April</u><br><u>2027</u>                  | <u>26 April</u><br><u>2026</u>                  | <u>28 April</u><br><u>2025</u>                  | <u>29 April</u><br><u>2024</u>                  |                      |
| <u>Expiry date</u>                    |   |   |   |   |   |                      |
| María Asunción Aramburuzabala         | 15,000  | 15,000  | 15,000  | 15,000  | 0   | 60,000               |
| Martin J. Barrington                  | 0   | 0   | 0   | 0   | 0   | 0                    |
| Sabine Chalmers <sup>(2)</sup>        | 0   | 0   | 0   | 0   | 0   | 0                    |
| Michele Burns                         | 25,500  | 25,500  | 25,500  | 0   | 0   | 76,500               |
| Paul Cornet de Ways Ruat              | 15,000  | 15,000  | 15,000  | 15,000  | 15,000  | 75,000               |
| Grégoire de Spoelberch                | 15,000  | 15,000  | 15,000  | 15,000  | 15,000  | 75,000               |
| Claudio Garcia <sup>(2)</sup>         | 0   | 0   | 0   | 0   | 0   | 0                    |
| William F. Gifford Jr. <sup>(3)</sup> | 0   | 0   | 0   | 0   | 0   | 0                    |
| Paulo Lemann                          | 15,000  | 15,000  | 15,000  | 15,000  | 0   | 60,000               |
| Xiaozhi Liu                           | 0   | 0   | 0   | 0   | 0   | 0                    |
| Nitin Nohria                          | 0   | 0   | 0   | 0   | 0   | 0                    |
| Alejandro Santo Domingo               | 15,000  | 15,000  | 0   | 0   | 0   | 30,000               |
| Elio Leoni Sceti                      | 15,000  | 15,000  | 15,000  | 15,000  | 0   | 60,000               |
| Cecilia Sicupira                      | 0   | 0   | 0   | 0   | 0   | 0                    |
| Alexandre Van Damme                   | 15,000  | 15,000  | 15,000  | 15,000  | 15,000  | 75,000               |
| <b>Strike price (EUR)</b>             | <b>84.47</b>                                    | <b>104.50</b>                                   | <b>113.25</b>                                   | <b>113.10</b>                                   | <b>80.83</b>                                    | <b>—</b>             |

Note:

- (1) At the annual shareholders' meeting of AB InBev on 30 April 2014, all outstanding LTI warrants under our LTI Warrant Plan (see “—Share-Based Payment Plans—LTI Warrant Plan”) were converted into LTI stock options, i.e., the right to purchase existing shares instead of the right to subscribe to newly issued shares. All other terms and conditions of the existing grants under the LTI Warrant Plan remained unchanged. In 2022, no LTI stock options listed in the table above were exercised by directors.
- (2) Mr. Garcia and Ms. Chalmers do not hold stock options under the company's former LTI Stock Option Plan Directors. However, they do still hold certain stock options that were awarded to them in the past in their capacity as executives of the company. Out of these, in 2022 Ms. Chalmers exercised 230,000 stock options granted on 25 November 2008 with an exercise price of EUR 10.50 and 200,325 stock options granted on 1 December 2009 with an exercise price of EUR 33.24.
- (3) Mr. Gifford has waived his entitlement to any type of remuneration, including long-term incentive stock options, relating to the exercise of his mandate in 2022 and before.

### ***Restricted Stock Units Held by Directors***

The table below sets forth, for each of our current directors, the number of restricted stock units they owned as of 31 December 2022.

| <b>Grant Date</b>                     | <b>24 April 2019</b> | <b>3 June 2020</b> | <b>28 April 2021</b> | <b>27 April 2022</b> | <b>Number of</b>                |
|---------------------------------------|----------------------|--------------------|----------------------|----------------------|---------------------------------|
| <b>Vesting Date</b>                   | <b>24 April 2024</b> | <b>3 June 2025</b> | <b>28 April 2026</b> | <b>27 April 2027</b> | <b>RSUs owned<sup>(2)</sup></b> |
| María Asunción Aramburuzabala         | 2,640                | 4,603              | 3,502                | 3,637                | 14,382                          |
| Martin J. Barrington                  | 1,641                | 12,662             | 9,635                | 10,001               | 33,939                          |
| Michele Burns                         | 4,622                | 8,057              | 6,131                | 6,364                | 25,174                          |
| Sabine Chalmers                       | 0                    | 4,603              | 3,502                | 3,637                | 11,742                          |
| Paul Cornet de Ways Ruart             | 2,640                | 4,603              | 3,502                | 3,637                | 14,382                          |
| Grégoire de Spoelberch                | 2,640                | 4,603              | 3,502                | 3,637                | 14,382                          |
| Claudio Garcia                        | 0                    | 4,603              | 3,502                | 3,637                | 11,742                          |
| William F. Gifford Jr. <sup>(1)</sup> | 0                    | 0                  | 0                    | 0                    | 0                               |
| Paulo Lemann                          | 2,640                | 4,603              | 3,502                | 3,637                | 14,382                          |
| Xiaozhi Liu                           | 0                    | 4,603              | 3,502                | 3,637                | 11,742                          |
| Nitin Nohria                          | 0                    | 0                  | 0                    | 0                    | 0                               |
| Alejandro Santo Domingo               | 2,640                | 4,603              | 3,502                | 3,637                | 14,382                          |
| Elio Leoni Sceti                      | 2,640                | 4,603              | 3,502                | 3,637                | 14,382                          |
| Cecilia Sicupira                      | 0                    | 4,603              | 3,502                | 3,637                | 11,742                          |
| Alexandre Van Damme                   | 2,640                | 4,603              | 3,502                | 3,637                | 14,382                          |
| <b>All directors as group</b>         | <b>24,743</b>        | <b>71,352</b>      | <b>54,288</b>        | <b>56,372</b>        | <b>206,755</b>                  |

Note:

- (1) William F. Gifford has waived his entitlement to any type of remuneration, including share-based remuneration, relating to the exercise of his mandate in 2022 and before.
- (2) No restricted stock units granted to directors vested in 2022.

## Board Share Ownership

The table below sets forth, as of the most recent practicable date, the number of our shares owned by our directors serving in 2022 and year-to-date 2023:

| <u>Name</u>                   | <u>Number of<br/>our shares<br/>held</u> | <u>% of our<br/>outstanding<br/>shares</u> |
|-------------------------------|--|--|
| María Asunción Aramburuzabala | (*)                                      | (*)  |
| Martin J. Barrington          | (*)                                      | (*)  |
| Claudio Garcia                | (*)                                      | (*)  |
| Michele Burns                 | (*)                                      | (*)  |
| Paul Cornet de Ways Ruart     | (*)                                      | (*)  |
| Sabine Chalmers               | (*)                                      | (*)  |
| Grégoire de Spoelberch        | (*)                                      | (*)  |
| William F. Gifford Jr.        | (*)                                      | (*)  |
| Xiaozhi Liu                   | (*)                                      | (*)  |
| Paulo Lemann                  | (*)                                      | (*)  |
| Elio Leoni Sceti              | (*)                                      | (*)  |
| Alejandro Santo Domingo       | (*)                                      | (*)  |
| Cecilia Sicupira              | (*)                                      | (*)  |
| Nitin Nohria                  | (*)                                      | (*)  |
| Alexandre Van Damme           | (*)                                      | (*)  |
| <b>TOTAL</b>                  | <b>18.77 million</b>                     | <b>&lt;1%</b>                              |

Note:

(\*) Each director owns less than 1% of our outstanding shares as of the most recent practicable date.

### *Executive Committee*

The main elements of our executive remuneration are (i) a fixed-base salary, (ii) variable performance-related compensation (bonus), (iii) long-term incentives in the form of long-term restricted stock units, long-term performance stock units and/or long-term stock options, (iv) post-employment benefits and (v) other compensation. For the Chief Executive Officer, the award value of on-target variable remuneration (comprised of items (ii) and (iii) above) for 2022 could amount to up to 94% of his total on-target compensation, assuming all performance and other requirements are fully met. For the other members of the Executive Committee, the award value of on-target variable remuneration for 2022 could on average amount to up to 89% of their total on-target compensation, assuming all performance and other requirements are fully met.

In order to promote alignment with market practice, the total compensation of executives is reviewed against benchmarks on an annual basis. These benchmarks are collated by independent compensation consultants, in relevant industries and geographies. For benchmarking, a custom sample of over 20 leading peer companies (the “**Compensation Peer Group**”) is used when available. The Compensation Peer Group is comprised of companies with a similar size to us, with the majority of them belonging to the fast-moving consumer goods sector, and each shares a complex and diverse business model and operates in talent and labor markets similar to us. The Compensation Peer Group is set by the Remuneration Committee upon the advice of an independent compensation consultant, and may be revised from time to time. If Compensation Peer Group data is not available for a given role, data from Fortune 100 companies is used. Executives’ total compensation target is intended to be 10% above the third quartile. The Compensation Peer Group that was used as the benchmark for financial year 2022 was composed of the following companies:

**2022 Compensation Peer Group**

|  |   |  |
|--|---|--|
| Accenture<br>Altria<br>Apple<br>Coca-Cola<br>Comcast<br>Diageo<br>FedEx<br>IBM | Johnson & Johnson<br>Kraft Heinz<br>LVMH<br>McDonald's<br>Merck<br>Microsoft<br>Nike<br>Omnicom | Oracle<br>PepsiCo<br>Philip Morris<br>Procter & Gamble<br>Starbucks<br>Walt Disney |
|--|---|--|

Figures in this section may differ from the figures in the notes to our consolidated financial statements for the following reasons: (i) figures in this section are figures gross of tax, while figures in the notes to our consolidated financial statements are reported as “cost for the Company”; (ii) the split “short-term employee benefits” vs. “share-based compensation” in the notes to our consolidated financial statements does not necessarily correspond to the split “base salary” vs. “variable compensation” in this section. Short-term employee benefits in the notes to our consolidated financial statements include the base salary and the portion of the variable compensation paid in cash. Share-based compensation includes the portion of the variable compensation paid in shares and certain non-cash elements, such as the fair value of the options granted, which is based on financial pricing models and (iii) the scope for the reporting is different as the figures in the notes to our consolidated financial statements also contain the remuneration of executives who left during the year, while figures in this section only contain the remuneration of executives who were in service at the end of the reporting year.

Our executive compensation and reward programs are overseen by our Remuneration Committee. It submits recommendations on the remuneration policies and individual remuneration packages for the Board of Directors, the Chief Executive Officer, the Executive Committee and the senior leadership team to the Board for approval. Its objective is that the CEO and members of the Executive Committee and senior leadership team are incentivized to achieve, and are compensated for, exceptional performance. It also promotes the maintenance and continuous improvement of the company’s compensation framework, which applies to all employees. Such compensation framework is based on meritocracy and a sense of ownership with a view to aligning the interests of its employees with the interests of all shareholders. The Remuneration Committee takes into account the compensation of the employees when preparing the remuneration policies applicable to the Board, the CEO and the other members of the Executive Committee.

Particularly, the Remuneration Committee discusses and assesses key areas of remuneration policy for the wider workforce throughout the year, the annual bonus pool and resulting payments made to employees across the workforce and any material changes to the structure of workforce compensation. See “—C. Board Practices—Information about Our Committees—The Remuneration Committee.” In addition, the decision to approve the remuneration policy, prior to its submission to the shareholders’ meeting, and the determination of the remuneration of the CEO and the other Executive Committee and senior leadership team members is vested with the Board upon recommendation of the Remuneration Committee. No member of the Executive Committee is at the same time a member of the Board of Directors. As regards the remuneration of the directors, all decisions are adopted by the shareholders’ meeting.

Our compensation system is designed to support our high-performance culture and the creation of long-term sustainable value for our shareholders. The goal of the system is to reward executives with market-leading compensation, which is conditional upon both our overall success and individual performance. It ensures alignment with shareholders’ interests by strongly encouraging executive ownership of shares in our company and enables us to attract and retain the best talent at a global level.

Unless otherwise specified, the information and amounts in this section relate to the members of our Executive Committee as of 1 January 2023. See “—A. Directors and Senior Management—Administrative, Management, Supervisory Bodies and Senior Management Structure.”

**Base Salary**

Our executives’ base salaries are intended to be aligned to mid-market levels for the appropriate market. Mid-market means that for a similar job in the market, 50% of companies in that market pay less.

In 2022, based on his employment contract, Michel Doukeris earned a fixed base salary of EUR 1.33 million (USD 1.39 million). The other members of our Executive Committee earned an aggregate base salary of EUR 2.05 million (USD 2.16 million).

### Variable Performance-Related (Bonus) Compensation – Share-Based Compensation Plan

The variable performance-related compensation (bonus) element of remuneration for members of our Executive Committee is aimed at rewarding executives for driving our short- and long-term performance.

The target variable performance-related compensation (bonus) is expressed as a percentage of the market reference salary applicable to the executive. The on-target bonus percentage currently theoretically amounts to maximum 200% of the market reference salary for members of the Executive Committee and 340% for the Chief Executive Officer. Company performance below or above target will result in a bonus payout that is lower or higher than the theoretical on-target amount, subject to a cap. An additional incentive of 20% on a bonus amount may be awarded by the Remuneration Committee in the case of exceptional circumstances.

The effective pay-out of variable performance-related compensation (bonus), if any, is directly correlated with performance, i.e., linked to the achievement of total company, business unit and individual targets, all of which are based on performance metrics. If executives do not achieve their individual target hurdle, no bonus is earned irrespective of whether the total company and/or relevant business units achieve their targets. If the total company and/or relevant business unit targets are not achieved, a limited portion of the bonus will be payable to executives if they achieve their individual target hurdle.

The Board of Directors sets targets for eligibility to a bonus payout. Company and business unit targets are based on performance metrics which focus on top-line growth, profitability and long-term value creation. The metrics and the relative weight attributed to each of them are set by the Board annually taking into account the Company's strategic priorities. The individual targets are derived from our ten-year plan which is the foundation of our strategy and which is defined by three strategic pillars: Lead and Grow the Category, Digitize and Monetize our Ecosystem and Optimize our Business.

For the year ended 31 December 2022, the performance metrics for the Executive Committee and their relative weights were:

| Component            | Weight      | Performance Measures   |
|----------------------|-------------|--|
| Company Targets      | 40%         | Organic EBITDA   |
| Business Unit Target |             | Organic Net Revenue (50%)  |
|                      |             | Organic EBITDA (20%)   |
|                      | 30%         | Organic Cash Flow (30%)  |
| Individual Target    | 30%         | Targets based on the strategic pillars underlying our 10-year plan |
| <b>Total</b>         | <b>100%</b> |  |

Individual performance targets of the Chief Executive Officer and other members of the Executive Committee may consist of financial and non-financial targets. Individual financial targets can, for example, be related to EBITDA, net revenue, capex, resource allocation and net debt ratios. Examples of individual non-financial targets include brand development, operations and innovation, sustainability and other elements of corporate social responsibility, as well as compliance and ethics. Typical individual performance measures in the non-financial areas relate to employee engagement, talent pipeline, sustainability goals and compliance, and are linked to the achievement of the company's strategic objectives.

The target achievement for each of the performance metrics and business and individual objectives is assessed by the Remuneration Committee on the basis of accounting and financial data and other objective criteria. A weighted performance score is translated into a payout curve with a cap, subject to a hurdle of achievement for individual targets. The hurdle is set at the minimum acceptable level of individual performance to trigger eligibility for a bonus pay-out.

The variable performance-related compensation (bonus) is generally paid annually in arrears after publication of our full-year results, in or around March of the relevant year. In exceptional circumstances, the variable compensation may be paid out semi-annually at the discretion of the Board. In such cases, the first half of the variable compensation is paid shortly after publication of the half-year results, and the second half is paid after publication of the full-year results.

Executives receive their variable performance-related compensation (bonus) in cash but are encouraged to invest some (up to 60%) or all of its value in company shares. For further details regarding the terms of the Share-Based Compensation Plan, please see “—Share-Based Payment Plans—Share-Based Compensation Plan” above.

#### **Variable Compensation (bonus) for Performance in 2022 – Paid in March 2023**

Based on its performance and results in 2022, the company overachieved its aggregated company and business unit performance targets in 2022.

For the full year 2022, the Chief Executive Officer earned variable compensation of EUR 5.66 million (USD 5.95 million). The other members of the Executive Committee earned aggregate variable compensation of EUR 5.03 million (USD 5.29 million).

These bonus amounts are based on our company’s performance during the year 2022 and the executives’ individual target achievements. The variable compensation was paid in March 2023.

#### **Variable compensation (bonus) for performance in 2021 – Paid in March 2022**

The following table sets forth the number of voluntary shares acquired by, and Matching Shares and Discounted Shares granted to, the Chief Executive Officer and the other members of the Executive Committee in March 2022 under the Share-Based Compensation Plan in respect of the variable compensation (bonus) awarded for performance in 2021 as described in our Annual Report on Form 20-F for the fiscal year ended 31 December 2021. In line with the remuneration policy applicable to bonuses paid to members of the Executive Committee in respect of financial year 2021, three Matching Shares were granted for each voluntary share. Half of these voluntary shares and restricted stock units relating to Matching Shares and Discounted Shares are subject to a lock-up and vesting period, respectively, of three years, while the other half are subject to a lock-up and vesting period, respectively, of five years. In the event the executive leaves the company before the vesting date, specific forfeiture rules apply.

| <u>Name</u>                     | <u>Voluntary Shares<br/>Acquired</u> | <u>Matching Shares and<br/>Discounted Shares<br/>Granted</u> |
|---------------------------------|--------------------------------------|--|
| Michel Doukeris. <sup>(1)</sup> | 71,570                               | 347,645  |
| David Almeida                   | 16,408                               | 78,238   |
| John Blood                      | 20,616                               | 94,370   |
| Fernando Tennenbaum             | 19,988                               | 99,471   |

Note:

- (1) Carlos Brito acquired 34,033 voluntary shares and was granted 173,822 Matching Shares and Discounted Shares in March 2022 in respect of the variable compensation (bonus) awarded for the performance of his role as CEO until 30 June 2021.

## Long-Term Incentives

### *Annual Long-Term Incentive Restricted Stock Units*

On 1 March 2022, 137,648 long-term restricted stock units were granted to Michel Doukeris in respect of financial year 2021. In accordance with the remuneration policy that applied in respect of financial year 2021, half of these restricted stock units cliff vest over a three-year period and the other half cliff vest over a five-year period. In the event the executive leaves the company before the vesting date, specific forfeiture rules apply.

On 14 December 2022, 243,212, 43,413, 39,668 and 30,833 long-term restricted stock units were granted to Michel Doukeris, Fernando Tennenbaum, David Almeida and John Blood, respectively, in respect of financial year 2022. These restricted stock units cliff vest over a three-year period. In the event the executive leaves the company before the vesting date, specific forfeiture rules apply.

### *Annual Long-Term Incentive Performance Stock Units*

On 14 December 2022, 62,475, 12,573, 11,378, 10,332 long-term performance stock units were granted to Michel Doukeris, Fernando Tennenbaum, David Almeida and John Blood, respectively, in respect of financial year 2022.

These performance stock units cliff vest over a three-year period. The number of shares to which holders of these performance stock units shall be entitled is subject to a hurdle and cap, and will depend on the performance test measuring the Company's three-year TSR relative to the TSR realized for that period by the TSR Peer Group. In the event the executive leaves the company before the vesting date, specific forfeiture rules apply.

The below TSR Peer Group was used for performance stock units granted in respect of financial year 2022.

| 2022 TSR Peer Group |               |                   |
|---------------------|---------------|-------------------|
| 3M                  | Heineken      | Procter & Gamble  |
| Altria              | Kraft Heinz   | Reckitt-Benckiser |
| Carlsberg           | Mondelez      | Starbucks         |
| Coca-Cola           | Nestlé        | Unilever          |
| Colgate-Palmolive   | PepsiCo       |                   |
| Diageo              | Philip Morris |                   |

### *Exceptional Long-Term Incentives*

In 2022, no grants were made to members of the Executive Committee under the exceptional long-term incentive plan.

### *Other Recurring Long-Term Restricted Stock Unit Programs*

In 2022, no grants were made to members of the Executive Committee under the other recurring long-term restricted stock units programs.

## Post-Employment Benefits

We sponsor various post-employment benefit plans worldwide. These include pension plans, both defined contribution plans and defined benefit plans, and other post-employment benefits. See note 23 to our audited consolidated financial statements as of 31 December 2022 and 2021, and for the three years ended 31 December 2022 for further details on our employee benefits.

Our Chief Executive Officer and other members of the Executive Committee participate in a defined contribution plan. The contribution under the Chief Executive's plan for the Chief Executive Officer amounted to approximately USD 0.19 million in 2022. The contributions for other members of the Executive Committee amounted to approximately USD 0.03 million in the aggregate in 2022. See note 31 to our audited consolidated financial statements as of 31 December 2022 and 2021, and for the three years ended 31 December 2022.

### **Other Compensation**

We also provide executives with disability, life, medical (including vision and dental) and Group Variable Universal Life (GVUL) insurance and perquisites and other benefits that are competitive with market practice in the markets where such executives are employed. In 2022, the costs of these benefits amounted to approximately USD 0.03 million for the Chief Executive Officer and approximately USD 0.08 million in aggregate for the other members of the Executive Committee.

### **Employment Agreements and Termination Arrangements**

Terms and conditions of employment of the members of our Executive Committee are included in individual employment agreements, which are for an indefinite period of time. Executives are also required to comply with our policies and codes such as the Code of Business Conduct and Code of Dealing and are subject to exclusivity, confidentiality and non-compete obligations.

The employment agreement typically provides that the executive's eligibility for payment of variable compensation is determined exclusively on the basis of the achievement of corporate and individual targets to be set by us. The specific conditions and modalities of the variable compensation are fixed by us in a separate plan which is approved by the Remuneration Committee.

The termination arrangements for the members of the Executive Committee provide for a termination indemnity of 12 months of remuneration including variable compensation in case of termination without cause. The variable compensation for purposes of the termination indemnity shall be calculated as the average of the variable compensation paid to the executive for the last two years of employment prior to the year of termination. In addition, if we decide to impose upon the executive a non-compete restriction of 12 months, the executive shall be entitled to receive an additional indemnity of six months, subject to applicable laws and regulations.

Michel Doukeris was appointed to serve as our Chief Executive Officer starting as of 1 July 2021. In the event of termination of his employment other than on the grounds of serious cause, he is entitled to a termination indemnity of 12 months of remuneration, including variable compensation as described above.

Our share-based compensation and long-term incentive plans contain a *malus* provision for all grants made since March 2019. Such provision provides that the restricted stock units and/or stock options granted to an executive will automatically expire and become null and void in the scenario where the executive is found by the Global Ethics and Compliance Committee to be (i) responsible for a material breach of our Code of Business Conduct; or (ii) subject to a material adverse court or administrative decision, in each case in the period before the vesting of the restricted stock units or exercise of the stock options.

### **Options Owned by Executives**

The table below sets forth the number of LTI stock options and matching options owned by the members of our Executive Committee in aggregate as of 31 December 2022 under the LTI Plan Executives, the Share-Based Compensation Plans, the November 2008 Exceptional Grant, the 2020 Incentive Plan, the Integration Incentive Plan and the Long Run Stock Options Incentive Plan. Members of our Executive Committee do not hold any warrants or stock options relating to our shares under our other incentive plans.



| <b>Program<sup>(1)</sup></b>  | <b>Options held<br/>in aggregate<br/>by our<br/>Executive<br/>Committee</b> | <b>Strike price<br/>(EUR)</b> | <b>Grant date</b> | <b>Vesting date</b> | <b>Expiry date</b> |
|---|---|-------------------------------|-------------------|---------------------|--------------------|
| LTI Plan 2009   | 0 <sup>(2)</sup>  | 66.56                         | 30 November 2012  | 30 November 2017    | 29 November 2022   |
| LTI Plan 2009   | 83,922  | 75.15                         | 2 December 2013   | 2 December 2018     | 1 December 2023    |
| LTI Plan 2009   | 113,468   | 94.46                         | 1 December 2014   | 1 December 2019     | 30 November 2024   |
| LTI Plan 2009   | 36,035  | 121.95                        | 1 December 2015   | 1 December 2020     | 30 November 2025   |
| LTI Plan 2009   | 45,837  | 113.00                        | 22 December 2015  | 22 December 2020    | 21 December 2025   |
| LTI Plan 2009   | 36,728  | 98.04                         | 1 December 2016   | 01 December 2021    | 30 November 2025   |
| LTI Plan 2009   | 75,756 <sup>(3)</sup>   | 98.85                         | 20 January 2017   | 20 January 2022     | 19 January 2027    |
| LTI Plan 2009   | 19,112 <sup>(4)</sup>   | 96.70                         | 1 December 2017   | 01 December 2022    | 30 November 2027   |
| LTI Plan 2009   | 146,486   | 94.36                         | 22 January 2018   | 22 January 2023     | 21 January 2028    |
| LTI Plan 2009   | 306,794   | 65.70                         | 25 January 2019   | 25 January 2024     | 24 January 2029    |
| LTI Plan 2009   | 377,402   | 71.87                         | 2 December 2019   | 2 December 2024     | 1 December 2029    |
| November 2008 Exceptional Grant Options Series B –<br>Dividend Waiver 09 <sup>(5)</sup> | 228,943   | 33.24                         | 1 December 2009   | 1 January 2019      | 24 November 2023   |
| 2020 Incentive Options <sup>(6)</sup>   | 0 <sup>(7)</sup>  | 113.00                        | 22 December 2015  | 22 December 2020    | 21 December 2025   |
| Integration Incentive Stock Options <sup>(8)</sup>                                      | 0 <sup>(9)</sup>  | 97.99                         | 15 December 2016  | 1 January 2022      | 31 December 2026   |
| Integration Incentive Stock Options <sup>(8)</sup>                                      | 0 <sup>(10)</sup>   | 109.10                        | 5 May 2017        | 1 January 2021      | 31 December 2026   |
| Long Run Stock Options Incentive Plan <sup>(11)</sup>                                   | 2,503,130   | 96.70                         | 1 December 2017   | 1 January 2028      | 31 December 2032   |
| March 2020 Stock Option Incentive   | 4,980,927   | 40.40                         | 25 March 2020     | 25 March 2025       | 24 March 2030      |

Note:

- (1) No options were exercised by members of the Executive Committee in 2022.
- (2) 30,124, 21,588 and 5,168 options held by David Almeida, Fernando Tennenbaum and John Blood, respectively, expired on 29 November 2022.
- (3) 29,137 and 46,619 options held by David Almeida and Michel Doukeris, respectively, vested on 20 January 2022.
- (4) 19,112 options held by Fernando Tennenbaum vested on 1 December 2022.
- (5) Options granted under the Dividend Waiver Program. See “—Share-Based Payment Plans.”
- (6) Options granted under the 2020 Incentive Plan. See “—Share-Based Payment Plans—Exceptional Long-Term Incentive Stock Options.”

- (7) 143,471 and 47,823 options held by Fernando Tennenbaum and John Blood, respectively, lapsed in 2022 as the exercisability of these options was subject to a performance test which was not met.
- (8) Options granted under the Integration Incentive Plan. See “—Share-Based Payment Plans—Exceptional Long-Term Incentive Stock Options.”
- (9) 173,628 options held by Fernando Tennenbaum lapsed in 2022 as the exercisability of these options was subject to a performance test which was not met.
- (10) 261,706 options held by David Almeida lapsed in 2022 as the exercisability of these options was subject to a performance test which was not met.
- (11) Options granted under the Long Run Stock Options Incentives Plan. See “—Share-Based Payment Plans—Exceptional Long-Term Incentive Stock Options.”

### Restricted Stock Units Owned by Executives

The table below sets forth the number of restricted stock units owned by the members of our Executive Committee in aggregate as of 31 December 2022<sup>(1)</sup>.

| Program  | RSUs held in aggregate by our Executive Committee | Grant date       | Vesting date     |
|--|---|------------------|------------------|
| Exceptional Incentive Restricted RSUs <sup>(2)</sup> | 0   | 14 December 2012 | 14 December 2022 |
| Exceptional Incentive Restricted RSUs <sup>(2)</sup> | 10,902  | 17 December 2014 | 17 December 2024 |
| Share Based Compensation Plan <sup>(3)</sup>         | 0   | 3 March 2017     | 3 March 2022     |
| Share Based Compensation Plan <sup>(3)</sup>         | 79,203  | 2 March 2018     | 2 March 2023     |
| Performance-Based RSUs <sup>(4)</sup>                | 55,425  | 14 August 2018   | 14 August 2023   |
| Share Based Compensation Plan <sup>(3)</sup>         | 17,117  | 4 March 2019     | 4 March 2024     |
| Share Based Compensation Plan <sup>(3)</sup>         | 42,591  | 29 July 2019     | 29 July 2024     |
| Share Based Compensation Plan <sup>(3)</sup>         | 10,934  | 2 March 2020     | 2 March 2025     |
| RSUs <sup>(5)</sup>                                  | 1,291,917   | 25 March 2020    | 25 March 2025    |
| Annual Long-Term RSUs <sup>(6)</sup>                 | 35,434  | 14 December 2020 | 14 December 2023 |
| Annual Long-Term RSUs <sup>(6)</sup>                 | 35,431  | 14 December 2020 | 14 December 2025 |
| Annual Long-Term RSUs <sup>(6)</sup>                 | 26,070  | 13 December 2021 | 13 December 2024 |
| Annual Long-Term RSUs <sup>(6)</sup>                 | 26,070  | 13 December 2021 | 13 December 2026 |
| Annual Long-Term RSUs <sup>(6)</sup>                 | 68,824  | 1 March 2022     | 1 March 2025     |
| Annual Long-Term RSUs <sup>(6)</sup>                 | 68,824  | 1 March 2022     | 1 March 2027     |
| Share Based Compensation Plan <sup>(3)</sup>         | 309,863   | 1 March 2022     | 1 March 2025     |
| Share Based Compensation Plan <sup>(3)</sup>         | 309,861   | 1 March 2022     | 1 March 2027     |
| Annual Long-Term RSUs <sup>(6)</sup>                 | 357,126   | 14 December 2022 | 14 December 2025 |

Note:

- (1) The following restricted stock units vested in 2022: 2,059 restricted stock units granted on 3 March 2017 held by John Blood vested on 3 March 2022 at a price of EUR 52.22; and 7,388 restricted stock units granted on 14 December 2012 held by John Blood vested on 14 December 2022 at a price of EUR 57.19.
- (2) Restricted stock units granted under the Exceptional Incentive Restricted Stock Units Program, which allowed for the exceptional offer of restricted stock units to certain employees at the discretion of our Remuneration Committee as a long-term retention incentive for our key employees. Employees eligible to receive a grant under the program received two series of restricted stock units. The first half of the restricted stock units vests after five years. The second half of the restricted stock units vests after 10 years. Under a variant of this program, restricted stock units could be granted with a shorter vesting period of between two and a half and three years for the first half, and five years for the second half. In case of termination of service before the vesting date, specific forfeiture rules apply. As of 1 December 2020, this program has been replaced by the Base Long-Term Restricted Stock Units Plan. See “—Share-Based Payment Plans—Other Recurring Long-Term Restricted Stock Unit Programs.”

- (3) Restricted stock units granted under the Share Based Compensation Plan. See “—Share-Based Payment Plans—Share Based Compensation Plan from 2010.”
- (4) Restricted stock units granted under the Performance-Based Restricted Stock Units Program, which allowed for the offer of performance-based restricted stock units (“**Performance RSUs**”) to certain members of our management. Upon vesting, each Performance RSU gives the eligible employee the right to receive one existing Ordinary Share. The Performance RSUs have a vesting period of five years or of ten years. The shares resulting from the vesting of the Performance RSUs will only be delivered provided a performance test is met by the company. Specific forfeiture rules apply if the employee leaves the company before the vesting date or if the performance test is not achieved by a certain date. These Performance RSUs are subject to an organic EBITDA compounded annual growth rate target set by the Board. As of 1 December 2020, this program has been replaced by the Base Long-Term Restricted Stock Units Plan. See “—Share-Based Payment Plans—Other Recurring Long-Term Restricted Stock Unit Programs.”
- (5) Restricted stock units granted under the Restricted Stock Units Program, which allowed for the offer of restricted stock units to certain employees in certain specific circumstances e.g., as a special retention incentive or to compensate for assignments of expatriates in countries with difficult living conditions. The restricted stock units vest after five years and in the case of termination of service before the vesting date, specific forfeiture rules apply. As of 1 December 2020, this program has been replaced by the Base Long-Term Restricted Stock Units Plan. See “—Share-Based Payment Plans—Other Recurring Long-Term Restricted Stock Unit Programs.”
- (6) Long-term restricted stock units granted under the Base Long-Term Restricted Stock Units Program. See “—Share-Based Payment Plans—Annual Long-Term Incentives” and “—Other Recurring Long-Term Restricted Stock Unit Programs.”

### Performance Stock Units Owned by Executives

The table below sets forth the number of performance stock units owned by the members of our Executive Committee in aggregate as of 31 December 2022.

| <u>Program</u>        | <u>PSUs held in aggregate<br/>by our Executive<br/>Committee</u> | <u>Grant date</u> | <u>Vesting date</u> |
|-----------------------|--|-------------------|---------------------|
| Annual Long-Term PSUs | 96,758   | 14 December 2022  | 14 December 2025    |

### Executive Share Ownership

The Board has set a minimum threshold of shares of the company to be held at any time by the CEO to two years of base salary (gross) and by the other members of the Executive Committee to one year of base salary (gross). Newly appointed Executive Committee members have three years to reach such threshold following the date of their appointment.

The table below sets forth, as of the most recent practicable date, the number of our shares owned by the members of the Executive Committee serving in 2022:

| <u>Name</u>           | <u>Number of our<br/>shares held</u> | <u>% of our<br/>outstanding<br/>shares</u> |
|-----------------------|--------------------------------------|--|
| Michel Doukeris – CEO | (*)                                  | (*)  |
| David Almeida         | (*)                                  | (*)  |
| John Blood            | (*)                                  | (*)  |
| Fernando Tennenbaum   | (*)                                  | (*)  |
| <b>TOTAL</b>          | 1.22 million                         | <1%  |

Note:

- (\*) Each member of our Executive Committee serving in 2022 owns less than 1% of our outstanding shares as of the most recent practicable date.

## C. BOARD PRACTICES

### General

Our directors are appointed by our shareholders' meeting, which sets their remuneration and term of mandate. Their appointment is published in the Belgian Official Gazette (Moniteur belge). No service contract is concluded between us and our directors with respect to their Board mandate. Our Board also may request a director to carry out a special mandate or assignment. In such case, a special contract may be entered into between us and the respective director. For details of the current directors' terms of office, see "—A. Directors and Senior Management—Board of Directors—Role and Responsibilities, Composition, Structure and Organization." We do not provide pensions, medical benefits or other benefit programs to directors.

### Information about Our Committees

#### *General*

Our Board is assisted by four committees: the Audit Committee, the Finance Committee, the Remuneration Committee and the Nomination Committee.

The existence of the Committees does not affect the responsibility of our Board. Board committees meet to prepare matters for consideration by our Board. By exception to this principle, (i) the Remuneration Committee may make decisions on individual compensation packages, other than with respect to our Chief Executive Officer, our Executive Committee and our senior leadership team (which are submitted to our Board for approval) and on performance against targets, and (ii) the Finance Committee may make decisions on matters specifically delegated to it under our Corporate Governance Charter, in each case without having to refer to an additional Board decision. Each of our Committees operates under typical rules for such committees under Belgian law, including the requirement that a majority of the members must be present for a valid quorum and decisions are taken by a majority of members present.

#### *The Audit Committee*

The Audit Committee consists of a minimum of three voting members. The Audit Committee's Chair and the Committee members are appointed by the Board from among the non-executive directors. The Chair of the Audit Committee is not the Chair of the Board. A majority of the members of our Audit Committee are independent directors according to our Corporate Governance Charter (see "—A. Directors and Senior Management—Board of Directors—Role and Responsibilities, Composition, Structure and Organization"). Each of them is independent under Rule 10A-3 under the Exchange Act.

The Chief Executive Officer, Chief Legal and Corporate Affairs Officer and Chief Financial Officer are invited to the meetings of the Audit Committee, unless the Chair or a majority of the members decide to meet in closed session.

The current members of the Audit Committee are M. Michele Burns (Chair), Martin J. Barrington, Xiaozhi Liu and Elio Leoni Sceti.

Our Board of Directors has determined that M. Michele Burns is an "audit committee financial expert" as defined in Item 16A of Form 20-F under the Exchange Act.

The Audit Committee assists our Board in its responsibility for oversight of (i) the integrity of our financial statements, (ii) our compliance with legal and regulatory requirements and environmental and social responsibilities, (iii) the statutory auditors' qualification and independence, and (iv) the performance of the statutory auditors and our internal audit function. The Audit Committee is entitled to review information on any point it wishes to verify, and is authorized to acquire such information from any of our employees. The Audit Committee is directly responsible for the appointment, compensation, retention and oversight of the statutory auditor. It also establishes procedures for confidential complaints regarding questionable accounting or auditing matters. It is also authorized to obtain independent advice, including legal advice, if this is necessary for an inquiry into any matter under its responsibility. It is entitled to call on the resources that will be needed for this task. It is entitled to receive reports directly from the statutory auditor, including reports with recommendations on how to improve our control processes.

The Audit Committee holds as many meetings as necessary with a minimum of four per year. Paul Cornet de Ways Ruart attends Audit Committee meetings as a non-voting observer.

### ***The Finance Committee***

The Finance Committee consists of at least three, but no more than seven, members appointed by the Board. The Board appoints a Chair and, if deemed appropriate, a Vice-Chair from among the Finance Committee members. The Chief Executive Officer and the Chief Financial Officer are invited ex officio to the Finance Committee meetings unless explicitly decided otherwise. Other employees are invited on an ad hoc basis as deemed useful.

The current members of the Finance Committee are Grégoire de Spoelberch (Chair), Paulo Alberto Lemann, William F. Gifford Jr., M. Michele Burns, Paul Cornet de Ways, Alejandro Santo Domingo Dávila and Nitin Nohria.

The Corporate Governance Charter requires the Finance Committee to meet at least four times a year and more often if deemed necessary by its Chair or at least two of its members.

The Finance Committee assists the Board in fulfilling its oversight responsibilities in the areas of corporate finance, risk management, treasury controls, mergers and acquisitions, tax and legal, pension plans, financial communication and stock market policies and all other related areas as deemed appropriate.

### ***The Remuneration Committee***

The Remuneration Committee consists of three members appointed by the Board, all of whom are non-executive directors. The Chair of the Remuneration Committee is a representative of the controlling shareholders and the other two members meet the requirements of independence as established in our Corporate Governance Charter and by Belgian company law. The Chair of our Remuneration Committee would not be considered independent under NYSE rules, and, therefore, our Remuneration Committee would not be in compliance with the NYSE Corporate Governance Standards for domestic issuers in respect of independence of compensation committees. The Chief Executive Officer and the Chief People Officer are invited ex officio to the meetings of the Committee unless explicitly decided otherwise.

The current members of the Remuneration Committee are Claudio Garcia (Chair), M. Michele Burns and Elio Leoni Sceti.

The Remuneration Committee meets at least four times a year, and more often if required, and can be convoked by its Chair or at the request of at least two of its members.

The Remuneration Committee's principal role is to guide the Board with respect to all its decisions relating to the remuneration policies for the Board, the Chief Executive Officer, the Executive Committee and the senior leadership team, and on their individual remuneration packages. Its objective is that the Chief Executive Officer and members of the Executive Committee and senior leadership team are incentivized to achieve, and are compensated for, exceptional performance. The Committee also promotes the maintenance and continuous improvement of our company's compensation policy, which applies to all employees. Such compensation framework is based on meritocracy and a sense of ownership with a view to aligning the interests of employees with the interests of shareholders. The Remuneration Committee takes into account the compensation of the employees when preparing the remuneration policy applicable to the directors, the Chief Executive Officer and the other members of the Executive Committee and senior leadership team.

In certain exceptional circumstances, the Remuneration Committee or its appointed designees, together with the approval of the Board, may grant limited waivers from lock-up requirements under the share-based payment plans, provided that adequate protections are implemented to ensure that the commitment to hold shares remains respected until the original termination date. These exceptional circumstances cover situations in which the waivers are necessary to serve the long-term interests and sustainability of the company as a whole or to assure its viability.

### *The Nomination Committee*

The Nomination Committee consists of five members appointed by the Board. The five members include the Chair of the Board and the Chair of the Remuneration Committee. Four of the five Committee members are representatives of the controlling shareholders. These four members of our Nomination Committee would not be considered independent under NYSE rules, and therefore our Nomination Committee would not be in compliance with the NYSE Corporate Governance Standards for domestic issuers in respect of independence of nominating committees. The Chief Executive Officer and the Chief People Officer are invited ex officio to attend the meetings of the Nomination Committee unless explicitly decided otherwise.

The current members of the Nomination Committee are Claudio Garcia (Chair), Martin J. Barrington, Sabine Chalmers, Cecilia Sicupira and Alexandre Van Damme.

The Nomination Committee's principal role is to guide the Board succession process. The Nomination Committee identifies persons qualified to become Board members and recommends director candidates for nomination by the Board and election at the shareholders' meeting. The Nomination Committee also guides the Board with respect to all its decisions relating to the appointment and retention of key talent within our company.

## **D. EMPLOYEES**

As of 31 December 2022, we employed approximately 167,000 employees as compared to approximately 169,000 as of 31 December 2021.

### **Overview of Employees per Business Segment**

The table below sets out the number of full-time employees at the end of each relevant period in our business segments.

|                                     | As of 31 December   |                     |                     |
|-------------------------------------|---------------------|---------------------|---------------------|
|                                     | 2022 <sup>(1)</sup> | 2021 <sup>(1)</sup> | 2020 <sup>(1)</sup> |
| North America                       | 20,040              | 19,691              | 20,281              |
| Middle Americas                     | 52,355              | 51,969              | 48,751              |
| South America                       | 42,028              | 42,209              | 40,630              |
| EMEA                                | 21,306              | 22,215              | 22,357              |
| Asia Pacific                        | 24,331              | 26,095              | 26,510              |
| Global Export and Holding Companies | 6,572               | 7,160               | 5,166               |
| <b>Total</b>                        | <b>166,632</b>      | <b>169,339</b>      | <b>163,695</b>      |

Note:

- (1) The number of our employees fluctuates over the years based on a number of factors, including the performance of our different markets, business combinations (including divestitures) and our continued efforts to improve productivity and efficiency across our operations.

### **Employee Compensation and Benefits**

To support our culture that recognizes and values results, we offer employees competitive salaries benchmarked to fixed mid-market local salaries, combined with variable incentive schemes based on individual performance and performance of the business entity in which they work. Senior employees above a certain level are

eligible for the Share-Based Compensation Plan. See “—B. Compensation—Share-Based Payment Plans—Share- Based Compensation Plan” and “—B. Compensation—Compensation of Directors and Executives—Executive Committee”. Depending on local practices, we offer employees and their family members pension plans, life insurance, medical, dental and optical insurance, death-in-service insurance and illness and disability insurance. Some of our countries have tuition reimbursement plans and employee assistance programs.

### **Labor Unions**

Many of our hourly employees across our business segments are represented by unions, with a variety of collective bargaining agreements in place. Generally, relationships between us and the unions that represent our employees are good. See “Item 3. Key Information—D. Risk Factors—Risks Relating to Our Business—We are exposed to the risk of labor strikes and disputes that could lead to a negative impact on our costs and production level.”

In Europe, collective bargaining occurs at the local and/or national level in all countries with union representation for our employees. The degree of membership in unions varies from country to country, with Belgium and Germany, for example, having a high proportion of membership. A European Workers Council has been established since 1996 to promote social dialogue and to exchange opinions at a European level.

In Mexico, approximately half of our employees are union members. Our collective bargaining agreements are negotiated and executed separately for each facility or distribution center. They are periodically reviewed with the unions as mandated by Mexican Labor Law (i.e., yearly revisions of salary, benefits and salary revisions every two years).

All of our employees in Brazil are represented by labor unions, but less than 5% of our employees in Brazil are actually members of labor unions. The number of administrative and distribution employees who are members of labor unions is not significant. Salary negotiations are conducted annually between the workers’ unions and us. Collective bargaining agreements are negotiated separately for each facility or distribution center. Our Brazilian collective bargaining agreements have a term of one or two years, and we usually enter into new collective bargaining agreements on or prior to the expiration of the existing agreements.

A majority of our brewery and distribution employees in Canada are represented by labor unions. The number of administrative employees who are members of labor unions is not significant. Salary negotiations are conducted through collective bargaining agreements between the workers’ unions and us. Collective bargaining agreements are generally negotiated separately for each facility or distribution center. Our Canadian collective bargaining agreements have a term of three to seven years, and we generally enter into new collective bargaining agreements on or prior to the expiration of existing agreements.

Our United States organization has approximately 5,766 hourly brewery workers represented by the International Brotherhood of Teamsters. Their compensation and other terms of employment are governed by collective bargaining agreements negotiated between us and the Teamsters, which will expire on 29 February 2024. Approximately 1,659 hourly employees at certain company-owned distributorships and packaging plants also are represented by the Teamsters and other unions, with local bargaining agreements ranging in distribution from three to five years.

### **E. SHARE OWNERSHIP**

For a discussion of the share ownership of our directors and executives, as well as arrangements involving our employees in our capital, see “—B. Compensation.”

### **F. DISCLOSURE OF A REGISTRANT’S ACTION TO RECOVER ERRONEOUSLY AWARDED COMPENSATION**

Not applicable.

## ITEM 7. MAJOR SHAREHOLDERS AND RELATED PARTY TRANSACTIONS

### A. MAJOR SHAREHOLDERS

#### Shareholding Structure

The following table shows our shareholding structure as at 31 December 2022 based on (i) transparency declarations made by shareholders who are compelled to disclose their shareholdings pursuant to the Belgian Law of 2 May 2007 on the notification of significant shareholdings and the articles of association of the company, (ii) notifications made by such shareholders to the company on a voluntary basis on or prior to 31 December 2022 for the purpose of updating the above information, (iii) notifications received by the company in accordance with Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014 and (iv) information included in public filings with the SEC.

The first thirteen entities mentioned in the table act in concert (it being understood that (i) the first ten entities act in concert within the meaning of article 3, §1, 13° of the Belgian Law of 2 May 2007 on the notification of significant shareholdings, and (ii) the eleventh, twelfth and thirteenth entities act in concert with the first ten entities within the meaning of article 3, §2 of the Belgian Law of 1 April 2007 on public takeover bids) and hold, as per (i) the most recent notifications received by us and the Financial Services and Markets Authority (“**FSMA**”) in accordance with (a) article 6 of the Belgian Law of 2 May 2007 on the notification of significant shareholdings or (b) Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014, and (ii) notifications to the company made on a voluntary basis on or prior to 31 December 2022, in aggregate, 841,851,130 Ordinary Shares, representing 42.44% of the voting rights attached to the shares outstanding as of 31 December 2022 excluding the 35,455,836 treasury shares held by us and certain of our subsidiaries. Pursuant to our articles of association, shareholders are required to notify us as soon as the amount of securities held giving voting rights exceeds or falls below a 3% threshold and 7.5% threshold.

| <u>Major shareholders</u>   | <u>Number of shares</u> | <u>% of voting rights attached to our outstanding shares held<sup>(9)</sup></u> |
|---|-------------------------|---|
| <i>Holders of Ordinary Shares</i>   |                         |   |
| <b>Stichting Anheuser-Busch InBev</b> , a stichting incorporated under Dutch law (the “ <b>Stichting</b> ”) <sup>(1)(2)</sup>   | 663,074,832             | 33.42%  |
| <b>EPS Participations S.à.R.L.</b> , a company incorporated under Luxembourg law, affiliated with Eugénie Patri Sébastien (EPS) S.A., its parent company <sup>(2)(3)(5)</sup> (“ <b>EPS Participations</b> ”) | 133,846,578             | 6.75%   |
| <b>Eugénie Patri Sébastien (EPS) S.A.</b> , a company incorporated under Luxembourg law, affiliated with the Stichting that it jointly controls with BRC S.à.R.L. <sup>(2)(3)(5)</sup> (“ <b>EPS</b> ”)       | 99,999                  | 0.01%   |
| <b>BRC S.à.R.L.</b> , a company incorporated under Luxembourg law, affiliated with the Stichting that it jointly controls with EPS <sup>(2)(4)</sup> (“ <b>BRC</b> ”)   | 28,651,850              | 1.44%   |
| <b>Rayvax Société d’Investissements SA</b> , a company incorporated under Belgian law (“ <b>Rayvax</b> ”)   | 50,000                  | 0.00%   |
| <b>Sébastien Holding SA</b> , a company incorporated under Belgian law, affiliated with Rayvax, its parent company <sup>(2)</sup>   | 0                       | 0.00%   |
| <b>Fonds Verhelst SRL</b> , a company with a social purpose incorporated under Belgian law  | 0                       | 0.00%   |
| <b>Fonds Voorzitter Verhelst SRL</b> , a company with a social purpose incorporated under Belgian law, affiliated to Fonds Verhelst SPRL, which controls it   | 6,997,665               | 0.35%   |
| <b>Stichting Fonds InBev-Baillet Latour</b> , a stichting incorporated under Dutch law  | 0                       | 0.00%   |
| <b>Fonds Baillet Latour SC</b> , a company incorporated under Belgian law, affiliated to Stichting Fonds InBev-Baillet Latour under Dutch law, which controls it <sup>(6)</sup>                               | 5,485,415               | 0.28%   |



|  | Number of<br>shares | % of voting<br>rights<br>attached to<br>our<br>outstanding<br>shares held <sup>(9)</sup> |
|--|---------------------|--|
| <b>Major shareholders</b>  |                     |  |
| <b>LTS Trading Company LLC</b> , a company incorporated under Delaware law, acting in concert with Marcel Herrmann Telles, Jorge Paulo Lemann and Carlos Alberto da Veiga Sicupira within the meaning of Article 3, § 2 of the Belgian Law of 1 April 2007 on public takeover bids | 4,468               | 0.00%  |
| <b>Olia 2 AG</b> , a company incorporated under Liechtenstein law, acting in concert with Jorge Paulo Lemann within the meaning of Article 3, § 2 of the Belgian Law of 1 April 2007 on public takeover bids   | 259,000             | 0.01%  |
| <b>Santa Venerina</b> , a company incorporated under the law of the Bahamas, acting in concert with Marcel Herrmann Telles within the meaning of Article 3, § 2 of the Belgian Law of 1 April 2007 on public takeover bids   | 3,381,323           | 0.17%  |
| <b>Holders of Restricted Shares</b>  |                     |  |
| <b>Altria Group, Inc.</b> <sup>(7)</sup> (“Altria”)  | 185,115,417         | 9.33%  |
| <b>BEVCO Lux S.à R.L.</b> <sup>(8)</sup> (“BEVCO”)   | 96,862,718          | 4.88%  |

Note:

- (1) See section “—Controlling Shareholder” below. By virtue of their responsibilities as directors of the Stichting, Sabine Chalmers, Paul Cornet de Ways Ruart, Grégoire de Spoelberch, Alexandre Van Damme, Marcel Herrmann Telles, Jorge Paulo Lemann, Roberto Moses Thompson Motta and Carlos Alberto da Veiga Sicupira may be deemed, under the rules of the SEC, to be beneficial owners of our Ordinary Shares held by the Stichting. However, each of these individuals disclaims such beneficial ownership in such capacity.
- (2) See section “—Shareholders’ Arrangements” below.
- (3) By virtue of their responsibilities as directors of EPS and EPS Participations, Sabine Chalmers, Paul Cornet de Ways Ruart, Grégoire de Spoelberch and Alexandre Van Damme may be deemed, under the rules of the SEC, to be beneficial owners of our Ordinary Shares held by EPS and EPS Participations. However, each of these individuals disclaims such beneficial ownership in such capacity.
- (4) Marcel Herrmann Telles, Jorge Paulo Lemann and Carlos Alberto da Veiga Sicupira have disclosed to us that they control BRC and as a result, under the rules of the SEC, they are deemed to be beneficial owners of our Ordinary Shares held by BRC. By virtue of their responsibilities as directors of BRC, Alexandre Behring, Carlos Alberto da Veiga Sicupira, Jorge Paulo Lemann, Paulo Alberto Lemann, Marc Lemann, Cecilia Sicupira, Marcel Herrmann Telles, Claudio Garcia, Roberto Moses Thompson Motta and Eduardo Saggioro may also be deemed, under the rules of the SEC, to be the beneficial owners of our Ordinary Shares held by BRC. However, Alexandre Behring, Paulo Alberto Lemann, Marc Lemann, Cecilia Sicupira, Claudio Garcia, Roberto Moses Thompson Motta and Eduardo Saggioro disclaim such beneficial ownership in such capacity.
- (5) On 18 December 2013, EPS contributed to EPS Participations its certificates in the Stichting and the shares it held directly in AB InBev, except for 100,000 shares.
- (6) On 27 December 2013, Stichting Fonds InBev-Baillet Latour, under Dutch law, acquired a controlling stake in Fonds Baillet Latour.
- (7) In addition to the Restricted Shares listed above, Altria announced in its Schedule 13D beneficial ownership report on 11 October 2016 that, following completion of the combination with SAB, it purchased 11,941,937 Ordinary Shares in the Company. Altria further increased its position of Ordinary Shares in the Company to 12,341,937, as disclosed in the Schedule 13D beneficial ownership report filed by the Stichting dated 1 November 2016, resulting in an aggregate ownership of 9.95% based on the number of shares with voting rights as at 31 December 2022.
- (8) In addition to the Restricted Shares listed above, BEVCO announced in a notification made on 17 January 2017 in accordance with the Belgian Law of 2 May 2007 on the notification of significant shareholdings, that it purchased 4,215,794 Ordinary Shares in the company. BEVCO disclosed to us that it increased its position of Ordinary Shares in the company to an aggregate of 6,000,000 Ordinary Shares, resulting in an aggregate ownership of 5.19% based on the number of shares with voting rights as at 31 December 2022.
- (9) Percentages are calculated on the total number of outstanding shares as at 31 December 2022 (2,019,241,973 shares) minus the number of outstanding shares held in treasury by us and certain of our subsidiaries as at 31 December 2022 (35,455,836 Ordinary Shares).

## U.S. Holders of Record

As a number of our shares are held in dematerialized form, we are not aware of the identity of all our shareholders. As of 31 December 2022, we had 12,363,288 registered Ordinary Shares and 185,115,701 registered Restricted Shares held by 5 record holders in the United States, representing approximately 197.5 million of the voting rights attached to our shares outstanding as of such date. As of 31 December 2022, we also had 131,183,769 ADSs outstanding, each representing one Ordinary Share.

## Controlling Shareholder

Our controlling shareholder is the Stichting, a foundation organized under the laws of the Netherlands which represents an important part of the interests of the founding Belgian families of Interbrew (mainly represented by EPS) and the interests of the Brazilian families which were previously the controlling shareholders of Ambev (represented by BRC).

As of 31 December 2022, the Stichting owned 663,074,832 of our shares, which represented a 33.42% voting interest based on the number of our shares outstanding as of 31 December 2022, excluding the 35,455,836 treasury shares held by us and certain of our subsidiaries. The Stichting and certain other entities acting in concert (within the meaning of Article 3, 13° of the Belgian Law of 2 May 2017 on the notification of significant shareholdings and/or within the meaning of Article 3, § 2 of the Belgian Law of 1 April 2007 on public takeover bids) with it (see “—Shareholders’ Arrangements” below) held, based on (i) transparency declarations made by shareholders who are compelled to disclose their shareholdings pursuant to the Belgian Law of 2 May 2007 on the notification of significant shareholdings and the articles of association of the company, (ii) notifications made by such shareholders to the company on a voluntary basis on or prior to 31 December 2022 for the purpose of updating the above information, (iii) notifications received by the company in accordance with Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014 and (iv) information included in public filings with the SEC, in the aggregate, 42.44% of our shares based on the number of our shares outstanding on 31 December 2022, excluding the 35,455,836 treasury shares held by us and certain of our subsidiaries. As of 31 December 2022, BRC held 331,537,416 class B Stichting certificates (indirectly representing 16.71% of our shares), EPS held one class A Stichting certificate and EPS Participations held 331,537,415 class A Stichting certificates (together indirectly representing 16.71% of our shares). The Stichting is governed by its bylaws and its conditions of administration. Shares held by our main shareholders do not entitle such shareholders to different voting rights.

## Shareholders’ Arrangements

### *The 2016 Shareholders’ Agreement*

On 11 April 2016, the Stichting, EPS, EPS Participations, BRC and Rayvax entered into an Amended and Restated New Shareholders’ Agreement (the “**2016 Shareholders’ Agreement**”).

The 2016 Shareholders’ Agreement addresses, among other things, certain matters relating to the governance and management of both us and the Stichting, as well as (i) the transfer of the Stichting certificates and (ii) the de-certification and re-certification process for the Ordinary Shares and the circumstances in which the shares held by the Stichting may be de-certified and/or pledged at the request of BRC, EPS or EPS Participations.

The 2016 Shareholders’ Agreement provides for restrictions on the ability of BRC, EPS or EPS Participations to transfer their Stichting certificates.

Pursuant to the terms of the 2016 Shareholders’ Agreement, BRC and EPS/EPS Participations jointly and equally exercise control over the Stichting and the shares held by the Stichting. The Stichting is managed by an eight-member board of directors and each of, on the one hand BRC and, on the other hand, EPS and EPS Participations has the right to appoint four directors to the Stichting board of directors. Subject to certain exceptions, at least seven of the eight Stichting directors must be present or represented in order to constitute a quorum of the Stichting board, and any action to be taken by the Stichting board of directors will, subject to certain qualified majority conditions, require the approval of a majority of the directors present or represented, including at least two directors appointed by BRC and two directors appointed by EPS/EPS Participations. Subject to certain exceptions, all decisions of the Stichting with respect to the shares it holds, including how such shares will be voted at AB InBev’s shareholders’ meetings, will be made by the Stichting board of directors.

The 2016 Shareholders' Agreement requires the Stichting board of directors to meet prior to each of our shareholders' meetings to determine how the shares held by the Stichting are to be voted. In addition, prior to each meeting of the board of directors of AB InBev at which certain key matters are considered, the Stichting board of directors will meet to determine how the eight members of the board of directors of AB InBev nominated exclusively by BRC and EPS/EPS Participations should vote.

The 2016 Shareholders' Agreement requires EPS, EPS Participations, BRC and Rayvax, as well as any other holder of certificates issued by the Stichting, to vote their Shares in the same manner as the shares held by the Stichting. The parties to the 2016 Shareholders' Agreement agree to effect any free transfers of their Shares in an orderly manner of disposal that does not disrupt the market for Shares and in accordance with any conditions established by us to ensure such orderly disposal. In addition, under the 2016 Shareholders' Agreement, EPS, EPS Participations and BRC agree not to acquire any shares of Ambev's capital stock, subject to limited exceptions.

Pursuant to the 2016 Shareholders' Agreement, the Stichting board of directors will propose to AB InBev's shareholders' meeting nine candidates for appointment to our Board of Directors, among which each of, on the one hand, BRC and, on the other hand, EPS and EPS Participations will have the right to nominate four candidates, and one candidate will be nominated by the Stichting board of directors.

The 2016 Shareholders' Agreement will remain in effect for an initial term until 27 August 2034 and will be automatically renewed for successive terms of 10 years each unless, not later than two years prior to the expiration of the initial or any successive 10-year term, any party to the 2016 Shareholders' Agreement notifies the others of its intention to terminate the 2016 Shareholders' Agreement.

The 2016 Shareholders' Agreement is filed as Exhibit 3.2 to this Form 20-F.

#### ***Voting Agreement between the Stichting, Fonds Baillet Latour and Fonds Voorzitter Verhelst***

The Stichting entered into a voting agreement, effective 1 November 2015 (the "**Fonds Voting Agreement**") with Fonds Baillet Latour and Fonds Voorzitter Verhelst, which replaces in its entirety the voting agreement between the parties dated 16 October 2008, which was due to expire on 16 October 2016 if not renewed.

This agreement provides for consultations between the three bodies before any of our shareholders' meetings to decide how they will exercise the voting rights attached to our shares. Under this voting agreement, consensus is required for all items that are submitted to the approval of any of our shareholders' meetings. If the parties fail to reach a consensus, each of Fonds Baillet Latour and Fonds Voorzitter Verhelst will vote their AB InBev shares in the same manner as the Stichting. The Fonds Voting Agreement will expire on 1 November 2034.

The Fonds Voting Agreement is filed as Exhibit 3.1 to this Form 20-F.

#### ***Voting Agreement between the Stichting and certain Restricted Shareholders***

Each holder of Restricted Shares representing more than 1% of our total share capital, being Altria and BEVCO, was required, upon completion of the combination with SAB, to enter into an agreement with the Stichting. Each of Altria and BEVCO entered into a voting agreement with the Stichting and us on 8 October 2016 (the "**Restricted Shareholder Voting Agreement**"), under which:

- the Stichting is required to exercise the voting rights attached to its Ordinary Shares of AB InBev to give effect to the directors' appointments principles set out in articles 19 and 20 of our articles of association;

- each holder of Restricted Shares is required to exercise the voting rights attached to his or her Ordinary Shares and Restricted Shares, as applicable, to give effect to the directors' appointments principles set out in articles 19 and 20 of our articles of association; and
- each holder of Restricted Shares is required not to exercise the voting rights attached to his or her Ordinary Shares and Restricted Shares, as applicable, in favor of any resolutions that would be proposed to modify the rights attached to Restricted Shares, unless such resolution has been approved by a qualified majority of the holders of at least 75% of the Restricted Shareholder Voting Shares (as defined in our articles of association).

Each of the first 13 entities mentioned in the table appearing under Shareholding Structure have disclaimed beneficial ownership of all of the Restricted Shares and Ordinary Shares, as applicable, held by Altria and BEVCO.

The Restricted Shareholder Voting Agreement is filed as Exhibit 3.3 to this Form 20-F.

## B. RELATED PARTY TRANSACTIONS

### AB InBev Group and Consolidated Entities

We engage in various transactions with affiliated entities that form part of the consolidated AB InBev Group. These transactions include, but are not limited to: (i) the purchase and sale of raw material with affiliated entities, (ii) entering into distribution, cross-licensing, indemnification, service and other agreements with affiliated entities, (iii) intercompany loans, guarantees and credit support with affiliated entities, and (iv) import and licensing agreements with affiliated entities. Such transactions between Anheuser-Busch InBev SA/NV and our subsidiaries are not disclosed in our consolidated financial statements as related party transactions because they are eliminated on consolidation. A list of our principal subsidiaries is shown in note 34 "AB InBev Companies" to our audited consolidated financial statements as of 31 December 2022 and 2021, and for the three years ended 31 December 2022.

Unrealized gains arising from transactions with associates and jointly controlled entities are eliminated to the extent of our interest in the entity. Unrealized losses are eliminated in the same way as unrealized gains, but only to the extent that there is no evidence of impairment. Transactions with associates and jointly controlled entities are discussed further below.

### Transactions with Directors and Executive Committee Members (Key Management Personnel)

Total compensation of our directors and Executive Committee included in our income statement for 2022 set out below can be detailed as follows:

|  | <u>Year ended 31 December 2022</u>       |                                |
|--|--|--------------------------------|
|  | <u>Directors</u><br><i>(USD million)</i> | <u>Executive<br/>Committee</u> |
| Short-term employee benefits                           | 2  | 15                             |
| Termination benefits                                   | —  | —                              |
| Other long-term employee benefits Share-based payments | —  | 35                             |
| <b>Total</b>   | <u>2</u>                                 | <u>50</u>                      |

In addition to short-term employee benefits (primarily salaries), the members of our Executive Committee were entitled to post-employment benefits. See also note 23 "Employee benefits" and note 31 "Related parties" to our audited consolidated financial statements as of 31 December 2022 and 2021, and for the three years ended 31 December 2022. In addition, key management personnel are eligible for our share-based payment plan and/or our exchange of share ownership program. See also "Item 6. Directors, Senior Management and Employees—B. Compensation" and note 24 "Share-based payments" to our audited consolidated financial statements as of 31 December 2022 and 2021, and for the three years ended 31 December 2022.

Directors' compensation consists mainly of directors' fees. Key management personnel did not have any significant outstanding balances with our company. During 2022, no payments were made to key management personnel except in the transactions listed below.

### ***Other Transactions***

In 2020, 2021 and 2022, our subsidiary Bavaria SA, along with other subsidiaries in Middle Americas, entered into transactions for approximately COP 42.9 billion (USD 12.5 million), COP 70.6 billion (USD 18.9 million) and COP 137.4 billion (USD 32.6 million), respectively, for transportation services, lease agreements, advertising services and the sale of malt-based beverages and beer with companies of which Alejandro Santo Domingo Dávila, a member of our Board of Directors, is (i) part of the controlling shareholder group of such companies or (ii) Chair of the Board or controlling shareholder of such companies.

In 2020 and 2021, Grupo Modelo entered into transactions for MXN 30 million (USD 1.4 million) and MXN 22.0 million (USD 1.1 million), respectively, for information technology infrastructure services with a company of which María Asunción Aramburuzabala, a member of our Board of Directors, is Chair of the Board. There were no such transactions in 2022.

### **Transactions with Significant Shareholders**

We have entered into certain agreements with Altria and BEVCO in connection with the combination with SAB. These agreements are described further under "Item 10. Additional Information—C. Material Contracts—Material Contracts Related to the Acquisition of SAB—Information Rights Agreement," "Item 10. Additional Information—C. Material Contracts—Material Contracts Related to the Acquisition of SAB—Tax Matters Agreement" and "Item 10. Additional Information—C. Material Contracts—Material Contracts Related to the Acquisition of SAB—Registration Rights Agreement."

### **Jointly Controlled Entities**

We hold significant interests in joint ventures in three entities in Brazil, one in Mexico and one in Canada. None of these joint ventures are material to us.

### **Transactions with Associates**

Our transactions with associates were as follows:

|                     | <u>Year ended 31 December 2022</u> |
|---------------------|------------------------------------|
|                     | <i>(USD million)</i>               |
| Gross profit        | (4)                                |
| Current assets      | 100                                |
| Current liabilities | 16                                 |

Our transactions with associates primarily consist of sales to distributors in which we have a non-controlling interest.

### **Transactions with Pension Plans**

Our transactions with pension plans mainly consisted of USD 12 million other expense to pension plans in the United States.

## **Transactions with Government-Related Entities**

We have no material transactions with government-related entities.

## **Ambev Special Goodwill Reserve**

As a result of the merger of InBev Brasil into Ambev in July 2005, Ambev acquired tax benefits resulting from the partial amortization of the special premium reserve pursuant to article 7 of the Normative Ruling No. 319/99 of the CVM (*Comissão de Valores Mobiliários*, the Securities and Exchange Commission of Brazil) (as superseded by article 11 of CVM Resolution 78/22). Such amortization will be carried out within the 10 years following the merger. As permitted by CVM Resolution 78/22, the Protocol and Justification of the Merger, entered into between us, Ambev and InBev Brasil on 7 July 2005, established that 70% of the goodwill premium, which corresponded to the tax benefit resulting from the amortization of the tax goodwill derived from the merger, would be capitalized in Ambev for the benefit of us, with the remaining 30% being capitalized in Ambev without the issuance of new shares for the benefit of all shareholders. Since 2005, pursuant to the Protocol and Justification of the Merger, Ambev has carried out, with shareholders' approval, capital increases through the partial capitalization of the goodwill premium reserve. Accordingly, two wholly owned subsidiaries of Anheuser-Busch InBev (which hold our interest in Ambev) have annually subscribed to Ambev shares corresponding to 70% of the goodwill premium reserve (and Ambev minority shareholders subscribed shares pursuant to preferred subscription right under Brazilian law) and the remaining 30% of the tax benefit was capitalized without issuance of new shares for the benefit of all Ambev shareholders. The Protocol and Justification of the Merger also provides, among other matters, that we shall indemnify Ambev for any undisclosed liabilities of InBev Brasil.

In December 2011, Ambev received a tax assessment from the Secretaria da Receita Federal do Brasil related to the goodwill amortization resulting from InBev Brasil's merger referred to above. See "Item 8. Financial Information—A. Consolidated Financial Statements and Other Financial Information—Legal and Arbitration Proceedings—Ambev and Its Subsidiaries—Tax Matters—Special Goodwill Reserve" for further information. Effective 21 December 2011, we entered into an agreement with Ambev formalizing the arrangement whereby we shall reimburse Ambev the amount proportional to the benefit received by us pursuant to the merger protocol, as well as the respective costs.

## **C. INTERESTS OF EXPERTS AND COUNSEL**

Not applicable.

## **ITEM 8. FINANCIAL INFORMATION**

### **A. CONSOLIDATED FINANCIAL STATEMENTS AND OTHER FINANCIAL INFORMATION**

#### **Consolidated Financial Statements**

See "Item 18. Financial Statements." For a discussion of our export sales, see "Item 5. Operating and Financial Review."

#### **Legal and Arbitration Proceedings**

Litigation is subject to uncertainty and we and each of our subsidiaries named as a defendant believe, and have so been advised by counsel handling the respective cases, that we have valid defenses to the litigation pending against us, as well as valid bases for appeal of adverse verdicts, if any. All such cases are, and will continue to be, vigorously defended. However, we and our subsidiaries may enter into settlement discussions in particular cases if we believe it is in our best interests to do so. Except as set forth herein, there have been no governmental, judicial or arbitration proceedings (including any such proceedings which are pending or threatened against us or our subsidiaries of which we are aware) during the period between 1 January 2022 and the date of this Form 20-F which may have, or have had in the recent past, significant effects on our financial position and profitability.

## *Anheuser-Busch InBev SA/NV*

### **Budweiser Trademark Litigation**

We are involved in a long-standing trademark dispute with the brewer Budejovický Budvar, n.p. located in Ceske Budejovice, Czech Republic. This dispute involves the BUD and BUDWEISER trademarks and includes actions pending in national trademark offices as well as courts. Currently there are more than 63 cases pending in 47 countries. While there are a significant number of actions pending, taken in the aggregate, the actions do not represent a material risk to our financial position or profitability.

### **Belgian Tax Matters**

In February 2015, the European Commission opened an in-depth state aid investigation into the Belgian excess profit ruling system. On 11 January 2016, the European Commission adopted a negative decision finding that the Belgian excess profit ruling system constitutes an aid scheme incompatible with the internal market and ordering Belgium to recover the incompatible aid from a number of aid beneficiaries. The Belgian authorities contacted the companies that had benefitted from the system and advised each company of the amount of incompatible aid that is potentially subject to recovery. The European Commission's decision was appealed to the European Union's General Court by Belgium on 22 March 2016 and by us on 12 July 2016. On 14 February 2019, the European General Court concluded that the Belgian excess profit ruling system does not constitute illegal state aid. The European Commission appealed the judgment to the European Court of Justice. The public hearing in the framework of the appeal proceedings took place on 24 September 2020 and we were heard as an intervening party.

On 3 December 2020, the Advocate General ("AG") of the European Court of Justice presented her non-binding opinion on the appeal procedure related to the 11 January 2016 opening decision, stating that, contrary to the 14 February 2019 judgment of the European General Court, the Belgian excess profit ruling system would fulfil the legal requirements for an "aid scheme". In the initial European General Court judgment, the court limited itself to finding the Belgian excess profit rulings were not an "aid scheme", but did not consider whether they constituted State aid. Consequently, the AG advised the European Court of Justice to refer the case back to the European General Court to review whether the Belgian excess profit rulings constitute state aid. On 16 September 2021, the European Court of Justice agreed with the AG and concluded that the excess profit ruling system constitutes an aid scheme and set aside the judgment of the European General Court. The case has been referred back to the European General Court to decide whether the Belgian excess profit ruling system constitutes illegal State aid as well as the other remaining open issues in the appeal, where it remains ongoing along with other pending appeals related to the matter.

Following the initial annulment of the European Commission's decision by the European General Court in 2019, the European Commission opened new state aid investigations into the individual Belgian tax rulings, including the one issued to us in September 2019, to remedy the concerns that had led to the annulment. These investigations relate to the same rulings that were the subject of the European Commission's decision issued on 11 January 2016. We have filed our observations in respect of the opening decisions with the European Commission. On 28 October 2021, the European Commission stayed the new state aid investigations into the individual Belgian tax rulings pending final resolution of the case.

In addition, the Belgian tax authorities have also questioned the validity and the actual application of the excess profit ruling that was issued in our favor and have refused the actual tax exemption which it confers. We have filed a court claim against such decision before the Brussels court of first instance, which ruled in our favor on 21 June 2019, and again on 9 July 2021 for subsequent years. The Belgian tax authorities have appealed both judgments.

On 24 January 2019, we deposited EUR 68 million (USD 72 million) in a blocked account. Depending on the final outcome of the European Court procedures on the Belgian excess profit ruling system, as well as the pending Belgian court cases, this amount will either be slightly modified, released back to the company or paid over to the Belgian State. In connection with the European Court procedures, we recognized a provision of EUR 68 million (USD 72 million) in 2020.

## **U.S. Department of Justice Investigation**

We are cooperating with the Environment and Natural Resources Division of the U.S. Department of Justice, the U.S. Environmental Protection Agency, and local authorities in an investigation into our operation of the Bio-Energy Recovery System (“BERS”) at our Fairfield, California brewery.

### **Antitrust Matters**

#### *SAB Transaction*

On 20 July 2016, the U.S. Department of Justice filed an antitrust action in the U.S. federal district court in the District of Columbia, seeking to enjoin the combination with SAB. On the same date, we announced that we had entered into a consent decree with the U.S. Department of Justice, which cleared the way for United States approval of the combination with SAB. For more information on the terms of the consent decree, see “Item 10. Additional Information—C. Material Contracts—Material Contracts Related to the Acquisition of SAB—U.S. Department of Justice Consent Decree.”

#### *Common Market for Eastern and Southern Africa Competition Commission Investigation*

In June 2021, we received a notice from the Common Market for Eastern and Southern Africa (COMESA) Competition Commission regarding an investigation into market allocation. We are cooperating with the investigation.

### **Ambev and Its Subsidiaries**

#### **Tax Matters**

In 2017, Ambev decided to participate in the Federal Tax Amnesty Program established by Provisional Measure No. 783/2017, converted into Law No. 13,496/2017 (“PERT 2017”), undertaking to pay tax assessments that were in dispute under administrative or judicial level, including debts from its subsidiaries, in the total amount of R\$3.5 billion (USD 1.1 billion) (already considering discounts established by the program). The total amount paid in 2017 was approximately R\$1.0 billion (USD 0.3 billion) and the balance will be paid in 145 monthly installments, with interest, starting in January 2018. All installments due from Ambev up to date have been paid by the company.

### **ICMS Value-Added Tax, IPI Excise Tax (Imposto sobre Produtos Industrializados – “IPI”) and Social Contributions on Gross Revenues (PIS and COFINS)**

#### **Manaus Free Trade Zone – IPI / PIS and COFINS**

In Brazil, goods manufactured within the Manaus Free Trade Zone intended for remittance elsewhere in Brazil are exempt and/or zero rated from IPI Excise Tax and PIS and COFINS. With respect to IPI Excise Tax, Ambev has been registering IPI Excise Tax presumed credits upon the acquisition of exempted goods manufactured therein. Since 2009, Ambev has been receiving a number of tax assessments from the Brazilian Federal Tax Authorities (“RFB”) relating to the disallowance of such credits.

Ambev and its subsidiaries have also been receiving charges from the RFB in relation to (i) federal taxes allegedly unduly offset with the disallowed presumed IPI Excise Tax credits that are under discussion in these proceedings and (ii) PIS/COFINS amounts allegedly due on Arosuco’s remittance to Ambev.

In April 2019, the Brazilian Federal Supreme Court (“STF”) announced its judgment on Extraordinary Appeal No. 592.891/SP, with binding effects, deciding on the rights of taxpayers registering IPI Excise Tax presumed credits on acquisitions of raw materials and exempted inputs originating from the Manaus Free Trade Zone. As a result of this decision, Ambev reclassified part of the amounts related to the IPI Excise Tax cases as remote losses, maintaining as possible losses only issues related to other additional discussions that were not included in the analysis of the STF. The cases are being challenged at both the administrative and judicial levels. Ambev management estimates the possible losses in relation to these proceedings to be approximately R\$5.9 billion (USD 1.1 billion) as of 31 December 2022. Ambev has not recorded any provision in connection with these assessments.



In addition, isolated fines were imposed on Ambev due to the non-recognition of tax offsets. Ambev has filed defenses in these cases and awaits judgment at the administrative level. The constitutionality of this penalty is also under review by the STF. The updated assessed amount as of 31 December 2022 is approximately R\$0.2 billion (USD 0.1 billion). Ambev has not recorded any provisions for this matter as it considers the chance of loss to be possible.

#### **IPI Excise Tax Suspension**

In 2014 and 2015, Ambev received tax assessments from the RFB relating to IPI Excise Tax, allegedly due over remittances of manufactured goods to other related factories. The cases are being challenged at both administrative and judicial levels. In 2020, Ambev received a partially favorable decision at the administrative level in one of the cases. In July 2022, Ambev received the first judicial decision on this matter; the decision was unfavorable to Ambev and it has filed an appeal. In October 2022, the Upper Administrative Court rendered a partially favorable decision to Ambev in one of the cases related to this matter.

Ambev management estimates the possible losses related to these assessments to be approximately R\$1.7 billion (USD 0.3 billion) as of 31 December 2022. Ambev has not recorded any provision in connection with these assessments.

#### **ICMS-ST Trigger**

Over the years, Ambev and its subsidiaries have received tax assessments charging alleged ICMS differences that some Brazilian states consider due when the price of the products sold by Ambev is above the fixed price table basis established by such states, cases in which the state tax authorities understand that the calculation basis should be based on a value-added percentage over the actual prices and not on the fixed table price. Ambev is currently challenging these charges at both the administrative and judicial levels of the courts. Ambev management estimates the total possible loss related to this issue to be approximately R\$9.3 billion (USD 1.8 billion) as of 31 December 2022. Ambev has not recorded any provisions for this matter.

#### **ICMS Tax Incentives**

In 2015, Ambev received a tax assessment issued by the State of Pernambuco charging ICMS differences due to an alleged non-compliance with the state tax incentive agreement (PRODEPE) as a result of the rectification of Ambev's monthly reports. The state tax authorities decided that Ambev was unable to use the tax incentive due to such rectification. In 2017, Ambev received a final favorable decision nullifying the assessment due to formal mistakes of the tax auditor. However, in September 2018, Ambev received a new tax assessment with respect to the same matter. In June 2020, Ambev received the first level administrative decision, which was partially favorable to Ambev as it recognized the miscalculation of the tax incentive credit by the tax auditor. The favorable portion of the aforementioned decision is final and unappealable. With regard to the unfavorable portion, Ambev filed an administrative appeal which is awaiting judgement. There are other assessments related to PRODEPE, some of which are being challenged at the judicial level. Ambev management estimates the possible losses related to these assessments to be approximately R\$0.7 billion (USD 0.1 billion) as of 31 December 2022. Ambev has not made any provision for the period in connection with these assessments.

Over the years, Ambev has also received tax assessments issued by the State of *Paraíba* charging ICMS differences due to an alleged non-compliance with the State Tax Incentive Program (FAIN). Ambev is currently challenging these charges at both the administrative and judicial level of the courts. Ambev management estimates the possible losses related to these assessments to be approximately R\$0.6 billion (USD 0.1 billion) as of 31 December 2022. Ambev has not recorded any provision in connection with these assessments.

### **ICMS Tax Credits**

Ambev is currently challenging tax assessments issued by the states of São Paulo, Rio de Janeiro, Minas Gerais, among others, questioning the legality of ICMS tax credits arising from transactions with companies that have tax incentives granted by other states. The cases are being challenged at both the administrative and judicial level of the courts. On August 2020, the STF issued a binding decision (Extraordinary Appeal No. 628.075) ruling that tax credits granted by the states in the context of the ICMS tax war shall be considered unlawful. The decision also recognized that the states should abide by the tax incentives validation process provided for in Complementary Law No. 160/17. This decision became final (and no longer subject to appeal) in December 2021 and it does not change the likelihood of loss in Ambev's tax assessments. With respect to the assessments issued by the State of São Paulo regarding tax credits from the State of Amazonas, Ambev received unfavorable decisions at the second administrative level in April, May and June 2022. In these cases, Ambev has filed appeals to the second administrative level. Ambev management estimates the possible losses related to these assessments to be approximately R\$1.7 billion (USD 0.3 billion) as of 31 December 2022. Ambev has not recorded any provision in connection therewith.

Arosuco, a subsidiary of Ambev, has also received tax assessments from the state of Amazonas charging alleged differences in ICMS due to questions about the calculation basis applied in certain sales transactions. The cases are being challenged at the administrative level. Ambev management estimates the possible losses related to these assessments to be approximately R\$0.6 billion (USD 0.1 billion) as of 31 December 2022. Ambev has not recorded any provision in connection therewith.

In addition, in 2018 and 2021, Ambev received tax assessments from the States of Rio Grande do Sul and São Paulo charging alleged differences in ICMS due to the disallowance of credits arising from transactions with suppliers located in the Manaus Free Trade Zone. With regard to the assessment issued by the State of Rio Grande do Sul, Ambev received a favorable decision at the second administrative level in February 2022, which is still subject to appeal by tax authorities. With respect to the assessments issued by the State of São Paulo, Ambev received unfavorable decisions at the first administrative level in May and June 2022. In these cases, Ambev has filed appeals to the second administrative level. Ambev management estimates the possible losses related to these assessments to be approximately R\$0.7 billion (USD 0.1 billion) as of 31 December 2022. Ambev has not recorded any provision in connection with these assessments.

### **PIS/COFINS Bonus Over Products**

Since 2015, Ambev has received tax assessments issued by the RFB relating to PIS and COFINS amounts allegedly due over bonus products granted to its customers. The cases are being challenged at both the administrative and judicial levels of the courts. In 2019 and 2020, Ambev received final favorable decisions at the administrative level in some of these cases and favorable decisions in other cases that are still subject to review. At the judicial level, one case is pending decision by the second level judicial court after the first level judicial court rendered an unfavorable decision to Ambev. Ambev management estimates the possible losses related to these assessments to be approximately R\$1.6 billion (USD 0.3 billion) as of 31 December 2022. Ambev has not recorded any provisions for this matter.

### **Foreign Earnings**

Since 2005, Ambev and certain of its subsidiaries have been receiving assessments from the RFB relating to the profits of its foreign subsidiaries. The cases are being challenged at both the administrative and judicial levels of the courts in Brazil.

The administrative proceedings have resulted in partially favorable decisions, most of which are still subject to review by the Administrative Court. In August 2022, the Upper Administrative Court rendered favorable decisions to Ambev on two cases related to the taxation of profits of foreign subsidiaries, one of which recognized the application of the double tax treaty signed by Brazil to mitigate such taxation; both of these decisions are final. In October 2022, the Lower Administrative Court rendered a favorable decision to Ambev on a third related case; Ambev is awaiting formal notification of this decision to analyze its content and any applicable legal motions or appeals. In the judicial proceedings, Ambev has received favorable injunctions that suspend the enforceability of the tax credit, as well as favorable first level decisions, which remain subject to review by the second-level judicial court.

The updated assessed amount related to this uncertain tax position as of 31 December 2022 is approximately R\$7.3 billion (USD 1.4 billion) and Ambev has not recorded any provisions in connection therewith as it considers the chance of loss to be possible. For proceedings where it considers the chance of loss to be probable, Ambev has recorded a provision in the total amount of R\$58 million (USD 11 million).

### **Disallowance on Income Tax deduction**

In January 2020, Arosuco, a subsidiary of Ambev, received a tax assessment from the RFB regarding the disallowance of the income tax reduction benefit provided for in Provisional Measure No. 2199-14/2001, for calendar years 2015 to 2018, and an administrative defense was filed. In October 2020, the first level administrative court rendered an unfavorable decision to Arosuco. Arosuco filed an appeal against the aforementioned decision and awaits judgment by the Lower Administrative Court.

The updated assessed amount as of 31 December 2022 is approximately R\$2.3 billion (USD 0.4 billion). Ambev has not recorded any provisions for this matter as it considers the chance of loss to be possible.

This uncertain tax position continued to be applied by Arosuco impacting calendar years following those assessed (2019-2022) in which it benefited from the income tax reduction provided for in Provisional Measure No. 2199-14/2001. In a scenario Arosuco is questioned on this matter for future periods, on the same basis and arguments as the aforementioned tax assessment, Arosuco management estimates that the outcome of such potential further assessments would be consistent to the already assessed periods.

### **Special Goodwill Reserve**

#### *Goodwill - InBev Holding*

In December 2011, Ambev received a tax assessment from the RFB related to the goodwill amortization in calendar years 2005 to 2010 resulting from the merger of InBev Holding Brasil S.A. with Ambev referred to under “Item 7. Major Shareholders and Related Party Transactions—B. Related Party Transactions—Ambev Special Goodwill Reserve.” At the administrative level, decisions partially favorable to Ambev were rendered by both the Lower and Upper Administrative Court. Ambev filed judicial proceedings to discuss the unfavorable portion of the decisions of administrative courts and requested injunctions to suspend the enforceability of the remaining amount being charged. The injunctions were granted.

In June 2016, Ambev received a new tax assessment charging the remaining value of the goodwill amortization in calendar years 2011 to 2013 and filed a defense. Ambev received partially favorable decisions from the first level administrative court and the Lower Administrative Court. Ambev filed a special appeal which was partially admitted and awaits judgment by the Upper Administrative Court. For the unfavorable portion of the decision which became final at the administrative level, Ambev filed a judicial proceeding requesting an injunction to suspend the enforceability of the remaining amount being charged. The injunction was granted.

The updated assessed amount related to this uncertain tax position as of 31 December 2022 is approximately R\$11.1 billion (USD 2.1 billion) and Ambev has not recorded any provisions for this matter as it considers the chances of loss to be possible. In the event Ambev is required to pay these amounts, we will reimburse Ambev in the amount proportional to the benefit received by us pursuant to the merger protocol as well as the related costs.

#### *Goodwill - Beverage Associate Holding (BAH)*

In October 2013, Ambev also received a tax assessment related to the goodwill amortization in calendar years 2007 to 2012 resulting from the merger of Beverage Associates Holding Limited (“BAH”) into Ambev. The decision from the first level administrative court was unfavorable to Ambev. Ambev filed an appeal to the Lower Administrative Court against the decision, which was partially granted. Ambev and the Brazilian tax authorities filed

special appeals to the Upper Administrative Court. In July 2022, the Upper Administrative Court rendered a partially favorable decision to Ambev. The decision did not recognize the Special Appeal filed by the tax authorities, thereby preserving the portion of the decision rendered by the Lower Administrative Court that was favorable to Ambev with respect to the qualified penalties imposed and the statute of limitations for one of the calendar years under discussion; this portion of the decision that is favorable to Ambev is final. In January 2023, Ambev filed a judicial proceeding to appeal against the unfavorable portion of the decision.

In April and August 2018, Ambev received new tax assessments charging the remaining value of the goodwill amortization in calendar years 2013 to 2014 and filed defenses. The decisions from the first level administrative court were unfavorable and Ambev filed appeals to the Lower Administrative Court against the decisions which were partially granted. Given the partially favorable judgment, Ambev and the Brazilian tax authorities have appealed to the Upper Administrative Court, which is awaiting judgment. The updated assessed amount related to this uncertain tax position as of 31 December 2022 is approximately R\$2.2 billion (USD 0.4 billion). Ambev has not recorded any provisions for this matter as it considers the chance of loss to be possible.

#### *Goodwill - CND Holdings*

In November 2017, Ambev received a tax assessment related to the goodwill amortization in calendar years 2012 to 2016 resulting from the merger of CND Holdings into Ambev. The decision from the first level administrative court was unfavorable to Ambev. Ambev filed an appeal to the Lower Administrative Court which was partially granted. Given the partially favorable judgment, Ambev and the Brazilian tax authorities appealed to the Upper Administrative Court, which is awaiting judgment.

In October 2022, Ambev received a new tax assessment charging the remaining value of the goodwill amortization in calendar year 2017. Ambev has filed a defense and awaits judgment by the first level administrative court.

The updated assessed amount related to this uncertain tax position as of 31 December 2022 is approximately R\$1.3 billion (USD 0.2 billion). Ambev has not recorded any provisions for this matter as it considers the chances of loss to be possible.

#### *Goodwill - MAG*

In December 2022, CRBS S.A, a subsidiary of Ambev, received a tax assessment related to the goodwill amortization in calendar years 2017 to 2020, resulting from the merger of RTD Barbados with and into CRBS. Ambev has filed a defense and awaits judgement by the first level administrative court.

The updated assessed amount as of 31 December 2022 is approximately R\$0.3 billion (USD 0.1 billion). Ambev has not recorded any provisions for this matter as it considers the chance of loss to be possible.

Ambev has continued to take the same deductions for the calendar years following the assessed periods (2021 and 2022). Therefore, if Ambev receives similar tax assessments for this period, Ambev management believes the outcome would be consistent with the already assessed periods.

#### **Disallowance of Financial Expenses and Deductibility of Losses**

In 2015, 2016 and 2020, Ambev received tax assessments related to the disallowance of alleged non-deductible expenses and the deduction of certain losses mainly associated with financial investments and loans. Ambev presented defenses and received a favorable decision from the first level administrative court regarding the 2016 case and a partially favorable decision for the 2020 case. Ambev filed an appeal to the Lower Administrative Court in relation to the unfavorable portion of the 2020 case. In June 2022, Ambev received a partially favorable decision at the first administrative level regarding the 2015 case and filed an appeal to the Lower Administrative Court. The favorable portion of these three decisions is subject to mandatory review by the Lower Administrative Court.

The updated assessed amount related to this uncertain tax position as of 31 December 2022 is approximately R\$5.2 billion (USD 1.0 billion). Ambev has not recorded any provisions for this matter as it considers the chance of loss to be possible.

### **Disallowance of Taxes Paid Abroad**

Since 2014, Ambev has been receiving tax assessments from the RFB, for calendar years as of 2007, related to the disallowance of deductions associated with alleged unproven taxes paid abroad by its subsidiaries and has been filing defenses. The cases are being challenged at both the administrative and judicial levels. In November 2019, the Lower Administrative Court rendered a favorable decision to Ambev regarding an assessment from 2010, which became final.

In January 2020, the Lower Administrative Court rendered unfavorable decisions to Ambev regarding four of these assessments related to the periods of 2015 and 2016. In these cases, Ambev filed Special Appeals to the Upper Administrative Court which are pending judgment. With respect to the cases related to the periods of 2015 and 2016, tax assessments were filed to charge isolated fines due to the lack of monthly prepayments of income tax as a result of allegedly undue deductions of taxes paid abroad. In 2021, Ambev received unfavorable decisions from the first level administrative court in two of these assessments with respect to the 2015 and 2016 isolated fine cases, and filed appeals in connection therewith, which are pending judgment by the Lower Administrative Court. In 2022, Ambev received an unfavorable decision from the first level administrative court in the second assessment related to the 2016 isolated fine case, and filed an appeal in connection therewith which awaits judgment by the Lower Administrative Court. In October 2022, Ambev received a new tax assessment imposing such isolated fine related to calendar year 2017. Ambev has filed a defense in this case, and awaits judgment by the first level administrative court.

The other cases are still awaiting final decisions at both administrative and judicial courts.

The updated assessed amount as of 31 December 2022 is approximately R\$12.6 billion (USD 2.4 billion). Ambev has not recorded any provisions for this matter as it considers the chance of loss to be possible.

Ambev has continued to take the same deductions for the calendar years following the assessed periods (2018 to 2022). Therefore, if Ambev receives similar tax assessments for this period, Ambev management believes the outcome would be the same as those tax years already assessed.

In addition, isolated fines were imposed on Ambev due to the non-recognition of tax offsets. Ambev has filed defenses in these cases and awaits judgment at the administrative level. The constitutionality of this penalty is also under review by the STF. The updated assessed amount as of 31 December 2022 is approximately R\$1.2 billion (USD 0.2 billion). Ambev has not recorded any provisions for this matter as it considers the chance of loss to be possible.

### **Tax Loss Offset**

Ambev and certain of its subsidiaries received a number of assessments from the RFB relating to the offset of tax losses carried forward in the context of business combinations.

In February 2016, the Upper Administrative Court ruled unfavorably to Ambev in two of these cases, following which Ambev filed judicial proceedings. In September 2016, Ambev received a favorable first level decision in one of the judicial claims which was confirmed by the second-level judicial court in December 2022. This decision is subject to appeal by the tax authorities. In March 2017, Ambev received an unfavorable first level decision with respect to the second judicial case and filed an appeal, which is pending judgment by the second-level judicial court.

There is a third case being challenged at the administrative level in which an unfavorable decision was rendered to Ambev by the Lower Administrative Court in June 2019. Ambev has appealed this decision and awaits judgment by the Upper Administrative Court.

The amount related to this uncertain tax position as of 31 December 2022 is approximately R\$0.5 billion (USD 0.1 billion). Ambev has not recorded any provisions for this matter as it considers the chance of loss to be possible.

### **Presumed Profit**

In April 2016, Arosuco, a subsidiary of Ambev, received a tax assessment regarding the use of the “presumed profit” method for the calculation of income tax and the social contribution on net profit instead of the “real profit” method. In September 2017, Arosuco received an unfavorable first-level administrative decision and filed an appeal. In January 2019, the Lower Administrative Court rendered a favorable decision to Arosuco, which became final.

In March 2019, Arosuco received a new tax assessment regarding the same subject matter and filed a defense. In October 2019, Arosuco received an unfavorable first-level administrative decision and filed an appeal, which is pending judgment.

The updated assessed amount related to this uncertain tax position as of 31 December 2022 is approximately R\$0.6 billion (USD 0.1 billion). Arosuco has not recorded any provisions for this matter as it considers the chance of loss to be possible.

### **Deductibility of IOC Expenses**

In 2013, as approved by its shareholders meeting, Ambev implemented a corporate restructuring with the purpose of simplifying its corporate structure and converting into a company with a single class of shares, among other factors. One of the steps in this restructuring involved a contribution of shares followed by the merger of shares of its controlled entity, Companhia de Bebidas das Américas, into Ambev. As one of the results of such restructuring, the counterpart register of the positive difference between the value of shares issued for the merger and the net equity value of its controlled entity’s share was accounted in an equity account of Ambev referred to as carrying value adjustment.

In November 2019, Ambev received a tax assessment from the RFB related to the interest on capital (“**IOC**”) deduction in 2014. The assessment refers primarily to the accounting and corporate effects of the restructuring carried out by Ambev in 2013 and its impact on the increase in the deductibility of IOC expenses. In August 2020, Ambev received a partially favorable decision at the first level administrative court and filed an appeal to the Lower Administrative Court which awaits judgement. The favorable portion of the decision is also subject to mandatory review by the Lower Administrative Court.

In December 2020, Ambev received a new tax assessment related to the deduction of the IOC in 2015 and 2016. The defense against such new tax assessment was filed by Ambev in January 2021. In June 2021, Ambev received a partially favorable decision and filed an appeal to the Lower Administrative Court which also awaits judgement. Similar to the first tax assessment, the favorable portion of the decision is also subject to mandatory review by the Lower Administrative Court.

In December 2022, Ambev received a new tax assessment related to the deduction of the IOC in 2017. The defense against this new tax assessment was filed by Ambev in January 2023, which is pending judgment by the first level administrative court.

The updated assessed amount as of 31 December 2022 is approximately R\$13.8 billion (USD 2.6 billion). Ambev has not recorded any provisions for this matter as it considers the chance of loss to be possible.

The uncertain tax position continued to be adopted by Ambev as it also distributed or accrued IOC in the years following the assessed period (2018-2022) and deducted such amounts from its Corporate Income Taxes taxable basis. Therefore, in a scenario where the IOC deductibility would also be questioned for the period after 2017, on the same basis and arguments as the aforementioned tax assessments, Ambev management estimates that the outcome of such potential further assessments would be consistent with the already assessed periods.

## **Labor Matters**

Ambev is involved in more than 18,000 labor claims. Most of the labor claims facing Ambev relate to its Brazilian operations. In Brazil, it is not unusual for a large company to be named as a defendant in such a significant number of claims. As of 31 December 2022, Ambev has made provisions totaling R\$132 million (USD 25 million) in connection with the above labor claims involving former, current and outsourced employees and relating mainly to overtime, dismissals, severance, health and safety premiums, supplementary retirement benefits and other matters, all of which are awaiting judicial resolution and have probable chance of loss.

In connection with these labor matters, Ambev is also involved in claims regarding the social charges on payroll. Ambev management estimates the possible losses related to these claims to be approximately R\$419 million (USD 80 million) as of 31 December 2022. Ambev has recorded provisions of R\$37 million (USD 7 million) for proceedings where it considers the chance of loss to be probable.

### **Ambev Third-Party Supplier – Labor Investigations**

In May 2021, Ambev was notified by Brazilian labor authorities to join certain administrative proceedings together with (i) Transportadora Sider Limeira EIRELI (“**Sider**”), a transportation company contracted by Ambev on a recurring spot basis and (ii) a third-party competitor of Ambev to which Sider had also provided transportation services. Ambev was deemed to be jointly and severally liable for purported human rights violations committed by Sider with respect to the working conditions of 23 foreign employees, under the terms of Brazilian Labor Law, including violations of article 444 of Law-Decree No. 5,452 and article 2-C of Law No. 7,998.

On 12 March 2021, Sider entered into a settlement with those foreign employees, paying them compensation for (i) severance pay and (ii) moral damages. However, after the settlement, 18 other foreign employees, as well as additional former employees of Sider, filed individual labor lawsuits against Sider, Ambev and the third-party competitor, at the end of 2022, claiming, among other things, moral damages for the same alleged labor violations. The plaintiffs in these lawsuits have alleged secondary liability in respect of Ambev.

In addition, the Brazilian Ministry of Labor and Social Security (the “**Ministry of Labor & Social Security**”) issued infraction notices against Sider, Ambev and the third-party competitor. These administrative proceedings are currently ongoing, and Ambev strongly disputes any involvement in the alleged facts underlying these investigations. However, in the event that the infraction notices are confirmed by the administrative authority, Ambev may be subject to fines in the amount of approximately R\$50,000 (plus any interest and monetary adjustments), and may be included in the Brazilian register of employers (*Cadastro de Empregadores*) that have subjected workers to poor working conditions (“**Register of Employers**”), under the terms of Brazilian Interministerial Ordinance MTPS/MMIRDH No. 4/2016. Ambev’s inclusion in the Register of Employers may result in (i) restrictions on access to state-owned banks’ credit lines and (ii) a negative impact on risk-assessments made by private banks and other parties. However, if an adverse administrative decision is rendered, Ambev can challenge such decision in court. As of 31 December 2022, Ambev has not recorded any provisions in connection with these infraction notices as it considers the chance of loss to be possible.

In addition, the Brazilian Public Labor Prosecutor’s Office (the “**Public Labor Prosecutor’s Office**”) has opened a civil investigation to assess the underlying facts and the role of each of the three companies in the event. In April 2022, Ambev and the Public Labor Prosecutor’s Office entered into a Conduct Adjustment Agreement, without acknowledgment of guilt. Ambev paid damages amounting to R\$0.5 million (USD 0.1 million) and committed to a 3-year plan to oversee conditions of its logistics operators.

## **Civil Matters**

As of 31 December 2022, Ambev was involved in more than 3,500 civil claims pending, including third-party distributors and product-related claims. Ambev has established provisions totaling R\$336 million (USD 64 million) reflecting applicable adjustments, such as accrued interest, as of 31 December 2022 in connection with civil claims.

## Subscription Warrants

In 2002, Ambev decided to request a ruling from the CVM in connection with a dispute between Ambev and some of its warrant holders regarding the criteria used in the calculation of the strike price of certain Ambev warrants. In March and April 2003, the CVM ruled that the criteria used by Ambev to calculate the strike price were correct. In response to the CVM's final decision and seeking to reverse it, some of the warrant holders filed separate lawsuits before the courts of São Paulo and Rio de Janeiro.

Although the warrants expired without being exercised, the warrant holders claim that the strike price should be reduced to take into account the strike price of certain stock options granted by Ambev under its then-existing stock ownership program, as well as for the strike price of other warrants issued in 1993 by Brahma.

Ambev has knowledge of at least seven claims in which the plaintiffs argue that they would be entitled to those rights. One of these cases was settled. The Superior Court of Justice ("STJ") ruled in favor of Ambev in the other six lawsuits. Three cases were dismissed by the STJ's Special Court and the plaintiffs' appeals were denied by the STF. The plaintiffs filed an appeal for further review by the STF chamber, which was denied by the STF chamber in a unanimous ruling. A final judgment has not yet been rendered in these three cases. The STJ's Special Court ruled in favor of Ambev in the fourth case and the judgment became final. The fifth case was remitted to the STJ's lower court for a new judgment. The sixth case was decided in Ambev's favor and was subject to a new appeal to the Brazilian Supreme Court, which was denied and the judgment became final.

In the event the plaintiffs prevail in the four cases in which a final decision on the merits is still pending, Ambev believes that the corresponding economic dilution for the existing shareholders would be the difference between the market value of the shares at the time they were issued and the value ultimately established in liquidation proceedings as being the subscription price pursuant to the exercise of the warrants. Ambev believes that the warrants that are the object of the remaining proceedings represented, on 31 December 2022, 172,831,574 Ambev common shares that would be issued at a value substantially below fair market value, should the claimants ultimately prevail. The plaintiffs also claim they should receive past dividends related to these shares in the amount of approximately R\$1.2 billion (USD 0.2 billion) as of 31 December 2022.

Ambev believes, based on its management assessments, that its chances of receiving unfavorable final decisions in this matter are remote, and, therefore, it has not established a provision for this litigation in its audited consolidated financial statements. As these disputes are based on whether Ambev should receive as a subscription price a lower price than the price that it considers correct, a provision of amounts with respect to these proceedings would only be applicable with respect to legal fees and past dividends.

## Lawsuit against the Brazilian Beer Industry

On 28 October 2008, the Brazilian Federal Prosecutor's Office (*Ministério Público Federal*) filed a suit for damages against Ambev and two other brewing companies claiming total damages of approximately R\$2.8 billion (USD 0.5 billion) (of which approximately R\$2.1 billion (USD 0.4 billion) are claimed against Ambev). The public prosecutor alleges that: (i) alcohol causes serious damage to individual and public health, and that beer is the most consumed alcoholic beverage in Brazil; (ii) defendants have approximately 90% of the national beer market share and are responsible for heavy investments in advertising; and (iii) the advertising campaigns increase not only the market share of the defendants but also the total consumption of alcohol and, hence, cause damage to society and encourage underage consumption.

Shortly after the above lawsuit was filed, a consumer-protection association applied to be admitted as a joint-plaintiff. The association has made further requests in addition to the ones made by the Public Prosecutor, including the claim for "collective moral damages" in an amount to be ascertained by the court; however, it suggests that it should be equal to the initial request of R\$2.8 billion (USD 0.5 billion), therefore doubling the initial amount involved. The court has admitted the association as joint plaintiff and has agreed to hear the new claims. After the exchange of written submissions and documentary evidence, the case was dismissed by the lower court judge, who denied all claims submitted against Ambev and the other defendants. The Federal Prosecutor's Office has appealed to the Federal Court, which decided for the annulment of the lower court decision, based on the understanding that more evidence should have been produced before the case's dismissal. Ambev filed a motion for clarification against such decision, which was rejected and the decision became final. The case has now returned to the lower court for a new trial, which is currently pending. Ambev believes that its chances of loss remain remote and, therefore, has not made any provision with respect to such claim.



### **Cerbuco Brewing Arbitration**

Cerbuco, a Canadian subsidiary of Ambev, owns a 50% equity ownership in Cerveceria Bucanero S.A. (“**Bucanero**”), a joint venture in Cuba. In 2021, Cerbuco initiated an arbitration proceeding at the International Chamber of Commerce (“**ICC**”), relating to the potential breach of certain obligations relating to the joint venture, with the terms of reference being formally executed in 2022. Depending on the outcome of the arbitration, there may be an impact on Cerbuco’s rights. As a result, Ambev’s ability to continue consolidating Bucanero into its financial statements may also be affected. The financial impact has not yet been ascertained, as it depends on the outcome of the arbitration.

### ***Tanzania Breweries Limited***

Tanzania Breweries Limited (“**TBL**”), our subsidiary in Tanzania, received a tax assessment for TSh 850 billion (USD 0.4 billion) related to income tax on the alleged capital gain derived from the change in underlying ownership of TBL which the Tanzania Revenue Authority claims was more than 50% following the 2016 combination of SAB and AB InBev. TBL filed an appeal to the Tax Revenue Appeals Board. TBL believes that the assessment is without merit and will vigorously defend against the assessment. No related provision has been made.

### ***The South African Breweries (Pty) Ltd.***

The South African Revenue Service (“**SARS**”) conducted an audit of our South African subsidiary, the South African Breweries (Pty) Ltd. (“**SAB**”), in relation to the 2017 repurchase of SAB’s equity stake in Coca-Cola Beverages Africa (Pty) Ltd (“**CCBA**”), the Coca-Cola bottling business in Africa, by CCBA. The preliminary audit finding claims that SAB owes ZAR 6.3 billion (USD 0.4 billion) in taxes, in addition to potential penalties and interest, which are unspecified but may be significant as a proportion of the total. SAB contests both claims and has responded to the preliminary audit finding. SAB intends to object to any assessment issued, but may be required to secure or pre-pay some or all of the taxes assessed, pending the outcome of SAB’s challenge and any appeal. No related provision has been made.

### ***SAB Australia Pty Limited***

In 2019, SAB Australia Pty Limited (“**SAB Australia**”), our former subsidiary, received amended tax assessments for AUD 0.4 billion (USD 0.3 billion) related to the interest deductions of SAB’s acquisition of the Foster’s group (the “**Foster’s acquisition**”), following an audit of the 2012 to 2014 income tax years. We disputed the amended assessments, which required a part payment of USD 47 million, pending conclusion of the matter. In addition, a provision of USD 0.1 billion was recorded in connection therewith. The disposal of the Australian business was concluded on 1 June 2020 with pre-transaction income tax liabilities being subject to an indemnity by us.

The Australian tax authorities audited the 2014 to 2020 income tax years. In June 2022, we reached a settlement with the Australian tax authorities that resolved the pre-transaction income tax liabilities, resulting in a payment of AUD 0.1 billion (USD 0.1 billion).

### **Dividend Policy**

Our current dividend policy is to declare a dividend representing in aggregate at least 25% of our consolidated profit attributable to our equity holders, excluding exceptional items, such as restructuring charges, gains or losses on business disposals and impairment charges, subject to applicable legal provisions relating to distributable profit. On 2 March 2023, our Board proposed a full year 2022 dividend of EUR 0.75 per share, subject to shareholder approval at our annual general meeting on 26 April 2023. In line with our financial discipline and deleveraging objectives, the recommended dividend balances our capital allocation priorities and dividend policy while returning cash to shareholders.

The dividends are approved by our annual shareholders' meeting and are paid on the dates and at the places appointed by our Board. Our Board may pay an interim dividend in accordance with the provisions of the Belgian Companies Code. Any dividends are paid on the dates and at the places communicated by the Board of Directors.

The table below summarizes the dividends paid by us in the most recent financial years.

| <b>Financial year</b> | <b>Number of our shares outstanding at end of relevant financial year</b> | <b>Gross amount of dividend per share (in EUR)</b> | <b>Gross amount of dividend per share (in USD)</b> | <b>Payment date(s)</b> |
|-----------------------|---|--|--|------------------------|
| 2021                  | 2,019,241,973   | 0.50   | 0.60   | 5 May 2022             |
| 2020                  | 2,019,241,973   | 0.50   | 0.57   | 6 May 2021             |
| 2019                  | 2,019,241,973   | 0.50   | 0.56   | 11 June 2020           |
| 2019                  | 2,019,241,973   | 0.80   | 0.89   | 21 November 2019       |
| 2018                  | 2,019,241,973   | 1.00   | 1.12   | 9 May 2019             |
| 2018                  | 2,019,241,973   | 0.80   | 0.91   | 29 November 2018       |
| 2017                  | 2,019,241,973   | 2.00   | 2.44   | 3 May 2018             |
| 2017                  | 2,019,241,973   | 1.60   | 1.89   | 16 November 2017       |
| 2016                  | 2,019,241,973   | 2.00   | 2.11   | 4 May 2017             |
| 2016                  | 2,019,241,973   | 1.60   | 1.75   | 17 November 2016       |
| 2015                  | 1,608,242,156   | 2.00   | 2.20   | 3 May 2016             |
| 2015                  | 1,608,242,156   | 1.60   | 1.75   | 16 November 2015       |
| 2014                  | 1,608,242,156   | 2.00   | 2.27   | 6 May 2015             |
| 2014                  | 1,608,242,156   | 1.00   | 1.25   | 14 November 2014       |
| 2013                  | 1,607,844,590   | 1.45   | 2.00   | 8 May 2014             |
| 2013                  | 1,607,844,590   | 0.60   | 0.83   | 18 November 2013       |
| 2012                  | 1,606,787,543   | 1.70   | 2.24   | 2 May 2013             |
| 2011                  | 1,606,071,789   | 1.20   | 1.55   | 3 May 2012             |
| 2010                  | 1,605,183,954   | 0.80   | 1.07   | 2 May 2011             |
| 2009                  | 1,604,301,123   | 0.38   | 0.55   | 3 May 2010             |

## B. SIGNIFICANT CHANGES

None.

## ITEM 9. THE OFFER AND LISTING

### A. OFFER AND LISTING DETAILS

#### Principal Equity Markets

We are a publicly traded company, with our primary listing on Euronext Brussels under the symbol "ABI." We also have secondary listings on the Johannesburg Stock Exchange under the symbol "ANH" and the Mexican Stock Exchange under the symbol "ANB." ADSs representing rights to receive our Ordinary Shares are listed and trade on the NYSE under the symbol "BUD." On 16 September 2009, we listed 1,608,663,943 Ordinary Shares represented by ADSs on the NYSE.

#### Share Details

See "Item 10. Additional Information—B. Memorandum and Articles of Association and Other Share Information—Form and Transferability of Our Shares" for details regarding our shares.

Each of our shares is entitled to one vote except for shares owned by us, or by any of our direct subsidiaries, the voting rights of which are suspended. Shares held by our main shareholders do not entitle such shareholders to different voting rights. Our Restricted Shares are unlisted and not admitted to trading on any stock exchange. Since 11 October 2021, the Restricted Shares are convertible at the election of the holder into new Ordinary Shares on a one-for-one basis and they rank equally with the Ordinary Shares with respect to dividends and voting rights. As of 31 December 2022, of the 326 million Restricted Shares issued at the time of the combination with SAB, 43,949,127 Restricted Shares have been converted into new Ordinary Shares.

## **B. PLAN OF DISTRIBUTION**

Not applicable.

## **C. MARKETS**

We are incorporated under the laws of Belgium (register of legal entities number 0417.497.106), and our shares are listed on the regulated market of Euronext Brussels under the symbol “ABI.” We also have secondary listings of our shares on the Johannesburg Stock Exchange under the symbol “ANH” and on the Mexican Stock Exchange under the symbol “ANB.” The securities that we have listed on the NYSE are ADSs, each of which represents one of our shares. We listed 1,608,663,943 ADSs on the NYSE on 16 September 2009 (such number equal to the number of our shares plus the number of warrants on our shares outstanding as of 7 September 2009). For more information on our shares, see “Item 10. Additional Information—B. Memorandum and Articles of Association and Other Share Information—Form and Transferability of Our Shares.” Our ADSs are described in greater detail under “Item 12. Description of Securities Other Than Equity Securities—D. American Depositary Shares.”

### **Euronext Brussels**

Euronext Brussels is a subsidiary of Euronext N.V. and holds a license as a Belgian market operator under the Belgian Act of 2 August 2002. Pursuant to this legislation, the FSMA is responsible for disciplinary powers against members and issuers, control of sensitive information, supervision of markets, and investigative powers. Euronext Brussels is responsible for the organization of the markets and the admission, suspension and exclusion of members, and has been appointed by law as the “competent authority” within the meaning of the Listing Directive (Directive 2001/34/EC of 28 May 2001 of the European Parliament, as amended).

Euronext is the leading pan-European market infrastructure, connecting European economies to global capital markets, to accelerate innovation and sustainable growth. It operates regulated exchanges in Belgium, France, Ireland, Italy, the Netherlands, Norway and Portugal. With close to 1,930 listed equity issuers and around €6.3 trillion in market capitalisation as of end December 2022, it has an unmatched blue chip franchise and a strong diverse domestic and international client base.

Euronext operates regulated and transparent equity and derivatives markets, one of Europe’s leading electronic fixed income trading markets and is the largest centre for debt and funds listings in the world. Its total product offering includes Equities, FX, Exchange Traded Funds, Warrants and Certificates, Bonds, Derivatives, Commodities and Indices. It provides a multi-asset clearing house through Euronext Clearing, and custody and settlement services through Euronext Securities central securities depositories in Denmark, Italy, Norway and Portugal. Euronext also leverages its expertise in running markets by providing technology and managed services to third parties. In addition to its main regulated market, it also operates a number of junior markets, simplifying access to listing for SMEs.

*Trading Platform and Market Structure.* Euronext operates seven markets in Belgium, France, Ireland, Italy, the Netherlands, Norway and Portugal, all of which are subject to the Markets in Financial Instruments Directive (Directive 2004/39/EC of 21 April 2004 of the European Parliament, as amended). Trading on Euronext is governed both by a single harmonized rulebook for trading on each of Euronext’s markets and by non-harmonized Euronext Rulebooks containing a few local exchange-specific rules. Euronext’s trading rules provide for an order-driven market using an open electronic central order book for each traded security, various order types and automatic order matching and a guarantee of full anonymity both for orders and trades.

*Trading Members.* The majority of Euronext's cash trading members are brokers and dealers based in Euronext's marketplaces, but also include members in other parts of Europe, most notably the United Kingdom and Germany.

*Clearing and Settlement.* Clearing and settlement of trades executed on Euronext in Europe are generally handled by LCH.SA (for central counterparty clearing), and independent entities that provide services to Euronext pursuant to contractual agreement. Euroclear is taking care of the settlement part of the transactions.

#### **D. SELLING SHAREHOLDERS**

Not applicable.

#### **E. DILUTION**

Not applicable.

#### **F. EXPENSES OF THE ISSUE**

Not applicable.

### **ITEM 10. ADDITIONAL INFORMATION**

#### **A. SHARE CAPITAL**

Not applicable.

#### **B. MEMORANDUM AND ARTICLES OF ASSOCIATION AND OTHER SHARE INFORMATION**

A copy of our articles of association dated 3 January 2023 has been filed as Exhibit 1.1 to this Form 20-F.

#### **Corporate Profile**

We are a public limited liability company incorporated in the form of a société anonyme/naamloze vennootschap under Belgian law (Register of Legal Entities number 0417.497.106 (Brussels)). Our registered office is located at Grand-Place/Grote Markt 1, 1000 Brussels, Belgium, and our headquarters are located at Brouwerijplein 1, 3000 Leuven, Belgium. We were incorporated on 3 March 2016 for an unlimited duration under the laws of Belgium under the original name Newbelco SA/NV, and are the successor entity to predecessor Anheuser-Busch InBev SA/NV, which was incorporated on 2 August 1977 for an unlimited duration under the laws of Belgium under the original name BEMES and which we absorbed on 10 October 2016. Our financial year runs from 1 January to 31 December.

#### **Corporate Purpose**

According to Article 4 of our articles of association, our corporate purpose is:

- to produce and deal in all kinds of products, including (but not limited to) beers, drinks, foodstuffs and any ancillary products, as well as all by-products and accessories, of whatsoever use, origin, purpose or form, and to provide all kinds of services; and
- to acquire, hold and manage direct or indirect shareholdings or interests in companies, undertakings or other entities having a corporate purpose similar or related to, or likely to promote directly or indirectly the attainment of the foregoing corporate purpose, in Belgium and abroad, and to finance such companies, undertakings or other entities by means of loans, guarantees or in any other manner whatsoever.

In general, we may engage in any commercial, industrial and financial transactions, in moveable and real estate transactions, in research and development projects, as well as in any other transaction likely to promote directly or indirectly the attainment of our corporate purpose.

### **Amendments to Articles of Association**

At our annual shareholders' meeting held on 27 April 2022, our shareholders approved amendments to our Articles of Association to renew the authorization allowing our Board to increase our share capital by way of authorized capital for a period of five years. On 3 January 2023, our Articles of Association were amended to update the number of Restricted Shares that remained outstanding as of 31 December 2022.

With a view to further optimizing the composition of our board of directors, a proposal will be made at our annual shareholders' meeting on 26 April 2023 to amend our Articles of Association to revise the Board composition rules and make corresponding changes to the Board composition. If approved by our shareholders, the number of independent directors on the Board will increase from three to four independent directors, and the number of directors appointed upon proposal of the Stichting will decrease from nine to eight directors.

### **Board of Directors**

A description of the provisions of our articles of associations as applied to our board of directors can be found in "Item 6. Directors, Senior Management and Employees—A. Directors and Senior Management—Board of Directors" and "Item 6. Directors, Senior Management and Employees—C. Board Practices."

We are relying on a provision in the NYSE Listed Company Manual that allows us to follow Belgian corporate law and the Belgian Corporate Governance Code with regard to certain aspects of corporate governance. This allows us to continue following certain corporate governance practices that differ in significant respects from the corporate governance requirements applicable to U.S. companies listed on the NYSE. See "Item 16G. Corporate Governance" for a concise summary of the significant ways in which our corporate governance practices differ from those followed by a U.S. company under the NYSE rules.

Belgian law does not regulate specifically the ability of directors to borrow money from Anheuser-Busch InBev SA/NV.

Our Corporate Governance Charter prohibits us from making loans to directors, whether for the purpose of exercising options or for any other purpose (except for routine advances for business-related expenses in accordance with our rules for reimbursement of expenses). See "Item 7. Major Shareholders and Related Party Transactions—B. Related Party Transactions—Transactions with Directors and Executive Committee Members (Key Management Personnel)."

In addition, Article 7:96 of the Belgian Companies Code provides that if one of our directors directly or indirectly has a personal financial interest that conflicts with the interest of the company in respect of a decision or transaction that falls within the powers of our Board, the director concerned must inform our other directors before our Board makes any decision on such transaction. The statutory auditor must also be notified. The director may not participate in the deliberation or vote on the conflicting decision or transaction. An excerpt from the minutes of the meeting of our Board that sets forth the nature of the decision or transaction and the financial impact of the matter on us and justifies the decision of our Board must be published in our annual report. The statutory auditors' report to the annual accounts must assess the financial impact on us of each of the decisions of our Board where director conflicts arise.

## Form and Transferability of Our Shares

Our share capital is represented by 2,019,241,973 shares. There are two classes of shares: all shares are Ordinary Shares, except for the Restricted Shares which were issued as part of the combination with SAB. Since 11 October 2021, the Restricted Shares are convertible at the election of their holders into new Ordinary Shares on a one-for-one basis. Following conversion requests made until 31 December 2022, as of 31 December 2022, 282,050,690 Restricted Shares remain outstanding, compared to 1,737,191,283 Ordinary Shares outstanding on such date, representing 13.97% and 86.03% of the share capital of the Company, respectively.

Our Ordinary Shares can take the form of registered shares or dematerialized shares. Restricted Shares may only be held in registered form.

All of our shares are fully paid-up. Ordinary Shares are freely transferable. Until 10 October 2021, Restricted Shares were subject to the transfer restrictions summarized below.

### ***Restricted Shares***

#### *Restrictions on Transfers and Pledges*

Until 10 October 2021, holders of Restricted Shares (each, a “**Restricted Shareholder**”) were not able to transfer, sell, contribute, offer, grant any option on, otherwise dispose of, pledge, charge, assign, mortgage, grant any lien or any security interest on, enter into any certification (*certification / certifiering*) or depository arrangement or enter into any form of hedging arrangement with respect to, in each case directly or indirectly, any of their Restricted Shares or any interests therein or any rights relating thereto, or enter into any contract or other agreement to do any of the foregoing, except in the specific instances set out in the Articles of Association in connection with transactions with affiliates and successors or in relation with pledges.

Since 11 October 2021, these transfer restrictions are no longer applicable, but the Restricted Shares shall automatically convert into Ordinary Shares (on a one-for-one basis) upon any transfer, sale, contribution or other disposal of Restricted Shares as set out below.

#### *Conversion into Ordinary Shares*

Since 11 October 2021, each Restricted Shareholder has the right to convert all or part of its holding of Restricted Shares into Ordinary Shares at its election at any time.

Furthermore, the Restricted Shares shall automatically convert into Ordinary Shares (i) upon any transfer, sale, contribution or other disposal, except in the case of permitted transfers to or for the benefit of any person that is an affiliate, a Successor and/or a Successor’s affiliate of the relevant Restricted Shareholders or in the case of a Pledge Consent, provided that, in such cases, the Restricted Shares shall automatically be converted into Ordinary Shares upon any subsequent transfer, sale, contribution or disposal to any party which is not an affiliate, a Successor or a Successor’s affiliate of the Restricted Shareholder; (ii) immediately prior to the closing of a successful public takeover bid for our shares or the completion of a merger of the company as acquiring or disappearing company, in circumstances where the shareholders directly or indirectly, controlling or exercising directly or indirectly joint control over us immediately prior to such takeover bid or merger will not directly or indirectly control, or exercise joint control over, us or the surviving entity following such takeover bid or merger; or (iii) upon the announcement of a squeeze-out bid for our outstanding shares, in accordance with Article 7:82 of the Belgian Companies Code.

Upon conversion, each Restricted Share will be re-classified as one Ordinary Share. From the time of conversion, the Ordinary Shares will be freely transferable.

Holders of Restricted Shares may benefit from registration rights, as described in “—C. Material Contracts—Material Contracts Related to the Acquisition of SAB—Registration Rights Agreement.”

## Changes to Our Share Capital

### *Capital Increase by Our Shareholders' Meeting*

Changes to our share capital may be decided by our shareholders' meeting. Our shareholders' meeting may at any time decide to increase or decrease our share capital. Such resolution must satisfy the following quorum and majority requirements: (i) a quorum of 50% of the issued share capital must be present or represented at the meeting, and (ii) the capital increase must be approved by at least 75% of the votes cast at the meeting (not counting abstentions). If there is no quorum, a second meeting must be convened where no quorum requirement applies but where the special 75% majority requirement applies. See “—Description of the Rights and Benefits Attached to Our Shares—Right to Attend and Vote at Our Shareholders' Meeting—Quorum and Majority Requirements” below.

### *Capital Increase by Our Board of Directors*

Subject to the same quorum and majority requirements described above, our shareholders' meeting may authorize our Board, within certain limits, to increase our share capital without any further approval of shareholders, by way of authorized capital. This authorization needs to be limited in time (i.e., it can only be granted for a renewable period of a maximum of five years) and in scope (i.e., the increase by way of authorized capital may not exceed the amount of the share capital at the time of the authorization).

At the annual shareholders' meeting on 27 April 2022, our shareholders' meeting authorized our Board to increase the share capital of AB InBev to an amount not to exceed 3% of the total number of shares issued and outstanding on 27 April 2022 (i.e., 2,019,241,973). This authorization has been granted for five years from the date of publication of the amendment of the Articles of Association resolved upon by the shareholders' meeting held on 27 April 2022 (i.e., until 3 June 2027). It can be used for several purposes, including when the sound management of our business or the need to react to appropriate business opportunities calls for a restructuring, an acquisition (whether private or public) of securities or assets in one or more companies, or generally, any other appropriate increase of our capital.

### *Preferential Subscription Right and Anti-Dilution*

In the event of a share capital increase by way of the issue of new shares, convertible bonds, bonds repayable in shares, subscription rights or other financial instruments giving a right to shares (any such shares, bonds, rights or instruments being “**Equity Interests**”), all shareholders will have a preferential right to subscribe for any such Equity Interests, as set out in and in accordance with Article 7:188 of the Belgian Companies Code. The preferential subscription right shall entitle each shareholder to subscribe for any new Equity Interests, pro rata to the proportion of existing share capital as he or she holds immediately prior to such issue and subject to the rules of Article 7:188 of the Belgian Companies Code. Each shareholder may exercise his or her preferential right in whole or in part.

Our shareholders' meeting may restrict or cancel the preferential subscription right, in accordance with Article 7:191 of the Belgian Companies Code, for a purpose that is in our best interests, provided, however, that if the preferential subscription right is restricted or canceled with respect to any issuance in which any of our shareholders acquires any such Equity Interests, all our shareholders shall be given the same right and be treated in the same way. This requirement shall not apply when the preferential subscription right is restricted or canceled with respect to issuances of Equity Interests issued solely pursuant to stock option plans or other compensation plans in the ordinary course of business. Where our shareholders' meeting has granted an authorization to our board of directors to effect a capital increase in the framework of the authorized capital and such authorization allows our board of directors to do so, our board of directors may likewise restrict or cancel the preferential subscription right applying the same principles as set out in this paragraph.

Any decision to restrict or cancel the preferential subscription right will require a quorum at the shareholders' meeting of shareholders holding at least 50% of the share capital and, approval by a qualified majority of at least 75% of the votes cast at the meeting (not counting abstentions). If there is no quorum, a second meeting must be convened. At the second meeting, no quorum is required, but the relevant resolution must be approved by a qualified majority of at least 75% of the votes cast at the meeting (not counting abstentions).

No Restricted Shares shall be issued other than to a Restricted Shareholder exercising its preferential subscription right in respect of its holding of Restricted Shares, without prejudice to the right of the Ordinary Shareholders to exercise their second ranking preferential subscription right in accordance with Article 7:188 of the Belgian Companies Code. In case of any event referred to in Article 8.1 of our articles of association, Restricted Shareholders shall only be entitled or required to receive Restricted Shares in respect of the Restricted Shares held by them.

Certain shareholders (including shareholders resident in, or citizens of, certain jurisdictions, such as the United States, Australia, Canada and Japan) may not be entitled to exercise such rights even if they are not disappplied unless the rights and related shares are registered or qualified for sale under the relevant legislative or regulatory framework.

### **Purchases and Sales of Our Own Shares**

We may only acquire our own shares pursuant to a decision by our shareholders' meeting taken under the conditions of quorum and majority provided for in the Belgian Companies Code. Such a decision requires a quorum at the shareholders' meeting of shareholders holding at least 50% of the share capital and approval by a qualified majority of at least 75% of the votes cast at the meeting (not counting abstentions). If there is no quorum, a second meeting must be convened. At the second meeting, no quorum is required, but the relevant resolution must be approved by a qualified majority of at least 75% of the votes cast at the meeting (not counting abstentions).

On 28 April 2021, our shareholders' meeting granted an authorization allowing us to acquire our shares, either on or outside of the stock exchange, up to a maximum of 20% of the issued shares for a unitary price which will not be lower than one Euro and not higher than 20% above the highest closing price on Euronext Brussels in the last 20 trading days preceding the transaction. This authorization is valid for five years as from the date of publication in the Belgian State Gazette of the amendment of the Articles of Association resolved upon by the shareholders' meeting held on 28 April 2021 (i.e., until 1 June 2026).

We may only dispose of our own shares in accordance with the conditions of the Belgian Companies Code.

With respect to the shares acquired by us as a result of the merger between us and predecessor Anheuser-Busch InBev SA/NV, our Board shall be entitled to dispose of such shares only in connection with (i) any share delivery obligations undertaken by us prior to 11 November 2015, (ii) any stock option plans or other compensation plans (including the Zenzele schemes) or (iii) any stock lending agreement or similar arrangement in respect of which we used our own shares for the purposes set out in items (i) and (ii).

See "Item 16E. Purchases of Equity Securities by the Issuer" for details of our recent share repurchase programs.

### **Description of the Rights and Benefits Attached to Our Shares**

#### ***Right to Attend and Vote at Our Shareholders' Meeting***

##### **Ordinary Shareholders' Meeting**

Our ordinary shareholders' meeting will be held on the last Wednesday of April of each year, at 11:00 a.m., Belgian time, in one of the municipalities of the Brussels-Capital Region, in Leuven or in Liège, at the place which will be mentioned in the convening notice. If this date is a legal holiday, the meeting will be held on the next business day at the same time.



At this meeting, our Board and the statutory auditor will present a report on our management and financial situation as at the end of the previous accounting year, which shall run from 1 January to 31 December. The shareholders will then vote on the approval of the annual accounts, the allocation of our profit or loss, the appointment or renewal, if necessary, of directors or statutory auditors, remuneration of the directors and the auditor and the release from liability of the directors and the statutory auditor.

The convening notice to the upcoming annual shareholders' meeting to be held on 26 April 2023 will be published on 24 March 2023 and will contain further information on the format of the meeting and modalities for participation.

### **Ad hoc and Extraordinary Shareholders' Meetings**

Our Board or our statutory auditor (or the liquidators, if appropriate) may, whenever our interests so require, convene a special or extraordinary shareholders' meeting. Such shareholders' meeting must also be convened every time one or more of our shareholders holding at least one-tenth of our share capital so demand.

Such shareholders' meetings shall be held on the day, at the hour and in the place designated by the convening notice. They may be held at locations other than our registered office.

### **Notices Convening Our Shareholders' Meeting**

Notices of our shareholders' meetings contain the agenda of the meeting and the recommendations of our board of directors on the matters to be voted upon.

Notices for our shareholders' meetings are given in the form of announcements placed at least 30 days prior to the meeting in at least one Belgian newspaper and in the Belgian State Gazette (*Moniteur belge/Belgisch Staatsblad*). Notices will be sent 30 days prior to the date of our shareholders' meetings to the holders of our registered shares and to our directors and our statutory auditor.

Notices of all our shareholders' meetings and all related documents, such as specific board of directors' and auditor's reports, will also be published on our website.

### **Admission to Meetings**

All shareholders are entitled to attend our shareholders' meetings, take part in the deliberations and, within the limits prescribed by the Belgian Companies Code and our articles of association, vote, provided they have complied with the formalities for admission set out in the convening notice.

The right to participate in and vote at a shareholders' meeting will require a shareholder to:

- have the ownership of his or her shares recorded in his or her name on the 14th calendar day preceding the date of the shareholders' meeting, either through registration in the register of our registered shares, for holders of registered shares, or through book-entry in the accounts of an authorized account holder or clearing organization, for holders of dematerialized shares; and
- notify us (or a person designated by us) at the latest on the sixth calendar day preceding the date of the shareholders' meeting of his or her intention to participate in the meeting, indicating the number of shares in respect of which he or she intends to do so. In addition, a holder of dematerialized shares must, at the latest on the same day, provide us (or a person designated by us) with an original certificate issued by an authorized account holder or a clearing organization certifying the number of shares owned by the relevant shareholder on the record date for the shareholders' meeting and for which he or she has notified his or her intention to participate in that meeting.

### **Voting by Proxy**

Any shareholder with the right to vote may either personally participate in the meeting or give a proxy to another person, who need not be a shareholder, to represent him or her at the meeting. A shareholder may designate, for a given meeting, only one person as proxy holder, except in circumstances where Belgian law allows the designation of multiple proxy holders. The appointment of a proxy holder may take place in paper form or electronically (in which case, the form shall be signed by means of an electronic signature in accordance with applicable Belgian law), through a form which shall be made available by us. The signed original paper or electronic form must be received by us at the latest on the sixth calendar day preceding the date of the shareholders' meeting. Any appointment of a proxy holder shall comply with relevant requirements of applicable Belgian law in terms of conflicting interests, record keeping and any other applicable requirements.

### **Vote by Correspondence**

Any shareholder with the right to vote may vote remotely in advance of our shareholders' meeting by sending a paper form or, if permitted by us in the notice convening the meeting, by sending a form electronically (in which case, the form shall be signed by means of an electronic signature in accordance with applicable Belgian law). These forms shall be made available by us. Only forms received by us at the latest on the sixth calendar day preceding the date of the meeting will be taken into account.

Shareholders voting remotely must, in order for their vote to be taken into account for the calculation of the quorum and voting majority, comply with the admission formalities set out in the convening notice.

### **Right to Request Items Be Added to the Agenda and to Ask Questions at the Shareholders' Meeting**

One or more shareholders that together hold at least 3% of our share capital may request for items to be added to the agenda of any convened meeting and submit proposals for resolutions with regard to existing agenda items or new items to be added to the agenda, provided that (i) they prove ownership of such shareholding as at the date of their request and record their shares representing such shareholding on the record date for the relevant shareholders' meeting and (ii) the additional items to be added to the agenda and/or proposed resolutions have been sent in writing (by registered mail or e-mail) by these shareholders to our registered office no later than on the twenty-second day preceding the date of the relevant shareholders' meeting. Such shareholdings must be proven by a certificate evidencing the registration of the relevant shares in our share register or by a certificate issued by the authorized account holder or the clearing organization certifying the book-entry of the relevant number of dematerialized shares in the name of the relevant shareholder(s).

We shall acknowledge receipt of shareholders' requests within 48 hours and, if required, publish a revised agenda of the shareholders' meeting at the latest on the 15th day preceding the date of the shareholders' meeting. The right to request that items be added to the agenda or that proposed resolutions in relation to existing agenda items be submitted does not apply in case of a second shareholders' meeting that must be convened because the quorum was not obtained during the first shareholders' meeting.

Within the limits of Article 7:139 of the Belgian Companies Code, our directors and our auditor shall answer, during the shareholders' meeting, any questions raised by shareholders. Shareholders may ask questions either during the meeting or in writing, provided that we receive the written question at the latest on the sixth day preceding the date of the shareholders' meeting.

### **Quorum and Majority Requirements**

Each of our shares is entitled to one vote except for shares owned by us, or by any of our subsidiaries, the voting rights of which are suspended. Without prejudice to the specific rights and obligations attached to the Restricted Shares, the shares held by our principal shareholders do not entitle such shareholders to different voting rights.

Save as provided in the Belgian Companies Code and our articles of association, there will be no quorum requirement at our shareholders' meetings and decisions will be taken by a simple majority vote.

Resolutions relating to amendments of our articles of association or a merger or split are subject to special quorum and majority requirements. Specifically, any resolution on these matters will require the presence in person or by proxy of shareholders holding an aggregate of at least 50% of our issued share capital, and the approval of at least 75% of the votes cast at the meeting (not counting abstentions). If there is no quorum, a second meeting must be convened. At the second meeting, the quorum requirement will not apply. However, the special majority requirement will continue to apply.

Resolutions relating to the modification of the rights attached to a particular class of our shares are subject to special quorum and majority requirements. Specifically, any resolution on these matters will require the presence in person or by proxy of shareholders holding an aggregate of at least 50% of the issued share capital in each class of our shares and the approval of at least 75% of the votes cast at the meeting in each class of our shares (not counting abstentions). If there is no quorum, a second meeting must be convened. At the second meeting, the quorum requirement will not apply. However, the special majority requirement will continue to apply.

Any modification of our corporate purpose will require a quorum of shareholders holding an aggregate of at least 50% of the share capital and approval by a qualified majority of at least 80% of the votes cast at the meeting (not counting abstentions). If there is no quorum, a second meeting must be convened. At the second meeting, no quorum will be required, but the relevant resolution must be approved by a qualified majority of at least 80% of the votes cast at the meeting (not counting abstentions).

Any authorization to repurchase shares will require a quorum of shareholders holding an aggregate of at least 50% of the share capital and approval by a qualified majority of at least 75% of the votes cast at the meeting (not counting abstentions). If there is no quorum, a second meeting must be convened. At the second meeting, no quorum will be required, but the relevant resolution must be approved by a qualified majority of at least 75% of the votes cast at the meeting (not counting abstentions).

Pursuant to Article 40 of our articles of association, any acquisition or disposal of tangible assets by us for an amount higher than the value of one-third of our consolidated total assets as reported in our most recent audited consolidated financial statements shall be within the exclusive jurisdiction of our shareholders' meeting and shall be adopted with a positive vote of 75% of the shares attending or represented at the meeting, regardless of the number of shares attending or represented.

### ***Dividends***

All of our shares participate equally in our profits. Our Ordinary Shares (including our Ordinary Shares represented by our ADSs) and Restricted Shares have the same rights in relation to dividends and other distributions.

The Belgian Companies Code provides that dividends can only be paid up to an amount equal to the excess of our shareholders' equity over the sum of (i) paid-up or called-up share capital and (ii) reserves not available for distribution pursuant to law or our articles of association. Under Belgian law and our articles of association, we must allocate an amount of 5% of our annual net profit on an unconsolidated basis to a legal reserve in our unconsolidated financial statements until such reserve equals 10% of our share capital.

In general, we may only pay dividends with the approval of the shareholders' meeting. The annual dividend payment (if any) will be approved by our shareholders at our Ordinary Shareholders' meeting and will be paid on the dates and the places determined by our board of directors. In addition, our Board may declare interim dividends without shareholder approval, in accordance with the provisions of the Belgian Companies Code and Article 44 of our articles of association. It is expected that our Board will decide the payment of dividends on a semi-annual basis.

See "Item 8. Financial Information—A. Consolidated Financial Statements and Other Financial Information—Dividend Policy" for further information on our current dividend policy.

### ***Appointment of Directors***

Under our articles of association, the directors are appointed as follows:

- three independent directors will be appointed by our shareholders' meeting upon proposal by our board of directors;
- so long as the Stichting and/or any of its affiliates, any of their respective successors and/or successors' affiliates own, in aggregate, more than 30% of the shares with voting rights in our share capital, nine directors will be appointed by our shareholders' meeting upon proposal by the Stichting (and/or any of its affiliates, any of their respective successors and/or successors' affiliates); and
- so long as the Restricted Shareholders, together with their affiliates and/or any of their successors and/or successors' affiliates, own in aggregate:
  - more than 13.5% of the shares with voting rights in our share capital, three directors will be appointed by our shareholders' meeting upon proposal by the Restricted Shareholders;
  - more than 9% but not more than 13.5% of the shares with voting rights in our share capital, two directors will be appointed by our shareholders' meeting upon proposal by the Restricted Shareholders;
  - more than 4.5% but not more than 9% of the shares with voting rights in our share capital, one director will be appointed by our shareholders' meeting upon proposal by the Restricted Shareholders; and
  - 4.5% or less than 4.5% of the shares with voting rights in our share capital, the Restricted Shareholders will no longer have the right to propose any candidate for appointment as a member of our board of directors and no directors will be appointed upon proposal by the Restricted Shareholders.

### ***Liquidation Rights***

We can only be dissolved by a shareholders' resolution passed in accordance with the conditions laid down for the amendment of our articles of association (i.e., with a majority of at least 75% of the votes cast (not counting abstentions) at an extraordinary shareholders' meeting where at least 50% of the share capital is present or represented).

If, as a result of losses incurred, the ratio of our net assets (determined in accordance with Belgian legal and accounting rules) to share capital is less than 50%, our board of directors must convene an extraordinary shareholders' meeting within two months as of the date upon which our board of directors discovered or should have discovered this undercapitalization. At this shareholders' meeting, our board of directors must propose either the dissolution of the company or the continuation of the company, in which case, our board of directors must propose measures to redress our financial situation. Shareholders' resolutions relating to our dissolution are adopted in accordance with the conditions laid down for the amendments of our articles of association.

If, as a result of losses incurred, the ratio of our net assets to share capital is less than 25%, the same procedure must be followed; provided, however, that in this instance, shareholders representing 25% of the votes validly cast at the relevant shareholders' meeting can decide to dissolve the company. If the amount of our net assets has dropped below EUR 61,500 (the minimum amount of share capital of a Belgian limited liability company (*société anonyme / naamloze vennootschap*)), any interested party is entitled to request the competent court to dissolve the company. The court can order the dissolution of the company or grant a grace period within which we may remedy the situation.

In the event of our dissolution and liquidation, the assets remaining after payment of all debts and liquidation expenses shall be distributed to the holders of our shares, each receiving a sum proportional to the number of our shares held by them. Our Ordinary Shares and Restricted Shares have the same rights in relation to all proceeds of a dissolution, liquidation or winding-up.

### ***Transactions with Major Shareholders***

Pursuant to Article 41 of our Articles of Association, in the event of (i) a contribution in kind to us with assets owned by any person or entity which is required to file a transparency declaration pursuant to applicable Belgian law or a subsidiary of such person or entity or (ii) a merger of the company with such a person or entity or a subsidiary of such person or entity, then such person or entity and its subsidiaries shall not be entitled to vote on the resolution submitted to the shareholders' meeting to approve such contribution in kind or merger.

### ***Disclosure of Significant Shareholdings***

In addition to the transparency disclosure thresholds set out by the applicable Belgian legislation (i.e., 5%, 10%, 15% and so on in five percentage point increments), the disclosure obligation set out in such legislation shall also apply as soon as the amount of securities giving voting rights, voting rights and assimilated financial instruments held by a person acting alone or by persons acting in concert reaches, exceeds or falls below a 3% or 7.5% threshold of the total outstanding voting rights. For details of our major shareholders, see "Item 7. Major Shareholders and Related Party Transactions—A. Major Shareholders."

### **Mandatory Bid**

Public takeover bids for our shares and other securities, if any, are subject to supervision by the FSMA. Any public takeover bids must be extended to all of our voting securities, as well as all other securities giving access to voting rights. Prior to making a bid, a bidder must publish a prospectus which has been approved by the FSMA prior to publication.

Belgium has implemented the Thirteenth Company Law Directive (European Directive 2004/25/EC of 21 April 2004) in the Belgian Law of 1 April 2007 on public takeover bids and the Belgian Royal Decree of 27 April 2007 on public takeover bids. The Belgian Law of 1 April 2007 on public takeover bids provides that a mandatory bid must be launched if a person, as a result of his or her own acquisition or the acquisition by persons acting in concert with him or her or by persons acting for his or her account, directly or indirectly holds more than 30% of the voting rights in a company having its registered office in Belgium and of which at least part of the voting securities are traded on a regulated market or on a multilateral trading facility, as designated by the Belgian Royal Decree of 27 April 2007 on public takeover bids (as set out in "Item 7. Major Shareholders and Related Party Transactions—A. Major Shareholders—Shareholding Structure").

The mere fact of exceeding the relevant threshold through the acquisition of shares will give rise to a mandatory bid, irrespective of whether the price paid in the relevant transaction exceeds the current market price. The duty to launch a mandatory bid does not apply in case of an acquisition if it can be shown that a third party exercises control over us or that such third party holds a larger stake than the person holding 30% of the voting rights.

There are several provisions of Belgian company law and certain other provisions of Belgian law, such as the obligations to disclose significant shareholdings and merger control regulations, that may apply to us and which may make an unsolicited tender offer, merger, change in management or other change in control more difficult. These provisions could discourage potential takeover attempts that other shareholders may consider to be in their best interest and could adversely affect the market price of our shares. These provisions may also have the effect of depriving the shareholders of the opportunity to sell their shares at a premium.

In addition, the board of directors of a Belgian company may, in certain instances and subject to prior authorization by the shareholders, deter or frustrate public takeover bids through dilutive issuances of equity securities (pursuant to the company's authorized capital) or through share buy-backs (i.e., the purchase of our own shares).

### **Limitations on the Right to Own Securities**

Neither Belgian law nor our articles of association imposes any general limitation on the right of non-residents or foreign persons to hold our securities or exercise voting rights on our securities other than those limitations that would generally apply to all shareholders.

### **C. MATERIAL CONTRACTS**

The following contracts have been entered into by us within the two years immediately preceding the date of this Form 20-F or contain provisions under which we or another member of our group has an obligation or entitlement which is material to our group:

#### **Material Contracts Related to the Acquisition of SAB**

##### ***Information Rights Agreement***

On 11 November 2015, we entered into an information rights agreement with Altria (“**Information Rights Agreement**”), pursuant to which we agreed to share certain information to enable Altria to comply with its financial reporting, financial controls and financial planning requirements as they apply to Altria’s investment in AB InBev. Upon the closing of the combination with SAB, this Information Rights Agreement replaced the existing relationship agreement that was in place between Altria and SAB.

Under the terms of the combination with SAB, any former SAB shareholder other than Altria is entitled, from completion of the combination with SAB, to enter into an agreement with us on substantially the same terms as the Information Rights Agreement, provided that it is able to demonstrate to the reasonable satisfaction of our board of directors that it meets the following criteria:

- it will be the sole legal and beneficial holder of no less than 10% of our share capital in issue from time to time;
- for the purposes of its financial reporting, it accounts for its shareholding in AB InBev on the basis of the equity method of accounting in accordance with U.S. Generally Accepted Accounting Principles (“**GAAP**”); and
- it is a U.S. listed company subject to the reporting requirements under the Exchange Act and section 404 of the Sarbanes-Oxley Act of 2002.

The Information Rights Agreement is filed as Exhibit 4.18 to this Form 20-F.

##### ***Tax Matters Agreement***

On 11 November 2015, we entered into a tax matters agreement (the “**Tax Matters Agreement**”) with Altria, pursuant to which we agreed to provide assistance and co-operation to, and to give certain representations and undertakings to, Altria in relation to certain matters that are relevant to Altria under U.S. tax legislation, including the structure and implementation of the combination with SAB.

The Tax Matters Agreement sets out the framework for ongoing co-operation between us and Altria after completion of the combination with SAB in relation to certain matters that are relevant to Altria under U.S. tax legislation. The Tax Matters Agreement provided that, upon completion of the combination with SAB, the existing tax matters agreement in place between Altria and SAB was terminated.

On 25 August 2016, we entered into an amended and restated Tax Matters Agreement with Altria, in order to make certain adjustments to the representations as to the structure and implementation of the combination with SAB to reflect additional details that had developed since 11 November 2015.

The Tax Matters Agreement is filed as Exhibit 4.17 to this Form 20-F.

#### ***Registration Rights Agreement***

On 10 October 2016, we entered into a registration rights agreement (the “**Registration Rights Agreement**”) with Altria and BEVCO, pursuant to which we are required to, in certain circumstances, register for resale under the Securities Act all registrable shares held by Restricted Shareholders (which as of 31 December 2022, represent approximately 14.2% of our outstanding shares (excluding treasury shares)) any time after 10 October 2021, the fifth anniversary of the completion of the combination with SAB, at which point, the Restricted Shares became eligible for conversion into Ordinary Shares at the option of the Restricted Shareholder. We are also required to file with the SEC a shelf registration statement relating to such registrable shares pursuant to Rule 415 under the Securities Act at the request of Restricted Shareholders holding, in aggregate, at least the lesser of USD 2.5 billion of our equity securities by market value and 1.5% of our outstanding share capital. We will be responsible for bearing the costs and expenses of each such registration.

In addition, each Restricted Shareholder owning at least 1.0% of our outstanding share capital has certain “piggyback” registration rights under the Registration Rights Agreement, pursuant to which such Restricted Shareholder may register the resale of their securities alongside any offering of Ordinary Shares (including ADSs) by AB InBev. We have also agreed to certain other customary provisions, including the indemnification of Altria and BEVCO and the underwriters of any registered offering.

The Registration Rights Agreement will terminate on the date when there is no Restricted Shareholder that owns more than the lesser of USD 2.5 billion of our equity securities by market value and 1.5% of our outstanding share capital. The Registration Rights Agreement has been filed as Exhibit 4.19 to this Form 20-F.

#### ***U.S. Department of Justice Consent Decree***

On 20 July 2016, we announced that we had entered into a consent decree with the U.S. Department of Justice, which cleared the way for United States approval of the combination with SAB. The terms of the consent decree formalized our agreement to divest SAB’s U.S. interest in MillerCoors to Molson Coors as well as prior commitments made by us, including:

- that we will not acquire control of a distributor if doing so would result in more than 10% of our U.S. annual volume being distributed through majority-owned distributorships in the U.S.; and
- we will not terminate any wholesalers as a result of the combination with SAB.

The terms of the consent decree also require us to notify the U.S. Department of Justice at least 30 days prior to the consummation of any acquisition of a beer brewer, importer, distributor or brand owner deriving more than USD 7.5 million in annual gross revenue from beer sold for further resale in the United States or from license fees generated by such sales, subject to certain exceptions. Consistent with U.S. regulatory requirements, we cannot consummate such acquisition until 30 days after submitting all information in response to any written request for additional information issued by the U.S. Department of Justice. In addition, certain aspects of our U.S. sales programs and policies have been reviewed and modified to conform to the consent decree to ensure that we do not limit the ability and incentives of independent distributors to sell and promote third-party brewers’ products.

The consent decree will expire on 20 July 2026 (ten years after the U.S. Department of Justice filed its complaint); however, the consent decree may be terminated at any time after 22 October 2023 upon notice by the U.S. Department of Justice to the court that continuation of the consent decree is no longer necessary or in the public interest. Our compliance with the consent decree is monitored by the U.S. Department of Justice and the Monitoring Trustee appointed by it. The terms of the consent decree are reflected in the modified final judgment which is filed as Exhibit 4.20 to this Form 20-F.

## Sustainability Linked Revolving Credit Facility

On 18 February 2021, we announced the successful signing of a new USD 10.1 billion Sustainability Linked Revolving Credit Facility (“**SLL Revolving Facility**”), which replaced our existing USD 9.0 billion revolving facility. The SLL Revolving Facility has an initial five-year term, which may be extended by an additional two years. Effective as of 17 March 2022, we exercised our option to extend the maturity of the facility until February 2027. The facility incorporates a pricing mechanism that incentivizes improvement in the following four key performance areas that are aligned with and contribute to our 2025 Sustainability Goals:

- improving water efficiency in our breweries globally;
- increasing PET recycled content in PET primary packaging;
- sourcing purchased electricity from renewable sources; and
- reducing GHG emissions.

The SLL Revolving Facility contains customary representations and warranties, covenants and events of default. Among other things, an event of default is triggered if either a default or an event of default occurs under any of our or our subsidiaries’ financial indebtedness. The obligations of the borrowers under the SLL Revolving Facility are jointly and severally guaranteed by the other borrowers, ABIFI, Anheuser-Busch, Brandbrew S.A. and Brandbev S.à r.l.

We borrow under the SLL Revolving Facility at an interest rate equal to SOFR for U.S. dollar-denominated loans or EURIBOR for Euro-denominated loans plus a margin. The margin is based upon the ratings assigned by rating agencies to our long-term debt and is subject to adjustment depending on our performance with respect to identified sustainability performance targets.

## D. EXCHANGE CONTROLS

There are no Belgian exchange control regulations that would affect the remittance of dividends to non-resident holders of our shares. See “Item 5. Operating and Financial Review—H. Liquidity and Capital Resources—Transfers from Subsidiaries” for a discussion of various restrictions applicable to transfers of funds by our subsidiaries.

## E. TAXATION

### Belgian Taxation

The following paragraphs are a summary of material Belgian tax consequences of the ownership and disposal of our shares or ADSs by an investor. The summary is based on laws, treaties and regulatory interpretations in effect in Belgium on the date of this document, all of which are subject to change, including changes that could have retroactive effect.

The summary only discusses Belgian tax aspects which are relevant to U.S. holders of our shares or ADSs (“**Holders**”). This summary does not address Belgian tax aspects which are relevant to persons who are residents in Belgium or engaged in a trade or business in Belgium through a permanent establishment or a fixed base in Belgium. This summary does not purport to be a description of all of the tax consequences of the ownership and disposal of our shares or ADSs, and does not take into account the specific circumstances of any particular investor, some of which may be subject to special rules, or the tax laws of any country other than Belgium. This summary does not describe the tax treatment of investors that are subject to special rules, such as banks, insurance companies, collective investment undertakings, dealers in securities or currencies, or persons that hold, or will hold, our shares or ADSs as a position in a straddle, share-repurchase transaction, conversion transaction, synthetic security or other integrated financial transaction. Investors should consult their own advisers regarding the tax consequences of an investment in our shares or ADSs in the light of their particular circumstances, including the effect of any state, local or other national laws.



### ***Dividend Withholding Tax***

As a general rule, a withholding tax of 30% is levied on the gross amount of dividends paid on or attributed to our shares or ADSs, subject to such relief as may be available under applicable domestic or tax treaty provisions. Dividends subject to the dividend withholding tax include all benefits paid on or attributed to our shares or ADSs, irrespective of their form, as well as reimbursements of statutory share capital, except reimbursements of fiscal capital made in accordance with the Belgian Code of Companies and Associations, subject to certain conditions and a pro-rate rule (as described below). In principle, fiscal capital includes paid-up statutory share capital, and subject to certain conditions, the paid-up issue premiums and the cash amounts subscribed to at the time of the issue of profit-sharing certificates. Note that as of 2018 (i.e., financial years starting on or after 1 January 2018), any reduction of fiscal capital is deemed to be paid out on a pro rata basis of the fiscal capital and certain reserves (i.e., and in the following order: the taxed reserves incorporated in the statutory capital, the taxed reserves not incorporated in the statutory capital and the tax-exempt reserves incorporated in the statutory capital). Only the part of the capital reduction that is deemed to be paid out of the fiscal capital may, subject to certain conditions, not be considered as a dividend distribution for Belgian tax purposes.

If we redeem our own shares or ADSs, the redemption distribution (after deduction of the portion of fiscal capital represented by our redeemed shares or ADSs) will be treated as a dividend, which in certain circumstances may be subject to a withholding tax of 30%, subject to such relief as may be available under applicable domestic or tax treaty provisions. No withholding tax will be triggered if such redemption is carried out on a stock exchange and meets certain conditions. In case of our liquidation, any amounts distributed in excess of the fiscal capital will be subject to a 30% withholding tax, subject to such relief as may be available under applicable domestic or tax treaty provisions.

Dividends paid or attributed to non-resident individuals who do not use our shares or ADSs in the exercise of a professional activity may be exempt from non-resident individual income tax up to the amount of 800 EUR (for income year 2022). Consequently, if Belgian withholding tax has been levied on dividends paid or attributed to our shares or ADSs, such Belgian non-resident may request in his or her non-resident income tax return that any Belgian withholding tax levied on dividends up to the amount of EUR 800 (for income year 2022) be credited and, as the case may be, reimbursed. However, if no Belgian non-resident income tax return has to be filed by the non-resident individual, any Belgian withholding tax levied on dividends up to such an amount could in principle be reclaimed by filing a request thereto addressed to the designated tax official. Such a request has to be made at the latest on 31 December of the calendar year following the calendar year in which the relevant dividend(s) have been received, together with an affidavit confirming the non-resident individual status and certain other formalities which are determined by Royal Decree. For the avoidance of doubt, all dividends paid or attributed to the non-resident individual are taken into account to assess whether the maximum amount of EUR 800 (for income year 2022) is reached (and hence not only the amount of dividends paid or attributed on our shares or ADSs). A withholding tax exemption will apply on dividends paid by us to a company that is a resident of the United States, provided that: (i) the U.S. company beneficially owns the dividends and is subject to U.S. corporate income tax or a similar tax without benefiting from a tax regime that deviates from the ordinary U.S. corporate income tax regime, (ii) the U.S. company has a legal form similar to the ones listed in the Annex to the European Union Parent-Subsidiary Directive of 30 November 2011 (2011/96/EU) (“**EU Parent-Subsidiary Directive**”), as amended from time to time; (iii) the U.S. company owns, on the date the dividend is payable or attributable, a participation representing less than 10% of our capital but with an acquisition value of at least EUR 2,500,000; (iv) the U.S. company holds our shares or ADSs in full legal ownership for an uninterrupted period of at least one year; and (v) the U.S. company submits an affidavit to us or our paying agent (see below). The withholding tax exemption only applies to the extent that the withholding tax, which would be due in the absence of said exemption, is in principle not creditable or refundable in the hands of the U.S. resident company. Shareholders should consult their own advisers regarding the availability of the withholding tax exemption in light of their particular circumstances, including the effect of any state, local or national laws or interpretations thereof. Furthermore, this exemption cannot be applied in cases of tax abuse (i.e. where the taxpayer, through a (series of) legal act(s) has placed itself within the scope of this withholding tax relief regime, contrary to the objectives of the relevant statutory provision and with the decisive or exclusive intention to obtain this tax benefit). The presence of tax abuse can be rebutted by the taxpayer if sufficient genuine economic (non-tax) motives can be shown for the (series of) legal acts.

In order to benefit from the above withholding tax exemption, the U.S. resident company must provide us or our paying agent with an affidavit confirming the following points: (i) the U.S. company has a legal form similar to the ones listed in the Annex to the EU Parent-Subsidiary Directive, as amended from time to time; (ii) the U.S. company is subject to U.S. corporate income tax or a similar tax without benefiting from a tax regime that deviates from the ordinary U.S. corporate income tax regime; (iii) the acquisition value of the participation amounts to at least EUR 2,500,000 (but representing less than 10% of our capital); (iv) the dividends relate to our shares or ADSs which the U.S. company holds or has held in full legal ownership for an uninterrupted period of at least one year; (v) to which extent the Belgian withholding tax, which would be due in the absence of said exemption, is in principle creditable or refundable in the hands of the U.S. company according to the legal provisions in force on December 31 of the year preceding the year of the payment or attribution of the dividends; and (vi) the full name, legal form, address and, if applicable, the fiscal identification number of the U.S. company.

Withholding tax is also not applicable, pursuant to Belgian domestic tax law, on dividends paid to a U.S. pension fund which satisfies the following conditions: (i) it is a legal entity with separate legal personality and fiscal residence in the United States; (ii) whose corporate purpose consists solely in managing and investing funds collected in order to pay legal or complementary pensions; (iii) whose activity is limited to the investment of funds collected in the exercise of its corporate purpose, without any profit making aim; (iv) which is exempt from income tax in the United States; and (v) provided that it is not contractually obligated to redistribute the dividends to any ultimate beneficiary of such dividends for whom it would manage the shares or ADSs, nor obligated to pay a manufactured dividend with respect to the shares or ADSs under a securities borrowing transaction. The exemption will not be applicable to dividends which are connected to an arrangement or a series of arrangements for which the Belgian tax administration has proven that this arrangement or this series of arrangements is not genuine and has been put in place for the main purpose or one of the main purposes of obtaining the dividend received deduction, the above dividend withholding tax exemption or one of the advantages of the EU Parent-Subsidiary Directive in another EU Member State. An arrangement or a series of arrangements is regarded as not genuine to the extent that they are not put into place for valid commercial reasons which reflect economic reality. There is a rebuttable presumption that dividends are deemed to be connected to an artificial transaction if the shares have not been held by the pension fund in full legal ownership for an uninterrupted period of at least 60 days within 15 days from the date of the attribution or payment of the income. The exemption will only apply if the U.S. pension fund provides a certificate confirming that it is the full legal owner of the shares or ADSs and that the above conditions are satisfied. The organization must then forward that certificate to us or our paying agent.

For non-resident individuals and companies, the dividend withholding tax will be the only tax on dividends in Belgium, unless the non-resident holds our shares or ADSs in connection with a business conducted in Belgium, through a fixed base in Belgium or a Belgian permanent establishment.

#### ***Relief of Belgian Dividend Withholding Tax***

Under the income tax convention between the United States of America and Belgium (the “**Treaty**”), there is a reduced Belgian withholding tax rate of 15% on dividends paid by us to a U.S. resident that beneficially owns the dividends and is entitled to claim the benefits of the Treaty under the limitation of benefits article included in the Treaty (“**Qualifying Holders**”). If such Qualifying Holder is a company that owns directly at least 10% of our voting stock, the Belgian withholding tax rate is further reduced to 5%. No withholding tax is, however, applicable if the Qualifying Holder is: (i) a company that is a resident of the United States that has owned directly our shares or ADSs representing at least 10% of our capital for a 12-month period ending on the date the dividend is declared; or (ii) a pension fund that is a resident of the United States, provided that such dividends are not derived from the carrying on of a business by the pension fund or through an associated enterprise.

Under the normal procedure, we or our paying agent must withhold the full Belgian withholding tax (without taking into account the Treaty rate). Qualifying Holders may make a claim for reimbursement for amounts withheld in excess of the rate defined by the Treaty. The reimbursement form (Form 276 Div-Aut.) may be obtained from the Centre Étrangers – Team 6 – 17P, 50 box 3429 Boulevard du Jardin Botanique, 1000 Brussels, Belgium. Qualifying Holders may also, subject to certain conditions, obtain the reduced Treaty rate at source. Qualifying Holders should deliver a duly completed Form 276 Div-Aut. no later than ten days after the date on which the dividend becomes payable. U.S. holders should consult their own tax advisers as to whether they qualify for reduction in withholding tax upon payment or attribution of dividends, and as to the procedural requirements for obtaining a reduced withholding tax upon the payment of dividends or for making claims for reimbursement.

### ***Capital Gains and Losses***

Pursuant to the Treaty, capital gains and/or losses realized by a Qualifying Holder from the sale, exchange or other disposition of our shares or ADSs do not fall within the scope of application of Belgian domestic tax law.

Capital gains realized on our shares or ADSs by a corporate Holder which is not entitled to claim the benefits of the Treaty under the limitation of benefits article included in the Treaty are generally not subject to taxation and losses are not deductible, provided that our shares or ADSs are neither held in connection with a business conducted in Belgium, nor through a fixed base or permanent establishment in Belgium.

Private individual Holders who are not entitled to claim the benefits of the Treaty under the limitation of benefits article included in the Treaty and who are holding our shares or ADSs as a private investment will, as a rule, not be subject to tax on any capital gains arising out of a disposal of our shares or ADSs and capital losses will, as a rule, not be deductible in Belgium, subject to the exceptions below.

If capital gains realized by private individual Holders who are not entitled to claim the benefits of the Treaty under the limitation of benefits article included in the Treaty on our shares or ADSs are deemed to be realized outside the scope of the normal management of such individual's private estate and the capital gain is obtained or received in Belgium, the gain will be subject to a final professional withholding tax of 30.28% or must be reported in a non-resident tax return for the income year during which the gain has been realized, in which case the gain will be taxable at the rate of 35.31% (33% with a current surcharge of 7%). The Official Commentary to the ITC 1992 stipulates that occasional transactions on a stock exchange regarding our shares or ADSs should not be considered as transactions realized outside the scope of normal management of one's own private estate.

Capital gains realized by such individual Holders on the disposal of our shares or ADSs for consideration, outside the exercise of a professional activity, to a foreign State (or one of its political subdivisions or local authorities) or to a non-resident legal entity or company (or a body constituted in a similar legal form) that is established outside the European Economic Area, are in principle taxable at a rate of 17.66% (16.5% plus a current surcharge of 7%) if, at any time during the five years preceding the sale, such individual Holder has owned directly or indirectly, alone or with his/her spouse or with certain relatives, a substantial shareholding in us (more than 25% of our shares).

Capital gains realized by a Holder upon the redemption of our shares or ADSs or upon our liquidation will generally be taxable as a dividend (see above).

### ***Estate and Gift Tax***

There is no Belgium estate tax on the transfer of our shares or ADSs on the death of a Belgian non-resident.

Donations of our shares or ADSs made in Belgium may or may not be subject to gift tax depending on how the donation is carried out.

### ***Belgian Tax on Securities Accounts***

The Belgian federal government introduced an annual tax on securities accounts through the law of 11 February 2021.

An annual tax of 0.15% is levied on securities accounts of which the average value of the taxable financial instruments (covering, amongst others, financial instruments such as our shares or ADSs) held thereon during a reference period of twelve consecutive months starting on 1 October and ending on 30 September of the subsequent year, would exceed EUR 1 million. The first reference period began on the day of the entry into force of the tax on securities accounts (26 February 2021) and ended on 30 September 2021.

The amount of the tax due is limited to 10% of the difference between said average value of the taxable financial instruments, and the threshold of EUR 1 million.

The tax targets, among others, securities accounts held by non-resident individuals, companies and legal entities with a financial intermediary established or located in Belgium.

A financial intermediary is defined as (i) the National Bank of Belgium, the European Central Bank and foreign central banks performing similar functions, (ii) a central securities depository included in article 198/1, §6, 12° of the Belgian Income Tax Code, (iii) a credit institution or a stockbroking firm as defined by Article 1, §3 of the Law of 25 April 2014 on the status and supervision of credit institutions and investment companies and (vi) the investment companies as defined by Article 3, §1 of the Law of 25 October 2016 on access to the activity of investment services and on the legal status and supervision of portfolio management and investment advice companies, which are, pursuant to national law, admitted to hold financial instruments for the account of customers.

There are various exemptions, such as securities accounts (in)directly held by non-residents for their own account at central securities depositories or at a depository bank accredited by the National Bank of Belgium. This exemption is subject to the condition that the securities accounts are not attributable to a Belgian branch of the non-residents.

Furthermore, anti-abuse provisions, retroactively applying as from October 30, 2020, have also been introduced: a rebuttable general anti-abuse provision and two irrebuttable specific anti-abuse provisions. The latter covers the splitting of a securities account into multiple securities accounts held at the same intermediary and the conversion of taxable financial instruments held in a securities account, into registered financial instruments.

Several annulment procedures have been initiated before the Constitutional Court. On 27 October 2022, the Constitutional Court decided that the annual tax on securities accounts is compatible with the principles of equality and non-discrimination but annulled the two specific irrebuttable anti-abuse provisions mentioned above (i.e. splitting of securities account and the conversion) and the retroactive effect of the rebuttable general anti-abuse provision (i.e. regarding the period prior to the entry into force of the law, i.e. from 30 October 2020 to 26 February 2021).

### ***Belgian Tax on Stock Exchange Transactions***

A tax on stock exchange transactions is normally levied on the purchase and the sale and on any other acquisition and transfer for consideration in Belgium of our existing shares or ADSs through a professional intermediary established in Belgium on the secondary market (so-called “secondary market transactions”). The tax on stock exchange transactions is not due upon the issuance of the New Shares (primary market transactions). The applicable rate amounts to 0.35% of the consideration paid, but with a cap of EUR 1,600 (USD 1,681) per transaction and per party. Such tax is separately due by each party to the transaction, and each of those is collected by the professional intermediary.

Belgian non-residents who purchase or otherwise acquire or transfer, for consideration, existing shares or ADSs in Belgium for their own account through a professional intermediary may be exempt from the stock market tax if they deliver a certificate to the intermediary in Belgium confirming their non-resident status.

In addition to the above, no tax on stock exchange transactions is due on transactions entered into by the following parties: (i) professional intermediaries described in Article 2, 9° and 10° of the Law of 2 August 2002 acting for their own account, (ii) insurance companies described in Article 2, § 1 of the Law of 9 July 1975 acting for their own account, (iii) professional retirement institutions referred to in Article 2, 1° of the Law of 27 October 2006 relating to the control of professional retirement institutions acting for their own account, (iv) collective investment institutions acting for their own account or (v) regulated real estate companies acting for their own account.

No tax on stock exchange transactions will thus be due by Holders on the subscription, purchase or sale of existing shares or ADSs if the Holders are acting for their own account. In order to benefit from this exemption, the Holders must file with the professional intermediary in Belgium a certificate confirming that they are non-residents for Belgian tax purposes.

## **U.S. Taxation**

This section describes the material United States federal income tax consequences of the ownership and disposition of shares or ADSs. It applies to you only if you are a U.S. holder, as described below, and you hold your shares or ADSs as capital assets for United States federal income tax purposes. This discussion addresses only United States federal income taxation and does not discuss all of the tax consequences that may be relevant to you in light of your individual circumstances, including foreign, state or local tax consequences, estate and gift tax consequences, and tax consequences arising under the Medicare contribution tax on net investment income or the alternative minimum tax. This section does not apply to you if you are a member of a special class of holders subject to special rules, including:

- a bank;
- a dealer in securities;
- a trader in securities that elects to use a mark-to-market method of accounting for securities holdings;
- a tax-exempt organization;
- a life insurance company;
- a person that actually or constructively owns 10% or more of the combined voting power of our voting stock or of the total value of our stock;
- a person that holds shares or ADSs as part of a straddle or a hedging or conversion transaction;
- a person that purchases or sells shares or ADSs as part of a wash sale for tax purposes; or
- a person whose functional currency is not the U.S. dollar.

This section is based on the Internal Revenue Code of 1986, as amended, its legislative history, existing and proposed regulations, published rulings and court decisions, all as currently in effect, as well as on the Treaty. These laws are subject to change, possibly on a retroactive basis. In addition, this section is based in part upon the representations of the depository and the assumption that each obligation in the deposit agreement and any related agreement will be performed in accordance with its terms.

If an entity or arrangement that is treated as a partnership for United States federal income tax purposes holds our shares or ADSs, the United States federal income tax treatment of a partner will generally depend on the status of the partner and the tax treatment of the partnership. If you hold our shares or ADSs as a partner in a partnership, you should consult your tax adviser with regard to the United States federal income tax treatment of an investment in our shares or ADSs.

You are a U.S. holder if you are a beneficial owner of shares or ADSs and you are, for United States federal income tax purposes:

- a citizen or resident of the United States;
- a domestic corporation;

- an estate whose income is subject to United States federal income tax regardless of its source; or
- a trust if a United States court can exercise primary supervision over the trust's administration and one or more United States persons are authorized to control all substantial decisions of the trust.

You should consult your own tax adviser regarding the United States federal, state, local, foreign and other tax consequences of owning and disposing of our shares and ADSs in your particular circumstances. In particular, you should confirm whether you qualify for the benefits of the Treaty and the consequences of failing to do so.

The tax treatment of your shares or ADSs will depend in part on whether or not we are classified as a passive foreign investment company, or "PFIC," for United States federal income tax purposes. Except as discussed below under "—PFIC Rules," this discussion assumes that we are not classified as a PFIC for United States federal income tax purposes.

### ***Taxation of Distributions***

Under the United States federal income tax laws, if you are a U.S. holder, the gross amount of any distribution we pay out of our current or accumulated earnings and profits (as determined for United States federal income tax purposes), other than certain pro-rata distributions of our shares, will be treated as a dividend that is subject to United States federal income taxation. If you are a non-corporate U.S. holder, dividends that constitute qualified dividend income will be taxable to you at the preferential rates applicable to long-term capital gains, provided that you hold our shares or ADSs for more than 60 days during the 121-day period beginning 60 days before the ex-dividend date and meet other holding period requirements. Dividends we pay with respect to the shares or ADSs generally will be qualified dividend income provided that, in the year that you receive the dividend, we are eligible for the benefits of the Treaty. We believe that we are currently eligible for the benefits of the Treaty and we therefore expect that dividends on the ordinary shares or ADSs will be qualified dividend income, but there can be no assurance that we will continue to be eligible for the benefits of the Treaty.

You must include any Belgian tax withheld from the dividend payment in this gross amount even though you do not in fact receive it. The dividend is taxable to you when you receive, in the case of shares, or the depositary receives, in the case of ADSs, the dividend, actually or constructively. The dividend will not be eligible for the dividends-received deduction generally allowed to United States corporations in respect of dividends received from other United States corporations. If the dividend is paid in Euro, the amount of the dividend distribution that you must include in your income will be the U.S. dollar value of the Euro payments made, determined at the spot Euro/U.S. dollar rate on the date that the dividend is distributed, regardless of whether the payment is in fact converted into U.S. dollars. Generally, any gain or loss resulting from currency exchange fluctuations during the period from the date the dividend is distributed to the date you convert the payment into U.S. dollars will be treated as ordinary income or loss and will not be eligible for the special tax rate applicable to qualified dividend income. The gain or loss generally will be income or loss from sources within the United States for foreign tax credit limitation purposes. Distributions in excess of current and accumulated earnings and profits, as determined for United States federal income tax purposes, will be treated as a non-taxable return of capital to the extent of your basis in the shares or ADSs and thereafter as capital gain. However, we do not expect to calculate earnings and profits in accordance with United States federal income tax principles. Accordingly, you should expect to generally treat distributions we make as dividends.

Subject to certain limitations, the Belgian tax withheld in accordance with the Treaty and paid over to Belgium will be creditable against your United States federal income tax liability. However, under recently finalized Treasury regulations, it is possible that taxes may not be creditable unless you are eligible for and elect to apply the benefits of the Treaty. Special rules apply in determining the foreign tax credit limitation with respect to dividends that are subject to the preferential tax rates. To the extent a reduction or refund of the tax withheld is available to you under Belgian law or under the Treaty, the amount of tax withheld that could have been reduced or that is refundable will not be eligible for credit against your United States federal income tax liability.

Dividends will generally be income from sources outside the United States and will generally be "passive" income for purposes of computing the foreign tax credit allowable to you.

### ***Taxation of Capital Gains***

If you are a U.S. holder and you sell or otherwise dispose of your shares or ADSs, you will recognize capital gain or loss for United States federal income tax purposes equal to the difference between the U.S. dollar value of the amount that you realize and your tax basis, determined in U.S. dollars, in your shares or ADSs. Capital gain of a non-corporate U.S. holder is generally taxed at preferential rates where the property is held for more than one year. The gain or loss will generally be income or loss from sources within the United States for foreign tax credit limitation purposes. Your ability to deduct capital losses is subject to limitations.

### ***PFIC Rules***

We believe that our shares and ADSs should not currently be treated as stock of a PFIC for United States federal income tax purposes and we do not expect to become a PFIC in the foreseeable future. However, this conclusion is a factual determination that is made annually and thus may be subject to change. It is therefore possible that we could become a PFIC in a future taxable year. A company is considered a PFIC if, for any taxable year, either (i) at least 75% of its gross income is passive income or (ii) at least 50% of the value of its assets is attributable to assets that produce or are held for the production of passive income. If we were to be treated as a PFIC and you are a U.S. holder, unless you make an effective “qualified electing fund” (“**QEF**”) election, gain realized on the sale or other disposition of your shares or ADSs would in general not be treated as capital gain. Instead, unless you effectively elect to be taxed annually on a mark-to-market basis with respect to your shares or ADSs, you would be treated as if you had realized such gain and certain “excess distributions” ratably over your holding period for the shares or ADSs and would be taxed at the highest tax rate in effect for each previous year to which the gain was allocated in which we were a PFIC with respect to you, together with an interest charge in respect of the tax attributable to each such year. With certain exceptions, your shares or ADSs will be treated as stock in a PFIC if we were a PFIC at any time during your holding period in your shares or ADSs. Dividends that you receive from us will not be eligible for the special tax rates applicable to qualified dividend income if we are a PFIC or are treated as a PFIC with respect to you either in the taxable year of the distribution or the preceding taxable year, but instead will be taxable at rates applicable to ordinary income. If you own shares or ADSs during any year that we are a PFIC with respect to you, you may be required to file Internal Revenue Service (“**IRS**”) Form 8621. The QEF election is conditioned upon our furnishing you annually with certain tax information. We may not take the action necessary for a U.S. shareholder to make a QEF election in the event our company is determined to be a PFIC.

### ***Belgian Stock Market Tax***

Any Belgian stock market tax that you pay will likely not be a creditable tax for United States federal income tax purposes. However, U.S. holders are exempt from such tax if they act for their own account and certain information is provided to relevant professional intermediaries (as described above under “—Belgian Taxation—Belgian Tax on Stock Exchange Transactions”). U.S. holders are urged to consult their own tax advisers regarding the potential application of Belgian tax law to the ownership and disposition of our shares or ADSs.

## **F. DIVIDENDS AND PAYING AGENTS**

Not applicable.

## **G. STATEMENT BY EXPERTS**

Not applicable.

## **H. DOCUMENTS ON DISPLAY**

You may read and copy any reports or other information that we file through the Electronic Data Gathering, Analysis and Retrieval system through the SEC’s website on the Internet at <http://www.sec.gov>.

We also make available on our website, free of charge, our annual reports on Form 20-F, as well as certain other SEC filings, as soon as reasonably practicable after they are electronically filed with or furnished to the SEC. Our website address is <http://www.ab-inbev.com>. The information on our website is not incorporated by reference in this document.

We have filed our amended and restated articles of association and all other deeds that are to be published in the annexes to the Belgian State Gazette with the clerk's office of the Commercial Court of Brussels (Belgium), where they are available to the public. A copy of the articles of association dated 3 January 2023 has been filed as Exhibit 1.1 to this Form 20-F, and is also available on our website under <https://www.ab-inbev.com/investors/corporate-governance.html>.

In accordance with Belgian law, we must prepare audited annual statutory and consolidated financial statements. The audited annual statutory and consolidated financial statements and the reports of our Board and statutory auditor relating thereto are filed with the Belgian National Bank, where they are available to the public. Furthermore, as a listed company, we publish an annual announcement preceding the publication of our annual financial report (which includes the audited annual financial statements, the report of our Board and the statutory auditor's report). In addition, we publish interim management statements. Copies of these documents are available on our website under <https://www.ab-inbev.com/investors.html>.

We also disclose price sensitive information (inside information) and certain other information to the public. In accordance with the Belgian Royal Decree of 14 November 2007 on the obligations of issuers of financial instruments that are admitted to trading on a regulated market, such information and documentation is made available through our website, press releases and the communication channels of Euronext Brussels.

Our head office is located at Brouwerijplein 1, 3000 Leuven, Belgium. Our telephone number is +32 (0)1 627 6111 and our website is <http://www.ab-inbev.com>. The contents of our website do not form a part of this Form 20-F. Although certain references are made to our website in this Form 20-F, no information on our website forms part of this Form 20-F.

Documents related to us that are available to the public (reports, our Corporate Governance Charter, written communications, financial statements and our historical financial information for each of the three financial years preceding the publication of this Form 20-F) can be consulted on our website (<http://www.ab-inbev.com>) and at: Anheuser-Busch InBev SA/NV, Brouwerijplein 1, 3000 Leuven, Belgium.

Unless stated otherwise in this Form 20-F, none of these documents form part of this Form 20-F.

## **I. SUBSIDIARY INFORMATION**

Not applicable.

## **J. ANNUAL REPORT TO SECURITY HOLDERS**

Not Applicable.

## **ITEM 11. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

### **Market Risk, Hedging and Financial Instruments**

Our activities expose us to a variety of financial risks: market risk (including currency risk, fair value interest risk, cash flow interest risk, commodity risk and equity risk), credit risk and liquidity risk. We analyze each of these risks individually as well as on an interconnected basis, and define strategies to manage the economic impact on our performance in line with our financial risk management policy. Management meets on a frequent basis and is responsible for reviewing the results of the risk assessment, approving recommended risk management strategies, monitoring compliance with the financial risk management policy and reporting to the Finance Committee of our Board.



Some of our risk management strategies include the use of derivatives. The main derivative instruments used are foreign exchange forwards, currency futures, interest rate swaps, cross currency interest rate swaps, commodity swaps, commodity futures and equity swaps. We do not, as a matter of policy, make use of derivative financial instruments in the context of speculative trading.

Financial markets experienced significant volatility over the past years, which we have addressed and are continuing to address through our existing risk management policies.

Please refer to note 27 to our audited consolidated financial statements as of 31 December 2022 and 2021, and for the three years ended 31 December 2022 for a fuller quantitative and qualitative discussion on the market risks to which we are subject and our policies with respect to managing those risks.

### ***Foreign Currency Risk***

We are exposed to foreign currency risk on borrowings, investments, (forecasted) sales, (forecasted) purchases, royalties, dividends, licenses, management fees and interest expense/income whenever they are denominated in a currency other than the functional currency of our subsidiary engaged in the relevant transaction. To manage this risk, we primarily make use of foreign exchange forwards, currency futures and cross-currency interest rate swaps.

As far as foreign currency risk on firm commitments and forecasted transactions is concerned, our policy is to hedge operating transactions which are reasonably expected to occur (e.g., cost of sales and selling, general and administrative expenses) within the forecast period determined in the financial risk management policy. Operating transactions that are certain are hedged without any limitation in time. Non-operating transactions (such as acquisitions and disposals of subsidiaries) are hedged as soon as they are highly probable.

As of 31 December 2022, we have substantially locked in our anticipated exposures related to firm commitments and forecasted transactions for 2023 for the most important currency pairs such as USD/Brazilian real, USD/Mexican peso and USD/Colombian peso. Some exposures in certain countries had been either mostly or partially covered due to the fact that hedging can be limited in such countries as the local foreign exchange market prevents us from hedging at a reasonable cost. Open positions can also be the result of our risk management policy.

We use a sensitivity analysis to estimate the impact in our consolidated income statement and other comprehensive income of a strengthening or a weakening of the U.S. dollar against the other group currencies. In case the open positions remain unchanged and with all other variables held constant, a 10% strengthening or weakening of the closing rate of the U.S. dollar against other currencies could lead to an estimated decrease/increase of the consolidated profit before tax of approximately USD 144 million over the next 12 months. Applying a similar sensitivity on the total derivatives positions could lead to a negative/positive pre-tax impact on equity reserves of USD 537 million. The results of the sensitivity analysis should not be considered as projections of likely future events, as the gains or losses from exchange rates in the future may differ due to developments in the global financial markets.

Foreign exchange rates have been subject to significant volatility in the recent past and may be again in the future. See note 27 to our audited consolidated financial statements as of 31 December 2022 and 2021, and for the three years ended 31 December 2022 for details of the above sensitivity analysis, a fuller quantitative and qualitative discussion on the foreign currency risks to which we are subject and our policies with respect to managing those risks.

### ***Interest Rate Risk***

We are exposed to interest rate risk on our variable-rate interest-bearing financial liabilities. As of 31 December 2022, after certain hedging and fair value adjustments, USD 4.6 billion, or 5.7%, of our interest-bearing financial liabilities (which include bonds, loans, lease liabilities and bank overdrafts) bore a variable interest rate. We apply a dynamic interest rate hedging approach where the target mix between fixed and floating rate is reviewed periodically. The purpose of our policy is to achieve an optimal balance between cost of funding and volatility of financial results, while taking into account market conditions as well as our overall business strategy. From time to time, we enter into interest rate swap agreements and forward rate agreements to manage our interest rate risk, and also enter into cross-currency interest rate swap agreements to manage both our foreign currency risk and interest rate risk.

We have performed a sensitivity analysis in relation to our exposure to interest rates for the floating rate debt after hedging, assuming the amount of liability outstanding at reporting date was outstanding for the whole year (see note 27 to our audited consolidated financial statements as of 31 December 2022 and 2021, and for the three years ended 31 December 2022). The company estimates that an increase or decrease of 100 basis points represents a reasonably possible change in applicable interest rates. Accordingly, if interest rates had been higher/lower by 100 basis points, with all other variables held constant, the interest expense would have been USD 46 million higher/lower. This impact would have been more than offset by USD 93 million higher/lower interest income on interest-bearing financial assets. Additionally, the pre-tax impact on equity reserves from the market value of hedging instruments would not have been significant.

Interest rates have been subject to significant volatility in the recent past and may be again in the future. See note 27 to our audited consolidated financial statements as of 31 December 2022 and 2021, and for the three years ended 31 December 2022 for details of the above sensitivity analysis, a fuller quantitative and qualitative discussion on the interest rate risks to which we are subject and our policies with respect to managing those risks.

### **Commodity Price Risk**

We have significant exposures to various commodities, including, but not limited to, aluminum, energy, corn, wheat, plastic, rice and sugar. The commodity markets have experienced and are expected to continue to experience price fluctuations. We therefore use both fixed-price purchasing contracts and commodity derivatives to minimize exposure to commodity price volatility.

As of 31 December 2022, we had the following commodity derivatives outstanding, by maturity:

| Commodities                 | Notional |           |          | Total | Fair Value |
|-----------------------------|----------|-----------|----------|-------|------------|
|                             | <1 year  | 1-5 years | >5 years |       |            |
| Aluminum swaps              | 2,161    | 4         | —        | 2,165 | (122)      |
| Other commodity derivatives | 1,160    | 22        | —        | 1,182 | (48)       |

Note:

- (1) These hedges are designated in a cash flow hedge accounting relationship in accordance with IFRS 9.

See note 27 to our audited consolidated financial statements as of 31 December 2022 and 2021, and for the three years ended 31 December 2022 for a fuller quantitative and qualitative discussion on the commodity risks that we are subject to, and our policies with respect to managing those risks.

### **Equity Price Risk**

We entered into a series of derivative contracts to hedge the risk arising from the different share-based payment programs. The purpose of these derivatives is mainly to effectively hedge the risk that a price increase in our shares could negatively impact future cash flows related to the share-based payments. Furthermore, we entered into a series of derivative contracts to hedge the deferred share instrument related to the Grupo Modelo combination (see also notes 11 and 27 to our audited consolidated financial statements as of 31 December 2022 and 2021, and for the three years ended 31 December 2022) and some share-based payments in connection with the acquisition of SAB. Most of these derivative instruments could not qualify for hedge accounting; therefore, they have not been designated in any hedging relationships.

As of 31 December 2022, an exposure for an equivalent of 100.5 million of our shares was hedged, resulting in a total gain of USD 605 million recognized in the profit or loss account for the period, of which USD 331 million related to our share-based payment programs, and USD 274 million related to the Grupo Modelo and SAB combinations.

The sensitivity analysis on the share-based payments hedging program, calculated based on a 27.53% reasonably possible volatility of our share price, and with all the other variables held constant, would show USD 1,660 million positive/negative impact on our 2022 profit before tax. Sensitivity analysis is assessed based on the yearly volatility using daily observable market data during 250 days at 31 December 2022.

### ***Other Risks***

See note 27 to our audited consolidated financial statements as of 31 December 2022 and 2021, and for the three years ended 31 December 2022 for a fuller quantitative and qualitative discussion on the equity, credit and liquidity risks to which we are subject and our policies with respect to managing those risks.

## **ITEM 12. DESCRIPTION OF SECURITIES OTHER THAN EQUITY SECURITIES**

### **A. DEBT SECURITIES**

Not applicable.

### **B. WARRANTS AND RIGHTS**

Not applicable.

### **C. OTHER SECURITIES**

Not applicable.

### **D. AMERICAN DEPOSITARY SHARES**

We are party to the Amended and Restated Deposit Agreement, dated 23 March 2018, as amended from time to time, among us, The Bank of New York Mellon, as depository, and the owners and holders of ADSs from time to time under the Deposit Agreement. As used in this section headed “—D. American Depositary Shares,” all references to the depository are references to The Bank of New York Mellon in its capacity as depository under the Deposit Agreement, and all references to the “custodian” are to the principal Brussels office of ING Belgium SA/NV in its capacity as custodian under the Deposit Agreement as appointed by the depository.

Copies of the Deposit Agreement and any amendments to the Deposit Agreement are or will be on file with the SEC under cover of a Registration Statement on Form F-6. You may obtain copies of the Deposit Agreement and any amendments thereto from the SEC’s Public Reference Room at 100 F Street, N.E., Washington, D.C. 20549 and from the SEC’s website at [www.sec.gov](http://www.sec.gov).

The Deposit Agreement is among us, The Bank of New York Mellon, as ADR depository, and all holders from time to time of ADRs issued under the Deposit Agreement. Copies of the Deposit Agreement are also on file at the ADR depository’s corporate trust office and the office of the custodian. They are open to inspection by owners and holders during business hours.

Uncertificated ADSs may be registered on the books of the depository in electronic book-entry form by means of the Direct Registration System (“**DRS**”) operated by The Depository Trust Company (“**DTC**”). Periodic statements will be mailed to our ADS holders that reflect their ownership interest in such ADSs. Alternatively, under the Deposit Agreement, our ADSs may be certificated by ADRs delivered by the depository to evidence the ADSs. Unless otherwise specified in this description, references to “ADSs” include (i) our uncertificated ADSs, the ownership of which will be evidenced by periodic statements ADS holders will receive, and (ii) our certificated ADSs evidenced by our ADRs.

The depositary's office is located at 240 Greenwich Street, New York, New York 10286, United States. Because the depositary or its nominee actually holds the underlying Ordinary Shares, ADS holders generally receive the benefit from such underlying AB InBev Ordinary Shares through the depositary. ADS holders must rely on the depositary to exercise the rights of a shareholder on their behalf, including the voting of the Ordinary Shares represented by the ADSs. If a person becomes an owner of our ADSs, it will become a party to the Deposit Agreement and therefore will be bound by its terms and by the terms of the ADSs and the ADRs. The Deposit Agreement specifies the rights and obligations of AB InBev, the ADS holders' rights and obligations as owners of ADSs and the rights and obligations of the depositary. The Deposit Agreement, the ADSs and the ADRs will be governed by New York law. However, the underlying Ordinary Shares will continue to be governed by Belgian law, which may be different from New York law.

### **American Depositary Shares**

The Bank of New York Mellon, as the depositary, will register and deliver ADSs. Each ADS will represent one share (or a right to receive one share) deposited with the principal Brussels office of ING Belgium SA/NV, as custodian for the depositary. Each ADS will also represent any other securities, cash or other property which may be held by the depositary. The depositary's corporate trust office at which the ADSs will be administered is located at 240 Greenwich Street, New York, New York 10286, United States. The Bank of New York Mellon's principal executive office is located at 240 Greenwich Street, New York, New York 10286, United States.

You may hold ADSs either (A) directly (i) by having an ADR, which is a certificate evidencing a specific number of ADSs, registered in your name, or (ii) by having ADSs registered in your name in the DRS, or (B) indirectly by holding a security entitlement in ADSs through your broker or other financial institution. If you hold ADSs directly, you are a registered ADS holder, also referred to as an ADS holder. This description assumes you are an ADS holder. If you hold the ADSs indirectly, you must rely on the procedures of your broker or other financial institution to assert the rights of ADS holders described in this section. You should consult with your broker or financial institution to find out what those procedures are.

DRS is a system administered by DTC, pursuant to which the depositary may register the ownership of uncertificated ADSs, which ownership shall be evidenced by periodic statements sent by the depositary to the registered holders of uncertificated ADSs.

As an ADS holder, we will not treat you as one of our shareholders and you will not have shareholder rights. Belgian law governs shareholder rights. The depositary will be the holder of the shares underlying your ADSs. As a registered holder of ADSs, you will have ADS holder rights. The Deposit Agreement among us, the depositary and you, as an ADS holder, and all other persons indirectly holding ADSs, sets out ADS holder rights as well as the rights and obligations of the depositary. New York law governs the Deposit Agreement and the ADSs.

The following is a summary of the fee provisions of the Deposit Agreement. For more complete information regarding ADRs, you should read the entire Deposit Agreement and the form of ADR.

***Fees and Expenses Payable by Holders***

| <i>Persons depositing or withdrawing shares<br/>or ADS holders must pay:</i>   | <i>For:</i>   |
|--|---|
| No more than \$5.00 per 100 ADSs (or portion of 100 ADSs)  | Issuance of ADSs, including issuances resulting from a distribution of shares or rights or other property Cancellation of ADSs for the purpose of withdrawal, including if the Deposit Agreement terminates |
| No more than the greater of (a) \$0.02 per ADS and (b) 10% of the dividend or cash distribution amount per ADS   | Any dividend or cash distribution to ADS holders  |
| A fee equivalent to the fee that would be payable if securities distributed to you had been shares and the shares had been deposited for issuance of ADSs                                      | Distribution of securities to holders of deposited securities by the depositary to ADS holders  |
| Registration or transfer fees  | Transfer and registration of shares on our share register to or from the name of the depositary or its agent when you deposit or withdraw shares  |
| Expenses of the depositary   | Cable, telex and facsimile transmissions (when expressly provided in the deposit agreement)<br>Converting foreign currency to U.S. dollars  |
| Taxes and other governmental charges that the depositary or the custodian has to pay on any ADS or share underlying an ADS, for example, stock transfer taxes, stamp duty or withholding taxes | As necessary  |
| Telex or facsimile charges provided for in the Deposit Agreement   | Expenses for depositary services  |
| Any unavoidable charges incurred by the depositary or its agents for servicing the deposited securities  | As necessary  |

The depositary collects its fees for delivery and surrender of ADSs directly from investors depositing shares or surrendering ADSs for the purpose of withdrawal or from intermediaries acting for them. The depositary collects fees for making distributions to investors by deducting those fees from the amounts distributed or by selling a portion of distributable property to pay the fees. The depositary may collect its annual fee for depositary services by deduction from cash distributions or by directly billing investors or by charging the book-entry system accounts of participants acting for them. The depositary may collect any of its fees by deduction from any cash distribution payable (or by selling a portion of securities or other property distributable) to ADS holders that are obligated to pay those fees. The depositary may generally refuse to provide fee-attracting services until its fees for those services are paid.

From time to time, the depositary may make payments to us to reimburse us for costs and expenses generally arising out of establishment and maintenance of the ADS program, waive fees and expenses for services provided to us by the depositary or share revenue from the fees collected from ADS holders. In performing its duties under the Deposit Agreement, the depositary may use brokers, dealers, foreign currency dealers or other service providers that are owned by or affiliated with the depositary and that may earn or share fees, spreads or commissions.

The depositary may convert currency itself or through any of its affiliates and, in those cases, acts as principal for its own account and not as agent, adviser, broker or fiduciary on behalf of any other person and earns revenue, including, without limitation, transaction spreads, that it will retain for its own account. The revenue is based on, among other things, the difference between the exchange rate assigned to the currency conversion made under the Deposit Agreement and the rate that the depositary or its affiliate receives when buying or selling foreign currency for its own account. The depositary makes no representation that the exchange rate used or obtained in any currency conversion under the Deposit Agreement will be the most favorable rate that could be obtained at the time or that the method by which that rate will be determined will be the most favorable to ADS holders, subject to the depositary's obligations under the Deposit Agreement. The methodology used to determine exchange rates used in currency conversions is available upon request.

### ***Payment of Taxes***

You will be responsible for any taxes or other governmental charges payable on your ADSs or on the deposited securities represented by any of your ADSs. The depositary may refuse to register any transfer of your ADSs or allow you to withdraw the deposited securities represented by your ADSs until such taxes or other charges are paid. It may apply payments owed to you or sell deposited securities represented by your ADSs to pay any taxes owed and you will remain liable for any deficiency. If the depositary sells deposited securities, it will, if appropriate, reduce the number of ADSs to reflect the sale and pay to ADS holders any proceeds, or send to ADS holders any property remaining after it has paid the taxes.

### ***Fees Payable by the Depositary***

For the year ended 31 December 2022, the depositary reimbursed us for expenses we incurred, or paid amounts on our behalf to third parties, in connection with the ADS program for a total sum of USD 6,783,979.77.

| <u>Expenses the depositary reimbursed us</u> | <u>Amount (in USD)</u> |
|--|------------------------|
| Maintenance expenses(1)                      | 6,783,979.77           |
| <b>Total</b>                                 | <b>6,783,979.77</b>    |

Note:

- (1) This includes both direct payments to AB InBev as well as The Bank of New York Mellon invoices that have been offset with revenue sharing balance.

The *depositary* has also agreed to waive fees for standard costs associated with the administration of the program and has paid certain expenses directly to third parties on our behalf. The table below sets forth those expenses that the *depositary* paid directly to third parties for the year ended 31 December 2022.

| <u>Expenses the depositary paid to third parties on our behalf</u> | <u>Amount (in USD)</u> |
|--|------------------------|
| Standard out-of-pocket maintenance costs                           | 125,952.04             |
| <b>Total</b>   | <b>125,952.04</b>      |

### ***Your Right to Receive the Shares Underlying Your ADRs***

ADS holders will have the right to cancel their ADSs and withdraw the underlying shares at any time except:

- when temporary delays arise because: (i) the depositary has closed its transfer books or we have closed our transfer books; (ii) the transfer of shares is blocked to permit voting at a shareholders' meeting or (iii) we are paying a dividend on our shares;
- when you owe money to pay fees, taxes and similar charges; or
- when it is necessary to prohibit withdrawals in order to comply with any laws or governmental regulations that apply to ADSs or to the withdrawal of shares or other deposited securities.

This right of withdrawal may not be limited by any other provision of the Deposit Agreement.

### ***Pre-release of ADSs***

The Deposit Agreement permits the depositary to deliver ADSs before deposit of the underlying shares. This is called a pre-release of the ADSs. The depositary may also deliver shares upon cancellation of pre-released ADSs (even if the ADSs are canceled before the pre-release transaction has been closed out). A pre-release will be closed out as soon as the underlying shares are delivered to the depositary. The depositary may receive ADSs instead of shares to close out a pre-release. The depositary may pre-release ADSs only under the following conditions: (i) before or at the time of the pre-release, the person to whom the pre-release is being made represents to the depositary in writing that it or its customer owns the shares or ADSs to be deposited; (ii) the pre-release is fully collateralized with cash or other collateral that the depositary considers appropriate; (iii) the depositary must be able to close out the pre-release on not more than five business days' notice; and (iv) subject to such further indemnities and credit regulation as the depositary deems appropriate. In addition, the depositary will limit the number of ADSs that may be outstanding at any time as a result of pre-release, although the depositary may disregard the limit from time to time, if it thinks it is appropriate to do so.

### ***Direct Registration System***

In the Deposit Agreement, all parties to the Deposit Agreement acknowledge that the DRS and Profile Modification System (“**Profile**”) will apply to uncertificated ADSs upon acceptance thereof to DRS by DTC. DRS is the system administered by DTC pursuant to which the depository may register the ownership of uncertificated ADSs, which ownership shall be evidenced by periodic statements sent by the depository to the registered holders of uncertificated ADSs. Profile is a required feature of DRS which allows a DTC participant, claiming to act on behalf of a registered holder of ADSs, to direct the depository to register a transfer of those ADSs to DTC or its nominee and to deliver those ADSs to the DTC account of that DTC participant without receipt by the depository of prior authorization from the ADS holder to register that transfer.

In connection with and in accordance with the arrangements and procedures relating to DRS/Profile, the parties to the Deposit Agreement understand that the depository will not verify, determine or otherwise ascertain that the DTC participant which is claiming to be acting on behalf of an ADS holder in requesting registration of transfer and delivery described in the paragraph above has the actual authority to act on behalf of the ADS holder (notwithstanding any requirements under the Uniform Commercial Code). In the Deposit Agreement, the parties will agree that the depository’s reliance on and compliance with instructions received by the depository through the DRS/Profile and in accordance with the Deposit Agreement shall not constitute negligence or bad faith on the part of the depository.

### ***Shareholder Communications; Inspection of Register of Holders of ADSs for Owners***

The depository will make available for the owners’ inspection at its office all communications that it receives from us as a holder of deposited securities that we make generally available to the owners of deposited securities. The depository will send the owners copies of those communications if we ask it to. The owners have a right to inspect the register of holders of ADSs, but not for the purpose of contacting those holders about a matter unrelated to our business or the ADSs.

## PART II

### ITEM 13. DEFAULTS, DIVIDEND ARREARAGES AND DELINQUENCIES

None.

### ITEM 14. MATERIAL MODIFICATIONS TO THE RIGHTS OF SECURITY HOLDERS AND USE OF PROCEEDS

None.

### ITEM 15. CONTROLS AND PROCEDURES

#### Disclosure Controls and Procedures

Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of the design and operation of our disclosure controls and procedures pursuant to Exchange Act Rule 13a-15(b) as of 31 December 2022. While there are inherent limitations to the effectiveness of any system of disclosure controls and procedures, including the possibility of human error and the circumvention or overriding of the controls and procedures, our disclosure controls and procedures are designed to provide reasonable assurance of achieving their objectives. Based upon our evaluation, as of 31 December 2022, the Chief Executive Officer and Chief Financial Officer have concluded that the disclosure controls and procedures, in accordance with Exchange Act Rule 13a-15(e), (i) are effective at that level of reasonable assurance in ensuring that information required to be disclosed in the reports that are filed or submitted under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and (ii) are effective at that level of reasonable assurance in ensuring that information to be disclosed in the reports that are filed or submitted under the Exchange Act is accumulated and communicated to the management of our company, including the Chief Executive Officer and the Chief Financial Officer, to allow timely decisions regarding required disclosure.

#### Management's Annual Report on Internal Control over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting. Our internal control over financial reporting is a process designed, under the supervision of the Chief Executive Officer and Chief Financial Officer, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of our financial statements for external reporting purposes in accordance with generally accepted accounting principles.

Our internal control over financial reporting includes policies and procedures that pertain to the maintenance of records that, in reasonable detail, accurately and fairly, reflect transactions and dispositions of assets, provide reasonable assurance that transactions are recorded in the manner necessary to permit the preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures are only carried out in accordance with the authorization of our management and directors, and provide reasonable assurance regarding the prevention or timely detection of any unauthorized acquisition, use or disposition of our assets that could have a material effect on our financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect all misstatements. Moreover, projections of any evaluation of the effectiveness of internal control to future periods are subject to a risk that controls may become inadequate because of changes in conditions and that the degree of compliance with the policies or procedures may deteriorate.

Our management has assessed the effectiveness of internal control over financial reporting based on the Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in 2013. Based on this assessment, our management has concluded that our internal control over financial reporting as of 31 December 2022 was effective.



The effectiveness of internal control over financial reporting as of 31 December 2022 has been audited by PwC Bedrijfsrevisoren BV/Reviseurs d'Entreprises SRL, our independent registered public accounting firm, as represented by Koen Hens. Their audit report, including their opinion on management's assessment of internal control over financial reporting, is included in our audited consolidated financial statements included in this Form 20-F.

### Changes in Internal Control over Financial Reporting

During the period covered by this Form 20-F, there were no changes to our internal control over financial reporting that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

### ITEM 16A. AUDIT COMMITTEE FINANCIAL EXPERT

Our board of directors has determined that M. Michele Burns is an "audit committee financial expert" as defined in Item 16A of Form 20-F under the Exchange Act and an independent director under Rule 10A-3 under the Exchange Act.

### ITEM 16B. CODE OF ETHICS

We have adopted a Code of Business Conduct and a Code of Dealing, each of which applies to all of our employees, including our principal executive, principal financial and principal accounting officers. Our Code of Business Conduct and Code of Dealing are together intended to meet the definition of "code of ethics" under Item 16B of Form 20-F under the Exchange Act. Our Code of Dealing and Code of Business Conduct are filed as Exhibits 11.1 and 11.2, respectively, to this Form 20-F.

If the provisions of the code that apply to our principal executive officer, principal financial officer or principal accounting officer are amended, or if a waiver is granted, we will disclose such amendment or waiver.

### ITEM 16C. PRINCIPAL ACCOUNTANT FEES AND SERVICES

PwC Bedrijfsrevisoren BV/Reviseurs d'Entreprises SRL acted as our independent auditor for the fiscal years ended 31 December 2022 and 31 December 2021. The table below sets forth the total amount billed to us by PwC for services performed in 2022 and 2021, respectively, and breaks down these amounts by category of service:

|                    | <u>2022</u>           | <u>2021</u>   |
|--------------------|-----------------------|---------------|
|                    | <i>(USD thousand)</i> |               |
| Audit Fees         | 16,584                | 15,703        |
| Audit-Related Fees | 393                   | 386           |
| Tax Fees           | 3,185                 | 2,648         |
| All Other Fees     | —                     | 78            |
| <b>Total</b>       | <b>20,163</b>         | <b>18,815</b> |

#### Audit Fees

Audit fees are fees billed for services that provide assurance on the fair presentation of financial statements and encompass the following specific elements:

- An audit opinion on our consolidated financial statements;
- An audit opinion on the statutory financial statements of individual companies within the AB InBev Group, where legally required;
- A review opinion on interim financial statements; and
- In general, any opinion assigned to the statutory auditor by local legislation or regulations.

## Audit-Related Fees

Audit-related fees are fees for assurance services or other work traditionally provided to us by external audit firms in their role as statutory auditors. These services usually result in a certification or specific opinion on an investigation or specific procedures applied, and include opinions/audit reports on information provided by us at the request of a third party (for example, prospectuses and comfort letters).

Over the last two years, audit-related services were mainly incurred in relation to various special reports.

## Tax Fees

In 2022 and 2021, the majority of our tax fees related to advisory services.

## All Other Fees

There were no other fees in 2022. All other fees were primarily related to advisory services in 2021.

## Pre-Approval Policies and Procedures

The advance approval of the Audit Committee or member thereof, to whom approval authority has been delegated, is required for all audit and non-audit services provided by our auditors.

The advance approval of the Chair of the Audit Committee is required for all audit and non-audit services provided by our auditors and was obtained for all such services provided in 2021 and 2022.

Our auditors and management report, on a quarterly basis, to the Audit Committee regarding the extent of the services provided and the fees for the services performed to date.

## ITEM 16D. EXEMPTIONS FROM THE LISTING STANDARDS FOR AUDIT COMMITTEES

None.

## ITEM 16E. PURCHASES OF EQUITY SECURITIES BY THE ISSUER

The following table sets forth certain information related to purchases made by the AB InBev Group of our shares or ADSs:

|                                      | <u>Total number of<br/>shares purchased(1)</u><br><i>(number of shares)</i> | <u>Average price paid<br/>per share</u><br><i>(USD)</i> | <u>Total number of<br/>shares purchased as<br/>part of publicly<br/>announced plans or<br/>programs</u><br><i>(number of shares)</i> | <u>Maximum number<br/>(or approximate<br/>dollar value) of<br/>shares that may yet<br/>be purchased under<br/>the plans or<br/>programs</u><br><i>(USD million)</i> |
|--------------------------------------|---|---|--|---|
| 1 January 2022 – 31 January 2022     | —   | —   | —  | —   |
| 1 February 2022 – 28 February 2022   | —   | —   | —  | —   |
| 1 March 2022 – 31 March 2022         | —   | —   | —  | —   |
| 1 April 2022 – 30 April 2022         | —   | —   | —  | —   |
| 1 May 2022 – 31 May 2022             | —   | —   | —  | —   |
| 1 June 2022 – 30 June 2022           | —   | —   | —  | —   |
| 1 July 2022 – 31 July 2022           | —   | —   | —  | —   |
| 1 August 2022 – 31 August 2022       | —   | —   | —  | —   |
| 1 September 2022 – 30 September 2022 | —   | —   | —  | —   |
| 1 October 2022 – 31 October 2022     | —   | —   | —  | —   |
| 1 November 2022 – 30 November 2022   | —   | —   | —  | —   |
| 1 December 2022 – 31 December 2022   | —   | —   | —  | —   |
| <b>Total</b>                         | —   | —   | —  | —   |

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Note:

- (1) Under certain of our share-based compensation plans, shares are granted to employees at a discount. See “Item 6. Directors, Senior Management and Employees—B. Compensation—Share-Based Payment Plans.” The discount is granted in the form of additional shares, and if such employees leave the AB InBev Group prior to the end of the applicable vesting period, we take back the shares representing the discount. Technically, all of the “discount” shares are repurchased from the employee by our subsidiary, Brandbev, for an aggregate price of EUR 1, or USD 1 if the individual is located in the United States.

#### **ITEM 16F. CHANGE IN REGISTRANT’S CERTIFYING ACCOUNTANT**

Not applicable.

#### **ITEM 16G. CORPORATE GOVERNANCE**

We believe the following to be the significant differences between our corporate governance practices and those applicable to U.S. companies under the NYSE listing standards.

In general, the 2020 Belgian Corporate Governance Code (the “Code”) that has applied to us since 1 January 2020 is a code of best practices applied to listed companies on a non-binding basis. The Code applies a “comply or explain” approach. That is, companies may depart from the Code’s provisions if they give a reasoned explanation of the reasons for doing so.

Under the NYSE listing standards, a majority of the directors of a listed U.S. company are required to be independent, while in Belgium, only three directors need to be independent. As of 31 December 2022, our Board of Directors comprised three independent directors and twelve directors deemed not to be “independent” under the NYSE listing standards as a result of Belgian law independence determinations, none of which serve as part of our management. Of these twelve directors, nine are considered non-independent solely because they serve as directors of our controlling shareholder, the Stichting, and three are considered non-independent because of their relationships with Altria and BEVCO, the two largest holders of Restricted Shares.

The NYSE rules further require that the audit, nominating and compensation committees of a listed U.S. company be composed entirely of independent directors, including that there be a minimum of three members on the audit committee. The Code recommends that a majority of the members of the Nomination Committee meet the technical requirements for independence under Belgian corporate law. The Belgian Companies Code requires that one member of the Audit Committee meet the technical requirements for independence under Belgian corporate law, but our Corporate Governance Charter requires the majority of the members of the Audit Committee to meet such requirements. The Belgian Companies Code also requires that a majority of the members of the Remuneration Committee meet the technical requirements for independence under Belgian corporate law. As of 1 January 2023, all four voting members of our Audit Committee are independent for purposes of Rule 10A-3 under the Securities Exchange Act of 1934. However, one of the four directors on our Audit Committee, five of the five directors on our Nomination Committee and one of the three directors on our Remuneration Committee would not meet the NYSE independence requirements. As the Audit Committee, Nomination Committee and Remuneration Committee are composed exclusively of non-executive directors who are independent of management and free from any business relationship that could materially interfere with the exercise of their independent judgment, we consider that the composition of these committees achieves the Belgian Corporate Governance Code’s aim of avoiding potential conflicts of interest.

We consider that the terms of reference of our board committees are generally responsive to the relevant NYSE rules, but may not address all aspects of these rules.

**ITEM 16H. MINE SAFETY DISCLOSURE**

Not applicable.

**ITEM 16I. DISCLOSURE REGARDING FOREIGN JURISDICTIONS THAT PREVENT INSPECTIONS**

Not applicable.

**PART III**

**ITEM 17. FINANCIAL STATEMENTS**

We have elected to provide financial statements pursuant to Item 18.

**ITEM 18. FINANCIAL STATEMENTS**

The audited consolidated financial statements as required under Item 18 are attached hereto starting on page F-1 of this Form 20-F. The audit report of PwC Bedrijfsrevisoren BV/Reviseurs d'Entreprises SRL, independent registered public accounting firm, is included herein preceding the audited consolidated financial statements.

**ITEM 19. EXHIBITS**

- 1.1\* [Articles of Association of Anheuser-Busch InBev SA/NV, dated as of 3 January 2023 \(English-language translation\) \(incorporated by reference to Exhibit 99.1 to Form 6-K filed by Anheuser-Busch InBev SA/NV on 14 March 2023\).](#)
- 2.1\* [Indenture, dated as of 16 October 2009, among Anheuser-Busch InBev Worldwide Inc., Anheuser-Busch InBev SA/NV, Brandbrew S.A., Cobrew NV/SA and Anheuser Busch Companies, LLC and The Bank of New York Mellon Trust Company, N.A., as trustee \(incorporated by reference to Exhibit 4.1 to Form F-4 \(File No. 333-163464\) filed by AB InBev on 3 December 2009\).](#)
- 2.2\* [Fifth Supplemental Indenture, dated as of 27 November 2009, among Anheuser-Busch InBev Worldwide Inc., Anheuser-Busch InBev SA/NV, the Subsidiary Guarantors named therein, and The Bank of New York Mellon Trust Company, N.A., as Trustee \(incorporated by reference to Exhibit 4.6 to Form F-4 \(File No. 333-163464\) filed by AB InBev on 3 December 2009\).](#)
- 2.3\* [Tenth Supplemental Indenture, dated as of 7 April 2010, among Anheuser-Busch InBev Worldwide Inc., Anheuser-Busch InBev SA/NV, the Subsidiary Guarantors named therein, and The Bank of New York Mellon Trust Company, N.A., as Trustee \(incorporated by reference to Exhibit 2.3 to Form 20-F \(File No. 001-34455\) filed by AB InBev on 13 April 2011\).](#)
- 2.4\* [Twenty-Fourth Supplemental Indenture, dated as of 6 October 2011, among Anheuser-Busch InBev Worldwide Inc., Anheuser-Busch InBev SA/NV, the Subsidiary Guarantors named therein, and The Bank of New York Mellon Trust Company, N.A., as Trustee \(incorporated by reference to Exhibit 4.2 to Form F-3/A \(File No. 333-169514\) filed by AB InBev on 7 October 2011\).](#)
- 2.5\* [Twenty-Ninth Supplemental Indenture, dated as of 20 December 2012, among Anheuser-Busch InBev Worldwide Inc., Anheuser-Busch InBev SA/NV, the Subsidiary Guarantors party thereto from time to time and The Bank of New York Mellon Trust Company, N.A., as Trustee \(incorporated by reference to Exhibit 4.2 to Form F-3/A \(File No. 333-169514\) filed by AB InBev on 21 December 2012\).](#)

- 2.6\* [Indenture, dated as of 17 January 2013, among Anheuser-Busch InBev Finance Inc., Anheuser-Busch InBev SA/NV, Brandbrew S.A., Cobrew NV/SA, Anheuser-Busch InBev Worldwide Inc. and Anheuser Busch Companies, LLC and The Bank of New York Mellon Trust Company, N.A., as Trustee \(incorporated by reference to Exhibit 2.5 to Form 20-F filed by AB InBev on 25 March 2013\).](#)
- 2.7\* [Indenture, dated as of 25 January 2016, among Anheuser-Busch InBev Finance Inc., Anheuser-Busch InBev Worldwide Inc., Anheuser-Busch InBev SA/NV, Brandbrew S.A., Cobrew NV/SA and Anheuser Busch Companies, LLC and The Bank of New York Mellon Trust Company, N.A., as Trustee \(incorporated by reference to Exhibit 2.7 to Form 20-F filed by AB InBev on 14 March 2016\).](#)
- 2.8\* [Indenture, dated as of 16 December 2016, among Anheuser-Busch InBev Worldwide Inc., Anheuser-Busch InBev Finance Inc., Anheuser-Busch InBev SA/NV, Brandbrew S.A., Cobrew NV/SA and Anheuser Busch Companies, LLC and The Bank of New York Mellon Trust Company, N.A., as Trustee \(incorporated by reference to Exhibit 2.8 to Form 20-F filed by Anheuser-Busch InBev SA/NV on 22 March 2017\).](#)
- 2.9\* [Indenture, dated as of 15 May 2017, among Anheuser-Busch InBev Finance Inc., Anheuser-Busch InBev Worldwide Inc., Anheuser-Busch InBev SA/NV, Brandbrew S.A., Cobrew NV/SA and Anheuser Busch Companies, LLC and The Bank of New York Mellon Trust Company, N.A., as Trustee \(incorporated by reference to Exhibit 4.1 to Form 6-K filed by Anheuser-Busch InBev SA/NV on 15 May 2017\).](#)
- 2.10\* [Indenture, dated as of 4 April 2018, among Anheuser-Busch InBev Worldwide Inc., Anheuser-Busch InBev Finance Inc., Anheuser-Busch InBev SA/NV, Brandbrew S.A., Cobrew NV/SA and Anheuser Busch Companies, LLC and The Bank of New York Mellon Trust Company, N.A., as Trustee \(incorporated by reference to Exhibit 4.1 to Form 6-K filed by Anheuser-Busch InBev SA/NV on 4 April 2018\).](#)
- 2.11\* [Amended and Restated Deposit Agreement, by and among Anheuser-Busch InBev SA/NV and The Bank of New York Mellon, as Depository and Owners and Holders of American Depositary Shares, dated as of 23 March 2018 \(incorporated by reference to Exhibit 4.2 to Form S-8 filed by Anheuser-Busch InBev SA/NV on 14 September 2018\).](#)
- 2.12\* [Indenture, dated as of 13 November 2018, among Anheuser-Busch InBev Worldwide Inc., Anheuser Busch Companies, LLC, Anheuser-Busch InBev Finance Inc., Anheuser-Busch InBev SA/NV, Brandbrew S.A. and Cobrew NV/SA and The Bank of New York Mellon Trust Company, N.A., as Trustee \(incorporated by reference to Exhibit 4.1 to Form 6-K filed by Anheuser-Busch InBev SA/NV on 14 November 2018\).](#)
- 2.13\* [Seventh Supplemental Indenture, dated as of 23 January 2019, among Anheuser-Busch InBev Worldwide Inc., Anheuser-Busch InBev SA/NV, the Subsidiary Guarantors party thereto from time to time and The Bank of New York Mellon Trust Company, N.A., as Trustee \(incorporated by reference to Exhibit 4.1 to Form 6-K filed by Anheuser-Busch InBev SA/NV on 23 January 2019\).](#)
- 2.14\* [Thirteenth Supplemental Indenture, dated as of 3 April 2020, among Anheuser-Busch InBev Worldwide Inc., Anheuser-Busch InBev SA/NV, the Subsidiary Guarantors party thereto from time to time and The Bank of New York Mellon Trust Company, N.A., as Trustee \(incorporated by reference to Exhibit 4.1 to Form 6-K filed by Anheuser-Busch InBev SA/NV on 3 April 2020\).](#)
- 2.15 [Description of Securities registered under Section 12 of the Exchange Act.](#)

- 3.1\* [Voting Agreement between Stichting Anheuser-Busch InBev, Fonds Baillet Latour SPRL and Fonds Voorzitter Verhelst SPRL, effective 1 November 2015 \(incorporated by reference to Exhibit 2.36 to Amendment No. 15 to Schedule 13D filed by AB InBev on 9 March 2016\).](#)
- 3.2\* [Amended and Restated New Shareholders' Agreement, dated 11 April 2016, among BRC S.à.R.L., Eugénie Patri Sébastian S.A., EPS Participations S.à.R.L., Rayvax Société d'Investissements S.A. and Stichting Anheuser-Busch InBev \(incorporated by reference to Exhibit 2.37 to Schedule 13D filed by AB InBev on 19 April 2016\).](#)
- 3.3\* [Voting and Support Agreement relating to Anheuser-Busch InBev SA/NV, dated 8 October 2016, among Stichting Anheuser-Busch InBev, Altria Group, Inc., BEVCO Ltd. and Anheuser-Busch InBev SA/NV \(incorporated by reference to Exhibit 2.4 to Anheuser-Busch InBev SA/NV's Schedule 13D filed by BRC S.à.R.L. on 2 November 2016\).](#)
- 4.1\* [Amendment and Restatement Agreement dated 28 August 2015, amending the 2010 Senior Facilities Agreement dated 26 February 2010 \(incorporated by reference to Exhibit 4.4 to Form 20-F filed by AB InBev on 14 March 2016\).](#)
- 4.2\* [Letter of Amendment dated 26 October 2017, amending the 2010 Senior Facilities Agreement dated 26 February 2010 \(incorporated by reference to Exhibit 4.5 to Form 20-F filed by Anheuser-Busch InBev SA/NV on 19 March 2018\).](#)
- 4.3\* [Amendment and Restatement Agreement dated 16 February 2021, amending the 2010 Senior Facilities Agreement dated 26 February 2010 \(incorporated by reference to Exhibit 4.3 to Form 20-F filed by AB InBev on 19 March 2021\).](#)<sup>††</sup>
- 4.4\* [Share-Based Compensation Plan Relating to Shares of Anheuser-Busch InBev \(incorporated by reference to Exhibit 4.3 to Form S-8 \(File No. 333-172069\) filed by AB InBev on 4 February 2011\).](#)
- 4.5\* [Share-Based Compensation Plan Relating to American Depositary Shares of Anheuser-Busch InBev \(incorporated by reference to Exhibit 4.4 to Form S-8 \(File No. 333-172069\) filed by AB InBev on 4 February 2011\).](#)
- 4.6\* [Long-Term Incentive Plan Relating to Shares of Anheuser-Busch InBev \(most recent version is incorporated by reference to Exhibit 4.3 to Form S-8 \(File No. 333-208634\) filed by AB InBev on 18 December 2015\).](#)
- 4.7\* [Long-Term Incentive Plan Relating to American Depositary Shares of Anheuser-Busch InBev \(most recent version is incorporated by reference to Exhibit 4.4 to Form S-8 \(File No. 333-208634\) filed by AB InBev on 18 December 2015\).](#)
- 4.8\* [Exceptional Incentive Restricted Stock Units Programme \(most recent version is incorporated by reference to Exhibit 4.5 to Form S-8 \(File No. 333-208634\) filed by AB InBev on 18 December 2015\).](#)
- 4.9\* [Discretionary Restricted Stock Units Programme \(incorporated by reference to Exhibit 4.3 to Form S-8 \(File No. 333-169272\) filed on 8 September 2010\).](#)
- 4.10\* [Terms and Conditions of Anheuser-Busch InBev SA/NV Stock Option Plan–Stock Options Grant of 18 December 2009 \(incorporated by reference to Exhibit 4.3 to Form S-8 \(File No. 333-165065\) filed by AB InBev on 25 February 2010 and post-effectively amended by Post-Effective Amendment No. 1 to Form S-8 filed by AB InBev on 4 February 2011\).](#)
- 4.11\* [Anheuser-Busch InBev SA/NV Long-Term Incentive Plan–Stock Options Grant of 18 December 2009 \(incorporated by reference to Exhibit 4.4 to Form S-8 \(File No. 333-165065\) filed by AB InBev on 25 February 2010 and post-effectively amended by Post-Effective Amendment No. 1 to Form S-8 filed by AB InBev on 4 February 2011\).](#)

- 4.12\* [Forms of Stock Option Plan underlying the Dividend Waiver and Exchange Program \(incorporated by reference to Exhibit 4.5 to Form S-8 \(File No. 333-165065\) filed by AB InBev on 25 February 2010 and post-effectively amended by Post-Effective Amendment No. 1 to Form S-8 filed by AB InBev on 4 February 2011\).](#)
- 4.13\* [Share-Based Compensation Plan March 2010 \(incorporated by reference to Exhibit 4.6 to Form S-8 \(File No. 333-165065\) filed by AB InBev on 25 February 2010 and post-effectively amended by Post-Effective Amendment No. 1 to Form S-8 filed by AB InBev on 4 February 2011\).](#)
- 4.14\* [Share-Based Compensation Plan March 2010 for EBM, GHQ & NY \(incorporated by reference to Exhibit 4.7 to Form S-8 filed by AB InBev on 25 February 2010 and post-effectively amended by Post-Effective Amendment No. 1 to Form S-8 filed by AB InBev on 4 February 2011\).](#)
- 4.15\* [2020 Dream Incentive Plan \(incorporated by reference to Exhibit 4.6 to Form S-8 \(File No. 333-208634\) filed by AB InBev on 18 December 2015\).](#)
- 4.16\* [Final Judgment of the United States District Court for the District of Columbia, entered into on 21 October 2013, outlining the Grupo Modelo settlement \(incorporated by reference to Exhibit 4.18 to Form 20-F filed by AB InBev on 25 March 2014\).](#)
- 4.17\* [Tax Matters Agreement, dated as of 11 November 2015, between Anheuser-Busch InBev SA/NV and Altria Group, Inc. \(incorporated by reference to Exhibit 99.5 to AB InBev's Current Report on Form 6-K filed with the SEC on 12 November 2015\).](#)
- 4.18\* [Information Rights Agreement, dated as of 11 November 2015, between Anheuser-Busch InBev SA/NV and Altria Group, Inc. \(incorporated by reference to Exhibit 4.26 to Form 20-F filed by AB InBev on 22 March 2017\).](#)
- 4.19\* [Registration Rights Agreement, dated as of 10 October 2016, among Anheuser-Busch InBev SA/NV and the Holders as defined therein \(incorporated by reference to Exhibit 4.27 to Form 20-F filed by AB InBev on 22 March 2016\).](#)
- 4.20\* [Modified Judgment of the United States District Court for the District of Columbia, dated as of 22 October 2018, relating to the combination with SAB \(incorporated by reference to Exhibit 4.28 to Form 20-F filed by AB InBev on 22 March 2019\).](#)
- 4.21\* [Gap Long-Term Incentive Plan for SABMiller Employees \(incorporated by reference to Exhibit 4.4 to Form S-8 \(File No. 333-221808\) filed on 29 November 2017\).](#)
- 4.22\* [Five-Year Performance Restricted Stock Units Plan \(incorporated by reference to Exhibit 4.3 to Form S-8 \(File No. 333-227335\) filed on 14 September 2018\).](#)
- 4.23\* [Ten-Year Performance Restricted Stock Units Plan \(incorporated by reference to Exhibit 4.4 to Form S-8 \(File No. 333-227335\) filed on 14 September 2018\).](#)
- 4.24\* [Restricted Stock Units Plan for Directors \(incorporated by reference to Exhibit 4.3 to Form S-8 \(File No. 333-231556\) filed on 17 May 2019\).](#)
- 4.25\* [Base Restricted Stock Units Plan Relating to Shares of AB InBev \(incorporated by reference to Exhibit 4.3 to Form S-8 \(File No. 333-250930\) filed on 24 November 2020\).](#)

|         |  |
|---------|--|
| 4.26*   | <a href="#"><u>Base Restricted Stock Units Plan Relating to American Depositary Shares of AB InBev (incorporated by reference to Exhibit 4.4 to Form S-8 (File No. 333-250930) filed on 24 November 2020).</u></a> |
| 4.27*   | <a href="#"><u>Base Performance Stock Units Plan Relating to Shares of AB InBev (incorporated by reference to Exhibit 4.4 to Form S-8 (File No. 333-268582) filed on 29 November 2022).</u></a>                    |
| 4.28*   | <a href="#"><u>Base Share-Based Compensation Relating to Shares of AB InBev (incorporated by reference to Exhibit 4.5 to Form S-8 (File No. 333-268582) filed on 29 November 2022).</u></a>                        |
| 4.29*   | <a href="#"><u>Base Share-Based Compensation Relating to American Depositary Shares of AB InBev (incorporated by reference to Exhibit 4.6 to Form S-8 (File No. 333-268582) filed on 29 November 2022).</u></a>    |
| 6.1     | <a href="#"><u>Description of earnings per share (included in note 22 to our audited consolidated financial statements included in this Form 20-F).</u></a>  |
| 8.1     | <a href="#"><u>List of significant subsidiaries (included in note 34 to our audited consolidated financial statements included in this Form 20-F).</u></a>   |
| 11.1*   | <a href="#"><u>Anheuser-Busch InBev Code of Dealing, dated as of September 2019 (incorporated by reference to Exhibit 11.1 to Form 20-F filed by AB InBev on 24 March 2020).</u></a>                               |
| 11.2*   | <a href="#"><u>Anheuser-Busch InBev Code of Business Conduct, dated as of May 2020 (incorporated by reference to Exhibit 11.2 to Form 20-F filed by AB InBev on 19 March 2021).</u></a>                            |
| 12.1    | <a href="#"><u>Principal Executive Officer Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</u></a>  |
| 12.2    | <a href="#"><u>Principal Financial Officer Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</u></a>  |
| 13.1    | <a href="#"><u>Principal Executive Officer and Principal Financial Officer Certification pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</u></a>  |
| 15.1    | <a href="#"><u>Consent of PwC Bedrijfsrevisoren BV/Reviseurs d'Entreprises SRL</u></a>   |
| 17      | <a href="#"><u>List of Guarantor Subsidiaries.</u></a>   |
| 101.INS | Inline XBRL Instance Document - the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.   |
| 101.SCH | Inline XBRL Taxonomy Extension Schema.   |
| 101.CAL | Inline XBRL Taxonomy Extension Schema Calculation Linkbase.  |
| 101.DEF | Inline XBRL Taxonomy Extension Schema Definition Linkbase.   |
| 101.LAB | Inline XBRL Taxonomy Extension Schema Label Linkbase.  |
| 101.PRE | Inline XBRL Taxonomy Extension Schema Presentation Linkbase.   |
| 104     | Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101).  |



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Note:

\* Previously filed.

†† Portions of this exhibit have been omitted pursuant to Instruction 4 as to Exhibits. The omitted information is not material and is the type of information that the registrant customarily and actually treats as private and confidential.

**SIGNATURES**

The Registrant certifies that it meets all of the requirements for filing on Form 20-F and has duly caused this annual report to be signed on its behalf by the undersigned, thereunto duly authorized.

**Anheuser-Busch InBev SA/NV  
(Registrant)**

Date: 17 March 2023

By: /s/ John Blood  
Name: John Blood  
Title: Chief Legal and Corporate Affairs Officer and Corporate Secretary

**AB INBEV GROUP AUDITED CONSOLIDATED FINANCIAL STATEMENTS**

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| <a href="#"><u>Report of Independent Registered Accounting Firm (PCAOB ID: 1350)</u></a>                                  | F-1  |
| <a href="#"><u>Consolidated income statement for the years ended 31 December 2022, 2021 and 2020</u></a>                  | F-5  |
| <a href="#"><u>Consolidated statement of comprehensive income for the years ended 31 December 2022, 2021 and 2020</u></a> | F-6  |
| <a href="#"><u>Consolidated statement of financial position as of 31 December 2022 and 2021</u></a>                       | F-7  |
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| <a href="#"><u>Consolidated cash flow statement for the years ended 31 December 2022, 2021 and 2020</u></a>               | F-9  |
| <a href="#"><u>Notes to the consolidated financial statements</u></a>   | F-10 |

**Report of Independent Registered Public Accounting Firm**

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**Opinions on the Financial Statements and Internal Control over Financial Reporting**

We have audited the accompanying consolidated statements of financial position of Anheuser-Busch InBev SA/NV and its subsidiaries (the “Company”) as of December 31, 2022 and 2021, and the related consolidated income statements, the consolidated statements of comprehensive income, the consolidated statements of changes in equity and the consolidated statements of cash flows for each of the three years in the period ended December 31, 2022, including the related notes (collectively referred to as the “consolidated financial statements”). We also have audited the Company’s internal control over financial reporting as of December 31, 2022, based on criteria established in *Internal Control - Integrated Framework* (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company as of December 31, 2022 and 2021, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2022, in conformity with International Financial Reporting Standards as issued by the International Accounting Standards Board and International Financial Reporting Standards as adopted by the European Union. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2022, based on criteria established in *Internal Control - Integrated Framework* (2013) issued by the COSO.

**Basis for Opinions**

The Company’s management is responsible for these consolidated financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in Management’s Annual Report on Internal Control over Financial Reporting appearing under Part II, Item 15. Our responsibility is to express opinions on the Company’s consolidated financial statements and on the Company’s internal control over financial reporting based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud, and whether effective internal control over financial reporting was maintained in all material respects.

Our audits of the consolidated financial statements included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

#### ***Definition and Limitations of Internal Control over Financial Reporting***

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

#### ***Critical Audit Matters***

The critical audit matters communicated below are matters arising from the current period audit of the consolidated financial statements that were communicated or required to be communicated to the audit committee and that (i) relate to accounts or disclosures that are material to the consolidated financial statements and (ii) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matters below, providing separate opinions on the critical audit matters or on the accounts or disclosures to which they relate.

#### ***Impairment of goodwill and intangible assets with indefinite useful life***

As described in Notes 4, 14 and 15 to the consolidated financial statements, the Company has recorded goodwill and intangible assets with indefinite useful life for an amount of \$113 010 million and \$37 652 million, respectively, as of December 31, 2022. Impairment analyses of goodwill and indefinite-lived intangible assets are performed annually and whenever a triggering event has occurred, in order to determine whether the carrying value exceeds the recoverable amount. Impairment tests are conducted by management, in accordance with IAS 36, in which management applies a discounted cash flow approach based on current acquisition valuation models for its cash-generating units showing an invested capital to EBITDA multiple above 9x and valuation multiples for its other cash-generating units. The Company uses a strategic plan based on external sources in respect of macro-economic assumptions, industry, inflation and foreign exchange rates, past experience and identified initiatives in terms of market share, revenue, variable and fixed cost, capital expenditure and working capital assumptions. Management's cash flow projections include significant judgment, estimates and assumptions, related to the weighted average cost of capital and the terminal growth rate.

The principal considerations for our determination that performing procedures relating to the impairment of goodwill and intangible assets with indefinite useful life is a critical audit matter are (i) the high degree of auditor judgment and subjectivity in applying procedures relating to the valuation of the cash-generating units due to the significant amount of judgment by management when developing this estimate, (ii) the audit effort involved the use of professionals with specialized skill and knowledge to assist in evaluating the audit evidence obtained from these procedures and (iii) the significant audit effort necessary in evaluating the significant assumptions relating to the estimate, related to the weighted average cost of capital and the terminal growth rate.

Addressing the matter involved performing procedures and evaluating audit evidence in connection with forming our overall opinion on the consolidated financial statements. These procedures included testing the effectiveness of controls relating to management's goodwill and indefinite-lived asset impairment testing, including controls over the valuation of the Company's cash-generating units. These procedures also included, among others, testing management's process for developing the fair value estimates; evaluating the appropriateness of the discounted cash flow model; testing the completeness, accuracy, and relevance of underlying data used in the models; and, with the assistance of professionals with specialized skill and knowledge, evaluating the significant assumptions used by management, related to the weighted average cost of capital and the terminal growth rate. Evaluating management's assumptions involved evaluating whether the assumptions used by management were reasonable considering (i) the current and past performance of the cash-generating unit, (ii) the consistency with external market and industry data, (iii) whether these assumptions were consistent with evidence obtained in other areas of the audit and (iv) analysis of sensitivities in the Company's discounted cash flow model.

#### *Uncertain tax positions*

As described in Notes 4 and 29 to the consolidated financial statements, significant judgment by management is required in determining the worldwide provision for income tax. There are some transactions and calculations for which the ultimate tax determination is uncertain. Some subsidiaries within the group are involved in tax audits and local enquiries usually in relation to prior years. Investigations and negotiations with local tax authorities are ongoing in various jurisdictions at the balance sheet date and, by their nature, these can take considerable time to conclude. In assessing the amount of any income tax provisions to be recognized in the consolidated financial statements, estimation is made of the expected successful settlement of these matters.

The principal considerations for our determination that performing procedures relating to uncertain tax positions is a critical audit matter are (i) the high degree of auditor judgment and subjectivity in applying procedures related to uncertain tax positions due to the significant amount of judgment by management when developing this estimate, including a high degree of estimation uncertainty relative to the numerous and complex tax laws, frequency of tax audits, and the considerable time to conclude investigations and negotiations with local tax authorities as a result of such audits, and (ii) the audit effort involved the use of professionals with specialized skill and knowledge to assist in evaluating the audit evidence obtained from these procedures.

Addressing the matter involved performing procedures and evaluating audit evidence in connection with forming our overall opinion on the consolidated financial statements. These procedures included testing the effectiveness of controls relating to completeness of the uncertain tax positions, as well as controls over measurement of the liability. These procedures also included, among others, (i) testing the information used in the calculation of the income tax provisions, including intercompany agreements, international, federal, and state filing positions, and the related final tax returns; (ii) testing the calculation of the income tax provision by jurisdiction, including management's assessment of the technical merits of tax positions and estimates of the amount of tax benefit expected to be sustained; (iii) testing the completeness of management's assessment of both the identification of uncertain tax positions and possible outcomes thereof; and (iv) evaluating the status and results of income tax audits by the relevant tax authorities. Professionals with specialized skill and knowledge were used to assist in the evaluation of the completeness and measurement of the Company's uncertain tax positions, including evaluating the reasonableness of management's assessment of the chance of loss related to tax positions and the application of relevant tax laws.

Diegem, Belgium, March 14, 2023

PwC Bedrijfsrevisoren BV / Reviseurs d'Entreprises SRL  
Represented by

/s/ Koen Hens  
Statutory Auditor

We have served as the Company's auditor since 2019.

## Consolidated financial statements

### Consolidated income statement

For the year ended 31 December

Million US dollar, except earnings per shares in US dollar

|   | Notes  | 2022           | 2021 <sup>1</sup> | 2020 <sup>1</sup> |
|---|--------|----------------|-------------------|-------------------|
| <b>Revenue</b>  |        | <b>57 786</b>  | <b>54 304</b>     | <b>46 881</b>     |
| Cost of sales   |        | (26 305)       | (23 097)          | (19 634)          |
| <b>Gross profit</b>                                       |        | <b>31 481</b>  | <b>31 207</b>     | <b>27 247</b>     |
| Distribution expenses                                     |        | (6 389)        | (5 889)           | (5 104)           |
| Sales and marketing expenses                              |        | (6 752)        | (7 292)           | (6 861)           |
| Administrative expenses                                   |        | (4 414)        | (4 394)           | (3 404)           |
| Other operating income/(expenses)                         | 7      | 841            | 805               | 845               |
| Exceptional costs above profit from operations            | 8      | (251)          | (614)             | (3 103)           |
| <b>Profit from operations</b>                             |        | <b>14 517</b>  | <b>13 824</b>     | <b>9 620</b>      |
| Finance cost  | 11     | (6 047)        | (6 040)           | (8 419)           |
| Finance income  | 11     | 1 898          | 431               | 722               |
| <b>Net finance income/(cost)</b>                          |        | <b>(4 148)</b> | <b>(5 609)</b>    | <b>(7 697)</b>    |
| Share of result of associates                             | 16     | 299            | 248               | 156               |
| Exceptional share of results of associates                | 8 / 16 | (1 143)        | —                 | —                 |
| <b>Profit before tax</b>                                  |        | <b>9 524</b>   | <b>8 463</b>      | <b>2 079</b>      |
| Income tax expense  | 12     | (1 928)        | (2 350)           | (1 932)           |
| <b>Profit from continuing operations</b>                  |        | <b>7 597</b>   | <b>6 114</b>      | <b>147</b>        |
| Profit from discontinued operations                       |        | —              | —                 | 2 055             |
| <b>Profit of the period</b>                               |        | <b>7 597</b>   | <b>6 114</b>      | <b>2 202</b>      |
| Profit/(loss) from continuing operations attributable to: |        |                |                   |                   |
| Equity holders of AB InBev                                |        | 5 969          | 4 670             | (650)             |
| Non-controlling interest                                  |        | 1 628          | 1 444             | 797               |
| Profit of the period attributable to:                     |        |                |                   |                   |
| Equity holders of AB InBev                                |        | 5 969          | 4 670             | 1 405             |
| Non-controlling interest                                  |        | 1 628          | 1 444             | 797               |
| Basic earnings per share                                  | 21     | 2.97           | 2.33              | 0.70              |
| Diluted earnings per share                                | 21     | 2.91           | 2.28              | 0.69              |
| Basic earnings per share from continuing operations       | 21     | 2.97           | 2.33              | (0.33)            |
| Diluted earnings per share from continuing operations     | 21     | 2.91           | 2.28              | (0.33)            |

The accompanying notes are an integral part of these consolidated financial statements.

<sup>1</sup> Amended to conform to 2022 presentation.



Consolidated statement of comprehensive income/(loss)

For the twelve-month period ended 31 December  
 Million US dollar

|   | Notes | 2022           | 2021           | 2020            |
|---|-------|----------------|----------------|-----------------|
| <b>Profit of the period</b>   |       | <b>7 597</b>   | <b>6 114</b>   | <b>2 202</b>    |
| <b>Other comprehensive income/(loss): items that will not be reclassified to profit or loss:</b>  |       |                |                |                 |
| Re-measurements of post-employment benefits   | 21    | 519            | 504            | (263)           |
|   |       | <b>519</b>     | <b>504</b>     | <b>(263)</b>    |
| <b>Other comprehensive income/(loss): items that may be reclassified subsequently to profit or loss:</b>                                |       |                |                |                 |
| Exchange differences on translation of foreign operations   | 21    | (1 298)        | (4 681)        | (10 951)        |
| Effective portion of changes in fair value of net investment hedges   |       | (173)          | 156            | 479             |
| Cash flow hedges recognized in equity   |       | 183            | 1 060          | 739             |
| Cash flow hedges reclassified from equity to profit or loss   |       | (546)          | (920)          | (533)           |
| Cash flow hedges and cumulative translation adjustments reclassified from equity to profit or loss in relation to Australia divestiture |       | —              | —              | 426             |
|   |       | <b>(1 834)</b> | <b>(4 385)</b> | <b>(9 841)</b>  |
| <b>Other comprehensive income/(loss), net of tax</b>  |       | <b>(1 315)</b> | <b>(3 881)</b> | <b>(10 104)</b> |
| <b>Total comprehensive income/(loss)</b>  |       | <b>6 283</b>   | <b>2 233</b>   | <b>(7 901)</b>  |
| Attributable to:  |       |                |                |                 |
| Equity holders of AB InBev  |       | 4 994          | 934            | (8 156)         |
| Non-controlling interest  |       | 1 289          | 1 299          | 255             |

The accompanying notes are an integral part of these consolidated financial statements.

Consolidated statement of financial position

| As of<br>Million US dollar                               | Notes | 31 December 2022 | 31 December 2021 |
|--|-------|------------------|------------------|
| <b>ASSETS</b>  |       |                  |                  |
| <b>Non-current assets</b>                                |       |                  |                  |
| Property, plant and equipment                            | 13    | 26 671           | 26 678           |
| Goodwill   | 14    | 113 010          | 115 796          |
| Intangible assets  | 15    | 40 209           | 40 430           |
| Investment in associates                                 | 16    | 4 656            | 5 874            |
| Investment securities                                    | 20    | 175              | 161              |
| Deferred tax assets                                      | 17    | 2 300            | 1 969            |
| Pensions and similar obligations                         | 23    | 11               | 5                |
| Income tax receivables                                   |       | 883              | 1 137            |
| Derivatives  | 27    | 60               | 48               |
| Trade and other receivables                              | 19    | 1 782            | 1 580            |
| <b>Total non-current assets</b>                          |       | <b>189 757</b>   | <b>193 678</b>   |
| <b>Current assets</b>                                    |       |                  |                  |
| Investment securities                                    | 20    | 97               | 374              |
| Inventories  | 18    | 6 612            | 5 399            |
| Income tax receivables                                   |       | 813              | 381              |
| Derivatives  | 27    | 331              | 621              |
| Trade and other receivables                              | 19    | 5 330            | 5 046            |
| Cash and cash equivalents                                | 20    | 9 973            | 12 097           |
| Assets classified as held for sale                       |       | 30               | 30               |
| <b>Total current assets</b>                              |       | <b>23 186</b>    | <b>23 949</b>    |
| <b>Total assets</b>                                      |       | <b>212 943</b>   | <b>217 627</b>   |
| <b>EQUITY AND LIABILITIES</b>                            |       |                  |                  |
| <b>Equity</b>  |       |                  |                  |
| Issued capital   | 21    | 1 736            | 1 736            |
| Share premium  |       | 17 620           | 17 620           |
| Reserves   |       | 15 218           | 15 431           |
| Retained earnings  |       | 38 823           | 33 882           |
| <b>Equity attributable to equity holders of AB InBev</b> |       | <b>73 398</b>    | <b>68 669</b>    |
| Non-controlling interests                                | 30    | 10 880           | 10 671           |
| <b>Total equity</b>                                      |       | <b>84 278</b>    | <b>79 340</b>    |
| <b>Non-current liabilities</b>                           |       |                  |                  |
| Interest-bearing loans and borrowings                    | 22    | 78 880           | 87 369           |
| Pensions and similar obligations                         | 23    | 1 534            | 2 261            |
| Deferred tax liabilities                                 | 17    | 11 818           | 12 204           |
| Income tax payables                                      |       | 610              | 726              |
| Derivatives  | 27    | 184              | 100              |
| Trade and other payables                                 | 26    | 859              | 1 008            |
| Provisions   | 25    | 396              | 436              |
| <b>Total non-current liabilities</b>                     |       | <b>94 282</b>    | <b>104 104</b>   |
| <b>Current liabilities</b>                               |       |                  |                  |
| Bank overdrafts  | 20    | 83               | 53               |
| Interest-bearing loans and borrowings                    | 22    | 1 029            | 1 408            |
| Income tax payables                                      |       | 1 438            | 1 334            |
| Derivatives  | 27    | 5 308            | 5 786            |
| Trade and other payables                                 | 26    | 26 349           | 25 434           |
| Provisions   | 25    | 176              | 169              |
| <b>Total current liabilities</b>                         |       | <b>34 383</b>    | <b>34 184</b>    |
| <b>Total equity and liabilities</b>                      |       | <b>212 943</b>   | <b>217 627</b>   |

The accompanying notes are an integral part of these consolidated financial statements.

Consolidated statement of changes in equity

|  |       | Attributable to equity holders of AB InBev |               |                 |                       |                                     |                   |                |                          |                |  |
|--|-------|--|---------------|-----------------|-----------------------|-------------------------------------|-------------------|----------------|--------------------------|----------------|--|
|  |       |  |               |                 |                       | Other comprehensive income reserves | Retained earnings | Total          | Non-controlling interest | Total Equity   |  |
| Million US dollar  | Notes | Issued Capital                             | Share premium | Treasury shares | Reserves <sup>1</sup> |                                     |                   |                |                          |                |  |
| <b>As per 1 January 2020</b>                             |       | <b>1 736</b>                               | <b>17 620</b> | <b>(6 270)</b>  | <b>52 431</b>         | <b>(21 279)</b>                     | <b>31 484</b>     | <b>75 722</b>  | <b>8 831</b>             | <b>84 553</b>  |  |
| <b>Profit of the period</b>                              |       | —  | —             | —               | —                     | —                                   | <b>1 405</b>      | <b>1 405</b>   | <b>797</b>               | <b>2 202</b>   |  |
| Other comprehensive income/(loss) <sup>1</sup>           | 21    | —  | —             | —               | —                     | (9 562)                             | —                 | (9 562)        | (541)                    | (10 104)       |  |
| <b>Total comprehensive income/(loss)</b>                 |       | —  | —             | —               | —                     | <b>(9 562)</b>                      | <b>1 405</b>      | <b>(8 156)</b> | <b>255</b>               | <b>(7 901)</b> |  |
| Dividends  |       | —  | —             | —               | —                     | —                                   | (1 118)           | (1 118)        | (804)                    | (1 923)        |  |
| Treasury shares  |       | —  | —             | 1 359           | —                     | —                                   | (974)             | 385            | —                        | 385            |  |
| Share-based payments                                     | 24    | —  | —             | —               | 3                     | —                                   | —                 | 3              | 17                       | 20             |  |
| Sale/(purchase) of non-controlling interest <sup>2</sup> |       | —  | —             | —               | 1 116                 | —                                   | —                 | 1 116          | 1 869                    | 2 985          |  |
| Hyperinflation monetary adjustments                      |       | —  | —             | —               | —                     | —                                   | 160               | 160            | 99                       | 259            |  |
| Scope and other changes                                  |       | —  | —             | —               | —                     | —                                   | (87)              | (87)           | 60                       | (26)           |  |
| <b>As per 31 December 2020</b>                           |       | <b>1 736</b>                               | <b>17 620</b> | <b>(4 911)</b>  | <b>53 550</b>         | <b>(30 841)</b>                     | <b>30 870</b>     | <b>68 024</b>  | <b>10 327</b>            | <b>78 351</b>  |  |

|  |       | Attributable to equity holders of AB InBev |               |                 |                       |                                     |                   |               |                          |               |  |
|--|-------|--|---------------|-----------------|-----------------------|-------------------------------------|-------------------|---------------|--------------------------|---------------|--|
|  |       |  |               |                 |                       | Other comprehensive income reserves | Retained earnings | Total         | Non-controlling interest | Total Equity  |  |
| Million US dollar                              | Notes | Issued Capital                             | Share premium | Treasury shares | Reserves <sup>1</sup> |                                     |                   |               |                          |               |  |
| <b>As per 1 January 2021</b>                   |       | <b>1 736</b>                               | <b>17 620</b> | <b>(4 911)</b>  | <b>53 550</b>         | <b>(30 841)</b>                     | <b>30 870</b>     | <b>68 024</b> | <b>10 327</b>            | <b>78 351</b> |  |
| <b>Profit of the period</b>                    |       | —  | —             | —               | —                     | —                                   | <b>4 670</b>      | <b>4 670</b>  | <b>1 444</b>             | <b>6 114</b>  |  |
| Other comprehensive income/(loss) <sup>1</sup> | 21    | —  | —             | —               | —                     | (3 736)                             | —                 | (3 736)       | (145)                    | (3 881)       |  |
| <b>Total comprehensive income/(loss)</b>       |       | —  | —             | —               | —                     | <b>(3 736)</b>                      | <b>4 670</b>      | <b>934</b>    | <b>1 299</b>             | <b>2 233</b>  |  |
| Dividends                                      |       | —  | —             | —               | —                     | —                                   | (1 139)           | (1 139)       | (1 112)                  | (2 251)       |  |
| Treasury shares                                |       | —  | —             | 917             | —                     | —                                   | (836)             | 81            | —                        | 81            |  |
| Share-based payments                           | 24    | —  | —             | —               | 451                   | —                                   | —                 | 451           | 28                       | 478           |  |
| Hyperinflation monetary adjustments            |       | —  | —             | —               | —                     | —                                   | 231               | 231           | 143                      | 374           |  |
| Scope and other changes                        |       | —  | —             | —               | —                     | —                                   | 86                | 86            | (14)                     | 73            |  |
| <b>As per 31 December 2021</b>                 |       | <b>1 736</b>                               | <b>17 620</b> | <b>(3 994)</b>  | <b>54 001</b>         | <b>(34 577)</b>                     | <b>33 882</b>     | <b>68 669</b> | <b>10 671</b>            | <b>79 340</b> |  |

|  |       | Attributable to equity holders of AB InBev |               |                 |               |                                     |                   |               |                          |               |  |
|--|-------|--|---------------|-----------------|---------------|-------------------------------------|-------------------|---------------|--------------------------|---------------|--|
|  |       |  |               |                 |               | Other comprehensive income reserves | Retained earnings | Total         | Non-controlling interest | Total Equity  |  |
| Million US dollar                        | Notes | Issued Capital                             | Share premium | Treasury shares | Reserves      |                                     |                   |               |                          |               |  |
| <b>As per 1 January 2022</b>             |       | <b>1 736</b>                               | <b>17 620</b> | <b>(3 994)</b>  | <b>54 001</b> | <b>(34 577)</b>                     | <b>33 882</b>     | <b>68 669</b> | <b>10 671</b>            | <b>79 340</b> |  |
| <b>Profit of the period</b>              |       | —  | —             | —               | —             | —                                   | <b>5 969</b>      | <b>5 969</b>  | <b>1 628</b>             | <b>7 597</b>  |  |
| Other comprehensive income/(loss)        | 21    | —  | —             | —               | —             | (976)                               | —                 | (976)         | (339)                    | (1 315)       |  |
| <b>Total comprehensive income/(loss)</b> |       | —  | —             | —               | —             | <b>(976)</b>                        | <b>5 969</b>      | <b>4 994</b>  | <b>1 289</b>             | <b>6 283</b>  |  |
| Dividends                                |       | —  | —             | —               | —             | —                                   | (1 198)           | (1 198)       | (1 355)                  | (2 553)       |  |
| Treasury shares                          |       | —  | —             | 289             | —             | —                                   | (193)             | 95            | —                        | 95            |  |
| Share-based payments                     | 24    | —  | —             | —               | 477           | —                                   | —                 | 477           | 20                       | 497           |  |
| Hyperinflation monetary adjustments      |       | —  | —             | —               | —             | —                                   | 380               | 380           | 236                      | 616           |  |
| Scope and other changes                  |       | —  | —             | —               | —             | —                                   | (18)              | (18)          | 19                       | 1             |  |
| <b>As per 31 December 2022</b>           |       | <b>1 736</b>                               | <b>17 620</b> | <b>(3 706)</b>  | <b>54 477</b> | <b>(35 553)</b>                     | <b>38 823</b>     | <b>73 398</b> | <b>10 880</b>            | <b>84 278</b> |  |

The accompanying notes are an integral part of these consolidated financial statements.

<sup>1</sup> Amended to conform to 2022 presentation.

<sup>2</sup> The 2020 sale of non-controlling interest relates to the issuance of a 49.9% minority stake in the company's US-based metal container operations completed in December 2020 (refer to Note 21 *Changes in equity and earnings per share* for more details).

Consolidated statement of cash flows

For the year ended 31 December  
Million US dollar

|  | Notes     | 2022            | 2021 <sup>1</sup> | 2020 <sup>1</sup> |
|--|-----------|-----------------|-------------------|-------------------|
| <b>OPERATING ACTIVITIES</b>  |           |                 |                   |                   |
| <b>Profit of the period</b>  |           | <b>7 597</b>    | <b>6 114</b>      | <b>147</b>        |
| Depreciation, amortization and impairment  | 10        | 5 078           | 5 052             | 4 829             |
| Impairment losses on goodwill  |           | —               | —                 | 2 500             |
| Net finance cost/(income)  | 11        | 4 148           | 5 609             | 7 697             |
| Equity-settled share-based payment expense   | 24        | 448             | 510               | 169               |
| Income tax expense   | 12        | 1 928           | 2 350             | 1 932             |
| Other non-cash items   |           | (102)           | (581)             | 53                |
| Share of result of associates  | 16        | 844             | (248)             | (156)             |
| <b>Cash flow from operating activities before changes in working capital and use of provisions</b> |           | <b>19 941</b>   | <b>18 806</b>     | <b>17 171</b>     |
| Decrease/(increase) in trade and other receivables   |           | (48)            | 164               | 516               |
| Decrease/(increase) in inventories   |           | (1 547)         | (1 232)           | (427)             |
| Increase/(decrease) in trade and other payables  |           | 1 249           | 3 527             | 503               |
| Pension contributions and use of provisions  |           | (351)           | (375)             | (616)             |
| <b>Cash generated from operations</b>  |           | <b>19 244</b>   | <b>20 890</b>     | <b>17 147</b>     |
| Interest paid  |           | (4 133)         | (3 987)           | (4 340)           |
| Interest received  |           | 611             | 200               | 255               |
| Dividends received   |           | 158             | 106               | 51                |
| Income tax paid  |           | (2 582)         | (2 410)           | (2 306)           |
| Cash flow from operating activities on Australia discontinued operations                           |           | —               | —                 | 84                |
| <b>Cash flow from operating activities</b>   |           | <b>13 298</b>   | <b>14 799</b>     | <b>10 891</b>     |
| <b>INVESTING ACTIVITIES</b>  |           |                 |                   |                   |
| Acquisition of property, plant and equipment and of intangible assets                              | 13/15     | (5 160)         | (5 640)           | (3 781)           |
| Proceeds from sale of property, plant and equipment and of intangible assets                       |           | 322             | 142               | 94                |
| Sale/(acquisition) of subsidiaries, net of cash disposed/ acquired of                              | 6         | (70)            | (444)             | (510)             |
| Proceeds from sale/(acquisition) of other assets   |           | 288             | 65                | (292)             |
| Proceeds from Australia divestiture  |           | —               | —                 | 10 838            |
| Cash flow from investing activities on Australia discontinued operations                           |           | —               | —                 | (13)              |
| <b>Cash flow from/(used in) investing activities</b>   |           | <b>(4 620)</b>  | <b>(5 878)</b>    | <b>6 336</b>      |
| <b>FINANCING ACTIVITIES</b>  |           |                 |                   |                   |
| Sale/(purchase) of non-controlling interests   | 21        | (20)            | —                 | 3 039             |
| Proceeds from borrowings   | 22        | 91              | 454               | 14 822            |
| Payments on borrowings   | 22        | (7 265)         | (8 965)           | (23 116)          |
| Cash net finance (cost)/income other than interests  |           | (374)           | (192)             | (953)             |
| Payment of lease liabilities   |           | (610)           | (531)             | (461)             |
| Dividends paid   |           | (2 442)         | (2 364)           | (1 800)           |
| Cash flow from financing activities on Australia discontinued operations                           | 22        | —               | —                 | (6)               |
| <b>Cash flow from/(used in) financing activities</b>   |           | <b>(10 620)</b> | <b>(11 598)</b>   | <b>(8 475)</b>    |
| <b>Net increase/(decrease) in cash and cash equivalents</b>  |           | <b>(1 942)</b>  | <b>(2 677)</b>    | <b>8 752</b>      |
| Cash and cash equivalents less bank overdrafts at beginning of year                                |           | 12 043          | 15 247            | 7 169             |
| Effect of exchange rate fluctuations   |           | (211)           | (526)             | (674)             |
| <b>Cash and cash equivalents less bank overdrafts at end of period</b>                             | <b>20</b> | <b>9 890</b>    | <b>12 043</b>     | <b>15 247</b>     |

The accompanying notes are an integral part of these consolidated financial statements.

<sup>1</sup> Amended to conform to 2022 presentation.

Notes to the consolidated financial statements

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## 1. Corporate information

Anheuser-Busch InBev is a publicly traded company (Euronext: ABI) based in Leuven, Belgium, with secondary listings on the Mexico (MEXBOL: ANB) and South Africa (JSE: ANH) stock exchanges and with American Depositary Receipts on the New York Stock Exchange (NYSE: BUD). As a company, we dream big to create a future with more cheers. We are always looking to serve up new ways to meet life's moments, move our industry forward and make a meaningful impact in the world. We are committed to building great brands that stand the test of time and to brewing the best beers using the finest natural ingredients. Our diverse portfolio of well over 500 beer brands includes global brands Budweiser<sup>®</sup>, Corona<sup>®</sup> and Stella Artois<sup>®</sup>; multi-country brands Beck's<sup>®</sup>, Hoegaarden<sup>®</sup>, Leffe<sup>®</sup> and Michelob Ultra<sup>®</sup>; and local champions such as Aguila<sup>®</sup>, Antarctica<sup>®</sup>, Bud Light<sup>®</sup>, Brahma<sup>®</sup>, Cass<sup>®</sup>, Castle<sup>®</sup>, Castle Lite<sup>®</sup>, Cristal<sup>®</sup>, Harbin<sup>®</sup>, Jupiler<sup>®</sup>, Modelo Especial<sup>®</sup>, Quilmes<sup>®</sup>, Victoria<sup>®</sup>, Sedrin<sup>®</sup> and Skol<sup>®</sup>. Our brewing heritage dates back more than 600 years, spanning continents and generations. From our European roots at the Den Hoorn brewery in Leuven, Belgium. To the pioneering spirit of the Anheuser & Co brewery in St. Louis, US. To the creation of the Castle Brewery in South Africa during the Johannesburg gold rush. To Bohemia, the first brewery in Brazil. Geographically diversified with a balanced exposure to developed and developing markets, we leverage the collective strengths of approximately 167 000 employees based in nearly 50 countries worldwide. For 2022, AB InBev's reported revenue was 57.8 billion US dollar (excluding joint ventures and associates).

The consolidated financial statements of the company for the year ended 31 December 2022 comprise the company and its subsidiaries (together referred to as "AB InBev" or the "company") and the company's interest in associates, joint ventures and operations.

The consolidated financial statements were authorized for issue by the Board of Directors on 14 March 2023.

## 2. Statement of compliance

The consolidated financial statements have been prepared in accordance with International Financial Reporting Standards as issued by the International Accounting Standard Board (IASB) and in conformity with International Financial Reporting Standards as adopted by the European Union (collectively "IFRS"). AB InBev did not early apply any new IFRS requirements that were not yet effective in 2022 and did not apply any European carve-outs from IFRS.

## 3. Summary of significant accounting policies

The accounting policies applied are consistent to all periods presented in these consolidated financial statements by the company and its subsidiaries.

### (A) BASIS OF PREPARATION AND MEASUREMENT

Depending on the applicable IFRS requirements, the measurement basis used in preparing the financial statements is cost, net realizable value, fair value or recoverable amount. Whenever IFRS provides an option between cost and another measurement basis (e.g., systematic re-measurement), the cost approach is applied.

### (B) FUNCTIONAL AND PRESENTATION CURRENCY

Unless otherwise specified, all financial information included in these financial statements has been stated in US dollar and has been rounded to the nearest million. As from 2009, following the combination with Anheuser-Bush, the company changed the presentation currency of the consolidated financial statements from the euro to the US dollar to provide greater alignment of the presentation currency with AB InBev's most significant operating currency and underlying financial performance. The functional currency of the parent company is the euro.

### (C) PRINCIPLES OF CONSOLIDATION

Subsidiaries are those entities controlled by AB InBev. AB InBev controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. In assessing control, potential voting rights are taken into account. Control is presumed to exist where AB InBev owns, directly or indirectly, more than one half of the voting rights (which does not always equate to economic ownership), unless it can be demonstrated that such ownership does not constitute control. The financial statements of subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases. Total comprehensive income of subsidiaries is attributed to the owners of the company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

Associates are undertakings in which AB InBev has significant influence over the financial and operating policies, but which it does not control. This is generally evidenced by ownership of between 20% and 50% of the voting rights. A joint venture is an arrangement in which AB InBev has joint control, whereby AB InBev has rights to the net assets of the arrangement, rather than rights to its assets and obligations for its liabilities. Associates and joint ventures are accounted for by the equity method of accounting, from the date that significant influence or joint control commences until the date that significant influence or joint control ceases. When AB InBev's share of losses exceeds the carrying amount of the associate or joint venture, the carrying amount is reduced to nil and recognition of further losses is discontinued except to the extent that AB InBev has incurred legal or constructive obligations on behalf of the associate or joint venture.

Joint operations arise when AB InBev has rights to the assets and obligations to the liabilities of a joint arrangement. AB InBev accounts for its share of the assets, liabilities, revenues and expenses as from the moment joint operation commences until the date that joint operation ceases.

The financial statements of the company's subsidiaries, joint ventures, joint operations and associates are prepared for the same reporting year as the parent company, using consistent accounting policies. In exceptional cases when the financial statements of a subsidiary, joint venture, joint operation or associate are prepared as of a different date from that of AB InBev, adjustments are made for the effects of significant transactions or events that occur between that date and the date of AB InBev's financial statements. In such cases, the difference between the end of the reporting period of these subsidiaries, joint ventures, joint operations or associates from AB InBev's reporting period is no more than three months. Results from the company's associates Anadolu Efes and Castel are reported on a three-month lag. Therefore, estimates are made to reflect AB InBev's share in the result of these associates for the last quarter. Such estimates are revisited when required.

Transactions with non-controlling interests are treated as transactions with equity owners of the company. For purchases from non-controlling interests, the difference between any consideration paid and the relevant share acquired of the carrying value of net assets of the subsidiary is recorded in equity. Gains or losses on disposals to non-controlling interests are also recorded in equity where there is no loss of control.

All intercompany transactions, balances and unrealized gains and losses on transactions between group companies have been eliminated. Unrealized gains arising from transactions with joint ventures, joint operations and associates are eliminated to the extent of AB InBev's interest in the entity. Unrealized losses are eliminated in the same way as unrealized gains, but only to the extent that there is no evidence of impairment.

A listing of the company's most important subsidiaries, joint ventures, joint operations and associates is set out in Note 34 *AB InBev companies*.

#### **(D) SUMMARY OF CHANGES IN ACCOUNTING POLICIES**

A number of amendments to standards became mandatory for the first time for the financial year beginning on 1 January 2022 and have not been listed in these consolidated financial statements as they either do not apply or are immaterial to AB InBev's consolidated financial statements.

#### **(E) FOREIGN CURRENCIES**

##### **Foreign currency transactions**

Foreign currency transactions are accounted for at exchange rates prevailing at the date of the transactions. Monetary assets and liabilities denominated in foreign currencies are translated at the exchange rates prevailing on the date of the reporting sheet. Gains and losses resulting from the settlement of foreign currency transactions and from the translation of monetary assets and liabilities denominated in foreign currencies are recognized in the income statement. Non-monetary assets and liabilities denominated in foreign currencies are translated at the foreign exchange rate prevailing at the date of the transaction. Non-monetary assets and liabilities denominated in foreign currencies that are stated at fair value are translated to US dollar at foreign exchange rates prevailing at the dates the fair value was determined.

##### **Translation of the results and financial position of foreign operations**

Assets and liabilities of foreign operations are translated to US dollar at foreign exchange rates prevailing at the reporting date. Income statements of foreign operations, excluding foreign entities in hyperinflationary economies, are translated to US dollar at exchange rates for the year approximating the foreign exchange rates prevailing at the dates of the transactions. The components of shareholders' equity are translated at historical rates. Exchange differences arising from the translation of shareholders' equity to US dollar at period-end exchange rates are taken to other comprehensive income (translation reserves).

##### **Financial Reporting in hyperinflationary economies**

In May 2018, the Argentinean peso underwent a severe devaluation, causing Argentina's three-year cumulative inflation to exceed 100% and thus, triggering the requirement to transition to hyperinflation accounting as of 2018, as prescribed by IAS 29 *Financial Reporting in Hyperinflationary Economies*.

Under IAS 29, non-monetary assets and liabilities stated at historical cost, equity and income statements of subsidiaries operating in hyperinflationary economies are restated for changes in the general purchasing power of the local currency, applying a general price index. These re-measured accounts are used for conversion into US dollar at the period closing exchange rate. As a result, the statement of financial position and net results of subsidiaries operating in hyperinflation economies are stated in terms of the measuring unit current at the end of the reporting period.

The 2022 results, restated for purchasing power, were translated at the December 2022 closing rate of 177.131872 Argentinean pesos per US dollar (2021 results - at 102.749214 Argentinean pesos per US dollar).

## Exchange rates

The most important exchange rates that have been used in preparing the financial statements are:

|                            | Closing rate     |                  |                  | Average rate     |                  |                  |
|----------------------------|------------------|------------------|------------------|------------------|------------------|------------------|
|                            | 31 December 2022 | 31 December 2021 | 31 December 2020 | 31 December 2022 | 31 December 2021 | 31 December 2020 |
| <b>1 US dollar equals:</b> |                  |                  |                  |                  |                  |                  |
| Argentinean peso           | 177.131872       | 102.749214       | 84.143520        | —                | —                | —                |
| Brazilian real             | 5.217705         | 5.580497         | 5.196694         | 5.164428         | 5.368651         | 5.133082         |
| Canadian dollar            | 1.353834         | 1.270792         | 1.273981         | 1.297354         | 1.249693         | 1.346594         |
| Colombian peso             | 4 807.99         | 3 977.14         | 3 438.52         | 4 211.36         | 3 741.19         | 3 689.50         |
| Chinese yuan               | 6.898736         | 6.352382         | 6.537798         | 6.661729         | 6.456753         | 6.947936         |
| Euro                       | 0.937559         | 0.882924         | 0.814930         | 0.951768         | 0.841767         | 0.878101         |
| Mexican peso               | 19.361452        | 20.583378        | 19.948838        | 20.123646        | 20.339905        | 21.182539        |
| Pound sterling             | 0.831548         | 0.741903         | 0.732646         | 0.811905         | 0.725564         | 0.780195         |
| Peruvian nuevo sol         | 3.820004         | 3.976006         | 3.621009         | 3.845294         | 3.877055         | 3.491580         |
| South Korean won           | 1 260.16         | 1 188.32         | 1 088.02         | 1 286.17         | 1 139.06         | 1 185.02         |
| South African rand         | 16.968472        | 15.947907        | 14.686598        | 16.392270        | 14.873785        | 16.213180        |

## (F) INTANGIBLE ASSETS

### Research and development

Expenditure on research activities, undertaken with the prospect of gaining new scientific or technical knowledge and understanding, is recognized in the income statement as an expense as incurred.

Expenditure on development activities, whereby research findings are applied to a plan or design for the production of new or substantially improved products and processes, is capitalized if the product or process is technically and commercially feasible, future economic benefits are probable, and the company has sufficient resources to complete development. The expenditure capitalized includes the cost of materials, direct labor and an appropriate proportion of overheads. Other development expenditure is recognized in the income statement as an expense as incurred. Capitalized development expenditure is stated at cost less accumulated amortization (see below) and impairment losses (refer to accounting policy N).

Amortization related to research and development intangible assets is included within the cost of sales if production related and in sales and marketing if related to commercial activities.

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets are capitalized as part of the cost of such assets.

### Supply and distribution rights

A supply right is the right for AB InBev to supply a customer and the commitment by the customer to purchase from AB InBev. A distribution right is the right to sell specified products in a certain territory. Acquired distribution rights are measured initially at cost or fair value when obtained through a business combination. Amortization related to supply and distribution rights is included within sales and marketing expenses.

### Brands

If part of the consideration paid in a business combination relates to trademarks, trade names, formulas, recipes or technological expertise these intangible assets are considered as a group of complementary assets that is referred to as a brand for which one fair value is determined. Expenditure on internally generated brands is expensed as incurred.

### Software

Purchased software is measured at cost less accumulated amortization. Expenditure on internally developed software is capitalized when the expenditure qualifies as development activities; otherwise, it is recognized in the income statement when incurred. Amortization related to software is included in cost of sales, distribution expenses, sales and marketing expenses or administrative expenses based on the activity the software supports.

### Other intangible assets

Other intangible assets, acquired by the company, are recognized at cost less accumulated amortization and impairment losses. Other intangible assets also include multi-year sponsorship rights acquired by the company. These are initially recognized at the present value of the future payments and subsequently measured at cost less accumulated amortization and impairment losses.



### **Subsequent expenditure**

Subsequent expenditure on capitalized intangible assets is capitalized only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditures are expensed as incurred.

### **Amortization**

Intangible assets with a finite life are amortized using the straight-line method over their estimated useful lives. Licenses, brewing, supply and distribution rights are amortized over the period in which the rights exist. Brands are considered to have an indefinite life unless plans exist to discontinue the brand. Discontinuance of a brand can be either through sale or termination of marketing support. When AB InBev purchases distribution rights for its own products the life of these rights is considered indefinite, unless the company have a plan to discontinue the related brand or distribution. Software and capitalized development costs related to technology are amortized generally over 3 to 5 years.

Brands are deemed intangible assets with indefinite useful lives and, therefore, are not amortized but tested for impairment on an annual basis (refer to accounting policy N).

### **Gains and losses on sale**

Net gains on sale of intangible assets are presented in the income statement as other operating income. Net losses on sale are included as other operating expenses. Net gains and losses are recognized in the income statement when the control has been transferred to the buyer, recovery of the consideration is probable, the associated costs can be estimated reliably, and there is no continuing managerial involvement with the intangible assets.

## **(G) BUSINESS COMBINATIONS**

The company applies the acquisition method of accounting to account for acquisitions of businesses. The cost of an acquisition is measured as the aggregate of the fair values at the date of exchange of the assets given, liabilities incurred, and equity instruments issued. Identifiable assets, liabilities and contingent liabilities acquired or assumed are measured separately at their fair value as of the acquisition date. The excess of the cost of the acquisition over the company's interest in the fair value of the identifiable net assets acquired is recorded as goodwill.

The allocation of fair values to the identifiable assets acquired and liabilities assumed is based on various assumptions requiring management judgment.

Acquisition-related costs are expensed as incurred.

If the business combination is achieved in stages, the acquisition date carrying value of AB InBev's previously held interest in the acquiree is re-measured to fair value at the acquisition date; any gains or losses arising from such re-measurement are recognized in profit or loss.

## **(H) GOODWILL**

Goodwill is determined as the excess of the consideration paid over AB InBev's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities of the acquired subsidiary, jointly controlled entity or associate recognized at the date of acquisition. All business combinations are accounted for by applying the purchase method.

In conformity with IFRS 3 *Business Combinations*, goodwill is stated at cost and not amortized but tested for impairment on an annual basis and whenever there is an indicator that the cash generating unit to which goodwill has been allocated, may be impaired (refer to accounting policy N). Goodwill is expressed in the currency of the subsidiary to which it relates and is translated to US dollar using the year-end exchange rate. In respect of associates, the carrying amount of goodwill is included in the carrying amount of the investment in the associate.

If AB InBev's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities recognized exceeds the cost of the business combination such excess is recognized immediately in the income statement as required by IFRS 3 *Business Combinations*. Expenditure on internally generated goodwill is expensed as incurred.

## **(I) PROPERTY, PLANT AND EQUIPMENT**

Property, plant and equipment is measured at cost less accumulated depreciation and impairment losses (refer to accounting policy N). Cost includes the purchase price and any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management (e.g., nonrefundable tax and transport cost). The cost of a self-constructed asset is determined using the same principles as for an acquired asset. The depreciation methods, residual value, as well as the useful lives are reassessed and adjusted if appropriate, annually.

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets are capitalized as part of the cost of such assets.

### **Subsequent expenditure**

The company recognizes in the carrying amount of an item of property, plant and equipment the cost of replacing part of such an item when that cost is incurred if it is probable that the future economic benefits embodied with the item will flow to the company and the cost of the item can be measured reliably. All other costs are expensed as incurred.

## Depreciation

The depreciable amount is the cost of an asset less its residual value. Residual values, if not insignificant, are reassessed annually. Depreciation is calculated from the date the asset is available for use, using the straight-line method over the estimated useful lives of the assets.

The estimated useful lives are defined in terms of the asset's expected utility to the company and can vary from one geographical area to another. On average the estimated useful lives are as follows:

|   |               |
|---|---------------|
| Industrial buildings – other real estate properties | 20 - 50 years |
| Production plant and equipment:                     |               |
| Production equipment                                | 10 - 15 years |
| Storage, packaging and handling equipment           | 5 - 7 years   |
| Returnable packaging:                               |               |
| Kegs  | 2 - 10 years  |
| Crates  | 2 - 10 years  |
| Bottles   | 2 - 5 years   |
| Point of sale furniture and equipment               | 5 years       |
| Vehicles  | 5 years       |
| Information processing equipment                    | 3 - 10 years  |

Where parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items of property, plant and equipment.

Land is not depreciated as it is deemed to have an indefinite life.

## Gains and losses on sale

Net gains on sale of items of property, plant and equipment are presented in the income statement as other operating income. Net losses on sale are presented as other operating expenses. Net gains and losses are recognized in the income statement when the control has been transferred to the buyer, recovery of the consideration is probable, the associated costs can be estimated reliably, and there is no continuing managerial involvement with the property, plant and equipment.

## (J) LEASES

### The company as lessee

The company assesses whether a contract is or contains a lease at inception of a contract. The company recognizes a right-of-use asset and a corresponding lease liability with respect to all lease agreements in which it is the lessee, except for short-term leases (defined as leases with a lease term of 12 months or less) and leases of low value assets. For these leases, the company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease, and payments for these leases are presented in cash flow from operating activities.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted by using the rate implicit in the lease. If this rate cannot be readily determined, the company uses its incremental borrowing rate specific to the country, term and currency of the contract. In addition, the company considers its recent debt issuances as well as publicly available data for instruments with similar characteristics when calculating the incremental borrowing rates.

Lease payments include fixed payments, less any lease incentives, variable lease payments that depend on an index or a rate known at the commencement date, and purchase options or extension option payments if the company is reasonably certain to exercise these options. Variable lease payments that do not depend on an index or rate are not included in the measurement of the lease liability and right-of-use asset and are recognized as an expense in the income statement in the period in which the event or condition that triggers those payments occurs.

A lease liability is remeasured upon a change in the lease term, changes in an index or rate used to determine the lease payments or reassessment of exercise of a renewal and/or purchase option. The corresponding adjustment is made to the related right-of-use asset.

The right-of-use assets comprise the initial measurement of the corresponding lease liability, lease payments made at or before the commencement day and any initial direct costs. They are subsequently measured at cost less accumulated depreciation and impairment losses. The right-of-use assets are depreciated starting at the commencement date over the shorter period of useful life of the underlying asset and lease term (refer to accounting policies I and N).

The lease liability is presented in the 'Interest-bearing loans and borrowings' line and the right-of-use assets are presented in the 'Property, plant and equipment' line in the consolidated statement of financial position. In addition, the principal portion of the lease payments is presented within financing activities and the interest component is presented within operating activities in the consolidated cash flow statement.

### The company as lessor

Leases where the company transfers substantially all the risks and rewards of ownership to the lessee are classified as finance leases. Leases of assets under which all the risks and rewards of ownership are substantially retained by the company are classified as operating leases. Rental income is recognized in other operating income on a straight-line basis over the term of the lease.

## **(K) INVENTORIES**

Inventories are valued at the lower of cost and net realizable value. Cost includes expenditure incurred in acquiring the inventories and bringing them to their existing location and condition. The weighted average method is used in assigning the cost of inventories.

The cost of finished products and work in progress comprises raw materials, other production materials, direct labor, other direct cost and an allocation of fixed and variable overhead based on normal operating capacity. Net realizable value is the estimated selling price in the ordinary course of business, less the estimated completion and selling costs.

Inventories are written down on a case-by-case basis if the anticipated net realizable value declines below the carrying amount of the inventories. The calculation of the net realizable value takes into consideration specific characteristics of each inventory category, such as expiration date, remaining shelf life, slow-moving indicators, amongst others.

## **(L) TRADE AND OTHER RECEIVABLES**

Trade receivables are amounts due from customers for goods sold or services performed in the ordinary course of business and generally due for settlement within 30 days. Trade receivables are recognized initially at the amount of the consideration that is unconditional unless they contain significant financing components, when they are recognized at the amount adjusted for the time value of money. The company holds trade and other receivables with the objective to collect the contractual cash flows and therefore measures them subsequently at amortized cost using the effective interest rate method.

Trade and other receivables are carried at amortized cost less impairment losses. To determine the appropriate amount to be impaired factors such as significant financial difficulties of the debtor, probability that the debtor will default, enter into bankruptcy or financial reorganization, or delinquency in payments are considered.

Other receivables are initially recognized at fair value and subsequently measured at amortized cost. Any impairment losses and foreign exchange results are directly recognized in profit or loss.

## **(M) CASH AND CASH EQUIVALENTS**

Cash and cash equivalents include all cash balances and short-term highly liquid investments with a maturity of three months or less from the date of acquisition that are readily convertible into cash. They are stated at face value, which approximates their fair value. In the cash flow statement, cash and cash equivalents are presented net of bank overdrafts.

## **(N) IMPAIRMENT**

The carrying amounts of property, plant and equipment, goodwill and intangible assets are reviewed at each reporting date to determine whether there is any indication of impairment. If there is an indicator of impairment, the asset's recoverable amount is estimated. In addition, goodwill, intangible assets that are not yet available for use and intangibles with an indefinite useful life are tested for impairment annually at the cash-generating unit level (that is a country or group of countries managed as a group below a reporting region). An impairment loss is recognized whenever the carrying amount of an asset or the related cash-generating unit exceeds its recoverable amount. Impairment losses are recognized in the income statement.

### **Calculation of recoverable amount**

The recoverable amount of non-financial assets is determined as the higher of their fair value less costs to sell and value in use. For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the cash-generating unit to which the asset belongs. The recoverable amount of the cash generating units to which the goodwill and the intangible assets with indefinite useful life belong is based on discounted future cash flows using a discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded subsidiaries or other available fair value indicators.

Impairment losses recognized in respect of cash-generating units firstly reduce allocated goodwill and then the carrying amounts of the other assets in the unit on a pro rata basis.

### **Reversal of impairment losses**

Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at each reporting date. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized.

## **(O) FAIR VALUE MEASUREMENT**

A number of AB InBev's accounting policies and notes require fair value measurement for both financial and non-financial items.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. When measuring fair value, AB InBev uses observable market data as far as possible. Fair values are categorized into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

- Level 1: inputs are unadjusted quoted prices in active markets for identical assets or liabilities.
- Level 2: inputs are observable either directly (i.e., as prices) or indirectly (i.e., derived from prices).
- Level 3: fair value measurements incorporate significant inputs that are based on unobservable market data.

If the inputs used to measure the fair value of an asset or liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorized in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The company applies fair value measurement to the instruments listed below.

#### **Derivatives**

The fair value of exchange traded derivatives (e.g., exchange traded foreign currency futures) is determined by reference to the official prices published by the respective exchanges (e.g., the New York Board of Trade). The fair value of over-the-counter derivatives is determined by commonly used valuation techniques.

#### **Debt securities**

This category includes both debt securities designated at FVOCI and FVPL. The fair value is measured using observable inputs such as interest rates and foreign exchange rates. When it pertains to instruments that are publicly traded, the fair value is determined by reference to observable quotes. In circumstances where debt securities are not publicly traded, the main valuation technique is the discounted cash flow. The company may apply other valuation techniques or combination of valuation techniques if the fair value results are more relevant.

#### **Equity securities designated as at FVOCI**

Investments in equity securities comprise quoted and unquoted securities. When liquid quoted prices are available, these are used to fair value investments in quoted securities. The unquoted securities are fair valued using primarily the discounted cash flow method.

#### **Non-derivative financial liabilities**

The fair value of non-derivative financial liabilities is generally determined using unobservable inputs and therefore fall into level 3. In these circumstances, the valuation technique used is discounted cash flow, whereby the projected cash flows are discounted using a risk adjusted rate.

### **(P) SHARE CAPITAL**

#### **Repurchase of share capital**

When AB InBev buys back its own shares, the amount of the consideration paid, including directly attributable costs, is recognized as a deduction from equity under treasury shares. The difference between the carrying value of the treasury shares issued to employees and their fair value is recognized in retained earnings.

#### **Dividends**

Dividends paid are recognized in the consolidated financial statements on the date that the dividends are declared unless minimum statutory dividends are required by local legislation or the bylaws of the company's subsidiaries. In such instances, statutory minimum dividends are recognized as a liability.

#### **Share issuance costs**

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

### **(Q) PROVISIONS**

Provisions are recognized when (i) the company has a present legal or constructive obligation as a result of past events, (ii) it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and (iii) a reliable estimate of the amount of the obligation can be made. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability.

#### **Restructuring**

A provision for restructuring is recognized when the company has approved a detailed and formal restructuring plan, and the restructuring has either commenced or has been announced publicly. Costs relating to the ongoing activities of the company are not provided for. The provision includes the benefit commitments in connection with early retirement and redundancy schemes.

**Onerous contracts**

A provision for onerous contracts is recognized when the expected benefits to be derived by the company from a contract are lower than the unavoidable cost of meeting its obligations under the contract. Such provision is measured at the present value of the lower of the expected cost of terminating the contract and the expected net cost of continuing with the contract.

**Disputes and Litigations**

A provision for disputes and litigation is recognized when it is more likely than not that the company will be required to make future payments as a result of past events, such items may include but are not limited to, several claims, suits and actions relating to antitrust laws, violations of distribution and license agreements, environmental matters, employment related disputes, claims from tax authorities related to indirect taxes, and alcohol industry litigation matters.

**(R) PENSION AND SIMILAR OBLIGATIONS****Post-employment benefits**

Post-employment benefits include pensions, post-employment life insurance and post-employment medical benefits. The company operates a number of defined benefit and defined contribution plans throughout the world, the assets of which are generally held in separate trustee-managed funds. The pension plans are generally funded by payments from employees and the company, and, for defined benefit plans taking account of the recommendations of independent actuaries. AB InBev maintains funded and unfunded pension plans.

**a) Defined contribution plans**

Contributions to defined contribution plans are recognized as an expense in the income statement when incurred. A defined contribution plan is a pension plan under which AB InBev pays fixed contributions into a fund. AB InBev has no legal or constructive obligations to pay further contributions if the fund does not hold sufficient assets to pay all employees the benefits relating to employee service in the current and prior periods.

**b) Defined benefit plans**

A defined benefit plan is a pension plan that is not a defined contribution plan. Typically, defined benefit plans define an amount of pension benefit that an employee will receive on retirement, usually dependent on one or more factors such as age, years of service and compensation. For defined benefit plans, the pension expenses are assessed separately for each plan using the projected unit credit method. The projected unit credit method considers each period of service as giving rise to an additional unit of benefit entitlement. Under this method, the cost of providing pensions is charged to the income statement so as to spread the regular cost over the service lives of employees in accordance with the advice of qualified actuaries who carry out a full valuation of the plans at least every three years. The amounts charged to the income statement include current service cost, net interest cost (income), past service costs and the effect of any curtailments or settlements. Past service costs are recognized at the earlier of when the amendment / curtailment occurs or when the company recognizes related restructuring or termination costs. The pension obligations recognized in the statement of financial position are measured at the present value of the estimated future cash outflows using interest rates based on high quality corporate bond yields, which have terms to maturity approximating the terms of the related liability, less the fair value of any plan assets. Re-measurements, comprising of actuarial gains and losses, the effect of the asset ceiling (excluding net interest) and the return on plan assets (excluding net interest) are recognized in full in the period in which they occur in the statement of comprehensive income. Re-measurements are not reclassified to profit or loss in subsequent periods.

Where the calculated amount of a defined benefit liability is negative (an asset), AB InBev recognizes such pension asset to the extent that economic benefits are available to AB InBev either from refunds or reductions in future contributions.

**Other post-employment obligations**

Some of AB InBev's companies provide post-employment medical benefits to their retirees. The entitlement to these benefits is usually based on the employee remaining in service up to retirement age. The expected costs of these benefits are accrued over the period of employment, using an accounting methodology similar to that for defined benefit pension plans.

**Termination benefits**

Termination benefits are recognized as an expense at the earlier when the company is demonstrably committed, without realistic possibility of withdrawal, to a formal detailed plan to terminate employment before the normal retirement date and when the company recognizes costs for a restructuring.

**Bonuses**

Bonuses received by company employees and management are based on pre-defined company and individual target achievement. The estimated amount of the bonus is recognized as an expense in the period the bonus is earned.

## **(S) SHARE-BASED PAYMENTS**

Different share and share option programs allow company senior management and members of the board to acquire shares of the company and some of its affiliates. The fair value of the share options is estimated at grant date, using a binomial Hull model, modified to reflect the IFRS 2 requirement that assumptions about forfeiture before the end of the vesting period cannot impact the fair value of the option. The fair value of the options granted is expensed over the vesting period based on the expected number of options that will vest. When the options are exercised, equity is increased by the amount of the proceeds received.

## **(T) INTEREST-BEARING LOANS AND BORROWINGS**

Interest-bearing loans and borrowings are recognized initially at fair value, less attributable transaction costs. Subsequent to initial recognition, interest-bearing loans and borrowings are stated at amortized cost with any difference between the initial amount and the maturity amount being recognized in the income statement (in accretion expense) over the expected life of the instrument on an effective interest rate basis.

## **(U) TRADE AND OTHER PAYABLES**

Trade and other payables are recognized initially at fair value and subsequently measured at amortized cost using the effective interest method.

## **(V) INCOME TAX**

Income tax on the profit for the year comprises current and deferred tax. Income tax is recognized in the income statement except to the extent that it relates to items recognized directly in equity, in which case the tax effect is also recognized directly in equity.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted, or substantively enacted, at the reporting date, and any adjustment to tax payable in respect of previous years.

In accordance with IAS 12 *Income Taxes* deferred taxes are provided using the so-called balance sheet liability method. This means that, for all taxable and deductible differences between the tax bases of assets and liabilities and their carrying amounts in the statement of financial position a deferred tax liability or asset is recognized. Under this method a provision for deferred taxes is also made for differences between the fair values of assets and liabilities acquired in a business combination and their tax base. IAS 12 prescribes that no deferred taxes are recognized (i) on initial recognition of goodwill, (ii) at the initial recognition of assets or liabilities in a transaction that is not a business combination and affects neither accounting nor taxable profit and (iii) on differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future and to the extent that the company is able to control the timing of the reversal. The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using currently or substantively enacted tax rates.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realize the assets and settle the liabilities simultaneously.

The company recognizes deferred tax assets, including assets arising from losses carried forward, to the extent that future probable taxable profit will be available against which the deferred tax asset can be utilized. A deferred tax asset is reduced to the extent that it is no longer probable that the related tax benefit will be realized.

The company presents income tax provisions in income tax liabilities. Assets and liabilities for uncertain tax treatments are presented as current tax assets/liabilities or deferred tax assets/liabilities.

## **(W) INCOME RECOGNITION**

### **Goods sold**

Revenue is measured based on the consideration to which the company expects to be entitled in a contract with a customer and excludes amounts collected on behalf of third parties. The company recognizes revenue when performance obligations are satisfied, meaning when the company transfers control of a product to a customer.

Specifically, revenue recognition follows the following five-step approach:

- Identification of the contracts with a customer
- Identification of the performance obligations in the contracts
- Determination of the transaction price
- Allocation of the transaction price to the performance obligations in the contracts
- Revenue recognition when performance obligations are satisfied

Revenue from the sale of goods is measured at the amount that reflects the best estimate of the consideration expected to be received in exchange for those goods. Contracts can include significant variable elements, such as discounts, rebates, refunds, credits, price concessions, incentives, performance bonuses and penalties. Such trade incentives are treated as variable consideration. If the consideration includes a variable amount, the company estimates the amount of consideration to which it will be entitled in exchange for transferring the promised goods or services to the customer. Variable consideration is only included in the transaction price if it is highly probable that the amount of revenue recognized would not be subject to significant future reversals when the uncertainty is resolved.

**Royalty income**

The company recognizes the sales-based or usage-based royalties in other operating income when the later of the following events occurs: (a) the customer's subsequent sales or usage; and (b) the performance obligation to which some or all of the sales-based or usage-based royalty has been allocated has been satisfied (or partially satisfied).

**Government grants**

A government grant is recognized in the statement of financial position initially as deferred income when there is reasonable assurance that it will be received and that the company will comply with the conditions attached to it. Grants that compensate the company for expenses incurred are recognized as other operating income on a systematic basis in the same periods in which the expenses are incurred. Grants that compensate the company for the acquisition of an asset are presented by deducting them from the acquisition cost of the related asset.

**Finance income**

Finance income comprises interest received or receivable on funds invested, dividend income, foreign exchange gains, losses on currency hedging instruments offsetting currency gains, gains on hedging instruments that are not part of a hedge accounting relationship, gains on financial assets measured at FVPL as well as any gains from hedge ineffectiveness (refer to accounting policy Y).

Interest income is recognized as it accrues (taking into account the effective yield on the asset) unless collectability is in doubt.

**Dividend income**

Dividend income is recognized in the income statement on the date that the dividend is declared.

**(X) EXPENSES****Finance costs**

Finance costs comprise interest payable on borrowings, calculated using the effective interest rate method, foreign exchange losses, gains on currency hedging instruments offsetting currency losses, results on interest rate hedging instruments, losses on hedging instruments that are not part of a hedge accounting relationship, losses on financial assets classified as trading, impairment losses on financial assets as well as any losses from hedge ineffectiveness (refer to accounting policy Y).

All interest costs incurred in connection with borrowings or financial transactions are expensed as incurred as part of finance costs. Any difference between the initial amount and the maturity amount of interest-bearing loans and borrowings, such as transaction costs and fair value adjustments, are recognized in the income statement (in accretion expense) over the expected life of the instrument on an effective interest rate basis (refer to accounting policy T). The interest expense component of lease payments is also recognized in the income statement (in accretion expense) using the effective interest rate method.

**Research and development, advertising and promotional costs and systems development costs**

Research, advertising and promotional costs are expensed in the year in which these costs are incurred. Development costs and systems development costs are expensed in the year in which these costs are incurred if they do not meet the criteria for capitalization (refer to accounting policy F).

**Purchasing, receiving and warehousing costs**

Purchasing and receiving costs are included in the cost of sales, as well as the costs of storing and moving raw materials and packaging materials. The costs of storing finished products at the brewery as well as costs incurred for subsequent storage in distribution centers are included within distribution expenses.

**(Y) FINANCIAL INSTRUMENTS AND HEDGE ACCOUNTING**

AB InBev uses derivative financial instruments to mitigate the transactional impact of foreign currencies, interest rates, equity prices and commodity prices on the company's performance. AB InBev's financial risk management policy prohibits the use of derivative financial instruments for trading purposes and the company does therefore not hold or issue any such instruments for such purposes.

**Classification and measurement**

Except for certain trade receivables, the company initially measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs directly attributable to the acquisition or issue of the financial asset. Debt financial instruments are subsequently measured at amortized cost, FVOCI or FVPL. The classification is based on two criteria: the objective of the company's business model for managing the assets; and whether the instruments' contractual cash flows represent 'solely payments of principal and interest' on the principal amount outstanding (the 'SPPI criterion').

The classification and measurement of the company's financial assets is as follows:

- *Debt instruments at amortized cost:* comprise investments in debt securities where the contractual cash flows are solely payments of principal and interest and the company's business model is to collect contractual cash flows. Interest income, foreign exchange gains and losses and any impairment charges for such instruments are recognized in profit or loss.
- *Debt instruments at FVOCI with gains or losses recycled to profit or loss on derecognition:* comprise investments in debt securities where the contractual cash flows are solely payments of principal and interest and the company's business model is achieved by both collecting contractual cash flows and selling financial assets. Interest income, foreign exchange gains and losses and any impairment charges on such instruments are recognized in profit or loss. All other fair value gains and losses are recognized in other comprehensive income. On disposal of these debt securities, any related balance within FVOCI reserve is reclassified to profit or loss.
- *Equity instruments designated at FVOCI, with no recycling of gains or losses to profit or loss on derecognition:* these instruments are undertakings in which the company does not have significant influence or control and is generally evidenced by ownership of less than 20% of the voting rights. The company designates these investments on an instrument-by-instrument basis as equity securities at FVOCI because they represent investments held for long term strategic purposes. Investments in unquoted companies are subsequently measured at cost, when appropriate. These investments are non-monetary items and gains or losses presented in the other comprehensive income include any related foreign exchange component. Dividends received are recognized in the profit or loss. These investments are not subject to impairment testing and upon disposal, the cumulative gain or loss accumulated in other comprehensive income are not reclassified to profit or loss.
- *Financial assets and liabilities at FVPL:* comprise derivative instruments and equity instruments which were not designated as FVOCI. This category also includes debt instruments which do not meet the cash flow or the business model tests.

### **Hedge accounting**

The company designates certain derivatives as hedging instruments to hedge the variability in cash flows associated with highly probable forecast transactions arising from changes in foreign exchange rates, interest rates and commodity prices. To hedge changes in the fair value of recognized assets, liabilities and firm commitments, the company designates certain derivatives as part of fair value hedge. The company also designates certain derivatives and non-derivative financial liabilities as hedges of foreign exchange risk on a net investment in a foreign operation.

At the inception of the hedging relationships, the company documents the risk management objective and strategy for undertaking the hedge. Hedge effectiveness is measured at the inception of the hedge relationship and through periodic prospective effectiveness assessments to ensure that an economic relationship exists between hedged item and hedging instrument.

For the different type of hedges in place, the company generally enters into hedge relationships where the critical terms of the hedging instrument match exactly the terms of the hedged item. Therefore, the hedge ratio is typically 1:1. The company performs a qualitative assessment of effectiveness. In circumstances where the terms of the hedged item no longer exactly match the critical terms of the hedging instrument, the company uses a hypothetical derivative method to assess effectiveness. Possible sources of ineffectiveness are changes in the timing of the forecasted transaction, changes in the quantity of the hedged item or changes in the credit risk of either parties to the derivative contract.

### **Cash flow hedge accounting**

Cash flow hedge accounting is applied when a derivative hedges the variability in cash flows of a highly probable forecasted transaction, foreign currency risk of a firm commitment or a recognized asset or liability (such as variable interest rate instrument).

When the hedged forecasted transaction or firm commitment subsequently results in the recognition of a non-financial item, the amount accumulated in the hedging reserves is included directly in the initial carrying amount of the non-financial item when it is recognized.

For all other hedged transactions, the amount accumulated in the hedging reserves is reclassified to profit or loss in the same period during which the hedged item affects profit or loss (e.g., when the variable interest expense is recognized).

When a hedging instrument or hedge relationship is terminated but the hedged transaction is still expected to occur, the cumulative gain or loss (at that point) remains in equity and is reclassified to profit or loss when the hedged transaction occurs. If the hedged transaction is no longer expected to occur, the cumulative gain or loss recognized in other comprehensive income is reclassified to profit or loss immediately.

Any ineffectiveness is recognized immediately in profit or loss.



**Fair value hedge accounting**

When a derivative hedges the variability in fair value of a recognized asset or liability (such as a fixed rate instrument) or a firm commitment, any resulting gain or loss on the hedging instrument is recognized in the profit or loss. The carrying amount of the hedged item is also adjusted for fair value changes in respect of the risk being hedged, with any gain or loss being recognized in profit or loss. The fair value adjustment to the carrying amount of the hedged item is amortized to profit or loss from the date of discontinuation.

**Net investment hedge accounting**

When a non-derivative foreign currency liability hedges a net investment in a foreign operation, exchange differences arising on the translation of the liability to the functional currency are recognized directly in other comprehensive income (translation reserves).

When a derivative financial instrument hedges a net investment in a foreign operation, the portion of the gain or the loss on the hedging instrument that is determined to be effective is recognized directly in other comprehensive income (translation reserves) and is reclassified to profit or loss upon disposal of the foreign operation, while the ineffective portion is reported in profit or loss.

**Offsetting**

Financial assets and financial liabilities are offset, and the net amount presented in the statement of financial position when, and only when, the company has a currently legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realize the asset and settle the liability simultaneously.

**Derecognition**

A financial asset is primarily derecognized (i.e., removed from the Group's consolidated statement of financial position) when the rights to receive cash flows from the asset have expired or the Group has transferred its rights to receive cash flows from the asset. A financial liability is derecognized when the obligation under the liability is discharged, cancelled or expires.

**(Z) SEGMENT REPORTING**

Operating segments are components of the company's business activities about which separate financial information is available that is evaluated regularly by senior management. The company has six operating segments.

AB InBev's operating segment reporting format is geographical because the company's risks and rates of return are affected predominantly by the fact that AB InBev operates in different geographical areas. The company's management structure and internal reporting system to the Board of Directors is set up accordingly. The company's five geographic regions are North America, Middle Americas, South America, EMEA and Asia Pacific.

The aggregation criteria applied are based on similarities in the economic indicators (e.g., margins) that have been assessed in determining that the aggregated operating segments share similar economic characteristics, as prescribed in IFRS 8. Furthermore, management assessed additional factors such as management's views on the optimal number of reporting segments, AB InBev historical geographies, peer comparison (e.g., Asia Pacific and EMEA being a commonly reported regions amongst the company's peers), as well as management's view on the optimal balance between practical and more granular information.

The results of Global Export and Holding Companies, which includes the company's global headquarters and the export businesses in countries in which AB InBev has no operations are reported separately. The company's five geographic regions plus the Global Export and Holding Companies comprise the company's six reportable segments for financial reporting purposes.

Segment capital expenditure is the total cost incurred during the period to acquire property, plant and equipment, and intangible assets other than goodwill.

**(AA) EXCEPTIONAL ITEMS**

Exceptional items are those that in management's judgment need to be disclosed separately by virtue of their size or incidence. Such items are disclosed on the face of the consolidated income statement or separately disclosed in the notes to the financial statements. Transactions which may give rise to exceptional items are principally restructuring activities, impairments, gains or losses on disposal of investments and the effect of the accelerated repayment of certain debt facilities.

**(BB) DISCONTINUED OPERATIONS AND NON-CURRENT ASSETS HELD FOR SALE**

A discontinued operation is a component of the company that either has been disposed of or is classified as held for sale and represents a separate major line of business or geographical area of operations and is part of a single coordinated plan to dispose of or is a subsidiary acquired exclusively with a view to resale.

AB InBev classifies a non-current asset (or disposal group) as held for sale if its carrying amount will be recovered principally through a sale transaction rather than through continuing use if all of the conditions of IFRS 5 are met. A disposal group is defined as a group of assets to be disposed of, by sale or otherwise, together as a group in a single transaction, and liabilities directly associated with those assets that will be transferred. Immediately before classification as held for sale, the company measures the carrying amount of the asset (or all the assets and liabilities in the disposal group) in accordance with applicable IFRS. Then, on initial classification as held for sale, non-current assets and disposal groups are recognized at the lower of carrying amount and fair value less costs to sell. Impairment losses on initial classification as held for sale are included in profit or loss. The same applies to gains and losses on subsequent re-measurement. Non-current assets classified as held for sale are no longer depreciated or amortized.

**(CC) RECENTLY ISSUED IFRS**

To the extent that new IFRS requirements are expected to be applicable in the future, they have not been applied in preparing these consolidated financial statements for the year ended 31 December 2022.

A number of amendments to standards are effective for annual periods beginning after 1 January 2023 and have not been discussed either because of their non-applicability or immateriality to AB InBev's consolidated financial statements.

#### 4. Use of estimates and judgments

The preparation of financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

These estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or, if the revision affects both current and future periods, in the period of the revision and future periods.

Although each of its significant accounting policies reflects judgments, assessments or estimates, AB InBev believes that the following accounting policies reflect the most critical judgments, estimates and assumptions that are important to its business operations and understanding results: business combinations, intangible assets, goodwill, impairment, provisions, share-based payments, employee benefits and accounting for current and deferred tax.

The fair values of acquired identifiable intangibles are based on an assessment of future cash flows. Impairment analyses of goodwill and indefinite-lived intangible assets are performed annually and whenever a triggering event has occurred, in order to determine whether the carrying value exceeds the recoverable amount. These calculations are based on estimates of future cash flows.

The company uses its judgment to select a variety of methods including the discounted cash flow method and option valuation models and makes assumptions about the fair value of financial instruments that are mainly based on market conditions existing at each reporting date.

Actuarial assumptions are established to anticipate future events and are used in calculating pension and other long-term employee benefit expenses and liabilities. These factors include assumptions with respect to interest rates, rates of increase in health care costs, rates of future compensation increases, turnover rates, and life expectancy.

The company is subject to income tax in numerous jurisdictions. Significant judgment is required to determine the worldwide provision for income tax. There are some transactions and calculations for which the ultimate tax determination is uncertain. Some subsidiaries within the group are involved in tax audits and local enquiries usually in relation to prior years. Investigations and negotiations with local tax authorities are ongoing in various jurisdictions at the reporting date and, by their nature, these can take considerable time to conclude. In assessing the amount of any income tax provisions to be recognized in the financial statements, estimates are made of the expected successful settlement of these matters. Estimates of interest and penalties on tax liabilities are also recorded. Where the final outcome of these matters is different from the amounts that were initially recorded, such differences will impact the current and deferred income tax assets and liabilities in the period that such determination is made.

Judgments made by management in the application of IFRS that have a significant effect on the financial statements and estimates with a significant risk of material adjustment in the following year are further discussed in the relevant notes hereafter.

In preparing these consolidated financial statements, the significant judgments made by management in applying the company's accounting policies and the key sources of uncertainty relate mainly to accounting for the impact of the conflict between Russia and Ukraine on the company's results as discussed below.

#### **CONFLICT BETWEEN RUSSIA AND UKRAINE**

Management considered the impact of the conflict between Russia and Ukraine on the basis of preparation of these consolidated financial statements. On 11 March 2022, the company announced that it is forfeiting all financial benefits from the operations of AB InBev Efes, an associate which does business in Russia and Ukraine, in which it holds a 50% non-controlling stake and which the company does not consolidate. On 22 April 2022, the company announced its decision to sell its non-controlling interest in AB InBev Efes and is in active discussions with its partner, Turkish Brewer Anadolu Efes, to acquire this interest. AB InBev's request regarding the suspension of the license for production and sale of Bud in Russia will also be part of a potential transaction. During the year ended 31 December 2022, the company derecognized its investment in AB InBev Efes and reported a (1 143)m US dollar non-cash impairment charge in exceptional share of results of associates. (Refer to Note 8 *Exceptional items* and Note 16 *Investments in associates*). As of 31 December 2022, the investment has been classified as non-current asset held for sale.

## 5. Segment reporting

Segment information is presented by geographical segments, consistent with the information available to and regularly evaluated by the chief operating decision maker. AB InBev operates its business through six business segments. Regional and operating company management is responsible for managing performance, underlying risks, and the effectiveness of operations. Internally, AB InBev's management uses profit from operations as a measure of segment performance which forms part of the basis for many of the company's segment performance indicators to make decisions regarding the allocation of resources. The organizational structure comprises five regions: North America, Middle Americas, South America, EMEA and Asia Pacific. In addition to these five geographic regions, the company uses a sixth segment, Global Export and Holding Companies, for all financial reporting purposes.

On 1 June 2020, AB InBev divested CUB, its Australian subsidiary, to Asahi. Since the results of the Australian operations represented a separate major line of business, these were accounted for as discontinued operations ("profit from discontinued operations") up to 31 May 2020.

All figures in the tables below are stated in million US dollar, except volume (million hls).

|  | North America |               |               | Middle Americas |               |               | South America |              |              | EMEA         | Asia Pacific |                |              |              |              |
|--|---------------|---------------|---------------|-----------------|---------------|---------------|---------------|--------------|--------------|--------------|--------------|----------------|--------------|--------------|--------------|
|  | 2022          | 2021          | 2020          | 2022            | 2021          | 2020          | 2022          | 2021         | 2020         |              | 2022         | 2021           | 2020         |              |              |
| <b>Volume</b>                              | <b>103</b>    | <b>107</b>    | <b>107</b>    | <b>148</b>      | <b>141</b>    | <b>121</b>    | <b>164</b>    | <b>157</b>   | <b>144</b>   | <b>91</b>    | <b>87</b>    | <b>76</b>      | <b>89</b>    | <b>88</b>    | <b>82</b>    |
| <b>Revenue</b>                             | <b>16 566</b> | <b>16 257</b> | <b>15 622</b> | <b>14 180</b>   | <b>12 541</b> | <b>10 032</b> | <b>11 599</b> | <b>9 494</b> | <b>8 092</b> | <b>8 120</b> | <b>8 032</b> | <b>6 835</b>   | <b>6 532</b> | <b>6 848</b> | <b>5 648</b> |
| <b>Profit from operations</b>              | <b>5 220</b>  | <b>5 110</b>  | <b>5 147</b>  | <b>5 219</b>    | <b>4 888</b>  | <b>3 885</b>  | <b>2 620</b>  | <b>2 305</b> | <b>2 350</b> | <b>1 478</b> | <b>1 472</b> | <b>(1 722)</b> | <b>1 431</b> | <b>1 569</b> | <b>1 062</b> |
| Net finance income/(cost)                  |               |               |               |                 |               |               |               |              |              |              |              |                |              |              |              |
| Share of results of associates             |               |               |               |                 |               |               |               |              |              |              |              |                |              |              |              |
| Exceptional share of results of associates |               |               |               |                 |               |               |               |              |              |              |              |                |              |              |              |
| Income tax expense                         |               |               |               |                 |               |               |               |              |              |              |              |                |              |              |              |
| <b>Profit from continuing operations</b>   |               |               |               |                 |               |               |               |              |              |              |              |                |              |              |              |
| Profit from discontinued operations        |               |               |               |                 |               |               |               |              |              |              |              |                |              |              |              |
| <b>Profit</b>                              |               |               |               |                 |               |               |               |              |              |              |              |                |              |              |              |
| Segment assets (non-current)               | 63 379        | 63 722        | 63 765        | 66 262          | 67 516        | 72 331        | 14 297        | 12 917       | 12 348       | 30 918       | 34 098       | 35 578         | 12 397       | 13 453       | 13 845       |
| Gross capex                                | 695           | 868           | 646           | 1 319           | 1 307         | 829           | 1 001         | 1 154        | 727          | 1 011        | 1 051        | 768            | 496          | 605          | 508          |
| FTE  | 20 040        | 19 691        | 20 281        | 52 355          | 51 969        | 48 751        | 42 028        | 42 209       | 40 630       | 21 306       | 22 215       | 22 357         | 24 331       | 26 095       | 26 510       |

|  | Global Export and Holding companies |                |                | AB InBev Worldwide |               |               |
|--|-------------------------------------|----------------|----------------|--------------------|---------------|---------------|
|  | 2022                                | 2021           | 2020           | 2022               | 2021          | 2020          |
| <b>Volume</b>                              | <b>1</b>                            | <b>2</b>       | <b>1</b>       | <b>595</b>         | <b>582</b>    | <b>531</b>    |
| <b>Revenue</b>                             | <b>790</b>                          | <b>1 133</b>   | <b>652</b>     | <b>57 786</b>      | <b>54 304</b> | <b>46 881</b> |
| <b>Profit from operations</b>              | <b>(1451)</b>                       | <b>(1 520)</b> | <b>(1 103)</b> | <b>14 517</b>      | <b>13 824</b> | <b>9 620</b>  |
| Net finance income/(cost)                  |                                     |                |                | (4 148)            | (5 609)       | (7 697)       |
| Share of results of associates             |                                     |                |                | 299                | 248           | 156           |
| Exceptional share of results of associates |                                     |                |                | (1 143)            | —             | —             |
| Income tax expense                         |                                     |                |                | (1 928)            | (2 350)       | (1 932)       |
| <b>Profit from continuing operations</b>   |                                     |                |                | <b>7 597</b>       | <b>6 114</b>  | <b>147</b>    |
| Profit from discontinued operations        |                                     |                |                | —                  | —             | 2 055         |
| <b>Profit</b>                              |                                     |                |                | <b>7 597</b>       | <b>6 114</b>  | <b>2 202</b>  |
| Segment assets (non-current)               | 2 505                               | 1 973          | 2 024          | 189 757            | 193 678       | 199 891       |
| Gross capex                                | 638                                 | 655            | 303            | 5 160              | 5 640         | 3 781         |
| FTE  | 6 572                               | 7 160          | 5 166          | 166 632            | 169 339       | 163 695       |

For the year ended 31 December 2022, net revenue from the beer business amounted to 51 544m US dollar (2021: 49 333m US dollar; 2020: 43 044m US dollar) while the net revenue from the non-beer business (soft drinks and other business) accounted for 6 242m US dollar (2021: 4 971m US dollar; 2020: 3 837m US dollar). Additionally, for 2022, net revenue from the company's business in the United States amounted to 14 580m US dollar (2021: 14 259m US dollar; 2020: 13 815m US dollar) and net revenue from the company's business in Brazil amounted to 8 256m US dollar (2021: 6 500m US dollar; 2020: 5 868m US dollar).

On the same basis, net revenue from external customers attributable to AB InBev's country of domicile (Belgium) represented 632m US dollar (2021: 623m US dollar; 2020: 501m US dollar) and non-current assets located in the country of domicile represented 2 533m US dollar (2021: 2 457m US dollar; 2020: 2 496m US dollar).

## 6. Acquisitions and disposals of subsidiaries

The company undertook a series of acquisitions and disposals and/or settled payments related to prior year acquisitions during the year ended 31 December 2022 and 31 December 2021, with no significant impact in the consolidated financial statements.

## 7. Other operating income/(expenses)

| <u>Million US dollar</u>  | <u>2022</u> | <u>2021</u> | <u>2020</u> |
|---|-------------|-------------|-------------|
| Brazilian tax credits   | 201         | 226         | 481         |
| Government grants   | 311         | 322         | 227         |
| Net gain on disposal of property, plant and equipment, intangible assets and assets held for sale | 82          | 65          | 56          |
| License income  | 27          | 25          | 22          |
| Net rental and other operating income   | 220         | 167         | 58          |
| <b>Other operating income/(expenses)</b>  | <b>841</b>  | <b>805</b>  | <b>845</b>  |

In 2022, Ambev, a subsidiary of AB InBev, recognized 201m US dollar income (2021: 226m US dollar; 2020: 481m US dollar) in Other operating income related to tax credits. Additionally, in 2022 Ambev recognized 168m US dollar (2021: 118m US dollar; 2020: 315m US dollar) of interest income on tax credits in Finance income (refer to Note 11 *Finance cost and income*).

The income from government grants primarily relate to fiscal incentives given by certain Brazilian states and Chinese provinces, based on the company's operations and developments in those regions.

## 8. Exceptional items

IAS 1 *Presentation of financial statements* requires that material items of income and expense be disclosed separately. Exceptional items are items that in management's judgment need to be disclosed by virtue of their size or incidence so that a user can obtain a proper understanding of the company's financial information.

The exceptional items included in the income statement are as follows:

| <u>Million US dollar</u>                                   | <u>2022</u>  | <u>2021</u>    | <u>2020</u>    |
|--|--------------|----------------|----------------|
| COVID-19 costs   | (18)         | (105)          | (182)          |
| Restructuring  | (110)        | (172)          | (157)          |
| Business and asset disposal (including impairment losses)  | (71)         | (247)          | (239)          |
| AB InBev Efes related costs                                | (51)         | —              | —              |
| Acquisition costs business combinations                    | (1)          | (17)           | (25)           |
| Zenzele Kabili costs                                       | —            | (72)           | —              |
| Impairment of goodwill                                     | —            | —              | (2 500)        |
| <b>Impact on profit from operations</b>                    | <b>(251)</b> | <b>(614)</b>   | <b>(3 103)</b> |
| Exceptional net finance income/(cost)                      | 498          | (806)          | (1 738)        |
| Exceptional share of results of associates                 | (1 143)      | —              | —              |
| Exceptional taxes  | 399          | 346            | 155            |
| Exceptional non-controlling interest                       | 13           | 20             | 228            |
| Gain on divestiture of Australia (discontinued operations) | —            | —              | 1 919          |
| <b>Net impact on profit</b>                                | <b>(484)</b> | <b>(1 054)</b> | <b>(2 538)</b> |

COVID-19 costs amount to (18)m US dollar for the year ended 31 December 2022 (2021: (105)m US dollar; 2020: (182)m US dollar). These expenses mainly comprise costs related to personal protection equipment for the company's employees and other costs incurred as a direct consequence of the COVID-19 pandemic.

The exceptional restructuring charges for 2022 total (110)m US dollar (2021: (172)m US dollar; 2020: (157)m US dollar). These charges primarily relate to organizational alignments. These changes aim to eliminate overlapping organizations or duplicated processes, taking into account the matching of employee profiles with new organizational requirements. These one-time expenses provide the company with a lower cost base and bring a stronger focus to AB InBev's core activities, quicker decision-making and improvements to efficiency, service and quality.

Business and asset disposals (including impairment losses) amount to (71)m US dollar for 2022 mainly comprising impairment of intangible assets and other non-core assets sold in the period. Business and asset disposals (including impairment losses) amounted to (247)m US dollar for 2021, mainly comprising (258)m US dollar of non-cash impairment charge associated with Bedford Systems, a joint venture with Keurig Dr. Pepper, following the announcement of the cessation of the business in December 2021, that was partially offset with gains incurred in relation to disposals completed in the first half of 2021. Business and asset disposals (including impairment losses) amounted to (239)m US dollar for 2020, mainly comprising impairment of tangible assets classified as held for sale as of 31 December 2020, intangible assets sold in 2020 and other intangibles.

AB InBev Efes related costs of (51)m US dollar for 2022 relate to the discontinuation of exports to Russia and the forfeiting of company benefits from the operations of the associate.

The acquisition costs of business combinations amounted to (17)m US dollar for 2021, mainly comprising costs incurred in relation to the company's joint venture partnerships. The acquisition costs of business combinations amounted to (25)m US dollar for 2020 and mainly related to the acquisition of Craft Brew Alliance.

In May 2021, the company set up a new broad-based black economic empowerment ("B-BBEE") scheme (the "Zenzele Kabili scheme") and reported (72)m US dollar in exceptional items mainly representing the IFRS 2 cost related to the grant of shares to qualifying SAB retailers and employees participating to the Zenzele Kabili scheme. For more details, refer to Note 21 *Changes in equity and earnings per share*.

In the second quarter of 2020, the company recognized (2 500)m US dollar of goodwill impairment for its South Africa and Rest of Africa cash-generating units.

On 1 June 2020, the company completed the previously announced sale of CUB, its Australian subsidiary to Asahi resulting in a net exceptional gain of 1 919m US dollar reported in discontinued operations. The results of the Australian operations were accounted for as discontinued operations and presented in a separate line in the consolidated income statement ("profit from discontinued operations") up to 31 May 2020.

The company incurred an exceptional net finance income of 498m US dollar for 2022 (2021: net finance cost of (806)m US dollar; 2020: net finance cost of (1 738)m US dollar) – see Note 11 *Finance cost and income*.

During 2022, the company recorded an impairment of (1 143)m US dollar on its investment in AB InBev Efes – see Note 4 *Use of estimates and judgments* and Note 16 *Investments in associates*.

All the amounts referenced above are before income taxes. The exceptional income taxes amounted to 399m US dollar (decrease of income taxes) for 2022 (2021: decrease of income taxes by 346m US dollar; 2020: decrease of income taxes by 155m US dollar). The exceptional income taxes for the year ended 31 December 2022 are mainly driven by a reorganization which resulted in the utilization of current year and carry forward interests for which no deferred tax asset was recognized (350m US dollar).

Non-controlling interest on the exceptional items amounts to 13m US dollar for 2022 (2021: 20m US dollar; 2020: 228m US dollar).

## 9. Payroll and related benefits

| Million US dollar                              | 2022           | 2021           | 2020           |
|--|----------------|----------------|----------------|
| Wages and salaries                             | (4 621)        | (4 734)        | (4 124)        |
| Social security contributions                  | (749)          | (670)          | (582)          |
| Other personnel cost                           | (687)          | (706)          | (637)          |
| Share-based payment expense                    | (448)          | (510)          | (169)          |
| Pension expense for defined benefit plans      | (154)          | (176)          | (218)          |
| Pension expense for defined contribution plans | (164)          | (147)          | (91)           |
| <b>Payroll and related benefits</b>            | <b>(6 822)</b> | <b>(6 944)</b> | <b>(5 821)</b> |

The number of full-time equivalents can be split as follows:

|                                 | 2022           | 2021           | 2020           |
|---------------------------------|----------------|----------------|----------------|
| AB InBev NV/SA (parent company) | 241            | 214            | 204            |
| Other subsidiaries              | 166 391        | 169 125        | 163 491        |
| <b>Total number of FTE</b>      | <b>166 632</b> | <b>169 339</b> | <b>163 695</b> |

## 10. Additional information on operating expenses by nature

Depreciation, amortization and impairment charges are included in the following line items of the 2022 consolidated income statement:

| Million US dollar                                | Depreciation and impairment of property, plant and equipment | Amortization and impairment of intangible assets | Depreciation and impairment of right-of-use asset | Impairment of goodwill, tangible and intangible assets |
|--|--|--|---|--|
| Cost of sales                                    | 3 008  | 78   | 36  | —  |
| Distribution expenses                            | 162  | 13   | 233   | —  |
| Sales and marketing expenses                     | 298  | 152  | 236   | —  |
| Administrative expenses                          | 299  | 416  | 124   | —  |
| Other operating expenses                         | 19   | —  | —   | —  |
| Exceptional items                                | —  | —  | —   | 4  |
| <b>Depreciation, amortization and impairment</b> | <b>3 786</b>   | <b>659</b>                                       | <b>629</b>  | <b>4</b>   |

Depreciation, amortization and impairment charges are included in the following line items of the 2021 consolidated income statement:

| Million US dollar                                | Depreciation and impairment of property, plant and equipment | Amortization and impairment of intangible assets | Depreciation and impairment of right-of-use asset | Impairment of goodwill, tangible and intangible assets |
|--|--|--|---|--|
| Cost of sales                                    | 2 782  | 91   | 39  | —  |
| Distribution expenses                            | 136  | 10   | 176   | —  |
| Sales and marketing expenses                     | 319  | 223  | 249   | —  |
| Administrative expenses                          | 306  | 327  | 110   | —  |
| Other operating expenses                         | 3  | —  | —   | —  |
| Exceptional items                                | —  | —  | —   | 281  |
| <b>Depreciation, amortization and impairment</b> | <b>3 546</b>   | <b>651</b>                                       | <b>574</b>  | <b>281</b>   |



Depreciation, amortization and impairment charges are included in the following line items of the 2020 consolidated income statement:

| <u>Million US dollar (restated)</u>              | <u>Depreciation and impairment of property, plant and equipment</u> | <u>Amortization and impairment of intangible assets</u> | <u>Depreciation and impairment of right-of-use asset</u> | <u>Impairment of goodwill, tangible and intangible assets</u> |
|--|---|---|--|---|
| Cost of sales                                    | 2 599   | 91  | 42   | —   |
| Distribution expenses                            | 141   | 3   | 108  | —   |
| Sales and marketing expenses                     | 339   | 291   | 224  | —   |
| Administrative expenses                          | 310   | 323   | 125  | —   |
| Other operating expenses                         | 3   | —   | —  | —   |
| Exceptional items                                | —   | —   | —  | 2 733   |
| <b>Depreciation, amortization and impairment</b> | <b>3 392</b>  | <b>708</b>  | <b>499</b>   | <b>2 733</b>  |

## 11. Finance cost and income

Finance cost and income included in the income statement are as follows:

| Million US dollar  | 2022           |                |                | 2021 <sup>1</sup> |                |                | 2020 <sup>1</sup> |                |                |
|--|----------------|----------------|----------------|-------------------|----------------|----------------|-------------------|----------------|----------------|
|  | Finance cost   | Finance income | Net            | Finance cost      | Finance income | Net            | Finance cost      | Finance income | Net            |
| Interest income/(expense)                                | (3 588)        | 294            | (3 294)        | (3 674)           | 113            | (3 560)        | (4 004)           | 150            | (3 854)        |
| Net interest on net defined benefit liabilities          | (73)           | —              | (73)           | (73)              | —              | (73)           | (82)              | —              | (82)           |
| Accretion expense  | (782)          | —              | (782)          | (593)             | —              | (593)          | (564)             | —              | (564)          |
| Mark-to-market   | —              | 331            | 331            | (23)              | —              | (23)           | (1 211)           | —              | (1 211)        |
| Net interest income on Brazilian tax credits             | —              | 168            | 168            | —                 | 118            | 118            | —                 | 315            | 315            |
| Other financial results                                  | (1 349)        | 352            | (997)          | (871)             | 200            | (671)          | (740)             | 177            | (563)          |
| <b>Finance income/(cost) excluding exceptional items</b> | <b>(5 792)</b> | <b>1 146</b>   | <b>(4 646)</b> | <b>(5 234)</b>    | <b>431</b>     | <b>(4 803)</b> | <b>(6 601)</b>    | <b>642</b>     | <b>(5 959)</b> |
| Exceptional finance income/(cost)                        | (255)          | 753            | 498            | (806)             | —              | (806)          | (1 818)           | 80             | (1 738)        |
| <b>Finance income/(cost)</b>                             | <b>(6 047)</b> | <b>1 898</b>   | <b>(4 148)</b> | <b>(6 040)</b>    | <b>431</b>     | <b>(5 609)</b> | <b>(8 419)</b>    | <b>722</b>     | <b>(7 697)</b> |

Net finance costs, excluding exceptional items, were 4 646m US dollar in 2022 compared to 4 803m US dollar in 2021 and 5 959m US dollar in 2020. The decrease from 2022 to 2021 was predominantly due to a mark-to-market gain on derivatives related to the hedging of share-based payment programs of 331m US dollar in 2022, compared to a loss of 23m US dollar in 2021, resulting in a change of 354m US dollar. In 2020, the market-to-market on such derivatives amounted to a loss of 1 211m US dollar.

In 2022, accretion expense includes interest on lease liabilities of 130m US dollar (2021: 123m US dollar; 2020: 116m US dollar), unwind of discounts of 499m US dollar on payables (2021: 349m US dollar; 2020: 306m US dollar), bond fees of 64m US dollar (2021: 67m US dollar; 2020: 102m US dollar) and interest on provisions of 89m US dollar (2021: 54m US dollar; 2020: 41m US dollar).

Interest expense is presented net of the effect of interest rate derivative instruments hedging AB InBev's interest rate risk – see also Note 27 *Risks arising from financial instruments*.

In 2022, Ambev, a subsidiary of AB InBev, recognized 201m US dollar income in Other operating income (refer to Note 7 *Other operating income/(expenses)*) related to tax credits (2021: 226m US dollar; 2020: 481m US dollar). Additionally, in 2022, Ambev recognized 168m US dollar interest income on Brazilian tax credits in Finance income (2021: 118m US dollar; 2020: 315m US dollar).

Other financial results for 2022, 2021 and 2020 include:

| Million US dollar  | 2022           |                |              | 2021 <sup>1</sup> |                |              | 2020 <sup>1</sup> |                |              |
|--|----------------|----------------|--------------|-------------------|----------------|--------------|-------------------|----------------|--------------|
|  | Finance cost   | Finance income | Net          | Finance cost      | Finance income | Net          | Finance cost      | Finance income | Net          |
| Net foreign exchange gains/(losses)                          | (363)          | —              | (363)        | (101)             | —              | (101)        | —                 | 43             | 43           |
| Net gains/(losses) on hedging instruments                    | (747)          | —              | (747)        | (562)             | —              | (562)        | (502)             | —              | (502)        |
| Hyperinflation monetary adjustments                          | —              | 286            | 286          | —                 | 152            | 152          | —                 | 76             | 76           |
| Other financial income/(cost), including bank fees and taxes | (239)          | 66             | (173)        | (208)             | 48             | (160)        | (238)             | 58             | (180)        |
| <b>Other financial results</b>                               | <b>(1 349)</b> | <b>352</b>     | <b>(997)</b> | <b>(871)</b>      | <b>200</b>     | <b>(671)</b> | <b>(740)</b>      | <b>177</b>     | <b>(563)</b> |

For further information on instruments hedging AB InBev's foreign exchange risk, see Note 27 *Risks arising from financial instruments*.

Exceptional finance income/(cost) for 2022, 2021 and 2020 includes:

- 274m US dollar gain resulting from mark-to-market adjustments on derivative instruments entered into to hedge the shares issued in relation to the combination with Grupo Modelo and SAB (2021: (25)m US dollar loss; 2020: (1 008)m US dollar loss);

<sup>1</sup> Amended to conform to 2022 presentation.

- 246m US dollar gain resulting from the redemption of certain bonds (2021:(741)m US dollar loss; 2020: (795)m US dollar loss);
- (22)m US dollar loss related to the remeasurement of deferred considerations on prior year acquisitions (2021: (19)m US dollar loss; 2020: 80m US dollar gain);
- In 2021, (22)m US dollar loss from impairment of receivables against Delta Corporation Ltd (Delta), a Zimbabwean associate, as a result of hyperinflation (2020: 15m US dollar loss on the company's investment in Delta).

The interest income stems from the following financial assets:

| <u>Million US dollar</u>                        | <u>2022</u> | <u>2021</u> | <u>2020</u> |
|---|-------------|-------------|-------------|
| Cash and cash equivalents                       | 235         | 85          | 103         |
| Investments in debt securities held for trading | 39          | 16          | 1           |
| Other loans and receivables                     | 21          | 12          | 46          |
| <b>Total</b>                                    | <b>294</b>  | <b>113</b>  | <b>150</b>  |

The interest income on other loans and receivables includes the interest accrued on cash deposited as guarantees for certain legal proceedings pending their resolution. No interest income was recognized on impaired financial assets.

## 12. Income taxes

Income taxes recognized in the income statement can be detailed as follows:

| <u>Million US dollar</u>  | <u>2022</u>    | <u>2021<sup>1</sup></u> | <u>2020<sup>1</sup></u> |
|---|----------------|-------------------------|-------------------------|
| Current year  | (2 785)        | (2 857)                 | (2 082)                 |
| (Underprovided)/overprovided in prior years   | 157            | 159                     | 119                     |
| <b>Current tax expense</b>  | <b>(2 628)</b> | <b>(2 698)</b>          | <b>(1 963)</b>          |
| Origination and reversal of temporary differences                                   | 829            | 632                     | 355                     |
| Recognition/(de-recognition) of deferred tax assets on tax losses (carried forward) | (128)          | (284)                   | (324)                   |
| <b>Deferred tax (expense)/income</b>  | <b>701</b>     | <b>348</b>              | <b>31</b>               |
| <b>Total income tax expense in the income statement</b>                             | <b>(1 928)</b> | <b>(2 350)</b>          | <b>(1 932)</b>          |

The reconciliation of the effective tax rate with the aggregated weighted nominal tax rate can be summarized as follows:

| <u>Million US dollar</u>  | <u>2022</u>    | <u>2021<sup>1</sup></u> | <u>2020<sup>1</sup></u> |
|---|----------------|-------------------------|-------------------------|
| Profit/(loss) before tax  | 9 524          | 8 463                   | 2 080                   |
| Deduct share of results of associates   | 299            | 248                     | 156                     |
| Deduct exceptional share of results of associates                                   | (1 143)        | —                       | —                       |
| <b>Profit before tax and before share of results of associates</b>                  | <b>10 369</b>  | <b>8 215</b>            | <b>1 924</b>            |
| <b>Adjustments to the tax basis</b>   |                |                         |                         |
| Government incentives   | (713)          | (543)                   | (428)                   |
| Non-deductible/(non-taxable) mark-to-market on derivatives                          | (606)          | 48                      | 2 219                   |
| Non-deductible impairment of goodwill   | —              | —                       | 2 500                   |
| Other expenses not deductible for tax purposes                                      | 1 590          | 1 979                   | 1 512                   |
| Other non-taxable income  | (576)          | (476)                   | (250)                   |
| <b>Adjusted tax basis</b>   | <b>10 065</b>  | <b>9 223</b>            | <b>7 477</b>            |
| <b>Aggregate weighted nominal tax rate</b>  | <b>26.7%</b>   | <b>26.7%</b>            | <b>27.7%</b>            |
| <b>Tax at aggregated nominal tax rate</b>   | <b>(2 691)</b> | <b>(2 463)</b>          | <b>(2 069)</b>          |
| <b>Adjustments on tax expense</b>   |                |                         |                         |
| Recognition/(de-recognition) of deferred tax assets on tax losses (carried forward) | (128)          | (284)                   | (324)                   |
| (Underprovided)/overprovided in prior years   | 157            | 159                     | 119                     |
| Deductions from interest on equity  | 790            | 469                     | 431                     |
| Deductions from goodwill and other tax deductions                                   | 473            | 226                     | 234                     |
| Change in tax rate  | 48             | (147)                   | 61                      |
| Withholding taxes   | (436)          | (485)                   | (423)                   |
| Other tax adjustments   | (140)          | 175                     | 39                      |
| <b>Total tax expense</b>  | <b>(1 928)</b> | <b>(2 350)</b>          | <b>(1 932)</b>          |
| <b>Effective tax rate</b>   | <b>18.6%</b>   | <b>28.6%</b>            | <b>100.4%</b>           |

<sup>1</sup> Amended to conform to 2022 presentation.

The total income tax expense for 2022 amounts to 1 928m US dollar compared to 2 350m US dollar for 2021 and 1 932m US dollar for 2020. The effective tax rate is 18.6% for 2022 compared to 28.6% for 2021 and 100.4% for 2020.

The 2022 effective tax rate is positively impacted by non-taxable gains from derivatives related to hedging of share-based payment programs and hedging of the shares issued in a transaction related to the combination with Grupo Modelo and SAB, while the 2021 and 2020 effective tax rate was negatively impacted by non-deductible losses from these derivatives. The 2020 effective tax rate was also negatively impacted by the non-deductible, non-cash goodwill impairment loss.

In addition, the 2022 effective tax rate was positively impacted by higher distribution of interest on shareholders' equity from Brazil and lower non-deductible costs. The 2022 effective tax rate includes 350m US dollar benefit from a reorganization which resulted in the utilization of current year and carry forward interests for which no deferred tax asset was recognized (refer to Note 8 *Exceptional items*).

The company benefits from tax exempted income and tax credits which are expected to continue in the future. The company does not have significant benefits coming from low tax rates in any particular jurisdiction.

Income taxes were directly recognized in other comprehensive income as follows:

| <u>Million US dollar</u>                                  | <u>2022</u>  | <u>2021</u>  | <u>2020</u> |
|---|--------------|--------------|-------------|
| Re-measurements of post-employment benefits               | (126)        | (123)        | 58          |
| Exchange differences, cash flow and net investment hedges | (51)         | (45)         | 304         |
| <b>Income tax (losses)/gains</b>                          | <b>(177)</b> | <b>(167)</b> | <b>361</b>  |

### 13. Property, plant and equipment

Property, plant and equipment comprises owned and leased assets, as follows:

| Million US dollar  | 31 December 2022 | 31 December 2021 |
|--|------------------|------------------|
| Property, plant and equipment owned                        | 24 245           | 24 459           |
| Property, plant and equipment leased (right-of-use assets) | 2 426            | 2 219            |
| <b>Total property, plant and equipment</b>                 | <b>26 671</b>    | <b>26 678</b>    |

| Million US dollar  | 31 December 2022   |  |                    |                 | 31 December 2021 |
|--|--------------------|--|--------------------|-----------------|------------------|
|  | Land and buildings | Plant and equipment, fixtures and fittings | Under construction | Total           | Total            |
| <b>Acquisition cost</b>  |                    |  |                    |                 |                  |
| <b>Balance at end of previous year</b>                                     | <b>12 374</b>      | <b>35 906</b>                              | <b>2 462</b>       | <b>50 742</b>   | <b>48 993</b>    |
| Effect of movements in foreign exchange                                    | (208)              | (729)                                      | (46)               | (983)           | (1 616)          |
| Acquisitions   | 27                 | 1 340                                      | 2 912              | 4 279           | 4 739            |
| Acquisitions through business combinations                                 | —                  | —  | —                  | —               | 2                |
| Disposals through sale and derecognition                                   | (154)              | (1 667)                                    | (1)                | (1 822)         | (1 301)          |
| Disposals through the sale of subsidiaries                                 | (1)                | (12)                                       | —                  | (13)            | (51)             |
| Transfer (to)/from other asset categories and other movements <sup>1</sup> | 554                | 2 634                                      | (3 122)            | 66              | (23)             |
| <b>Balance at end of the period</b>  | <b>12 591</b>      | <b>37 473</b>                              | <b>2 205</b>       | <b>52 269</b>   | <b>50 742</b>    |
| <b>Depreciation and impairment losses</b>                                  |                    |  |                    |                 |                  |
| <b>Balance at end of previous year</b>                                     | <b>(4 292)</b>     | <b>(21 992)</b>                            | <b>—</b>           | <b>(26 284)</b> | <b>(24 802)</b>  |
| Effect of movements in foreign exchange                                    | 82                 | 425  | —                  | 507             | 813              |
| Depreciation   | (423)              | (3 106)                                    | —                  | (3 530)         | (3 384)          |
| Disposals through sale and derecognition                                   | 66                 | 1 565                                      | —                  | 1 631           | 1 168            |
| Disposals through the sale of subsidiaries                                 | —                  | 8  | —                  | 8               | 46               |
| Impairment losses  | (3)                | (168)                                      | —                  | (172)           | (182)            |
| Transfer to/(from) other asset categories and other movements <sup>1</sup> | (14)               | (172)                                      | —                  | (186)           | 57               |
| <b>Balance at end of the period</b>  | <b>(4 584)</b>     | <b>(23 440)</b>                            | <b>—</b>           | <b>(28 024)</b> | <b>(26 284)</b>  |
| <b>Carrying amount</b>   |                    |  |                    |                 |                  |
| <b>at 31 December 2021</b>   | <b>8 082</b>       | <b>13 915</b>                              | <b>2 462</b>       | <b>24 459</b>   | <b>24 459</b>    |
| <b>at 31 December 2022</b>   | <b>8 007</b>       | <b>14 033</b>                              | <b>2 205</b>       | <b>24 245</b>   | <b>—</b>         |

As at 2022 and 2021 there were no significant restrictions on title on property, plant and equipment.

Contractual commitments to purchase property, plant and equipment amounted to 538m US dollar as at 31 December 2022 compared to 449m US dollar as at 31 December 2021.

AB InBev's net capital expenditures in the statement of cash flow amounted to 4 838m US dollar in 2022 compared to 5 498m US dollar for the same period last year. Out of the total 2022 capital expenditures approximately 36% was used to improve the company's production facilities while 45% was used for logistics and commercial investments and 20% for improving administrative capabilities and for the purchase of hardware and software.

<sup>1</sup> The transfer (to)/from other asset categories and other movements relates mainly to transfers from assets under construction to their respective asset categories, to contributions of assets to pension plans, to the separate presentation in the statement of financial position of property, plant and equipment held for sale in accordance with IFRS 5 *Non-current assets held for sale and discontinued operations* and to the restatement of non-monetary assets under hyperinflation accounting in line with IAS 29 *Financial reporting in hyperinflationary economies*.

Property, plant and equipment leased by the company (right-of-use assets) is detailed as follows:

| <u>Million US dollar</u>                      | <u>2022</u>               |                                       |              |
|---|---------------------------|---------------------------------------|--------------|
|   | <u>Land and buildings</u> | <u>Machinery, equipment and other</u> | <u>Total</u> |
| Net carrying amount at 31 December            | 1 640                     | 786                                   | <b>2 426</b> |
| Depreciation for the period ended 31 December | (398)                     | (230)                                 | <b>(628)</b> |
|   |                           |                                       |              |
| <u>Million US dollar</u>                      | <u>2021</u>               |                                       |              |
|   | <u>Land and buildings</u> | <u>Machinery, equipment and other</u> | <u>Total</u> |
| Net carrying amount at 31 December            | 1 696                     | 523                                   | <b>2 219</b> |
| Depreciation for the year ended 31 December   | (373)                     | (201)                                 | <b>(574)</b> |

Additions to right-of-use assets in 2022 were 885m US dollar (2021: 674m US dollar).

Following the sale of Dutch and Belgian pub real estate to Cofinimmo in October 2007, AB InBev entered into lease agreements with a term of 27 years. Furthermore, the company leases a number of warehouses, trucks, factory facilities and other commercial buildings, which typically run for a period of five to ten years. Lease payments are increased annually to reflect market rentals, if applicable. None of the leases include contingent rentals.

The company leases out pub real estate for an average outstanding period of 6 to 8 years and part of its own property under operating leases. In 2022, 108m US dollar was recognized as income in the income statement in respect of subleasing of right-of-use assets (2021: 112m US dollar; 2020: 107m US dollar). As at 31 December 2022, the undiscounted lease payments of the non-cancelable lease payments are expected to be received as follows: 92m US dollar in the next 12 months, 253m US dollar in the years 2 through 5 and 53m US dollar after 5 years.

The expense related to short-term and low-value leases and variable lease payments that are not included in the measurement of the lease liabilities is not significant.

#### 14. Goodwill

| <u>Million US dollar</u>                   | <u>31 December 2022</u> | <u>31 December 2021</u> |
|--|-------------------------|-------------------------|
| <b>Acquisition cost</b>                    |                         |                         |
| <b>Balance at end of previous year</b>     | <b>118 461</b>          | <b>123 702</b>          |
| Effect of movements in foreign exchange    | (3 147)                 | (5 456)                 |
| Disposals through the sale of subsidiaries | (32)                    | —                       |
| Transfers (to)/from other asset categories | (68)                    | 18                      |
| Hyperinflation monetary adjustments        | 328                     | 196                     |
| <b>Balance at end of the period</b>        | <b>115 541</b>          | <b>118 461</b>          |
| <b>Impairment losses</b>                   |                         |                         |
| <b>Balance at end of previous year</b>     | <b>(2 665)</b>          | <b>(2 731)</b>          |
| Effect of movements in foreign exchange    | 134                     | 66                      |
| <b>Balance at end of the period</b>        | <b>(2 531)</b>          | <b>(2 665)</b>          |
| <b>Carrying amount</b>                     |                         |                         |
| <b>Balance at end of the period</b>        | <b>113 010</b>          | <b>115 796</b>          |

The carrying amount of goodwill was allocated to the different cash-generating units as follows:

| <u>Million US dollar</u>                 | <u>31 December 2022</u> | <u>31 December 2021</u> |
|--|-------------------------|-------------------------|
| United States                            | 33 578                  | 33 607                  |
| Rest of North America                    | 1 981                   | 2 114                   |
| Mexico                                   | 12 823                  | 12 062                  |
| Colombia                                 | 12 692                  | 15 344                  |
| Rest of Middle Americas                  | 23 242                  | 22 769                  |
| Brazil                                   | 3 508                   | 3 280                   |
| Rest of South America                    | 1 249                   | 1 173                   |
| Europe                                   | 2 081                   | 2 244                   |
| South Africa                             | 9 551                   | 10 231                  |
| Rest of Africa                           | 5 131                   | 5 287                   |
| China                                    | 3 119                   | 3 387                   |
| Rest of Asia Pacific                     | 3 505                   | 3 717                   |
| Global Export and Holding Companies      | 549                     | 582                     |
| <b>Total carrying amount of goodwill</b> | <b>113 010</b>          | <b>115 796</b>          |

Goodwill, which accounted for approximately 53% of AB InBev total assets as at 31 December 2022, is tested for impairment at the cash-generating unit level (that is one level below the operating segments). The cash-generating unit level is the lowest level at which goodwill is monitored for internal management purposes. Except in cases where the initial allocation of goodwill has not been concluded by the end of the initial reporting period following the business combination, goodwill is allocated as from the acquisition date to each of AB InBev’s cash-generating units that are expected to benefit from the synergies of the combination whenever a business combination occurs.

## 2022 impairment testing

AB InBev completed its annual impairment test for goodwill and concluded that, based on the assumptions described below, no impairment charge was warranted.

The company cannot predict whether an event that triggers impairment will occur, when it will occur or how it will affect the value of the asset reported. Goodwill impairment testing relies on a number of critical judgments, estimates and assumptions. AB InBev believes that all of its estimates are reasonable: they are consistent with the company’s internal reporting and reflect management’s best estimates. However, inherent uncertainties exist, including the rate of recovery of the countries following the COVID-19 pandemic, that management may not be able to control. If the company’s current assumptions and estimates, including projected revenues growth rates, competitive and consumer trends, weighted average cost of capital, terminal growth rates, and other market factors, are not met, or if valuation factors outside of the company’s control change unfavorably, the estimated fair value of goodwill could be adversely affected, leading to a potential impairment in the future.

The company performed its annual goodwill impairment test at cash-generating unit level, which is the lowest level at which goodwill is monitored for internal management purposes.

The company’s impairment testing methodology is in accordance with IAS 36 *Impairment of Assets*, in which fair-value-less-cost-to-sell and value in use approaches are taken into consideration. This consists in applying a discounted cash flow approach based on acquisition valuation models for the cash-generating units showing an invested capital to EBITDA multiple above 9x and valuation multiples for the other cash-generating units. The discounted cash flow approach was applied for the Colombia, Rest of Middle Americas, South Africa, Rest of Africa and Rest of Asia Pacific cash-generating units.

## Key assumptions

The key judgments, estimates and assumptions used in the discounted cash flow calculations were generally as follows:

- Cash flows are based on AB InBev’s 1-year and 10-year plan as approved by key management. The plan is prepared per cash-generating unit and is based on external sources in respect of macro-economic assumptions, industry, inflation and foreign exchange rates, past experience and identified initiatives in terms of market share, revenue, variable and fixed cost, capital expenditure and working capital assumptions;
- Cash flows after the first 10-year plan are extrapolated generally using expected annual long-term GDP growth rates, based on external sources, in order to calculate the terminal value, considering sensitivities on this metric;
- Projections are discounted at the unit’s weighted average cost of capital (WACC), considering sensitivities on this metric;
- Cost to sell is assumed to reach 2% of the entity value based on historical precedents.

For the main cash generating units, the terminal growth rate applied generally ranged between 2% and 6%.

The WACC applied in US dollar nominal terms were as follows:

| <u>Cash-generating unit</u> | <u>31 December 2022</u> | <u>31 December 2021</u> |
|-----------------------------|-------------------------|-------------------------|
| Colombia                    | 8%                      | 6%                      |
| Rest of Middle Americas     | 9%                      | 10%                     |
| South Africa                | 9%                      | 8%                      |
| Rest of Africa              | 15%                     | 10%                     |
| Rest of Asia Pacific        | 7%                      | 6%                      |

## Sensitivity to change in key assumptions

During its valuation, the company ran sensitivity analysis for key assumptions including the weighted average cost of capital and the terminal growth rate, in particular for the valuations of Colombia, South Africa and Rest of Africa cash-generating units that show the highest invested capital to EBITDA multiple.

In the sensitivity analysis performed by management during the annual impairment testing in 2022, an adverse change of 1% in WACC or terminal growth rate would not cause a cash-generating unit's carrying amount to exceed its recoverable amount. While a change in the estimates used could have a material impact on the calculation of the fair values and trigger an impairment charge, the company, based on the sensitivity analysis performed is not aware of any reasonably possible change in a key assumption used that would cause a cash generating unit's carrying amount to exceed its recoverable amount.

Although AB InBev believes that its judgments, assumptions and estimates are appropriate, actual results may differ from these estimates under different assumptions or market or macro-economic conditions.



## 15. Intangible assets

| Million US dollar  | 31 December 2022 |                        |                |             |                | 31 December 2021 |
|--|------------------|------------------------|----------------|-------------|----------------|------------------|
|  | Brands           | Commercial intangibles | Software       | Other       | Total          | Total            |
| <b>Acquisition cost</b>  |                  |                        |                |             |                |                  |
| <b>Balance at end of previous year</b>                                     | <b>38 409</b>    | <b>2 832</b>           | <b>3 437</b>   | <b>337</b>  | <b>45 015</b>  | <b>45 885</b>    |
| Effect of movements in foreign exchange                                    | (568)            | (22)                   | (114)          | (47)        | (751)          | (1 289)          |
| Acquisitions and expenditures  | 11               | 221                    | 497            | 249         | 978            | 760              |
| Disposals through sale and derecognition                                   | (93)             | (1 058)                | (272)          | (15)        | (1 437)        | (98)             |
| Disposals through the sale of subsidiaries                                 | —                | —                      | —              | —           | —              | (3)              |
| Transfer (to)/from other asset categories and other movements <sup>1</sup> | (19)             | 53                     | 502            | (171)       | 365            | (240)            |
| <b>Balance at end of period</b>  | <b>37 741</b>    | <b>2 026</b>           | <b>4 050</b>   | <b>354</b>  | <b>44 170</b>  | <b>45 015</b>    |
| <b>Amortization and impairment losses</b>                                  |                  |                        |                |             |                |                  |
| <b>Balance at end of previous year</b>                                     | <b>(89)</b>      | <b>(2 082)</b>         | <b>(2 381)</b> | <b>(33)</b> | <b>(4 585)</b> | <b>(4 358)</b>   |
| Effect of movements in foreign exchange                                    | 1                | 18                     | 77             | 4           | 100            | 192              |
| Amortization   | —                | (141)                  | (479)          | (27)        | (647)          | (644)            |
| Impairment   | —                | —                      | (3)            | (1)         | (4)            | (176)            |
| Disposals through sale and derecognition                                   | —                | 1 058                  | 271            | 10          | 1 339          | 73               |
| Disposals through the sale of subsidiaries                                 | —                | —                      | —              | —           | —              | 3                |
| Transfer to/(from) other asset categories and other movements <sup>1</sup> | —                | (100)                  | (62)           | (2)         | (164)          | 326              |
| <b>Balance at end of period</b>  | <b>(88)</b>      | <b>(1 247)</b>         | <b>(2 577)</b> | <b>(49)</b> | <b>(3 961)</b> | <b>(4 585)</b>   |
| <b>Carrying value</b>  |                  |                        |                |             |                |                  |
| <b>at 31 December 2021</b>   | <b>38 320</b>    | <b>750</b>             | <b>1 056</b>   | <b>304</b>  | <b>40 430</b>  | <b>40 430</b>    |
| <b>at 31 December 2022</b>   | <b>37 652</b>    | <b>779</b>             | <b>1 473</b>   | <b>305</b>  | <b>40 209</b>  |                  |

In 2022, the company recognized (4)m US dollar impairment on intangibles compared to (176)m US dollar in 2021 when the company recognized an impairment following the cessation of the activities of Bedford Systems, a 70%-owned subsidiary of the company and joint venture with Keurig Dr. Pepper. Please refer to Note 8 *Exceptional items*.

AB InBev is the owner of some of the world's most valuable brands in the beer industry. As a result, brands and certain distribution rights are expected to generate positive cash flows for as long as the company owns the brands and distribution rights. Given AB InBev's more than 600-year history, brands and certain distribution rights have been assigned indefinite lives.

Acquisitions and expenditures of commercial intangibles mainly represent supply and distribution rights, exclusive multi-year sponsorship rights and other commercial intangibles.

Intangible assets with indefinite useful lives are comprised primarily of brands and certain distribution rights that AB InBev purchased for its own products and are tested for impairment during the fourth quarter of the year or whenever a triggering event has occurred. Based on the impairment testing results, no impairment loss was allocated to intangible assets with indefinite useful lives – refer to Note 14 *Goodwill*.

As at 31 December 2022, the carrying amount of the intangible assets amounted to 40 209m US dollar (31 December 2021: 40 430m US dollar) of which 37 652m US dollar was assigned an indefinite useful life (31 December 2021: 38 320m US dollar) and 2 557m US dollar a finite life (31 December 2021: 2 110m US dollar).

<sup>1</sup> The transfer (to)/from other asset categories and other movements mainly relates to transfers from assets under construction to their respective asset categories, to the separate presentation in the statement of financial position of intangible assets held for sale in accordance with IFRS 5 *Non-current assets held for sale and discontinued operations* and to the restatement of non-monetary assets under hyperinflation accounting in line with IAS 29 *Financial reporting in hyperinflationary economies*.

| Million US dollar<br>Cash-generating unit                                      | 2022          | 2021          |
|--|---------------|---------------|
| United States  | 21 979        | 22 129        |
| Rest of North America  | 40            | 42            |
| Mexico   | 3 166         | 2 977         |
| Colombia   | 2 374         | 2 870         |
| Rest of Middle Americas  | 3 531         | 3 432         |
| Rest of South America  | 767           | 724           |
| Europe   | 423           | 452           |
| South Africa   | 2 847         | 3 029         |
| Rest of Africa   | 1 072         | 1 112         |
| China  | 405           | 440           |
| Rest of Asia Pacific   | 1 048         | 1 113         |
| <b>Total carrying amount of intangible assets with indefinite useful lives</b> | <b>37 652</b> | <b>38 320</b> |

In 2022, the company expensed 268m US dollar in research, compared to 298m US dollar in 2021. The spend focused on product innovations, market research, as well as process optimization and product development.

## 16. Investments in associates

A reconciliation of the summarized financial information to the carrying amount of the company's interests in material associates is as follows:

| Million US dollar                          | 2022             |              |                 | 2021             |              |                 |
|--|------------------|--------------|-----------------|------------------|--------------|-----------------|
|  | AB InBev<br>Efes | Castel       | Anadolu<br>Efes | AB InBev<br>Efes | Castel       | Anadolu<br>Efes |
| <b>Balance at 1 January</b>                | <b>1 143</b>     | <b>3 400</b> | <b>201</b>      | <b>1 135</b>     | <b>3 566</b> | <b>391</b>      |
| Effect of movements in foreign exchange    | —                | (172)        | (57)            | —                | (246)        | (159)           |
| Dividends received                         | —                | (87)         | (14)            | —                | (36)         | (67)            |
| Share of results of associates             | —                | 152          | 41              | 7                | 116          | 35              |
| Exceptional share of results of associates | <b>(1 143)</b>   | —            | —               | —                | —            | —               |
| <b>Balance at 31 December</b>              | <b>—</b>         | <b>3 293</b> | <b>171</b>      | <b>1 143</b>     | <b>3 400</b> | <b>201</b>      |

Summarized financial information of the company's material associates is as follows:

| Million US dollar                 | 2022         |                 | 2021             |              |                 |
|-----------------------------------|--------------|-----------------|------------------|--------------|-----------------|
|                                   | Castel       | Anadolu<br>Efes | AB InBev<br>Efes | Castel       | Anadolu<br>Efes |
| Current assets                    | 3 399        | 2 973           | 385              | 3 016        | 1 500           |
| Non-current assets                | 3 679        | 4 654           | 624              | 3 923        | 3 157           |
| Current liabilities               | (1 803)      | (2 581)         | (693)            | (1 774)      | (1 259)         |
| Non-current liabilities           | (439)        | (1 767)         | (42)             | (499)        | (1 218)         |
| Non-controlling interests         | (564)        | (1 789)         | —                | (543)        | (1 128)         |
| <b>Net assets<sup>1</sup></b>     | <b>4 272</b> | <b>1 490</b>    | <b>274</b>       | <b>4 124</b> | <b>1 053</b>    |
| Revenue                           | 4 942        | 4 222           | 1 393            | 5 017        | 3 781           |
| Profit (loss)                     | 767          | 287             | 1                | 741          | 275             |
| Other comprehensive income (loss) | 74           | 1 503           | —                | (295)        | 241             |
| Total comprehensive income (loss) | 841          | 1 790           | 1                | 447          | 516             |

In 2022, the company reported a (1 143)m US dollar exceptional share of results of associates related to its investment in AB InBev Efes (for more details refer to Note 4 *Use of estimates and judgments* and Note 8 *Exceptional items*). As of 31 December 2022, the investment has been classified as non-current asset held for sale.

In 2022, associates that are not individually material contributed 106m US dollar to the results of investment in associates (31 December 2021: 90m US dollar; 31 December 2020: 45m US dollar).

<sup>1</sup> The net assets are converted at the respective closing rates of December.

Following the entry of Turkey in a hyperinflation economy in 2022, the company accounted for the share of result of its Turkish associate Anadolu Efes at the December closing rate (18.718236 Turkish lira per US dollar) instead of the average rate.

Additional information related to the significant associates is presented in Note 34 *AB InBev Companies*.

## 17. Deferred tax assets and liabilities

The amount of deferred tax assets and liabilities by type of temporary difference can be detailed as follows:

| Million US dollar                              | 2022           |                 |                | 2021           |                 |                 |
|--|----------------|-----------------|----------------|----------------|-----------------|-----------------|
|  | Assets         | Liabilities     | Net            | Assets         | Liabilities     | Net             |
| Property, plant and equipment                  | 191            | (2 071)         | (1 880)        | 91             | (2 113)         | (2 023)         |
| Intangible assets                              | 89             | (9 582)         | (9 492)        | 60             | (9 796)         | (9 736)         |
| Inventories                                    | 102            | (90)            | 12             | 88             | (66)            | 22              |
| Trade and other receivables                    | 51             | —               | 51             | 48             | —               | 48              |
| Interest-bearing loans and borrowings          | 852            | (657)           | 195            | 905            | (628)           | 277             |
| Employee benefits                              | 433            | (9)             | 423            | 577            | (8)             | 569             |
| Provisions                                     | 533            | (56)            | 477            | 511            | (19)            | 492             |
| Derivatives                                    | 51             | (61)            | (10)           | 11             | (118)           | (107)           |
| Other items                                    | 532            | (1 166)         | (634)          | 407            | (1 198)         | (792)           |
| Loss carry forwards                            | 1 341          | —               | 1 341          | 1 015          | —               | 1 015           |
| <b>Gross deferred tax assets/(liabilities)</b> | <b>4 175</b>   | <b>(13 693)</b> | <b>(9 518)</b> | <b>3 713</b>   | <b>(13 947)</b> | <b>(10 235)</b> |
| <b>Netting by taxable entity</b>               | <b>(1 874)</b> | <b>1 874</b>    | <b>—</b>       | <b>(1 743)</b> | <b>1 743</b>    | <b>—</b>        |
| <b>Net deferred tax assets/(liabilities)</b>   | <b>2 300</b>   | <b>(11 817)</b> | <b>(9 518)</b> | <b>1 969</b>   | <b>(12 204)</b> | <b>(10 235)</b> |

The change in net deferred taxes recorded in the consolidated statement of financial position can be detailed as follows:

| Million US dollar   | 2022            | 2021            | 2020            |
|---|-----------------|-----------------|-----------------|
| <b>Balance at 1 January</b>                                     | <b>(10 235)</b> | <b>(10 607)</b> | <b>(11 105)</b> |
| Recognized in profit or loss                                    | 701             | 348             | 32              |
| Recognized in other comprehensive income                        | (177)           | (166)           | 361             |
| Other movements and effect of changes in foreign exchange rates | 193             | 190             | 105             |
| <b>Balance at 31 December</b>                                   | <b>(9 518)</b>  | <b>(10 235)</b> | <b>(10 607)</b> |

Most of the temporary differences are related to the fair value adjustment on intangible assets with indefinite useful lives and property, plant and equipment acquired through business combinations. The realization of the temporary differences on intangible assets acquired through business combinations is unlikely to revert within 12 months as they would be realized upon impairment or disposal of these intangibles which is currently not expected. The net deferred tax liabilities attributable to the US business and mainly related to purchase price accounting amount to 6.4 billion US dollar as of 31 December 2022.

As of 31 December 2022, deferred taxes of 11.0 billion US dollar (31 December 2021: 6.9 billion US dollar) were not recognized on a series of tax attributes. The tax attributes for which no deferred tax asset was recognized amount to 44.5 billion US dollar compared to 27.9 billion US dollar as of 31 December 2021 and include tax losses carry forward either confirmed or resulting from tax positions under dispute, capital losses, foreign and withholding tax credits, excess dividend received deduction, excess interest carry forward, amongst others. 42.7 billion US dollar of these tax attributes do not have an expiration date, 0.1 billion US dollar, 0.2 billion US dollar and 0.2 billion US dollar expire within respectively 1, 2 and 3 years, while 1.4 billion US dollar have an expiration date of more than 3 years. Deferred tax assets have not been recognized on these items because these are either contingent assets or it is not probable that future taxable profits will be available against which these tax losses and deductible temporary differences can be utilized and the company has no tax planning strategy currently in place to utilize these tax losses and deductible temporary differences.

## 18. Inventories

| <u>Million US dollar</u>                       | <u>31 December 2022</u> | <u>31 December 2021</u> |
|--|-------------------------|-------------------------|
| Prepayments                                    | 87                      | 115                     |
| Raw materials and consumables                  | 3 851                   | 3 072                   |
| Work in progress                               | 529                     | 451                     |
| Finished goods                                 | 1 837                   | 1 537                   |
| Goods purchased for resale                     | 308                     | 224                     |
| <b>Inventories</b>                             | <b>6 612</b>            | <b>5 399</b>            |
| <b>Inventories other than work in progress</b> |                         |                         |
| Inventories stated at net realizable value     | 395                     | 368                     |

The cost of inventories recognized as an expense in 2022 amounts to 26 305m US dollar, included in cost of sales (2021: 23 097m US dollar; 2020: 19 634m US dollar). Impairment losses on inventories recognized in 2022 amount to 148m US dollar (2021: 91m US dollar; 2020: 117m US dollar).

## 19. Trade and other receivables

| <u>Million US dollar</u>                       | <u>31 December 2022</u> | <u>31 December 2021</u> |
|--|-------------------------|-------------------------|
| Cash deposits for guarantees                   | 189                     | 168                     |
| Loans to customers                             | 10                      | 17                      |
| Tax receivable, other than income tax          | 137                     | 116                     |
| Brazilian tax credits and interest receivables | 1 149                   | 960                     |
| Trade and other receivables                    | 298                     | 319                     |
| <b>Non-current trade and other receivables</b> | <b>1 782</b>            | <b>1 580</b>            |
| Trade receivables and accrued income           | 3 637                   | 3 465                   |
| Interest receivables                           | 67                      | 18                      |
| Tax receivable, other than income tax          | 444                     | 593                     |
| Loans to customers                             | 71                      | 99                      |
| Prepaid expenses                               | 410                     | 350                     |
| Other receivables                              | 702                     | 521                     |
| <b>Current trade and other receivables</b>     | <b>5 330</b>            | <b>5 046</b>            |

Ambev's tax credits and interest receivables are expected to be collected over a period exceeding 12 months after the reporting date. As of 31 December 2022, the total amount of such credits and interest receivables represented 1 149m US dollar (31 December 2021: 960m US dollar). Refer to Note 11 *Finance cost and income* for more details.

The carrying amount of trade and other receivables is a good approximation of their fair value as the impact of discounting is not significant. The ageing of the current trade receivables and accrued income, interest receivable, other receivables and current and non-current loans to customers can be detailed as follows for 2022 and 2021 respectively:

|                                      | Net carrying amount as of 31 December 2022 | Of which: neither impaired nor past due on the reporting date | Of which not impaired as of the reporting date and past due |                        |                        |                   |
|--------------------------------------|--|---|---|------------------------|------------------------|-------------------|
|                                      |  |   | Less than 30 days   | Between 30 and 59 days | Between 60 and 89 days | More than 90 days |
| Trade receivables and accrued income | 3 637                                      | 3 418   | 151   | 41                     | 24                     | 4                 |
| Loans to customers                   | 81   | 78  | 1   | 1                      | 1                      | —                 |
| Interest receivable                  | 67   | 67  | —   | —                      | —                      | —                 |
| Other receivables                    | 702  | 684   | 11  | 4                      | 3                      | —                 |
|                                      | <b>4 487</b>                               | <b>4 247</b>  | <b>162</b>  | <b>46</b>              | <b>28</b>              | <b>4</b>          |

|                                      | Net carrying amount as of 31 December 2021 | Of which: neither impaired nor past due on the reporting date | Of which not impaired as of the reporting date and past due |                        |                        |                   |
|--------------------------------------|--|---|---|------------------------|------------------------|-------------------|
|                                      |  |   | Less than 30 days   | Between 30 and 59 days | Between 60 and 89 days | More than 90 days |
| Trade receivables and accrued income | 3 465                                      | 3 223   | 164   | 62                     | 11                     | 5                 |
| Loans to customers                   | 117  | 83  | 2   | 2                      | 31                     | —                 |
| Interest receivable                  | 18   | 18  | —   | —                      | —                      | —                 |
| Other receivables                    | 521  | 513   | 2   | 1                      | 2                      | 3                 |
|                                      | <b>4 120</b>                               | <b>3 836</b>  | <b>167</b>  | <b>65</b>              | <b>44</b>              | <b>8</b>          |

The above analysis of the age of financial assets that are past due as at the reporting date but not impaired also includes non-current loans to customers. Past due amounts were not impaired when collection is still considered likely, for instance because the amounts can be recovered from the tax authorities, AB InBev has sufficient collateral, or the customer entered into a payment plan. Impairment losses on trade and other receivables recognized in the year ended 31 December 2022 amount to 38m US dollar (2021: 36m US dollar; 2020: 99m US dollar). The impairment loss recognized in 2020 included AB InBev's estimate of overdue receivables the company would not be able to collect from defaulting customers as a result of the COVID-19 pandemic.

AB InBev's exposure to credit, currency and interest rate risks is disclosed in Note 27 *Risks arising from financial instruments*.

## 20. Cash and cash equivalents and investment securities

| <u>Million US dollar</u>  | <u>31 December 2022</u> | <u>31 December 2021</u> |
|---|-------------------------|-------------------------|
| Short-term bank deposits  | 4 685                   | 6 542                   |
| Cash and bank accounts  | 5 288                   | 4 505                   |
| Treasury Bills  | —                       | 1 050                   |
| <b>Cash and cash equivalents</b>                                | <b>9 973</b>            | <b>12 097</b>           |
| <b>Bank overdrafts</b>  | <b>(83)</b>             | <b>(53)</b>             |
| <b>Cash and cash equivalents in the statement of cash flows</b> | <b>9 890</b>            | <b>12 043</b>           |

The company's investment in Treasury Bills as at 31 December 2021 was to facilitate liquidity and for capital preservation.

The cash outstanding as at 31 December 2022 includes restricted cash for an amount of 73m US dollar (31 December 2021: 78m US dollar). This restricted cash relates to an outstanding consideration payable to former Anheuser-Busch shareholders that have not yet claimed the proceeds from the 2008 combination (1m US dollar) and amounts deposited on a blocked account in respect to the state aid investigation into the Belgian excess profit ruling system (72m US dollar).

### Investment securities

| <u>Million US dollar</u>         | <u>31 December 2022</u> | <u>31 December 2021</u> |
|----------------------------------|-------------------------|-------------------------|
| Investment in unquoted companies | 149                     | 139                     |
| Investment on debt securities    | 26                      | 22                      |
| <b>Non-current investments</b>   | <b>175</b>              | <b>161</b>              |
| Investment on debt securities    | 97                      | 374                     |
| <b>Current investments</b>       | <b>97</b>               | <b>374</b>              |

As at 31 December 2022, current debt securities of 97m US dollar mainly represented investments in government bonds (31 December 2021: 374m US dollar). The company's investments in such short-term debt securities are primarily to facilitate liquidity and for capital preservation.

## 21. Changes in equity and earnings per share

### STATEMENT OF CAPITAL

The tables below summarize the changes in issued capital and treasury shares during 2022:

| <u>Issued capital</u>           | <u>Issued capital</u> |                          |
|---------------------------------|-----------------------|--------------------------|
|                                 | <u>Million shares</u> | <u>Million US dollar</u> |
| At the end of the previous year | 2 019                 | 1 736                    |
| Changes during the period       | —                     | —                        |
|                                 | <b>2 019</b>          | <b>1 736</b>             |
| Of which:                       |                       |                          |
| Ordinary shares                 | 1 737                 |                          |
| Restricted shares               | 282                   |                          |

  

| <u>Treasury shares</u>                  | <u>Treasury shares</u> |                          | <u>Result on the use of</u> |
|---|------------------------|--------------------------|-----------------------------|
|   | <u>Million shares</u>  | <u>Million US dollar</u> | <u>treasury shares</u>      |
| At the end of the previous year         | 38.2                   | (3 994)                  | (4 366)                     |
| Changes during the period               | (2.8)                  | 289                      | (193)                       |
| <b>At the end of the current period</b> | <b>35.5</b>            | <b>(3 706)</b>           | <b>(4 559)</b>              |

As at 31 December 2022, the share capital of AB InBev amounts to 1 238 608 344.12 euro (1 736 million US dollar). It is represented by 2 019 241 973 shares without nominal value, of which 35 455 836 are held in treasury by AB InBev and its subsidiaries. All shares are ordinary shares, except for 282 050 690 restricted shares (31 December 2021: 282 107 042). As at 31 December 2022, the total of authorized, unissued capital amounts to 37 million euro.

The treasury shares held by the company are reported in equity in Treasury shares.

The holders of ordinary and restricted shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the company. In respect of the company's shares that are held by AB InBev and its subsidiaries, the economic and voting rights are suspended.

The restricted shares are unlisted, not admitted to trading on any stock exchange, and are subject to, among other things, restrictions on transfer until converted into new ordinary shares. As from 11 October 2021 (fifth anniversary of completion of the SAB combination), the restricted shares are convertible at the election of the holder into new ordinary shares on a one-for-one basis and they rank equally with the ordinary shares with respect to dividends and voting rights. By 31 December 2022, from the 326 million restricted shares issued at the time of the SAB combination, 44 million restricted shares were converted into new ordinary shares.

The shareholders' structure is based on the notifications made to the company pursuant to the Belgian Law of 2 May 2007, which governs the disclosure of significant shareholdings in listed companies. It is included in the *Corporate Governance* section of AB InBev's annual report.

### ZENZELE SCHEMES IN SOUTH AFRICA

Following the combination with SAB in 2016, AB InBev decided to maintain the SAB Zenzele share-scheme (Zenzele Scheme), the broad-based black economic empowerment (B-BBEE) scheme, which provided opportunities for black South Africans, including employees (through the SAB Zenzele Employee Trust), SAB retailers (through SAB Zenzele Holdings Limited) and the SAB Foundation, to participate as shareholders of AB InBev's indirect subsidiary, South African Breweries Pty Ltd (SAB). The Zenzele Scheme, originally implemented by SAB in 2010 as a 10-year scheme, was amended at the time of the combination with SAB and matured on 31 March 2020. As part of the combination with SAB in 2016, AB InBev made a commitment to the South African Government and Competition Authorities to create a new B-BBEE scheme upon maturity of the Zenzele Scheme.

Obligations to the SAB Foundation and the employees as beneficiaries of the SAB Zenzele Employee Share Trust were settled in full on 15 April 2020. The obligations to SAB retailers, who participate in the Zenzele Scheme through SAB Zenzele Holdings, were partially settled (77.4%) on 15 April 2020. As a direct consequence of the COVID-19 outbreak, the remaining settlement (22,6%) was postponed and was performed on 28 May 2021, when the new scheme, Zenzele Kabili was created. 5.1 million AB InBev Treasury shares were used in 2021 for the settlement of part of the prior and the new

B-BBEE schemes (based on the AB InBev share price and the ZAR Euro exchange rate as at 24 May 2021<sup>1</sup>). The new Zenzele scheme arrangement met the criteria under IFRS 2 to be classified as equity settled. The IFRS 2 charge for the year-ended 31 December 2021 is reported in exceptional items (Refer to Note 8 *exceptional items*).

## **CHANGES IN OWNERSHIP INTERESTS**

In accordance with IFRS 10 *Consolidated Financial Statements*, the acquisition or disposal of additional shares in a subsidiary is accounted for as an equity transaction with owners.

During 2022 and 2021, there were no significant purchases or disposals of non-controlling interests in subsidiaries.

On 31 December 2020, AB InBev completed the issuance of a 49.9% minority stake in its US-based metal container operations to Apollo Global Management, Inc. for net proceeds of 3.0 billion USD. This transaction allowed the company to create additional shareholder value by optimizing its business at an attractive price and generate proceeds to repay debt, in line with its deleveraging commitments. AB InBev retained operational control of its US-based metal container operations. The transaction was reported in the equity statement resulting in recognition of 1.9 billion US dollar in Non-controlling interest and 1.1 billion US dollar in Reserves.

## **ACQUISITIONS AND DISPOSALS OF OWN SHARES (REPORT ACCORDING TO ARTICLE 7:220 OF THE BELGIAN COMPANIES CODE OF COMPANIES AND ASSOCIATIONS) AND BORROWINGS OF OWN SHARES– PURCHASE OF OWN SHARES**

During 2022, the company has not acquired any treasury shares in accordance with article 7:215 of the Belgian Code of Companies and Associations (former article 620 of the Belgian Companies Code) and has proceeded with the following disposals of its own shares.

### **Treasury shares**

As at 31 December 2022, the group owned 35 455 836 own shares of which 34 817 843 were held directly by AB InBev. The par value of the share is 0.61 euro. The treasury shares that the company still owned at the end of 2022 represented 26 539 776 US dollar (21 628 060 euro) of the subscribed capital.

### **Borrowed shares**

In order to fulfill AB InBev's commitments under various outstanding share-based compensation plans, during the course of 2022, the company had stock lending arrangements in place for up to 30 million shares, which were fully used to fulfill share-based compensation plan commitments. The company will pay any dividend equivalent after tax in respect of such borrowed shares. This payment will be reported through equity as dividend.

## **DIVIDENDS**

On 1 March 2023, a dividend of 0.75 euro per share or 1 508m euro was proposed by the Board of Directors and will be subject to approval at the shareholders' meeting on 26 April 2023.

On 27 April 2022, a dividend of 0.50 euro per share or 1 004m euro was approved at the shareholders' meeting. The dividend was paid out as of 5 May 2022.

On 28 April 2021, a dividend of 0.50 euro per share or 1 003m euro was approved at the shareholders' meeting. The dividend was paid out as of 6 May 2021.

## **TRANSLATION RESERVES**

The translation reserves comprise all foreign currency exchange differences arising from the translation of the financial statements of foreign operations. The translation reserves also comprise the portion of the gain or loss on the foreign currency liabilities and on the derivative financial instruments determined to be effective net investment.

## **HEDGING RESERVES**

The hedging reserves comprise the effective portion of the cumulative net change in the fair value of cash flow hedges to the extent that the hedged risk has not yet impacted profit or loss.

## **TRANSFERS FROM SUBSIDIARIES**

Dividends payable to AB InBev by its operating subsidiaries are subject to, among other restrictions, general limitations imposed by the corporate laws, capital transfer restrictions and exchange control restrictions of the respective jurisdictions

<sup>1</sup> Considering the closing share price of 62.26 euro per share as at 24 May 2021 and ZAR per Euro exchange rate of 17.0064 as at 24 May 2021.



where those subsidiaries are organized and operate. Capital transfer restrictions are also common in certain emerging market countries and may affect AB InBev's flexibility in implementing a capital structure it believes to be efficient. As at 31 December 2022, the restrictions above mentioned were not deemed significant on the company's ability to access or use the assets or settle the liabilities of its operating subsidiaries.

Dividends paid to AB InBev by certain of its subsidiaries are also subject to withholding taxes. Withholding taxes, if applicable, generally do not exceed 15%.

## OTHER COMPREHENSIVE INCOME RESERVES

The changes in the other comprehensive income reserves are as follows:

| <u>Million US dollar</u>   | <u>Translation Reserves</u> | <u>Hedging reserves</u> | <u>Post-employment benefits</u> | <u>Total OCI Reserves</u> |
|--|-----------------------------|-------------------------|---------------------------------|---------------------------|
| <b>As per 1 January 2022</b>   | <b>(33 554)</b>             | <b>481</b>              | <b>(1 504)</b>                  | <b>(34 577)</b>           |
| <b>Other comprehensive income/(loss)</b>                                   |                             |                         |                                 |                           |
| Exchange differences on translation of foreign operations (gains/(losses)) | (1 123)                     | —                       | —                               | (1 123)                   |
| Cash flow hedges   | —                           | (336)                   | —                               | (336)                     |
| Re-measurements of post-employment benefits                                | —                           | —                       | 483                             | 483                       |
| <b>Other comprehensive income/(loss)</b>                                   | <b>(1 123)</b>              | <b>(336)</b>            | <b>483</b>                      | <b>(976)</b>              |
| <b>As per 31 December 2022</b>   | <b>(34 677)</b>             | <b>145</b>              | <b>(1 021)</b>                  | <b>(35 553)</b>           |

The increase in translation reserves is primarily related to the combined effect of the weakening of the closing rates of the Argentinean peso, the Chinese yuan, the Colombian peso and the South Africa rand, partially offset by the weakening of the closing rate of the Euro, which resulted in a net foreign exchange translation adjustment of 1 123m US dollar as of 31 December 2022 (decrease of equity).

| <u>Million US dollar</u>   | <u>Translation Reserves</u> | <u>Hedging reserves</u> | <u>Post-employment benefits</u> | <u>Total OCI Reserves</u> |
|--|-----------------------------|-------------------------|---------------------------------|---------------------------|
| <b>As per 1 January 2021</b>   | <b>(29 234)</b>             | <b>376</b>              | <b>(1 983)</b>                  | <b>(30 841)</b>           |
| <b>Other comprehensive income/(loss)</b>                                   |                             |                         |                                 |                           |
| Exchange differences on translation of foreign operations (gains/(losses)) | (4 320)                     | —                       | —                               | (4 320)                   |
| Cash flow hedges   | —                           | 105                     | —                               | 105                       |
| Re-measurements of post-employment benefits                                | —                           | —                       | 479                             | 479                       |
| <b>Other comprehensive income/(loss)</b>                                   | <b>(4 320)</b>              | <b>105</b>              | <b>479</b>                      | <b>(3 736)</b>            |
| <b>As per 31 December 2021</b>   | <b>(33 554)</b>             | <b>481</b>              | <b>(1 504)</b>                  | <b>(34 577)</b>           |

| <u>Million US dollar</u>   | <u>Translation Reserves</u> | <u>Hedging reserves</u> | <u>Post-employment benefits</u> | <u>Total OCI Reserves</u> |
|--|-----------------------------|-------------------------|---------------------------------|---------------------------|
| <b>As per 1 January 2020</b>   | <b>(19 936)</b>             | <b>397</b>              | <b>(1 740)</b>                  | <b>(21 279)</b>           |
| <b>Other comprehensive income/(loss)</b>                                   |                             |                         |                                 |                           |
| Exchange differences on translation of foreign operations (gains/(losses)) | (9 943)                     | —                       | —                               | (9 943)                   |
| Cash flow hedges   | 645                         | (21)                    | —                               | 624                       |
| Re-measurements of post-employment benefits                                | —                           | —                       | (243)                           | (243)                     |
| <b>Other comprehensive income/(loss)</b>                                   | <b>(9 298)</b>              | <b>(21)</b>             | <b>(243)</b>                    | <b>(9 562)</b>            |
| <b>As per 31 December 2020</b>   | <b>(29 234)</b>             | <b>376</b>              | <b>(1 983)</b>                  | <b>(30 841)</b>           |

## EARNINGS PER SHARE

The calculation of basic earnings per share for 2022 is based on the profit attributable to equity holders of AB InBev of 5 969m US dollar (2021: 4 670m US dollar; 2020: 1 405m US dollar) and a weighted average number of ordinary and restricted shares outstanding (including deferred share instruments and stock lending) per end of the period, calculated as follows:

| <u>Million shares</u>   | <u>2022</u>  | <u>2021</u>  | <u>2020</u>  |
|---|--------------|--------------|--------------|
| Issued ordinary and restricted shares at 1 January, net of treasury shares      | 1 981        | 1 972        | 1 959        |
| Effect of stock lending   | 30           | 30           | 30           |
| Effect of delivery of treasury shares   | 2            | 4            | 9            |
| <b>Weighted average number of ordinary and restricted shares at 31 December</b> | <b>2 013</b> | <b>2 007</b> | <b>1 998</b> |

The calculation of diluted earnings per share for 2022 is based on the profit attributable to equity holders of AB InBev of 5 969m US dollar (2021: 4 670m US dollar; 2020: 1 405m US dollar) and a weighted average number of ordinary and restricted shares (diluted) outstanding (including deferred share instruments and stock lending) at the end of the period, calculated as follows:

| <u>Million shares</u>   | <u>2022</u>  | <u>2021</u>  | <u>2020</u>  |
|---|--------------|--------------|--------------|
| Weighted average number of ordinary and restricted shares at 31 December                  | 2 013        | 2 007        | 1 998        |
| Effect of share options, warrants and restricted stock units                              | 37           | 38           | 39           |
| <b>Weighted average number of ordinary and restricted shares (diluted) at 31 December</b> | <b>2 050</b> | <b>2 045</b> | <b>2 037</b> |

The calculation of earnings per share before exceptional items is based on the profit before exceptional items, attributable to equity holders of AB InBev. The calculation of the Underlying EPS is based on the profit before exceptional items, mark-to-market gains/losses and hyperinflation impacts attributable to equity holders of AB InBev. A reconciliation of the profit attributable to equity holders of AB InBev to the profit before exceptional items, attributable to equity holders of AB InBev is calculated as follows:

| <u>Million US dollar</u>   | <u>2022</u>  | <u>2021<sup>1</sup></u> | <u>2020<sup>1</sup></u> |
|--|--------------|-------------------------|-------------------------|
| Profit attributable to equity holders of AB InBev  | 5 969        | 4 670                   | 1 405                   |
| Net impact of exceptional items on profit (refer to Note 8)  | 484          | 1 054                   | 4 458                   |
| Profit from discontinued operations  | —            | —                       | (2 055)                 |
| Profit before exceptional items, attributable to equity holders of AB InBev  | 6 454        | 5 723                   | 3 807                   |
| Mark-to-market losses/(gains) on derivatives related to the hedging of share-based payment programs (refer to Note 11) | (331)        | 23                      | 1 211                   |
| Hyperinflation impacts   | (30)         | 28                      | 4                       |
| <b>Underlying profit</b>   | <b>6 093</b> | <b>5 774</b>            | <b>5 022</b>            |

The table below sets out the EPS calculation:

| <u>Million US dollar</u>   | <u>2022</u> | <u>2021</u> | <u>2020</u>   |
|--|-------------|-------------|---------------|
| Profit attributable to equity holders of AB InBev  | 5 969       | 4 670       | 1 405         |
| Weighted average number of ordinary and restricted shares  | 2 013       | 2 007       | 1 998         |
| <b>Basic EPS from continuing and discontinued operations</b>   | <b>2.97</b> | <b>2.33</b> | <b>0.70</b>   |
| Profit/(loss) from continuing operations attributable to equity holders of AB InBev  | 5 969       | 4 670       | (650)         |
| Weighted average number of ordinary and restricted shares  | 2 013       | 2 007       | 1 998         |
| <b>Basic EPS from continuing operations</b>  | <b>2.97</b> | <b>2.33</b> | <b>(0.33)</b> |
| Profit from continuing operations before exceptional items and discontinued operations, attributable to equity holders of AB InBev | 6 454       | 5 723       | 3 807         |
| Weighted average number of ordinary and restricted shares  | 2 013       | 2 007       | 1 998         |
| <b>Basic EPS from continuing operations before exceptional items</b>   | <b>3.21</b> | <b>2.85</b> | <b>1.91</b>   |
| Underlying profit  | 6 093       | 5 774       | 5 022         |
| Weighted average number of ordinary and restricted shares  | 2 013       | 2 007       | 1 998         |
| <b>Underlying EPS</b>  | <b>3.03</b> | <b>2.88</b> | <b>2.51</b>   |
| Profit attributable to equity holders of AB InBev  | 5 969       | 4 670       | 1 405         |
| Weighted average number of ordinary and restricted shares (diluted)  | 2 050       | 2 045       | 2 037         |
| <b>Diluted EPS from continuing and discontinued operations</b>   | <b>2.91</b> | <b>2.28</b> | <b>0.69</b>   |
| Profit/(loss) from continuing operations attributable to equity holders of AB InBev  | 5 969       | 4 670       | (650)         |
| Weighted average number of ordinary and restricted shares (diluted)  | 2 050       | 2 045       | 1 998         |
| <b>Diluted EPS from continuing operations</b>  | <b>2.91</b> | <b>2.28</b> | <b>(0.33)</b> |
| Profit from continuing operations before exceptional items and discontinued operations, attributable to equity holders of AB InBev | 6 454       | 5 723       | 3 807         |
| Weighted average number of ordinary and restricted shares (diluted)  | 2 050       | 2 045       | 2 037         |
| <b>Diluted EPS from continuing operations before exceptional items</b>   | <b>3.15</b> | <b>2.80</b> | <b>1.87</b>   |

Earnings per share excluding exceptional items and discontinued operations and Underlying EPS are non-IFRS measures.

<sup>1</sup> Amended to conform to 2022 presentation.

The average market value of the company's shares for purposes of calculating the dilutive effect of share options and restricted stock units was based on quoted market prices for the period that the options and restricted stock units were outstanding. For the calculation of Diluted EPS before exceptional items, 51 million share options were anti-dilutive and not included in the calculation of the dilutive effect as at 31 December 2022 (31 December 2021: 68 million share options; 31 December 2020: 76m share options). In accordance with the guidance provided by IAS 33 *Earnings per Share*, for the 2020 calculation of Diluted EPS from continuing operations, the potential dilutive effect of share options, warrants and restricted stock units was disregarded considering the negative results in the period.

## 22. Interest-bearing loans and borrowings

This note provides information about the company's interest-bearing loans and borrowings. For more information about the company's exposure to interest rate and foreign exposure currency risk – refer to Note 27 *Risks arising from financial instruments*.

| <u>Million US dollar</u>                                 | <u>31 December 2022</u> | <u>31 December 2021</u> |
|--|-------------------------|-------------------------|
| Unsecured bond issues                                    | 76 798                  | 85 433                  |
| Lease liabilities  | 1 963                   | 1 830                   |
| Unsecured other loans                                    | 95                      | 31                      |
| Secured bank loans                                       | 24                      | 75                      |
| <b>Non-current interest-bearing loans and borrowings</b> | <b>78 880</b>           | <b>87 369</b>           |
| Lease liabilities  | 529                     | 447                     |
| Secured bank loans                                       | 369                     | 553                     |
| Unsecured bank loans                                     | 100                     | 106                     |
| Unsecured other loans                                    | 30                      | 9                       |
| Unsecured bond issues                                    | —                       | 293                     |
| <b>Current interest-bearing loans and borrowings</b>     | <b>1 029</b>            | <b>1 408</b>            |
| <b>Interest-bearing loans and borrowings</b>             | <b>79 909</b>           | <b>88 777</b>           |

The current and non-current interest-bearing loans and borrowings amount to 79.9 billion US dollar as at 31 December 2022, compared to 88.8 billion US dollar as at 31 December 2021.

As at 31 December 2022, the company had no outstanding balance on commercial papers (31 December 2021: nil). The commercial papers include programs in US dollar and euro with a total authorized issuance up to 5.0 billion US dollar and 3.0 billion euro, respectively.

On 10 January 2022, Anheuser-Busch InBev SA/NV (“ABISA”) announced that its wholly-owned subsidiary Anheuser-Busch InBev Finance Inc. (“ABIFI”) exercised its option to redeem the outstanding principal amounts for an aggregate principal amount of 3.1 billion US dollar of the following series of notes:

| <u>Date of redemption</u> | <u>Issuer (abbreviated)</u> | <u>Title of series of notes redeemed</u> | <u>Currency</u> | <u>Original principal amount outstanding (in million)</u> | <u>Principal amount redeemed (in million)</u> |
|---------------------------|-----------------------------|--|-----------------|---|---|
| 9 February 2022           | ABIFI                       | 3.650% Notes due 2026                    | USD             | 1 633   | 1 633   |
| 1 March 2022              | ABIFI                       | 4.915% Notes due 2046                    | USD             | 1 470   | 1 470   |

On 2 December 2022, the company completed the tender offers of twelve series of USD notes and two series of GBP notes for up to 3.5 billion US dollar aggregate purchase price. The company accepted the tender offers of eight series of notes issued by Anheuser-Busch InBev SA/NV (“ABISA”), Anheuser-Busch InBev Worldwide (“ABIWW”) and Anheuser-Busch InBev Finance Inc. (“ABIFI”) and repurchased 3.9 billion US dollar aggregate principal amount of these notes. The total principal amount repurchased in the tender offers is set out in the table below:

| <u>Date of redemption</u> | <u>Issuer (abbreviated)</u> | <u>Title of series of notes partially repurchased</u> | <u>Currency</u> | <u>Original principal amount outstanding (in million)</u> | <u>Principal amount repurchased (in million)</u> | <u>Principal amount not repurchased (in million)</u> |
|---------------------------|-----------------------------|---|-----------------|---|--|--|
| 2 December 2022           | ABISA                       | 2.850% Notes due 2037                                 | GBP             | 900   | 489  | 411  |
| 2 December 2022           | ABISA                       | 2.250% Notes due 2029                                 | GBP             | 700   | 363  | 337  |
| 2 December 2022           | ABIFI                       | 4.000% Notes due 2043                                 | USD             | 750   | 346  | 404  |
| 2 December 2022           | ABIWW                       | 3.750% Notes due 2042                                 | USD             | 1 000   | 529  | 471  |
| 2 December 2022           | ABIWW                       | 4.600% Notes due 2060                                 | USD             | 1 000   | 503  | 497  |
| 2 December 2022           | ABIWW                       | 4.500% Notes due 2050                                 | USD             | 2 250   | 683  | 1 567  |
| 2 December 2022           | ABIWW                       | 4.750% Notes due 2058                                 | USD             | 1 500   | 519  | 981  |
| 2 December 2022           | ABIWW                       | 4.600% Notes due 2048                                 | USD             | 2 500   | 321  | 2 179  |

These tender offers were financed with cash.

Net debt is defined as non-current and current interest-bearing loans and borrowings and bank overdrafts minus debt securities and cash and cash equivalents. Net debt is a financial performance indicator that is used by AB InBev's management to highlight changes in the company's overall liquidity position.

AB InBev's net debt decreased to 69.7 billion US dollar as at 31 December 2022, from 76.2 billion US dollar as at 31 December 2021. Aside from operating results that are net of capital expenditures, the net debt is impacted mainly by the payment of interests and taxes (6.1 billion US dollar), dividend payments to shareholders of AB InBev and Ambev (2.4 billion US dollar) and foreign exchange impact on net debt (1.5 billion US dollar decrease of net debt).

The following table provides a reconciliation of AB InBev's net debt as at the dates indicated:

| <u>Million US dollar</u>  | <u>31 December 2022</u> | <u>31 December 2021</u> |
|---|-------------------------|-------------------------|
| Non-current interest-bearing loans and borrowings   | 78 880                  | 87 369                  |
| Current interest-bearing loans and borrowings   | 1 029                   | 1 408                   |
| <b>Interest-bearing loans and borrowings</b>  | <b>79 909</b>           | <b>88 777</b>           |
| Bank overdrafts   | 83                      | 53                      |
| Cash and cash equivalents   | (9 973)                 | (12 097)                |
| Interest bearing loans granted and other deposits (included within Trade and other receivables) | (183)                   | (175)                   |
| Debt securities (included within Investment securities)   | (123)                   | (396)                   |
| <b>Net debt</b>   | <b>69 713</b>           | <b>76 162</b>           |

### Reconciliation of liabilities arising from financing activities

The table below details the changes in the company's liabilities arising from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are those for which cash flows were, or future cash flows will be classified in the company's consolidated cash flow statement from financing activities.

| <u>Million US dollar</u>                           | <u>Long-term debt, net of current portion</u> | <u>Short-term debt and current portion of long-term debt</u> |
|--|---|--|
| <b>Balance at 1 January 2022</b>                   | <b>87 369</b>                                 | <b>1 408</b>   |
| Proceeds from borrowings                           | 74  | 17   |
| Payments on borrowings                             | (6 698)                                       | (567)  |
| Capitalization / (payment) of lease liabilities    | 794   | (519)  |
| Amortized cost                                     | 63  | —  |
| Unrealized foreign exchange effects                | (1 776)                                       | (6)  |
| Current portion of long-term debt                  | (617)   | 617  |
| (Gain)/Loss on bond redemption and other movements | (329)   | 79   |
| <b>Balance at 31 December 2022</b>                 | <b>78 880</b>                                 | <b>1 029</b>   |

| <u>Million US dollar</u>                           | <u>Long-term debt, net of current portion</u> | <u>Short-term debt and current portion of long-term debt</u> |
|--|---|--|
| <b>Balance at 1 January 2021</b>                   | <b>95 478</b>                                 | <b>3 081</b>   |
| Proceeds from borrowings                           | 148   | 306  |
| Payments on borrowings                             | (6 735)                                       | (2 230)  |
| Capitalization / (payment) of lease liabilities    | 697   | (547)  |
| Amortized cost                                     | 64  | —  |
| Unrealized foreign exchange effects                | (2 149)                                       | (88)   |
| Current portion of long-term debt                  | (875)   | 875  |
| (Gain)/Loss on bond redemption and other movements | 741   | 10   |
| <b>Balance at 31 December 2021</b>                 | <b>87 369</b>                                 | <b>1 408</b>   |

| <u>Million US dollar</u>                           | <u>Long-term debt, net of current portion</u> | <u>Short-term debt and current portion of long-term debt</u> |
|--|---|--|
| <b>Balance at 1 January 2020</b>                   | <b>97 564</b>                                 | <b>5 410</b>   |
| Proceeds from borrowings                           | 11 226  | 3 596  |
| Payments on borrowings                             | (13 596)                                      | (9 520)  |
| Capitalization / (payment) of lease liabilities    | 394   | (484)  |
| Amortized cost                                     | 71  | 17   |
| Unrealized foreign exchange effects                | 2 521   | 241  |
| Current portion of long-term debt                  | (3 744)                                       | 3 744  |
| (Gain)/Loss on bond redemption and other movements | 1 042   | 77   |
| <b>Balance at 31 December 2020</b>                 | <b>95 478</b>                                 | <b>3 081</b>   |

### 23. Pension and similar obligations

AB InBev sponsors various post-employment benefit plans worldwide, which include both defined contribution plans, defined benefit plans, and other post-employment benefits. In accordance with IAS 19 *Employee Benefits* post-employment benefit plans are classified as either defined contribution plans or defined benefit plans.

#### DEFINED CONTRIBUTION PLANS

For defined contribution plans, AB InBev pays contributions to publicly or privately administered pension funds or insurance contracts. Once the contributions have been paid, the group has no further payment obligation. The regular contributions constitute an expense for the year in which they are due. For 2022, contributions paid into defined contribution plans for the company amounted to 164m US dollar compared to 147m US dollar for 2021 and 91m US dollar for 2020.

#### DEFINED BENEFIT PLANS

During 2022, the company contributed to 86 defined benefit plans, of which 64 are retirement or leaving service plans, 17 are medical cost plans and 5 other long-term employee benefit plans. Most plans provide retirement and leaving service benefits related to pay and years of service. In many of the countries the plans are partially funded. When plans are funded, the assets are held in legally separate funds set up in accordance with applicable legal requirements and common practice in each country. The medical cost plans in Barbados, Brazil, Canada, Colombia, South Africa and US provide medical benefits to employees and their families after retirement. Many of the defined benefit plans are closed to new entrants.

The present value of funded obligations includes a 115m US dollar liability related to two medical plans in Brazil, for which the benefits are provided through the Fundação Antonio Helena Zerrenner (“FAHZ”). The FAHZ is a legally distinct entity which provides medical, dental, educational and social assistance to current and retired employees of Ambev. As at 31 December 2022, the actuarial liabilities related to the benefits provided by the FAHZ are fully offset by an equivalent amount of assets existing in the fund. The net liability recognized in the statement of financial position is nil.

The employee benefit net liability amounts to 1 523m US dollar as at 31 December 2022 compared to 2 256m US dollar as at 31 December 2021. In 2022, the fair value of the plan assets decreased by 1 574m US dollar and the defined benefit obligations decreased by 2 287m US dollar. The decrease in the employee benefit net liability is mainly driven by increases in the discount rates partially offset by unfavorable asset returns.

The company’s net liability for post-employment and long-term employee benefit plans comprises the following as at 31 December 2022 and 2021:

| Million US dollar  | 2022           | 2021           |
|--|----------------|----------------|
| Present value of funded obligations                                      | (4 604)        | (6 791)        |
| Fair value of plan assets  | 3 807          | 5 381          |
| <b>Present value of net obligations for funded plans</b>                 | <b>(797)</b>   | <b>(1 410)</b> |
| Present value of unfunded obligations                                    | (587)          | (687)          |
| <b>Present value of net obligations</b>                                  | <b>(1 384)</b> | <b>(2 097)</b> |
| Unrecognized asset   | (43)           | (32)           |
| <b>Net liability</b>   | <b>(1 427)</b> | <b>(2 129)</b> |
| Other long term employee benefits  | (96)           | (127)          |
| <b>Total employee benefits</b>   | <b>(1 523)</b> | <b>(2 256)</b> |
| <b>Employee benefits amounts in the statement of financial position:</b> |                |                |
| Liabilities  | (1 534)        | (2 261)        |
| Assets   | 11             | 5              |
| <b>Net liability</b>   | <b>(1 523)</b> | <b>(2 256)</b> |

The changes in the present value of the defined benefit obligations are as follows:

| <u>Million US dollar</u>                           | <u>2022</u>    | <u>2021</u>    | <u>2020</u>    |
|--|----------------|----------------|----------------|
| <b>Defined benefit obligation at 1 January</b>     | <b>(7 478)</b> | <b>(8 496)</b> | <b>(8 143)</b> |
| Current service costs                              | (69)           | (80)           | (72)           |
| Interest cost                                      | (229)          | (212)          | (250)          |
| Past service gain/(cost)                           | —              | (5)            | 16             |
| Settlements  | 114            | 176            | 153            |
| Benefits paid                                      | 549            | 553            | 519            |
| Contribution by plan participants                  | (2)            | (3)            | (2)            |
| Actuarial gains/(losses) – demographic assumptions | (2)            | (41)           | 20             |
| Actuarial gains/(losses) – financial assumptions   | 1 854          | 460            | (690)          |
| Experience adjustments                             | (116)          | 16             | (12)           |
| Exchange differences                               | 243            | 154            | (35)           |
| Transfers and other movements                      | (55)           | —              | —              |
| <b>Defined benefit obligation at 31 December</b>   | <b>(5 191)</b> | <b>(7 478)</b> | <b>(8 496)</b> |

As at the last valuation date, the present value of the defined benefit obligation was comprised of approximately 1.1 billion US dollar relating to active employees, 0.9 billion US dollar relating to deferred members and 3.2 billion US dollar relating to members in retirement.

The changes in the fair value of plan assets are as follows:

| <u>Million US dollar</u>                        | <u>2022</u>  | <u>2021</u>  | <u>2020</u>  |
|---|--------------|--------------|--------------|
| <b>Fair value of plan assets at 1 January</b>   | <b>5 381</b> | <b>5 649</b> | <b>5 442</b> |
| Interest income                                 | 157          | 137          | 168          |
| Administration costs                            | (17)         | (19)         | (19)         |
| Return on plan assets exceeding interest income | (1 084)      | 197          | 332          |
| Contributions by AB InBev                       | 220          | 241          | 394          |
| Contributions by plan participants              | 2            | 3            | 2            |
| Benefits paid net of administration costs       | (551)        | (553)        | (519)        |
| Assets distributed on settlements               | (112)        | (172)        | (146)        |
| Exchange differences                            | (188)        | (102)        | (9)          |
| Transfers and other movements                   | (2)          | —            | 4            |
| <b>Fair value of plan assets at 31 December</b> | <b>3 807</b> | <b>5 381</b> | <b>5 649</b> |

Actual return on plans assets amounted to a loss of (927)m US dollar in 2022 compared to a gain of 334m US dollar in 2021.

The changes in the unrecognized asset are as follows:

| <u>Million US dollar</u>                               | <u>2022</u> | <u>2021</u> | <u>2020</u> |
|--|-------------|-------------|-------------|
| <b>Irrecoverable surplus impact at 1 January</b>       | <b>(32)</b> | <b>(31)</b> | <b>(74)</b> |
| Interest expense                                       | (3)         | (2)         | (4)         |
| Changes excluding amounts included in interest expense | (8)         | 1           | 47          |
| <b>Irrecoverable surplus impact at 31 December</b>     | <b>(43)</b> | <b>(32)</b> | <b>(31)</b> |

The expense recognized in the income statement with regards to defined benefit plans can be detailed as follows:

| <u>Million US dollar</u>  | <u>2022</u>  | <u>2021</u>  | <u>2020</u>  |
|---|--------------|--------------|--------------|
| Current service costs   | (66)         | (80)         | (72)         |
| Administration costs  | (17)         | (19)         | (19)         |
| Past service cost due to plan amendments, curtailments or settlements | 2            | (2)          | 16           |
| (Losses)/gains due to experience and demographic assumption changes   | —            | 1            | 6            |
| <b>Profit from operations</b>   | <b>(81)</b>  | <b>(100)</b> | <b>(69)</b>  |
| Net finance cost  | (73)         | (76)         | (87)         |
| <b>Total employee benefit expense</b>                                 | <b>(154)</b> | <b>(176)</b> | <b>(156)</b> |

The employee benefit expense is included in the following line items of the income statement:

| <u>Million US dollar</u>              | <u>2022</u>  | <u>2021</u>  | <u>2020</u>  |
|---------------------------------------|--------------|--------------|--------------|
| Cost of sales                         | (25)         | (30)         | (28)         |
| Distribution expenses                 | (11)         | (11)         | (9)          |
| Sales and marketing expenses          | (17)         | (24)         | (18)         |
| Administrative expenses               | (28)         | (34)         | (20)         |
| Other operating (expense)/income      | —            | (1)          | (1)          |
| Exceptional items                     | —            | —            | 7            |
| Net finance cost                      | (73)         | (76)         | (87)         |
| <b>Total employee benefit expense</b> | <b>(154)</b> | <b>(176)</b> | <b>(156)</b> |

Weighted average assumptions used in computing the benefit obligations of the company's significant plans at the reporting date are as follows:

|   | <b>2022</b>          |               |               |               |                       |                 |
|---|----------------------|---------------|---------------|---------------|-----------------------|-----------------|
|   | <u>United States</u> | <u>Canada</u> | <u>Mexico</u> | <u>Brazil</u> | <u>United Kingdom</u> | <u>AB InBev</u> |
| Discount rate                             | 5.5%                 | 5.1%          | 9.5%          | 10.0%         | 4.9%                  | 5.9%            |
| Price inflation                           | 2.5%                 | 2.0%          | 3.5%          | 3.5%          | 3.2%                  | 2.7%            |
| Future salary increases                   | —                    | 1.0%          | 4.5%-4.0%     | 7.1%-5.3%     | —                     | 4.0%            |
| Future pension increases                  | —                    | 2.0%          | 3.5%          | 3.5%          | 3.0%                  | 2.7%            |
| Medical cost trend rate                   | 7.0%-4.5%            | 4.5%          | —             | 7.1%          | —                     | 6.8%-6.1%       |
| Life expectation for a 65-year old male   | 86                   | 87            | 85            | 85            | 87                    | 85              |
| Life expectation for a 65-year old female | 88                   | 90            | 88            | 87            | 89                    | 88              |

  

|   | <b>2021</b>          |               |               |               |                       |                 |
|---|----------------------|---------------|---------------|---------------|-----------------------|-----------------|
|   | <u>United States</u> | <u>Canada</u> | <u>Mexico</u> | <u>Brazil</u> | <u>United Kingdom</u> | <u>AB InBev</u> |
| Discount rate                             | 2.8%                 | 2.9%          | 8.0%          | 8.7%          | 1.9%                  | 3.2%            |
| Price inflation                           | 2.5%                 | 2.0%          | 3.5%          | 3.3%          | 3.6%                  | 2.7%            |
| Future salary increases                   | —                    | 1.0%          | 4.5%-4.0%     | 6.9%-5.0%     | —                     | 3.7%            |
| Future pension increases                  | —                    | 2.0%          | 3.5%          | 3.3%          | 3.2%                  | 2.7%            |
| Medical cost trend rate                   | 5.3%-4.5%            | 4.5%          | —             | 6.9%          | —                     | 5.9%-5.7%       |
| Life expectation for a 65-year old male   | 86                   | 87            | 85            | 85            | 87                    | 85              |
| Life expectation for a 65-year old female | 88                   | 90            | 88            | 87            | 89                    | 88              |

Through its defined benefit pension plans and post-employment medical plans, the company is exposed to a number of risks, the most significant are detailed below:

#### **INVESTMENT STRATEGY**

In case of funded plans, the company ensures that the investment positions are managed within an asset-liability matching (ALM) framework that has been developed to achieve long-term investments that are in line with the obligations under the pension schemes. Within this framework, the company's ALM objective is to match assets to the pension obligations by investing in long-term fixed interest securities with maturities that match the benefit payments as they fall due and in the appropriate currency. The company actively monitors how the duration and the expected yield of the investments are matching the expected cash outflows arising from the pension obligation.

#### **ASSET VOLATILITY**

In general, the company's funded plans are invested in a combination of equities, bonds and real estate, generating high but volatile returns from equities and at the same time stable and liability-matching returns from bonds. As the plans mature, the company usually reduces the level of investment risk by investing more in assets that better match the liabilities. Since 2015, the company started the implementation of a pension de-risking strategy to reduce the risk profile of certain plans by reducing gradually the current exposure to equities and shifting those assets to fixed income securities.

#### **CHANGES IN BOND YIELDS**

An increase in bond yields will decrease plan liabilities, although this will be partially offset by a decrease in the value of the plans' bond holdings.

#### **INFLATION RISK**

Some of the company's pension obligations, mainly in the UK, are linked to inflation, and higher inflation will lead to higher liabilities. The majority of the plan's assets are either unaffected by or loosely correlated with inflation, meaning that an increase in inflation could potentially increase the company's net benefit obligation.



## LIFE EXPECTANCY

The majority of the plans' obligations are to provide benefits for the life of the member, so increases in life expectancy will result in an increase in the plans' liabilities.

The weighted average duration of the defined benefit obligation in 2022 is 11.4 years (2021: 13.7 years). An increase in bond yields reduces the average duration.

The sensitivity of the defined benefit obligation to changes in the weighted principal assumptions is:

| <u>Million US dollar</u> | <u>2022</u>                 |                               |                               |
|--------------------------|-----------------------------|-------------------------------|-------------------------------|
|                          | <u>Change in assumption</u> | <u>Increase in assumption</u> | <u>Decrease in assumption</u> |
| Discount rate            | 0.5%                        | (271)                         | 295                           |
| Price inflation          | 0.5%                        | 94                            | (101)                         |
| Future salary increases  | 0.5%                        | 20                            | (19)                          |
| Medical cost trend rate  | 1%                          | 25                            | (22)                          |
| Mortality                | One year                    | 147                           | (149)                         |

The above are purely hypothetical changes in individual assumptions holding all other assumptions constant: economic conditions and changes therein will often affect multiple assumptions at the same time and the effects of changes in key assumptions are not linear.

Sensitivities are reasonably possible changes in assumptions, and they are calculated using the same approach as was used to determine the defined benefit obligation. Therefore, the above information is not necessarily a reasonable representation of future results.

The fair value of plan assets at 31 December consists of the following:

| <u>Million US dollar</u>       | <u>2022</u>   |                 |              | <u>2021</u>   |                 |              |
|--------------------------------|---------------|-----------------|--------------|---------------|-----------------|--------------|
|                                | <u>Quoted</u> | <u>Unquoted</u> | <u>Total</u> | <u>Quoted</u> | <u>Unquoted</u> | <u>Total</u> |
| Government bonds               | 34%           | —               | 34%          | 34%           | —               | 34%          |
| Corporate bonds                | 30%           | —               | 30%          | 34%           | —               | 34%          |
| Equity instruments             | 24%           | —               | 24%          | 24%           | —               | 24%          |
| Property                       | —             | 7%              | 7%           | —             | 4%              | 4%           |
| Insurance contracts and others | 4%            | 1%              | 5%           | 2%            | 2%              | 4%           |
|                                | <u>91%</u>    | <u>8%</u>       | <u>100%</u>  | <u>94%</u>    | <u>6%</u>       | <u>100%</u>  |

AB InBev expects to contribute approximately 182m US dollar for its funded defined benefit plans and 69m US dollar in benefit payments to its unfunded defined benefit plans and post-retirement medical plans in 2023.

## 24. Share-based payments

Different share-based programs allow company senior management and members of the board of directors to receive or acquire shares of AB InBev, Ambev or Budweiser APAC. AB InBev has three primary share-based compensation plans, the share-based compensation plan (“Share-Based Compensation Plan”), the long-term restricted stock unit plan for directors (“Restricted Stock Units Plan for Directors”), and the various long-term incentive plan for executives (“LTI Plan Executives”). For all option plans, the fair value of share-based payment compensation is estimated at grant date, using a binomial Hull model, modified to reflect the IFRS 2 *Share-based Payment* requirement that assumptions about forfeiture before the end of the vesting period cannot impact the fair value of the option. These share-based payment programs relate to either AB InBev shares or American Depository Shares (ADSs) as underlying equity instruments.

All the company share-based payment plans are equity-settled. Amounts have been converted to US dollar at the average rate of the period, unless otherwise indicated.

Share-based payment transactions resulted in a total expense of 448m US dollar for 2022, as compared to 510m US dollar for 2021, which included an amount of 72m US dollar that was reported in exceptional items representing the IFRS 2 cost related to the Zenzele Kabili scheme. For more details, refer to Note 21 *Changes in equity and earnings per share*. In 2020, share-based payment transactions resulted in a total expense of 169m US dollar. The company reversed accrued cost for performance-related LTIs for which the conditions would not be met as a result of the COVID-19 pandemic.

### AB INBEV SHARE-BASED COMPENSATION PROGRAMS

#### Share-Based Compensation Plan for Executives

Under this plan, members of the Executive Committee and other senior employees receive their bonus in cash but have the choice to invest some or all of the value of their bonus in AB InBev shares, referred to as voluntary shares. The voluntary shares are entitled to dividends from the date of grant and are subject to a lock-up period of three years. They are granted at market price, to which a discount of up to 20% is applied. The discount is delivered in the form of restricted Stock Units (“RSUs”) (Discounted Shares). Executives who invest in Voluntary Shares also receive one and a half matching shares for each voluntary share invested up to a limited total percentage of each executive’s variable compensation. These matching shares are also delivered in the form of RSUs (Matching Shares). The RSUs relating to the Matching Shares and the Discounted Shares vest over a 3-year period and are subject to specific restrictions or forfeiture provisions in the event of termination of service.

During 2022, AB InBev issued 4.8m discounted and matching RSUs in relation to bonuses granted to company employees and management (2021: 0.2m discounted and matching RSUs). These discounted and matching RSUs represent a fair value of approximately 293m US dollar (2021: 9m US dollar).

#### Restricted Stock Units Plan for Directors

The share-based portion of the remuneration of the directors of the company is granted in the form of RSUs that vest after 5 years and, upon vesting, entitle their holders to one AB InBev share per RSU.

During 2022, 0.1m RSUs with an estimated fair value of 4m US dollar were granted to directors (2021: 0.1m with an estimated fair value of 4m US dollar).

#### Annual LTI Plans for Executives

Subject to management’s assessment of the executive’s performance and future potential, members of senior management may be eligible for an annual long-term incentive to be paid out in RSUs, Performance Stock Units (“PSUs”) and/or stock options.

- **Long-term Incentive RSUs:** They cliff vest over a three-year period. Upon vesting, each RSU entitles its holder to acquire one share. During 2022, AB InBev issued 3.9m RSUs with an estimated fair value of 228m US dollar under this plan (2021: 2.8m RSUs with an estimated fair value of 155m under this plan). Out of these RSUs, 0.5m RSUs were granted to members of the Executive Committee (2021: 0.2m RSUs).
- **Long-term PSUs:** They cliff vest over a three-year period. Upon vesting of the PSUs, the number of shares to which the holders thereof shall be entitled shall depend on a performance test measuring (on a percentile basis) the company’s three-year Total Shareholder Return (“TSR”) relative to the TSR realized for that period by a representative sample of listed companies belonging to the consumer goods sector. The number of shares to which such Units entitle their holders is subject to a hurdle and cap. PSUs were granted for the first time in December 2022. 0.5m PSUs were granted to Executives with an estimated fair value of 39m US dollar. Out of these PSUs, 0.1m PSUs were granted to members of the Executive Committee.
- **Long-term Incentive stock options:** They cliff vest over a five-year period and they have a maximum lifetime of 10 years and an exercise period that starts after five years. Upon exercise, each option entitles the option holder to purchase one share. During 2022 and 2021, no LTI stock options were granted to Executives.

### Exceptional LTI Plans for Executives

RSUs, PSUs or stock options may be granted from time to time to members of the senior management of the company, who have made a significant contribution to the success of the company (achieving the growth agenda, specific acquisitions, etc.). Vesting of such RSUs, PSUs or stock options may be subject to achievement of performance conditions which will be related to the objectives of such exceptional grants.

During 2022 and 2021, no exceptional grants were made to Executives.

### Other Recurring LTI RSU Plans for Executives

AB InBev has specific recurring long-term RSU incentive programs in place, including:

- A base long-term RSUs program allowing for the offer of RSUs to members of the company's senior management. In addition to the annual Long-term RSUs described above under this program, RSUs can be granted under other sub-plans with specific terms and conditions and for specific purposes, e.g., for special retention incentives or to compensate for assignments of expatriates in certain countries. In most cases, the RSUs vest after three or five years without a performance test and in the event of termination of service before the vesting date, specific forfeiture rules apply. The Board may set different vesting periods for specific sub-plans or introduce performance tests in line with the company's high-performance culture and the creation of long-term sustainable value for its shareholders. In 2022, 0.7m RSUs with an estimated fair value of 44m US dollar were granted under this program (2021: 0.8m RSUs with an estimated fair value of 45m US dollar). No RSUs were granted to members of the Executive Committee in 2022 and 2021 under this program.
- A program allowing for certain employees to purchase company shares at a discount and that is aimed at providing a long-term retention incentive for (i) high-potential employees of the company, who are at a mid-manager level ("People bet share purchase program") or (ii) newly hired employees. The voluntary investment in company shares leads to the grant of an amount of matching RSUs which vest after 5 years. In the event that an employee's service is terminated before the vesting date, special forfeiture rules apply. In 2022, employees received approximately 0.1m RSUs under this program representing a fair value of 7m US dollar (2021: 0.1m RSUs representing a fair value of 7m US dollar).

### Performance related incentive plan for ZX Ventures

In 2016, the company implemented a new performance related incentive plan which substitutes the long-term incentive stock option plan for executives of ZX Ventures. ZX Ventures is our global growth and innovation group whose mandate is to invest in, incubate and develop new products and businesses that address emerging consumer needs.

During 2022, no performance units were granted to senior management of ZX Ventures (2021: 1m performance units). The value of the performance units will depend on the return of ZX Ventures. These units vest after 5 years provided that a performance test is met. Specific forfeiture rules apply in the event that the executive leaves the company.

### Other disclosures for Share-based payments

No stock options were granted in 2022 and 2021. The total number of outstanding AB InBev options developed as follows:

| <u>Million options</u>                            | <u>2022</u> | <u>2021</u>  | <u>2020</u>  |
|---|-------------|--------------|--------------|
| Options outstanding at 1 January                  | 102.7       | 113.3        | 88.7         |
| Options issued during the year                    | —           | —            | 38.1         |
| Options exercised during the year                 | (1.0)       | (1.3)        | (3.9)        |
| Options forfeited during the year                 | (14.9)      | (9.2)        | (9.0)        |
| Options lapsed during the year                    | (3.6)       | —            | —            |
| <b>Options outstanding at the end of December</b> | <b>83.2</b> | <b>102.7</b> | <b>113.3</b> |

The range of exercise prices of the outstanding options is between 10.32 euro (11.01 US dollar)<sup>1</sup> and 128.46 euro (137.02 US dollar) while the weighted average remaining contractual life is 6.4 years.

Out of the 83.2m outstanding options, 23.7m options are vested at 31 December 2022.

The weighted average exercise price of the AB InBev options is as follows:

| <u>Amounts in US dollar</u>        | <u>2022</u> | <u>2021</u> | <u>2020</u> |
|------------------------------------|-------------|-------------|-------------|
| Options outstanding at 1 January   | 64.77       | 71.22       | 79.66       |
| Granted during the year            | —           | —           | 53.41       |
| Exercised during the year          | 16.11       | 46.30       | 29.92       |
| Forfeited during the year          | 94.76       | 89.56       | 117.82      |
| Lapsed during the year             | 88.10       | —           | —           |
| Outstanding at the end of December | 76.04       | 64.77       | 71.22       |
| Exercisable at the end of December | 102.19      | 98.27       | 99.54       |

For share options exercised during 2022, the weighted average share price at the date of exercise was 52.93 euro (56.46 US dollar)<sup>1</sup>.

<sup>1</sup> Amounts have been converted to US dollar at the closing rate of the respective period.

The total number of outstanding AB InBev RSUs developed as follows:

| <u>Million RSUs</u>                            | <u>2022</u> | <u>2021</u> | <u>2020</u> |
|--|-------------|-------------|-------------|
| RSUs outstanding at 1 January                  | 20.9        | 19.1        | 9.9         |
| RSUs issued during the year                    | 9.6         | 3.9         | 10.9        |
| RSUs vested during the year                    | (0.5)       | (1.1)       | (0.7)       |
| RSUs forfeited during the year                 | (1.8)       | (1.1)       | (0.9)       |
| <b>RSUs outstanding at the end of December</b> | <b>28.2</b> | <b>20.9</b> | <b>19.1</b> |

#### AMBEV SHARE-BASED COMPENSATION PROGRAMS

Since 2005, Ambev has had in place a plan which is substantially similar to the Share-based compensation plan under which bonuses granted to company employees and management are partially settled in shares. Under the Share-based compensation plan, Ambev issued 44 thousand matching RSUs in 2022 with an estimated fair value of less than 1m US dollar (2021: 0.1m matching RSUs with an estimated fair value of less than 1m US dollar).

Since 2018, Ambev has had in place a plan which is substantially similar to the Share-based compensation plan under which bonuses granted to company employees and management are partially settled in shares. Under the 2018 Share-based compensation plan, Ambev issued 49.3m matching RSUs in 2022 with an estimated fair value of 148m US dollar (2021: 20.6m matching RSUs with an estimated fair value of 61m US dollar).

As of 2010, senior employees are eligible for an annual long-term incentive to be paid out in Ambev LTI stock options (or, in the future, similar share-based instruments), depending on management's assessment of the employee's performance and future potential. No stock options were granted in 2022 and 2021.

The total number of outstanding Ambev options developed as follows:

| <u>Million options</u>                            | <u>2022</u> | <u>2021</u>  | <u>2020</u>  |
|---|-------------|--------------|--------------|
| Options outstanding at 1 January                  | 113.8       | 127.3        | 141.8        |
| Options issued during the year                    | —           | —            | —            |
| Options exercised during the year                 | —           | (5.2)        | (5.7)        |
| Options forfeited during the year                 | (14.0)      | (8.3)        | (8.8)        |
| <b>Options outstanding at the end of December</b> | <b>99.8</b> | <b>113.8</b> | <b>127.3</b> |

The range of exercise prices of the outstanding options is between 15.95 Brazilian real (3.06 US dollar) and 39.04 Brazilian real (7.48 US dollar) while the weighted average remaining contractual life is 4.3 years.

Of the 99.7m outstanding options 63.9m options are vested at 31 December 2022.

The weighted average exercise price of the Ambev options is as follows:

| <u>Amounts in US dollar</u>        | <u>2022</u> | <u>2021</u> | <u>2020</u> |
|------------------------------------|-------------|-------------|-------------|
| Options outstanding at 1 January   | 3.57        | 3.81        | 4.60        |
| Granted during the year            | —           | —           | 3.47        |
| Exercised during the year          | —           | 2.36        | 1.60        |
| Forfeited during the year          | 4.33        | 4.53        | 4.42        |
| Outstanding at the end of December | 3.72        | 3.57        | 3.81        |
| Exercisable at the end of December | 3.86        | 3.79        | 4.56        |

The total number of outstanding Ambev RSUs developed as follows:

| <u>Million RSUs</u>                            | <u>2022</u>  | <u>2021</u> | <u>2020</u> |
|--|--------------|-------------|-------------|
| RSUs outstanding at 1 January                  | 63.8         | 49.6        | 31.7        |
| RSUs issued during the year                    | 49.3         | 20.7        | 21.3        |
| RSUs vested during the year                    | (0.2)        | (5.0)       | (1.9)       |
| RSUs forfeited during the year                 | (3.1)        | (1.5)       | (1.5)       |
| <b>RSUs outstanding at the end of December</b> | <b>109.8</b> | <b>63.8</b> | <b>49.6</b> |

During 2022, a limited number of Ambev shareholders who are part of the senior management of AB InBev were given the opportunity to exchange Ambev shares against a total of 54 thousand AB InBev shares (2021: 3 thousand AB InBev shares) at a discount of 16.66% provided that they stay in service for another five years. The fair value of this transaction amounts to 1m US dollar (2021: less than 1m US dollar) and is expensed over the five years' service period. The fair values of the Ambev and AB InBev shares were determined based on the market price.

## BUDWEISER APAC SHARE-BASED COMPENSATION PROGRAM

### Discretionary Restricted Stock Units Plan

In December 2019, Budweiser APAC set up a discretionary RSUs plan which allows for the offer of RSUs to certain employees in certain specific circumstances, at the discretion of the Board, e.g., as a special retention incentive. The RSUs vest after three to five years and in the event that an employee's service is terminated before the vesting date, special forfeiture rules apply. In 2022 and 2021, no RSUs were granted under this program.

### Share-Based Compensation Plan

In March 2020, Budweiser APAC set up a program allowing for certain employees to invest some or all of their variable compensation in Budweiser APAC shares (Voluntary Shares). As an additional reward, employees who invest in Voluntary Shares also receive a company shares match of three matching shares for each Voluntary Share invested up to a limited total percentage of each employee's variable compensation. In 2022, Budweiser APAC issued 12.5m matching RSUs in relation to bonuses granted to Budweiser APAC employees with an estimated fair value of 39m US dollar (2021: 0.1m matching restricted stock units with an estimated fair value of less than 1m US dollar).

### New Restricted Stock Units Plan

In November 2020, Budweiser APAC set up a new RSUs plan which allows for the offer of RSUs to certain eligible employees in certain specific circumstances, at the discretion of the Board, e.g., as a long-term incentive. The vesting period of the RSUs is in principle between three and five years without a performance test and in the event of termination of service before the vesting date, forfeiture rules apply. The Board may set shorter or longer periods for specific grants or introduce performance tests similar to other programs in the company. During 2022, 14.1m RSUs with an estimated fair value of 45m US dollar were granted under this program to a selected number of employees (2021: 10m RSUs with an estimated fair value of 26m US dollar).

### People Bet Plan

In March 2020, Budweiser APAC set up a program allowing for certain employees to purchase Budweiser APAC shares at a discount which is aimed at providing a long-term retention incentive for high-potential employees of the company, who are at a mid-manager level ("People bet share purchase program"). The voluntary investment in company shares leads to the grant of an amount of matching RSUs which vest after 5 years. In the event that an employee's service is terminated before the vesting date, special forfeiture rules apply. During 2022, 0.5m RSUs with an estimated fair value of 2m US dollar were granted to a selected number of employees (2021: no RSUs were granted under this program).

## 25. Provisions

| <u>Million US dollar</u>                | <u>Restructuring</u> | <u>Disputes</u> | <u>Other</u> | <u>Total</u> |
|---|----------------------|-----------------|--------------|--------------|
| <b>Balance at 1 January 2022</b>        | <b>80</b>            | <b>420</b>      | <b>106</b>   | <b>605</b>   |
| Effect of movements in foreign exchange | (5)                  | (11)            | (2)          | (18)         |
| Provisions made                         | 37                   | 157             | 32           | 226          |
| Provisions used                         | (37)                 | (109)           | —            | (147)        |
| Provisions reversed                     | —                    | (21)            | —            | (22)         |
| Other movements                         | (23)                 | 1               | (50)         | (73)         |
| <b>Balance at 31 December 2022</b>      | <b>51</b>            | <b>436</b>      | <b>85</b>    | <b>572</b>   |

| Million US dollar                       | Restructuring | Disputes   | Other      | Total      |
|---|---------------|------------|------------|------------|
| <b>Balance at 1 January 2021</b>        | <b>104</b>    | <b>489</b> | <b>170</b> | <b>763</b> |
| Effect of movements in foreign exchange | (2)           | (20)       | (4)        | (25)       |
| Provisions made                         | 63            | 132        | 9          | 203        |
| Provisions used                         | (73)          | (129)      | (11)       | (213)      |
| Provisions reversed                     | (13)          | (35)       | (1)        | (48)       |
| Other movements                         | 1             | (18)       | (58)       | (75)       |
| <b>Balance at 31 December 2021</b>      | <b>80</b>     | <b>420</b> | <b>106</b> | <b>605</b> |

The restructuring provisions are primarily explained by the organizational alignments - see also Note 8 *Exceptional items*. Provisions for disputes mainly relate to various disputed taxes other than income taxes and to claims from former employees.

The provisions are expected to be settled within the following time windows:

| Million US dollar       | Due within one year | Due after one year | Total      |
|-------------------------|---------------------|--------------------|------------|
| <b>Restructuring</b>    | <b>33</b>           | <b>18</b>          | <b>51</b>  |
| Indirect taxes          | 10                  | 82                 | 93         |
| Labor                   | 30                  | 105                | 136        |
| Commercial              | 12                  | 54                 | 66         |
| Excise duties           | 2                   | 21                 | 23         |
| Other disputes          | 26                  | 92                 | 118        |
| <b>Disputes</b>         | <b>81</b>           | <b>355</b>         | <b>436</b> |
| <b>Other provisions</b> | <b>63</b>           | <b>22</b>          | <b>85</b>  |
| <b>Total provisions</b> | <b>176</b>          | <b>396</b>         | <b>572</b> |

## 26. Trade and other payables

| Million US dollar                           | 31 December 2022 | 31 December 2021 |
|---|------------------|------------------|
| Indirect taxes payable                      | 174              | 194              |
| Trade payables                              | 176              | 51               |
| Deferred consideration on acquisitions      | 464              | 662              |
| Other payables                              | 46               | 100              |
| <b>Non-current trade and other payables</b> | <b>859</b>       | <b>1 008</b>     |
| Trade payables and accrued expenses         | 18 589           | 17 810           |
| Payroll and social security payables        | 1 520            | 1 716            |
| Indirect taxes payable                      | 2 768            | 2 457            |
| Interest payable                            | 1 428            | 1 501            |
| Consigned packaging                         | 1 012            | 1 050            |
| Dividends payable                           | 356              | 355              |
| Deferred consideration on acquisitions      | 313              | 191              |
| Other payables and deferred income          | 362              | 353              |
| <b>Current trade and other payables</b>     | <b>26 349</b>    | <b>25 434</b>    |

The company has entered into reverse factoring arrangements with suppliers in the amount of 134m US dollar as at 31 December 2022, mostly due to legal requirements. The nature, as well as the terms and conditions of the liabilities that are part of these arrangements do not differ from those of the company's normal trade payables. As a result, these are presented as part of Trade and other payables in accordance with IAS 1 *Presentation of financial statements*.

As at 31 December 2022, deferred consideration on acquisitions is mainly comprised of 0.6 billion US dollar for the put option included in the 2012 shareholders' agreement between Ambev and ELJ, which may result in Ambev acquiring additional shares in Cervecería Nacional Dominicana S.A. ("CND") (31 December 2021: 0.6 billion US dollar). The terms of the shareholders' agreement were amended as described in Note 27 *Risk arising from financial instruments*.

## 27. Risks arising from financial instruments

### A) FINANCIAL ASSETS AND LIABILITIES

Set out below is an overview of financial assets and liabilities held by the company as at the dates indicated:

|   | 31 December 2022  |                                      |                           |                | 31 December 2021 <sup>1</sup> |                                      |                           |                |
|---|-------------------|--------------------------------------|---------------------------|----------------|-------------------------------|--------------------------------------|---------------------------|----------------|
|   | At amortized cost | At fair value through profit or loss | At fair value through OCI | Total          | At amortized cost             | At fair value through profit or loss | At fair value through OCI | Total          |
| <b>Million US dollar</b>                          |                   |                                      |                           |                |                               |                                      |                           |                |
| Cash and cash equivalents                         | 9 973             | —                                    | —                         | 9 973          | 12 097                        | —                                    | —                         | 12 097         |
| Trade and other receivables                       | 4 973             | —                                    | —                         | 4 973          | 4 607                         | —                                    | —                         | 4 607          |
| Investment securities                             | 25                | 97                                   | 149                       | 272            | 22                            | 374                                  | 139                       | 535            |
| Interest rate swaps                               | —                 | —                                    | —                         | —              | —                             | 37                                   | —                         | 37             |
| Cross currency interest rate swaps                | —                 | —                                    | 63                        | 63             | —                             | 52                                   | 60                        | 112            |
| Foreign exchange forwards                         | —                 | 41                                   | 182                       | 223            | —                             | 82                                   | 156                       | 238            |
| Foreign currency futures                          | —                 | —                                    | 4                         | 4              | —                             | —                                    | —                         | —              |
| Commodities                                       | —                 | —                                    | 101                       | 101            | —                             | —                                    | 282                       | 282            |
| <b>Financial assets</b>                           | <b>14 971</b>     | <b>139</b>                           | <b>498</b>                | <b>15 608</b>  | <b>16 726</b>                 | <b>546</b>                           | <b>637</b>                | <b>17 908</b>  |
| Non-current                                       | 522               | 15                                   | 193                       | 730            | 526                           | 25                                   | 162                       | 712            |
| Current   | 14 450            | 124                                  | 305                       | 14 878         | 16 200                        | 521                                  | 475                       | 17 196         |
| Trade and other payables                          | 21 983            | 762                                  | —                         | 22 746         | 21 242                        | 832                                  | —                         | 22 074         |
| Non-current interest-bearing loans and borrowings | 78 880            | —                                    | —                         | 78 880         | 87 369                        | —                                    | —                         | 87 369         |
| Current interest-bearing loans and borrowings     | 1 029             | —                                    | —                         | 1 029          | 1 408                         | —                                    | —                         | 1 408          |
| Bank overdrafts                                   | 83                | —                                    | —                         | 83             | 53                            | —                                    | —                         | 53             |
| Equity swaps                                      | —                 | 4 763                                | —                         | 4 763          | —                             | 5 412                                | —                         | 5 412          |
| Cross currency interest rate swaps                | —                 | 16                                   | 171                       | 187            | —                             | 174                                  | 95                        | 270            |
| Foreign exchange forwards                         | —                 | 20                                   | 245                       | 265            | —                             | 24                                   | 105                       | 129            |
| Foreign currency futures                          | —                 | —                                    | —                         | —              | —                             | —                                    | 37                        | 37             |
| Commodities                                       | —                 | —                                    | 271                       | 271            | —                             | —                                    | 35                        | 35             |
| Interest rate swaps                               | —                 | 3                                    | 2                         | 5              | —                             | —                                    | 3                         | 3              |
| <b>Financial liabilities</b>                      | <b>101 975</b>    | <b>5 565</b>                         | <b>689</b>                | <b>108 229</b> | <b>110 073</b>                | <b>6 443</b>                         | <b>275</b>                | <b>116 790</b> |
| Non-current                                       | 79 108            | 473                                  | 168                       | 79 749         | 87 531                        | 678                                  | 73                        | 88 282         |
| Current   | 22 867            | 5 092                                | 521                       | 28 480         | 22 541                        | 5 764                                | 202                       | 28 508         |

<sup>1</sup> Amended to conform to 2022 presentation.

## B) DERIVATIVES

AB InBev's activities expose it to a variety of financial risks: market risk (including currency risk, fair value interest rate risk, cash flow interest risk, commodity risk and equity risk), credit risk and liquidity risk. The company analyses each of these risks individually as well as on a combined basis and defines strategies to manage the economic impact on the company's performance in line with its financial risk management policy.

AB InBev primarily uses the following derivative instruments: foreign exchange forwards, currency futures, interest rate swaps, cross currency interest rate swaps ("CCIRS"), commodity swaps, commodity futures and equity swaps.

The table below provides an overview of the notional amounts of derivatives outstanding as at the dates indicated by maturity bucket.

| Million US dollar                  | 31 December 2022 |              |              |              |             | 31 December 2021 |              |              |              |             |
|------------------------------------|------------------|--------------|--------------|--------------|-------------|------------------|--------------|--------------|--------------|-------------|
|                                    | <1<br>year       | 1-2<br>years | 2-3<br>years | 3-5<br>years | >5<br>years | <1<br>year       | 1-2<br>years | 2-3<br>years | 3-5<br>years | >5<br>years |
| <b>Foreign currency</b>            |                  |              |              |              |             |                  |              |              |              |             |
| Foreign exchange forwards          | 11 445           | 479          | —            | —            | —           | 12 599           | 29           | —            | —            | —           |
| Foreign currency futures           | 503              | —            | —            | —            | —           | 1 617            | —            | —            | —            | —           |
| <b>Interest rate</b>               |                  |              |              |              |             |                  |              |              |              |             |
| Interest rate swaps                | 1 000            | —            | —            | —            | —           | 1 500            | 1 000        | —            | —            | —           |
| Cross currency interest rate swaps | 900              | 1 923        | 1 834        | 2 608        | 560         | 4 614            | 1 400        | 1 173        | 1 573        | 1 453       |
| <b>Commodities</b>                 |                  |              |              |              |             |                  |              |              |              |             |
| Aluminum swaps                     | 2 161            | 4            | —            | —            | —           | 1 241            | —            | —            | —            | —           |
| Other commodity derivatives        | 1 160            | 22           | —            | —            | —           | 1 034            | —            | —            | —            | —           |
| <b>Equity</b>                      |                  |              |              |              |             |                  |              |              |              |             |
| Equity derivatives                 | 10 800           | —            | —            | —            | —           | 11 469           | —            | —            | —            | —           |



## C) FOREIGN CURRENCY RISK

AB InBev is subject to foreign currency risk when contracts are denominated in a currency other than the functional currency of the entity. This includes borrowings, investments, (forecasted) sales, (forecasted) purchases, royalties, dividends, licenses, management fees and interest expense/income. To manage foreign currency risk, the company uses mainly foreign exchange forwards, currency futures and cross currency interest rate swaps.

### Foreign exchange risk on operating activities

AB InBev's policy is to hedge operating transactions which are reasonably expected to occur (e.g., cost of sales and selling, general & administrative expenses) within the forecast period determined in the financial risk management policy. Operating transactions that are considered certain to occur are hedged without any time limits. Non-operating transactions (such as acquisitions and disposals of subsidiaries) are hedged as soon as they are highly probable.

The table below shows the company's main net foreign currency positions for firm commitments and forecasted transactions for the most important currency pairs. The open positions are the result of the application of AB InBev's risk management policy. Positive amounts indicate that the company is long (net future cash inflows) in the first currency of the currency pair while negative amounts indicate that the company is short (net future cash outflows) in the first currency of the currency pair. The second currency of the currency pairs listed is the functional currency of the related subsidiary.

| Million US dollar            | 31 December 2022 |              |               | 31 December 2021 |              |               |
|------------------------------|------------------|--------------|---------------|------------------|--------------|---------------|
|                              | Total exposure   | Total hedges | Open position | Total exposure   | Total hedges | Open position |
| Euro/Mexican peso            | (108)            | 100          | (8)           | (112)            | 111          | (1)           |
| Euro/Pound sterling          | (136)            | 112          | (24)          | (124)            | 112          | (12)          |
| Euro/South African rand      | (67)             | 31           | (37)          | (79)             | 75           | (4)           |
| Euro/US dollar               | (38)             | 58           | 20            | (123)            | 100          | (23)          |
| Mexican peso/Euro            | (269)            | 268          | (2)           | (254)            | 231          | (23)          |
| US dollar/Argentinian peso   | (702)            | 206          | (496)         | (661)            | 674          | 13            |
| US dollar/Bolivian boliviano | (74)             | 76           | 1             | (80)             | 75           | (5)           |
| US dollar/Brazilian real     | (1 955)          | 1 789        | (166)         | (1 846)          | 1 618        | (228)         |
| US dollar/Canadian dollar    | (310)            | 249          | (61)          | (304)            | 253          | (51)          |
| US dollar/Chilean peso       | (135)            | 129          | (6)           | (171)            | 162          | (9)           |
| US dollar/Chinese yuan       | (125)            | 113          | (12)          | (123)            | 116          | (7)           |
| US dollar/Colombian peso     | (615)            | 559          | (56)          | (476)            | 434          | (42)          |
| US dollar/Euro               | (134)            | 111          | (23)          | (103)            | 96           | (7)           |
| US dollar/Mexican peso       | (1 442)          | 1 436        | (6)           | (1 236)          | 1 168        | (68)          |
| US dollar/Paraguayan guarani | (144)            | 135          | (8)           | (153)            | 139          | (14)          |
| US dollar/Peruvian nuevo sol | (264)            | 276          | 13            | (292)            | 278          | (14)          |
| US dollar/South African rand | (196)            | 121          | (75)          | (196)            | 148          | (48)          |
| US dollar/South Korean won   | (121)            | 110          | (12)          | (114)            | 79           | (35)          |
| Others                       | (326)            | 197          | (129)         | (424)            | 313          | (111)         |

Further analysis on the impact of open currency exposures is performed in the currency sensitivity analysis below.

Hedges of firm commitments and highly probable forecasted transactions denominated in foreign currency are designated as cash flow hedges.

### Foreign exchange risk on foreign currency denominated debt

It is AB InBev's policy to have the debt in the subsidiaries as much as possible linked to the functional currency of the subsidiary. To the extent this is not the case, foreign exchange risk is managed using derivatives unless the cost to hedge outweighs the benefits. Interest rate decisions and currency mix of debt and cash are decided on a global basis and take into consideration a holistic risk management approach.

A description of the foreign currency risk hedging of debt instruments issued in a currency other than the functional currency of the subsidiary is further detailed in the *Interest Rate Risk* section below.

## Currency sensitivity analysis

### Currency transactional risk

Most of AB InBev's non-derivative financial instruments are either denominated in the functional currency of the subsidiary or are converted into the functional currency through the use of derivatives. Where illiquidity in the local market prevents hedging at a reasonable cost, the company can have open positions. The transactional foreign currency risk mainly arises from open positions in Argentinean peso, Brazilian real, Canadian dollar, Colombian peso, Mexican peso and South African rand against the US dollar.

The company uses a sensitivity analysis to estimate the impact in its consolidated income statement and other comprehensive income of a strengthening or a weakening of the US dollar against the other group currencies. In case the open positions remain unchanged and with all other variables held constant, a 10% strengthening or weakening of the US dollar against other currencies could lead to an estimated decrease/increase on the consolidated profit before tax of approximately 144m US dollar over the next 12 months (31 December 2021<sup>1</sup>: 99m US dollar). Applying a similar sensitivity on the total derivatives positions could lead to a negative/positive pre-tax impact on equity reserves of 537m US dollar (31 December 2021<sup>1</sup>: 523m US dollar). The results of the sensitivity analysis should not be considered as projections of likely future events, as the gains or losses from exchange rates in the future may differ due to developments in the global financial markets.

### Foreign exchange risk on net investments in foreign operations

AB InBev mitigates exposures of its investments in foreign operations using both derivative and non-derivative financial instruments as hedging instruments.

As of 31 December 2022, designated derivative financial instruments in net investment hedges applied on the company's debt amount to 8 482m US dollar equivalent (31 December 2021<sup>1</sup>: 7 473m US dollar). These instruments hedge foreign operations with Canadian dollar, Chinese yuan and South Korean won functional currencies.

### Net foreign exchange results

Foreign exchange results recognized on hedged and unhedged exposures are as follows:

| Million US dollar        | 2022         | 2021        | 2020      |
|--------------------------|--------------|-------------|-----------|
| Hedged (economic hedges) | 297          | 717         | (181)     |
| Not hedged               | (660)        | (801)       | 195       |
|                          | <u>(363)</u> | <u>(84)</u> | <u>14</u> |

## D) INTEREST RATE RISK

The company applies a dynamic interest rate hedging approach whereby the target mix between fixed and floating rate debt is reviewed periodically. The purpose of AB InBev's policy is to achieve an optimal balance between the cost of funding and the volatility of financial results, while taking into account market conditions as well as AB InBev's overall business strategy.

### Fair value hedges

#### US dollar fixed rate bond hedges (interest rate risk on borrowings in US dollar)

The company manages and reduces the impact of changes in the US dollar interest rates on the fair value of certain fixed rate bonds with an aggregate principal amount of 1.0 billion US dollar through fixed/floating interest rate swaps. These derivative instruments have been designated in fair value hedge accounting relationships.

### Cash flow hedges

#### Pound sterling bond hedges (foreign currency risk and interest rate risk on borrowings in pound sterling)

In September 2013, the company issued a pound sterling bond for 500m pound sterling at a rate of 4.00% per year and maturing in September 2025. The impact of changes in the pound sterling exchange rate and interest rate on this bond is managed and reduced through pound sterling fixed/euro fixed cross currency interest rate swaps. These derivative instruments have been designated in a cash flow hedge relationship.

<sup>1</sup> Amended to conform to 2022 presentation.

## US dollar bank loan hedges (foreign currency risk on borrowings against the Nigerian naira)

The company has a floating rate loan denominated in US dollar for a total of 309m in Nigeria. This loan is held by an entity with functional currency in Nigerian Naira. In order to hedge against fluctuations in foreign exchange rates, the company entered into foreign exchange futures which have been designated in a cash flow hedge relationship.

## Economic Hedges

### Marketable debt security hedges (interest rate risk on Brazilian real)

During 2022, 2021 and 2020, Ambev invested in highly liquid Brazilian real denominated government debt securities.

### Interest rate sensitivity analysis

The table below reflects the effective interest rates of interest-bearing financial liabilities at the reporting date as well as the currency in which the debt is denominated.

| 31 December 2022<br>Interest-bearing financial liabilities<br>Million US dollar | Before hedging          |               | After hedging           |               |
|---|-------------------------|---------------|-------------------------|---------------|
|   | Effective interest rate | Amount        | Effective interest rate | Amount        |
| <b>Floating rate</b>  |                         |               |                         |               |
| Canadian dollar   | —                       | —             | 4.34%                   | 1 455         |
| Euro  | 1.68%                   | 1 048         | 1.68%                   | 1 048         |
| Pound sterling  | —                       | —             | 3.70%                   | 1 078         |
| South Korean won  | —                       | 1             | 3.08%                   | 311           |
| US dollar   | 5.05%                   | 430           | —                       | —             |
| Other   | 13.39%                  | 252           | 11.17%                  | 666           |
|   |                         | <b>1 730</b>  |                         | <b>4 557</b>  |
| <b>Fixed rate</b>   |                         |               |                         |               |
| Canadian dollar   | 4.50%                   | 613           | 4.37%                   | 3 741         |
| Chinese yuan  | 2.44%                   | 50            | 2.50%                   | 1 230         |
| Euro  | 2.27%                   | 20 391        | 2.31%                   | 21 242        |
| Pound sterling  | 5.13%                   | 2 208         | 5.55%                   | 1 607         |
| South Korean won  | 2.96%                   | 46            | 0.94%                   | 1 896         |
| US dollar   | 4.99%                   | 53 478        | 5.27%                   | 44 547        |
| Other   | 10.53%                  | 1 476         | 12.19%                  | 1 172         |
|   |                         | <b>78 261</b> |                         | <b>75 434</b> |
| <b>31 December 2021<sup>1</sup></b>   |                         |               |                         |               |
| Interest-bearing financial liabilities<br>Million US dollar                     | Before hedging          |               | After hedging           |               |
|   | Effective interest rate | Amount        | Effective interest rate | Amount        |
| <b>Floating rate</b>  |                         |               |                         |               |
| Canadian dollar   | —                       | —             | 1.21%                   | 2 043         |
| Euro  | —                       | 1 113         | —                       | 1 113         |
| Pound sterling  | —                       | —             | 1.05%                   | 1 002         |
| South Korean won  | —                       | —             | 1.67%                   | 502           |
| US dollar   | 1.67%                   | 463           | —                       | —             |
| Other   | 5.37%                   | 734           | 5.99%                   | 1 504         |
|   |                         | <b>2 310</b>  |                         | <b>6 164</b>  |
| <b>Fixed rate</b>   |                         |               |                         |               |
| Canadian dollar   | 4.11%                   | 626           | 4.29%                   | 3 158         |
| Chinese yuan  | 3.87%                   | 34            | 1.78%                   | 194           |
| Euro  | 2.27%                   | 21 654        | 2.11%                   | 27 553        |
| Pound sterling  | 4.35%                   | 3 611         | 4.43%                   | 2 937         |
| South Korean won  | 3.85%                   | 31            | 0.87%                   | 1 695         |
| US dollar   | 4.93%                   | 59 399        | 5.41%                   | 46 288        |
| Other   | 8.09%                   | 1 165         | 9.62%                   | 841           |
|   |                         | <b>86 520</b> |                         | <b>82 667</b> |

As at 31 December 2022, the total carrying amount of the floating and fixed rate interest-bearing financial liabilities before hedging as listed above includes bank overdrafts of 83m US dollar (31 December 2021: 53m US dollar). As disclosed in the above table, 4 557m US dollar or 5.7% of the company's interest-bearing financial liabilities bears interest at a variable rate.

<sup>1</sup> Amended to conform to 2022 presentation.

The sensitivity analysis has been prepared based on the exposure to interest rates for the floating rate debt after hedging, assuming the amount of liability outstanding at reporting date was outstanding for the whole year. The company estimates that an increase or decrease of 100 basis points represents a reasonably possible change in applicable interest rates. Accordingly, if interest rates had been higher/lower by 100 basis points, with all other variables held constant, the interest expense would have been 46m US dollar higher/lower (31 December 2021<sup>1</sup>: 20m US dollar). This impact would have been more than offset by 93m US dollar higher/lower interest income on interest-bearing financial assets (31 December 2021<sup>1</sup>: 81m US dollar). Additionally, the pre-tax impact on equity reserves from the market value of hedging instruments would not have been significant.

## Interest expense

Interest expense recognized on unhedged and hedged financial liabilities are as follows:

| Million US dollar  | 2022           | 2021           | 2020           |
|--|----------------|----------------|----------------|
| Financial liabilities measured at amortized cost – not hedged    | (3 641)        | (3 836)        | (4 154)        |
| Fair value hedges  | (20)           | (6)            | (1)            |
| Cash flow hedges   | 24             | 17             | 19             |
| Net investment hedges - hedging instruments (interest component) | (1)            | —              | 2              |
| Economic hedges  | 42             | 141            | 118            |
|  | <b>(3 597)</b> | <b>(3 684)</b> | <b>(4 016)</b> |

## E) COMMODITY PRICE RISK

The commodity markets have experienced and are expected to continue to experience price fluctuations. AB InBev therefore uses both fixed price purchasing contracts and commodity derivatives to manage the exposure to the price volatility. The most significant commodity exposures as at 31 December 2022 and 31 December 2021 are included in the table below (expressed in outstanding notional amounts):

| Million US dollar | 31 December 2022 | 31 December 2021 |
|-------------------|------------------|------------------|
| Aluminum          | 2 165            | 1 241            |
| Energy            | 417              | 350              |
| Corn              | 321              | 292              |
| Wheat             | 127              | 129              |
| Plastic           | 122              | 93               |
| Rice              | 100              | 85               |
| Sugar             | 95               | 85               |
|                   | <b>3 348</b>     | <b>2 274</b>     |

### Commodity price sensitivity analysis

The impact of changes in the commodity prices would not have had a material impact on AB InBev's profit in 2022 as most of the company's exposure is hedged using derivative contracts and designated in hedge accounting in accordance with IFRS 9 rules.

The tables below show the estimated impact that changes in the price of the commodities, for which AB InBev held material derivative exposures as at 31 December 2022 and 31 December 2021, would have on the equity reserves.

| Million US dollar | Volatility of prices in % <sup>1</sup> | 2022                     |                 | 2021                     |                 |
|-------------------|--|--------------------------|-----------------|--------------------------|-----------------|
|                   |  | Pre-tax impact on equity |                 | Pre-tax impact on equity |                 |
|                   |  | Prices increase          | Prices decrease | Prices increase          | Prices decrease |
| Aluminum          | 30.71%                                 | 665                      | (665)           | 23.09%                   | 287 (287)       |
| Energy            | 49.37%                                 | 206                      | (206)           | 25.88%                   | 91 (91)         |
| Corn              | 22.44%                                 | 72                       | (72)            | 23.26%                   | 68 (68)         |
| Wheat             | 51.59%                                 | 66                       | (66)            | 29.24%                   | 38 (38)         |
| Plastic           | 32.31%                                 | 25                       | (25)            | 28.68%                   | 27 (27)         |
| Rice              | 19.31%                                 | 19                       | (19)            | 15.96%                   | 14 (14)         |
| Sugar             | 22.17%                                 | 21                       | (21)            | 26.39%                   | 22 (22)         |

<sup>1</sup> Sensitivity analysis is assessed based on the yearly volatility using daily observable market data during 250 days at 31 December 2022 and 31 December 2021.

## F) EQUITY PRICE RISK

AB InBev enters into equity swap derivatives to hedge the price risk on its shares in connection with its share-based payments programs, as disclosed in Note 24 *Share-based Payments*. AB InBev also hedges its exposure arising from shares issued in connection with the Modelo and SAB combinations (see also Note 11 *Finance cost and income*). These derivatives do not qualify for hedge accounting and the changes in fair value are recorded in the profit or loss.

As at 31 December 2022, an exposure for an equivalent of 100.5m of AB InBev shares was hedged, resulting in a total gain of 605m US dollar recognized in the profit or loss account for the period, of which 331m US dollar related to the company's share-based payment programs and 274m US dollar related to the Grupo Modelo and SAB combinations. As at 31 December 2022, liabilities for equity swap derivatives amounted to 4.8 billion US dollar (31 December 2021: 5.4 billion US dollar).

### Equity price sensitivity analysis

The sensitivity analysis on the equity swap derivatives, calculated based on a 27.53% (2021: 26.51%, 2020: 53.87%) reasonably possible volatility of the AB InBev share price, with all the other variables held constant, would show 1 660m US dollar positive/negative impact on the 2022 profit before tax (31 December 2021: 1 604m US dollar; 31 December 2020: 3.787m US dollar).

## G) CREDIT RISK

Credit risk encompasses all forms of counterparty exposure, i.e., where counterparties may default on their obligations to AB InBev in relation to lending, hedging, settlement and other financial activities. The company has a credit policy in place and the exposure to counterparty credit risk is monitored.

AB InBev mitigates its exposure through a variety of mechanisms. It has established minimum counterparty credit ratings and enters into transactions only with financial institutions of investment grade rating. The company monitors counterparty credit exposures closely and reviews any external downgrade in credit rating immediately. To mitigate pre-settlement risk, counterparty minimum credit standards become more stringent with increases in the duration of the derivatives. To minimize the concentration of counterparty credit risk, the company enters into derivative transactions with different financial institutions.

The company also has master netting agreements with all of the financial institutions that are counterparties to over the counter (OTC) derivatives. These agreements allow for the net settlement of assets and liabilities arising from different transactions with the same counterparty. Based on these factors, AB InBev considers the impact of the risk of counterparty default as at 31 December 2022 to be limited.

### Exposure to credit risk

The carrying amount of financial assets represents the maximum credit exposure of the company. The carrying amount is presented net of the impairment losses recognized. The maximum exposure to credit risk at the reporting date was:

| Million US dollar                | 31 December 2022 |              |                     | 31 December 2021 <sup>1</sup> |              |                     |
|----------------------------------|------------------|--------------|---------------------|-------------------------------|--------------|---------------------|
|                                  | Gross            | Impairment   | Net carrying amount | Gross                         | Impairment   | Net carrying amount |
| Cash and cash equivalents        | 9 973            | —            | 9 973               | 12 097                        | —            | 12 097              |
| Trade receivables                | 3 980            | (343)        | 3 637               | 3 796                         | (331)        | 3 465               |
| Other receivables                | 1 545            | (68)         | 1 477               | 1 272                         | (65)         | 1 207               |
| Derivatives                      | 391              | —            | 391                 | 669                           | —            | 669                 |
| Cash deposits for guarantees     | 189              | —            | 189                 | 168                           | —            | 168                 |
| Investment in unquoted companies | 155              | (5)          | 149                 | 145                           | (6)          | 139                 |
| Investment in debt securities    | 123              | —            | 123                 | 396                           | —            | 396                 |
| Loans to customers               | 81               | —            | 81                  | 117                           | —            | 117                 |
|                                  | <b>16 434</b>    | <b>(416)</b> | <b>16 019</b>       | <b>18 660</b>                 | <b>(402)</b> | <b>18 258</b>       |

There was no significant concentration of credit risks with any single counterparty as of 31 December 2022 and no single customer represented more than 10% of the total revenue of the group in 2022.

<sup>1</sup> Amended to conform to 2022 presentation.

## Impairment losses

The allowance for impairment recognized during the period on financial assets was as follows:

|  | 31 December 2022 | 31 December 2021 <sup>1</sup> | 31 December 2020 <sup>1</sup> |
|--|------------------|-------------------------------|-------------------------------|
| <b>Balance at end of previous year</b> | <b>(402)</b>     | <b>(376)</b>                  | <b>(283)</b>                  |
| Impairment losses                      | (38)             | (37)                          | (99)                          |
| Derecognition                          | 24               | 30                            | 49                            |
| Currency translation and other         | 1                | (19)                          | (46)                          |
| <b>Balance at end of period</b>        | <b>(416)</b>     | <b>(402)</b>                  | <b>(376)</b>                  |

## H) LIQUIDITY RISK

Historically, AB InBev's primary sources of cash flow have been cash flows from operating activities, the issuance of debt, bank borrowings and equity securities. AB InBev's material cash requirements have included the following:

- Debt servicing;
- Capital expenditures;
- Investments in companies;
- Increases in ownership of AB InBev's subsidiaries or companies in which it holds equity investments;
- Share buyback programs; and
- Payments of dividends and interest on shareholders' equity.

The company believes that cash flows from operating activities, available cash and cash equivalents as well as short term investments, along with related derivatives and access to borrowing facilities, will be sufficient to fund capital expenditures, financial instrument liabilities and dividend payments going forward. It is the intention of the company to continue to reduce its financial indebtedness through a combination of strong operating cash flow generation and continued refinancing.

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<sup>1</sup> Amended to conform to 2022 presentation.

The following are the nominal contractual maturities of non-derivative financial liabilities including interest payments and derivative liabilities:

|   |                              | 31 December 2022       |                  |                |                |                 |                   |
|---|------------------------------|------------------------|------------------|----------------|----------------|-----------------|-------------------|
| Million US dollar                           | Carrying amount <sup>1</sup> | Contractual cash flows | Less than 1 year | 1-2 years      | 2-3 years      | 3-5 years       | More than 5 years |
| <b>Non-derivative financial liabilities</b> |                              |                        |                  |                |                |                 |                   |
| Unsecured bond issues                       | (76 798)                     | (133 670)              | (3 273)          | (5 683)        | (3 783)        | (15 482)        | (105 450)         |
| Trade and other payables                    | (27 208)                     | (27 453)               | (26 376)         | (170)          | (349)          | (260)           | (297)             |
| Lease liabilities                           | (2 492)                      | (2 840)                | (618)            | (566)          | (414)          | (531)           | (712)             |
| Secured bank loans                          | (393)                        | (405)                  | (371)            | (5)            | (5)            | (10)            | (14)              |
| Unsecured bank loans                        | (100)                        | (100)                  | (100)            | —              | —              | —               | —                 |
| Unsecured other loans                       | (125)                        | (193)                  | (34)             | (78)           | (28)           | (31)            | (23)              |
| Bank overdraft                              | (83)                         | (83)                   | (83)             | —              | —              | —               | —                 |
|   | <b>(107 199)</b>             | <b>(164 745)</b>       | <b>(30 856)</b>  | <b>(6 501)</b> | <b>(4 579)</b> | <b>(16 313)</b> | <b>(106 496)</b>  |
| <b>Derivative financial liabilities</b>     |                              |                        |                  |                |                |                 |                   |
| Equity derivatives                          | (4 763)                      | (4 763)                | (4 763)          | —              | —              | —               | —                 |
| Foreign exchange derivatives                | (265)                        | (265)                  | (265)            | —              | —              | —               | —                 |
| Cross currency interest rate swaps          | (192)                        | (191)                  | (9)              | (43)           | (47)           | (62)            | (30)              |
| Commodity derivatives                       | (271)                        | (251)                  | (249)            | (2)            | —              | —               | —                 |
|   | <b>(5 492)</b>               | <b>(5 471)</b>         | <b>(5 287)</b>   | <b>(45)</b>    | <b>(47)</b>    | <b>(62)</b>     | <b>(30)</b>       |
| Of which: related to cash flow hedges       | (551)                        | (530)                  | (469)            | —              | (43)           | (17)            | —                 |
|   |                              | 31 December 2021       |                  |                |                |                 |                   |
| Million US dollar                           | Carrying amount <sup>1</sup> | Contractual cash flows | Less than 1 year | 1-2 years      | 2-3 years      | 3-5 years       | More than 5 years |
| <b>Non-derivative financial liabilities</b> |                              |                        |                  |                |                |                 |                   |
| Unsecured bond issues                       | (85 726)                     | (152 064)              | (3 479)          | (3 596)        | (6 192)        | (13 800)        | (124 997)         |
| Trade and other payables                    | (26 442)                     | (26 643)               | (25 424)         | (314)          | (507)          | (96)            | (302)             |
| Lease liabilities                           | (2 277)                      | (2 429)                | (497)            | (470)          | (337)          | (450)           | (675)             |
| Secured bank loans                          | (628)                        | (636)                  | (551)            | (53)           | (5)            | (9)             | (18)              |
| Unsecured bank loans                        | (106)                        | (106)                  | (106)            | —              | —              | —               | —                 |
| Unsecured other loans                       | (40)                         | (84)                   | (11)             | (48)           | (5)            | (4)             | (16)              |
| Bank overdraft                              | (53)                         | (53)                   | (53)             | —              | —              | —               | —                 |
|   | <b>(115 272)</b>             | <b>(182 015)</b>       | <b>(30 121)</b>  | <b>(4 481)</b> | <b>(7 046)</b> | <b>(14 359)</b> | <b>(126 008)</b>  |
| <b>Derivative financial liabilities</b>     |                              |                        |                  |                |                |                 |                   |
| Equity derivatives                          | (5 412)                      | (5 420)                | (5 420)          | —              | —              | —               | —                 |
| Foreign exchange derivatives                | (166)                        | (166)                  | (166)            | —              | —              | —               | —                 |
| Cross currency interest rate swaps          | (273)                        | (293)                  | (147)            | (35)           | (32)           | (56)            | (23)              |
| Commodity derivatives                       | (34)                         | (34)                   | (34)             | —              | —              | —               | —                 |
|   | <b>(5 885)</b>               | <b>(5 913)</b>         | <b>(5 767)</b>   | <b>(35)</b>    | <b>(32)</b>    | <b>(56)</b>     | <b>(23)</b>       |
| Of which: related to cash flow hedges       | (203)                        | (203)                  | (170)            | —              | —              | (29)            | (4)               |

<sup>1</sup> “Carrying amount” refers to the net book value as recognized in the statement of financial position at each reporting date.

## I) CAPITAL MANAGEMENT

AB InBev continuously optimizes its capital structure to maximize shareholder value while keeping the financial flexibility to execute strategic projects. AB InBev's capital structure policy and framework aims to optimize shareholder value through cash flow distribution to the company from its subsidiaries, while maintaining an investment-grade rating and minimizing investments with returns below AB InBev's weighted average cost of capital. Besides the statutory minimum equity funding requirements that apply to the company's subsidiaries in the different countries, AB InBev is not subject to any externally imposed capital requirements. Management uses the same debt/equity classifications as applied in the company's IFRS reporting to analyze the capital structure.

## J) FAIR VALUE

The following table summarizes for each type of derivative the fair values recognized as assets or liabilities in the statement of financial position:

| Million US dollar                  | Assets           |                  | Liabilities      |                  | Net              |                  |
|------------------------------------|------------------|------------------|------------------|------------------|------------------|------------------|
|                                    | 31 December 2022 | 31 December 2021 | 31 December 2022 | 31 December 2021 | 31 December 2022 | 31 December 2021 |
| <b>Foreign currency</b>            |                  |                  |                  |                  |                  |                  |
| Foreign exchange forwards          | 223              | 238              | (265)            | (129)            | (42)             | 109              |
| Foreign currency futures           | 4                | —                | —                | (37)             | 4                | (37)             |
| <b>Interest rate</b>               |                  |                  |                  |                  |                  |                  |
| Interest rate swaps                | —                | 38               | (5)              | —                | (5)              | 38               |
| Cross currency interest rate swaps | 63               | 111              | (187)            | (273)            | (124)            | (162)            |
| <b>Commodities</b>                 |                  |                  |                  |                  |                  |                  |
| Aluminum swaps                     | 52               | 178              | (174)            | (20)             | (122)            | 158              |
| Sugar futures                      | 4                | 13               | —                | —                | 4                | 13               |
| Energy                             | 12               | 29               | (28)             | (2)              | (16)             | 27               |
| Other commodity derivatives        | 32               | 62               | (69)             | (13)             | (37)             | 50               |
| <b>Equity</b>                      |                  |                  |                  |                  |                  |                  |
| Equity derivatives                 | —                | —                | (4 763)          | (5 412)          | (4 763)          | (5 412)          |
|                                    | <b>391</b>       | <b>669</b>       | <b>(5 492)</b>   | <b>(5 886)</b>   | <b>(5 101)</b>   | <b>(5 216)</b>   |
| <b>Of which:</b>                   |                  |                  |                  |                  |                  |                  |
| Non-current                        | 60               | 48               | (184)            | (100)            | (124)            | (52)             |
| Current                            | 331              | 621              | (5 308)          | (5 786)          | (4 977)          | (5 164)          |

The following table summarizes the carrying amount and the fair value of the fixed rate interest-bearing financial liabilities as recognized in the statement of financial position. Floating rate interest-bearing financial liabilities, trade and other receivables and trade and other payables, lease liabilities and derivative financial instruments have been excluded from the analysis as their carrying amount is a reasonable approximation of their fair value.

| Interest-bearing financial liabilities<br>Million US dollar | 31 December 2022             |                 | 31 December 2021 <sup>2</sup> |                  |
|---|------------------------------|-----------------|-------------------------------|------------------|
|   | Carrying amount <sup>1</sup> | Fair value      | Carrying amount <sup>1</sup>  | Fair value       |
| <b>Fixed rate</b>   |                              |                 |                               |                  |
| US dollar   | (52 993)                     | (52 158)        | (58 912)                      | (74 852)         |
| Euro  | (19 655)                     | (17 926)        | (20 856)                      | (23 801)         |
| Pound sterling  | (2 148)                      | (2 039)         | (3 539)                       | (3 913)          |
| Canadian dollar   | (515)                        | (437)           | (549)                         | (604)            |
| Other   | (458)                        | (448)           | (389)                         | (420)            |
|   | <b>(75 769)</b>              | <b>(73 008)</b> | <b>(84 244)</b>               | <b>(103 590)</b> |

<sup>1</sup> "Carrying amount" refers to the net book value as recognized in the statement of financial position at each reporting date.

<sup>2</sup> Amended to conform to 2022 presentation.



The table sets out the fair value hierarchy based on the degree to which significant market inputs are observable:

| <b>Fair value hierarchy 31 December 2022</b><br>Million US dollar | <b>Quoted (unadjusted)</b><br><b>prices - level 1</b> | <b>Observable market</b><br><b>inputs - level 2</b> | <b>Unobservable market</b><br><b>inputs - level 3</b> |
|---|---|---|---|
| <b>Financial Assets</b>   |   |   |   |
| Held for trading (non-derivatives)                                | —   | 9   | —   |
| Derivatives at fair value through profit and loss                 | —   | 41  | —   |
| Derivatives in a cash flow hedge relationship                     | 36  | 219   | —   |
| Derivatives in a net investment hedge relationship                | —   | 94  | —   |
|   | <b>36</b>   | <b>364</b>  | <b>—</b>  |
| <b>Financial Liabilities</b>                                      |   |   |   |
| Deferred consideration on acquisitions at fair value              | —   | —   | 762   |
| Derivatives at fair value through profit and loss                 | —   | 4 799   | —   |
| Derivatives in a cash flow hedge relationship                     | 26  | 525   | —   |
| Derivatives in a fair value hedge relationship                    | —   | 4   | —   |
| Derivatives in a net investment hedge relationship                | —   | 138   | —   |
|   | <b>26</b>   | <b>5 466</b>  | <b>762</b>  |
| <b>Fair value hierarchy 31 December 2021</b><br>Million US dollar |   |   |   |
| <b>Financial Assets</b>   |   |   |   |
| Held for trading (non-derivatives)                                | —   | 9   | —   |
| Derivatives at fair value through profit and loss                 | —   | 155   | —   |
| Derivatives in a cash flow hedge relationship                     | 58  | 352   | —   |
| Derivatives in a fair value hedge relationship                    | —   | 17  | —   |
| Derivatives in a net investment hedge relationship                | —   | 87  | —   |
|   | <b>58</b>   | <b>620</b>  | <b>—</b>  |
| <b>Financial Liabilities</b>                                      |   |   |   |
| Deferred consideration on acquisitions at fair value              | —   | —   | 832   |
| Derivatives at fair value through profit and loss                 | —   | 5 611   | —   |
| Derivatives in a cash flow hedge relationship                     | 52  | 141   | —   |
| Derivatives in a net investment hedge relationship                | —   | 82  | —   |
|   | <b>52</b>   | <b>5 834</b>  | <b>832</b>  |

There were no significant changes in the measurement and valuation techniques, or significant transfers between the levels of the financial assets and liabilities during the period. Movements in 2022 in the fair value “level 3” category of financial liabilities, measured on a recurring basis, are mainly related to the settlement of deferred consideration from prior years acquisitions.

#### **Non-derivative financial liabilities**

As part of the 2012 shareholders agreement between Ambev and ELJ, following the acquisition of Cervecería Nacional Dominicana S.A. (“CND”), a forward-purchase contract (combination of a put option and purchased call option) was put in place which may result in Ambev acquiring additional shares in CND. In July 2020, Ambev and ELJ amended the Shareholders’ Agreement to extend their partnership and change the terms and the exercise date of the call and put options. ELJ currently holds 15% of CND and the put option is exercisable in 2023, 2024 and 2026. As at 31 December 2022, the put option on the remaining shares held by ELJ was valued at 585m US dollar (31 December 2021: 589m US dollar) and recognized as a deferred consideration on acquisitions at fair value in the “level 3” category above.

## K) HEDGING RESERVES

The company's hedging reserves disclosed in Note 21 *Changes in equity and earnings per share* relate to the following instruments:

| <u>Million US dollar</u>                                     | <u>Foreign<br/>currency</u> | <u>Commodities</u> | <u>Others</u> | <u>Total hedging<br/>reserves</u> |
|--|-----------------------------|--------------------|---------------|-----------------------------------|
| <b>As per 1 January 2022</b>                                 | <b>679</b>                  | <b>(306)</b>       | <b>111</b>    | <b>481</b>                        |
| Change in fair value of hedging instrument recognized in OCI | 143                         | 39                 | —             | 182                               |
| Reclassified to profit or loss / cost of inventory           | (331)                       | (208)              | 22            | (518)                             |
| <b>As per 31 December 2022</b>                               | <b>491</b>                  | <b>(476)</b>       | <b>131</b>    | <b>145</b>                        |

  

| <u>Million US dollar</u>                                     | <u>Foreign<br/>currency</u> | <u>Commodities</u> | <u>Others</u> | <u>Total hedging<br/>reserves</u> |
|--|-----------------------------|--------------------|---------------|-----------------------------------|
| <b>As per 1 January 2021</b>                                 | <b>20</b>                   | <b>274</b>         | <b>84</b>     | <b>376</b>                        |
| Change in fair value of hedging instrument recognized in OCI | 766                         | 123                | —             | 888                               |
| Reclassified to profit or loss / cost of inventory           | (107)                       | (703)              | 27            | (783)                             |
| <b>As per 31 December 2021</b>                               | <b>679</b>                  | <b>(306)</b>       | <b>111</b>    | <b>481</b>                        |

## L) OFFSETTING FINANCIAL ASSETS AND LIABILITIES

The following financial assets and liabilities are subject to offsetting, enforceable master netting agreements and similar agreements:

|                          | <u>31 December 2022</u> |   |  |                         |
|--------------------------|-------------------------|---|--|-------------------------|
| <u>Million US dollar</u> | <u>Gross amount</u>     | <u>Net amount<br/>recognized in the<br/>statement of<br/>financial position<sup>1</sup></u> | <u>Other offsetting<br/>agreements<sup>2</sup></u> | <u>Total net amount</u> |
| Derivative assets        | 391                     | 391   | (381)  | 10                      |
| Derivative liabilities   | (5 492)                 | (5 492)   | 381  | (5 111)                 |

  

|                          | <u>31 December 2021</u> |   |  |                         |
|--------------------------|-------------------------|---|--|-------------------------|
| <u>Million US dollar</u> | <u>Gross amount</u>     | <u>Net amount<br/>recognized in the<br/>statement of<br/>financial position<sup>1</sup></u> | <u>Other offsetting<br/>agreements<sup>2</sup></u> | <u>Total net amount</u> |
| Derivative assets        | 670                     | 670   | (651)  | 19                      |
| Derivative liabilities   | (5 886)                 | (5 886)   | 651  | (5 235)                 |

<sup>1</sup> Net amount recognized in the statement of financial position after taking into account offsetting agreements that meet the offsetting criteria as per IFRS rules.

<sup>2</sup> Other offsetting agreements include collateral and other guarantee instruments, as well as offsetting agreements that do not meet the offsetting criteria as per IFRS rules.

## 28. Collateral and contractual commitments for the acquisition of property, plant and equipment, loans to customers and other

| <u>Million US dollar</u>  | <u>31 December 2022</u> | <u>31 December 2021</u> |
|---|-------------------------|-------------------------|
| Collateral given for own liabilities                              | 306                     | 310                     |
| Contractual commitments to purchase property, plant and equipment | 538                     | 449                     |
| Contractual commitments to acquire loans to associates/customers  | 72                      | 142                     |
| Other commitments   | 1 800                   | 1 943                   |

The collateral given for own liabilities of 306m US dollar as at 31 December 2022 contains 189m US dollar cash guarantees (31 December 2021: 310m US dollar collateral given for own liabilities contained 168m US dollar of cash guarantees). Such cash deposits are a customary feature associated with litigations in Brazil: in accordance with Brazilian laws and regulations a company may or must (depending on the circumstances) place a deposit with a bank designated by the court or provide other security such as collateral on property, plant and equipment, insurance guarantees or letters of guarantees. With regard to judicial cases, AB InBev has made the appropriate provisions in accordance with IAS 37 *Provisions, Contingent Liabilities and Contingent Assets* – see also Note 25 *Provisions*. In the company's statement of financial position, the cash guarantees are presented as part of other receivables – see Note 19 *Trade and other receivables*. The legal proceedings covered by insurance guarantees and letters of guarantee issued by the company are disclosed in Note 29 *Contingencies*. The remaining part of collateral given for own liabilities of 117m US dollar as at 31 December 2022 (31 December 2021: 142m US dollar) contains collateral on AB InBev's property in favor of the excise tax authorities, the amount of which is determined by the level of the monthly excise taxes due, inventory levels and transportation risk, and collateral on its property, plant and equipment with regard to outstanding loans. To the extent that AB InBev would not respect its obligations under the related outstanding contracts or would lose the pending judicial cases, the collateralized assets would be used to settle AB InBev's obligations.

AB InBev has entered into commitments to purchase property, plant and equipment for 538m US dollar at 31 December 2022 (31 December 2021: 449m US dollar).

In a limited number of countries AB InBev has committed itself to acquire loans to associates/customers from banks at their notional amount if the associates/customers do not respect their reimbursement commitments towards the banks. The total outstanding amount of such loans is 72m US dollar at 31 December 2022 (31 December 2021: 142m US dollar).

Other commitments amount to 1 800m US dollar at 31 December 2022 and mainly cover guarantees given to pension funds, rental and other guarantees (31 December 2021: 1 943m US dollar).

In order to fulfil AB InBev's commitments under various outstanding stock option plans, AB InBev entered into stock lending arrangements for up to 30 million of its own ordinary shares. AB InBev will pay any dividend equivalent, after tax in respect of the loaned securities. This payment will be reported through equity as dividend. As of 31 December 2022, 30 million loaned securities were used to fulfil stock option plan commitments.

As at 31 December 2022, the M&A related commitments existed as discussed below.

### ***Cervecería Nacional Dominicana S.A. (“CND”)***

As part of the 2012 shareholders agreement between Ambev and E. León Jimenes S.A. (“ELJ”), following the acquisition of Cervecería Nacional Dominicana S.A. (“CND”), a put and call option is in place which may result in Ambev acquiring additional shares in CND. In January 2018 Ambev increased its participation in CND from 55% to 85%. As of 31 December 2022, the put option for the remaining shares held by ELJ was valued 0.6 billion US dollar (31 December 2021: 0.6 billion US dollar). The corresponding liability is presented as a non-current liability and recognized as a deferred consideration on acquisitions at fair value in “level 3” category. See also note 27 *Risks arising from financial instruments*.

## 29. Contingencies

The company has contingencies for which, in the opinion of management and its legal counsel, the risk of loss is possible but not probable and therefore no provisions have been recorded. Due to their nature, such legal proceedings and tax matters involve inherent uncertainties including, but not limited to, court rulings, negotiations between affected parties and governmental actions, and as a consequence AB InBev's management cannot at this stage estimate the likely timing of resolution of these matters. The most significant contingencies are discussed below. Amounts have been converted to US dollar at the closing rate of the respective period.

### **AMBEV TAX MATTERS**

As of 31 December 2022 and 31 December 2021, AB InBev's material tax proceedings are related to Ambev and its subsidiaries. Estimates of amounts of possible loss are as follows:

| <u>Million US dollar</u>           | <u>31 December 2022</u> | <u>31 December 2021</u> |
|------------------------------------|-------------------------|-------------------------|
| Income tax and social contribution | 11 586                  | 9 723                   |
| Value-added and excise taxes       | 4 965                   | 4 285                   |
| Other taxes                        | 854                     | 663                     |
|                                    | <u>17 405</u>           | <u>14 671</u>           |

The most significant tax proceedings of Ambev are discussed below.

The company and its subsidiaries have insurance guarantees and letters of guarantee for certain legal proceedings, which are presented as guarantees in civil, labor and tax proceedings.

## **INCOME TAX AND SOCIAL CONTRIBUTION**

### *Foreign Earnings*

Since 2005, Ambev and certain of its subsidiaries have been receiving assessments from the Brazilian Federal Tax Authorities relating to the profits of its foreign subsidiaries. The cases are being challenged at both the administrative and judicial levels of the courts in Brazil.

The administrative proceedings have resulted in partially favorable decisions, most of which are still subject to review by the Administrative Court. In August 2022, the Upper Administrative Court rendered favorable decisions to Ambev on two cases related to the taxation of profits of foreign subsidiaries, one of which recognized the application of the double tax treaty signed by Brazil to mitigate such taxation; both of these decisions are final. In October 2022, the Lower Administrative Court rendered a favorable decision to Ambev on a third related case. Ambev is awaiting formal notification of this decision to analyze its content and any applicable legal motions or appeals. In the judicial proceedings, Ambev has received favorable injunctions that suspend the enforceability of the tax credit, as well as favorable first level decisions, which remain subject to review by the second-level judicial court.

The updated assessed amount related to this uncertain tax position as of 31 December 2022 is approximately 7.3 billion Brazilian real (1.4 billion US dollar) and Ambev has not recorded any provisions in connection therewith as it considers the chance of loss to be possible. For proceedings where it considers the chance of loss to be probable, Ambev has recorded a provision in the total amount of 58 million Brazilian real (11 million US dollar).

### *Goodwill InBev Holding*

In December 2011, Ambev received a tax assessment related to the goodwill amortization in calendar years 2005 to 2010 resulting from the InBev Holding Brasil S.A. merger with Ambev. At the administrative level, Ambev received partially favorable decisions at both the Lower and Upper Administrative Court. Ambev filed judicial proceedings to discuss the unfavorable portion of the decisions of the Lower and the Upper Administrative Court and requested injunctions to suspend the enforceability of the remaining tax credit, which were granted.

In June 2016, Ambev received a new tax assessment charging the remaining value of the goodwill amortization in calendar years 2011 to 2013 and filed a defense. Ambev received partially favorable decisions at the first level administrative court and Lower Administrative Court. Ambev filed a Special Appeal which was partially admitted and awaits judgment by the Upper Administrative Court. For the unfavorable portion of the decision which became final at the administrative level, Ambev filed a judicial proceeding requesting an injunction to suspend the enforceability of the remaining tax credit, which was granted.

The updated assessed amount related to this uncertain tax position as of 31 December 2022 is approximately 11.1 billion Brazilian real (2.1 billion US dollar) and Ambev has not recorded any provisions for this matter as it considers the chances of loss to be possible. In the event Ambev is required to pay these amounts, AB InBev will reimburse the amount proportional to the benefit received by AB InBev pursuant to the merger protocol as well as the related costs.

### *Goodwill Beverage Associate Holding (BAH)*

In October 2013, Ambev received a tax assessment related to the goodwill amortization in calendar years 2007 to 2012 resulting from the merger of Beverage Associates Holding Limited (“BAH”) into Ambev. The decision from the first level administrative court was unfavorable to Ambev. Ambev filed an appeal to the Lower Administrative Court against the decision, which was partially granted. Ambev and the tax authorities filed Special Appeals to the Upper Administrative Court. In July 2022, the Upper Administrative Court rendered a partially favorable decision to Ambev. The decision did not recognize the Special Appeal filed by the tax authorities, thereby preserving the portion of the decision rendered by the Lower Administrative Court that was favorable to Ambev with respect to the qualified penalties applied and the statute of limitation for one of the calendar years under discussion; this portion of the decision is final. In January 2023, Ambev filed a judicial proceeding to appeal the unfavorable portion of the decision.

In April and August 2018, Ambev received new tax assessments charging the remaining value of the goodwill amortization in calendar years 2013 to 2014 and filed defenses. In April 2019, the first level administrative court rendered unfavorable decisions to Ambev. As a result thereof, Ambev appealed to the Lower Administrative Court. In November and December 2019, Ambev received partially favorable decisions at the Lower Administrative Court. Ambev and the tax authorities filed Special Appeals to the Upper Administrative Court. The Special Appeals filed in both tax assessments are awaiting judgment by the Upper Administrative Court.

The updated assessed amount related to this uncertain tax position as of 31 December 2022 is approximately 2.2 billion Brazilian real (0.4 billion US dollar). Ambev has not recorded any provisions for this matter as it considers the chance of loss to be possible.

#### *Goodwill CND Holdings*

In November 2017, Ambev received a tax assessment related to the goodwill amortization in calendar years 2012 to 2016 resulting from the merger of CND Holdings into Ambev. The decision from the first level administrative court was unfavorable to Ambev. Ambev filed an appeal to the Lower Administrative Court. In February 2020, the Lower Administrative Court rendered a partially favorable decision. Ambev and the tax authorities filed Special Appeals to the Upper Administrative Court. The Special Appeal filed by Ambev was partially admitted and is awaiting judgment.

In October 2022, Ambev received a new tax assessment charging the remaining value of the goodwill amortization in calendar year 2017. Ambev has filed a defense and awaits judgment by the first level administrative court.

The updated assessed amount related to this uncertain tax position as of 31 December 2022 is approximately 1.3 billion Brazilian real (0.2 billion US dollar). Ambev has not recorded any provisions for this matter as it considers the chances of loss to be possible.

#### *Goodwill MAG*

In December 2022, CRBS S.A (a subsidiary of Ambev) received a tax assessment related to the goodwill amortization in calendar years 2017 to 2020, resulting from the merger of RTD Barbados into CRBS. Ambev filed a defense in January 2023, and awaits judgement by the first level administrative court.

The updated assessed amount as of 31 December 2022 is approximately 0.3 billion Brazilian real (0.1 billion US dollar). Ambev has not recorded any provisions for this matter as it considers the chance of loss to be possible.

Ambev has continued to take the same deductions for the calendar years following the assessed periods (2021 to February 2022). Therefore, if Ambev receives similar tax assessments for this period, Ambev management believes the outcome would be consistent with the already assessed periods.

#### *Disallowance of financial expenses*

In 2015, 2016 and 2020, Ambev received tax assessments related to the disallowance of alleged non-deductible expenses and the deduction of certain losses mainly associated to financial investments and loans. Ambev presented defenses and, in November 2019, received a favorable decision at the first level administrative court regarding the 2016 case, which is subject to mandatory review by the Lower Administrative Court. In June 2021, Ambev received a partially favorable decision for the 2020 case at the first level administrative court and filed an appeal to the Lower Administrative Court. The favorable portion of the decision is also subject to mandatory review by the Lower Administrative Court. In June 2022, Ambev received a partially favorable decision at the first level administrative court regarding the 2015 case and filed an appeal to the Lower Administrative Court. The favorable portion of the decision is also subject to mandatory review by the Lower Administrative Court.

The updated assessed amount related to this uncertain tax position as of 31 December 2022 is approximately 5.2 billion Brazilian real (1.0 billion US dollar). Ambev has not recorded any provisions for this matter as it considers the chance of loss to be possible.

#### *Disallowance of tax paid abroad*

Since 2014, Ambev has been receiving tax assessments from the Brazilian Federal Tax Authorities, for calendar years as of 2007, related to the disallowance of deductions associated with alleged unproven taxes paid abroad by its subsidiaries and has been filing defenses. The cases are being challenged at both the administrative and judicial levels. In November 2019, the Lower Administrative Court rendered a favorable decision to Ambev in one of the cases (related to the 2010 tax period), which became definitive.

In January 2020, the Lower Administrative Court rendered unfavorable decisions regarding four of these assessments related to the periods of 2015 and 2016. In these cases, Ambev filed Special Appeals to the Upper Administrative Court which are pending judgment. With respect to the cases related to the periods of 2015 and 2016, tax assessments were

filed to charge isolated fines due to the lack of monthly prepayments of income tax as a result of allegedly undue deductions of taxes paid abroad. In 2021, Ambev received unfavorable decisions from the first level administrative court in two of these assessments with respect to the 2015 and 2016 isolated fine cases, and filed appeals in connection therewith, which are pending judgment by the Lower Administrative Court. In 2022, Ambev received an unfavorable decision from the first level administrative court in the second assessment related to the 2016 isolated fine case, and filed an appeal in connection therewith which awaits judgment by the Lower Administrative Court. In October 2022, Ambev received a new tax assessment charging such isolated fine related to calendar year 2017. Ambev has filed a defense in this case, and awaits judgment by the first level administrative court.

The other cases are still awaiting final decisions at both administrative and judicial courts.

The updated assessed amount as of 31 December 2022 is approximately 12.6 billion Brazilian real (2.4 billion US dollar). Ambev has not recorded any provisions for this matter as it considers the chance of loss to be possible.

The company has continued to take the same deductions for the calendar years following the assessed periods (the 2018 to 2022 calendar years). Therefore, if Ambev receives similar tax assessments for this period, Ambev management believes the outcome would be the same as those tax years already assessed.

In addition, Ambev has been charged isolated fines due to the non-recognition of tax offsets. The constitutionality of this penalty is under review at the Supreme Court of Justice. The updated assessed amount as of 31 December 2022 is approximately 1.2 billion Brazilian real (0.2 billion US dollar). Ambev has not recorded any provisions for this matter as it considers the chance of loss to be possible.

#### *Presumed Profit*

In April 2016, Arosuco (a subsidiary of Ambev) received a tax assessment regarding the use of the “presumed profit” method for the calculation of income tax and the social contribution on net profits instead of the “real profit” method. In September 2017, Arosuco received an unfavorable first level administrative decision and filed an appeal. In January 2019, the Lower Administrative Court rendered a favorable decision to Arosuco, which became definitive.

In March 2019, Arosuco received a new tax assessment regarding the same subject and filed a defense. In October 2019, Arosuco received an unfavorable first level administrative decision and filed an appeal which is pending judgment.

The updated assessed amount related to this uncertain tax position as of 31 December 2022 is approximately 0.6 billion Brazilian real (0.1 billion US dollar). Arosuco has not recorded any provisions for this matter as it considers the chance of loss to be possible.

#### *Deductibility of IOC expenses*

In 2013, as approved in a Shareholders Meeting, Ambev implemented a corporate restructuring with the purpose of simplifying its corporate structure and converting into a single class of shares company, among other factors. One of the steps of such restructuring involved a contribution of shares followed by the merger of shares of its controlled entity, Companhia de Bebidas das Américas, into Ambev. As one of the results of such restructuring, the counterpart register of the positive difference between the value of shares issued for the merger and the net equity value of its controlled entity’s share was accounted, as per IFRS 10/CPC 36 and ICPC09, in an equity account of Ambev referred to as carrying value adjustment.

In November 2019, Ambev received a tax assessment from the Brazilian Federal Tax Authorities related to the interest on capital (“IOC”) deduction in 2014. The assessment refers primarily to the accounting and corporate effects of the restructuring carried out by Ambev in 2013 and the impact on the increase in the deductibility of IOC expenses. In August 2020, Ambev received a partially favorable decision at the first level administrative court and filed an Appeal to the Lower Administrative Court, which awaits judgement. The favorable portion of the decision is subject to mandatory review by the Lower Administrative Court.

In December 2020, Ambev received a new tax assessment related to the deduction of the IOC in 2015 and 2016. The defense against such new tax assessment was filed by Ambev in January 2021. In June 2021, Ambev received a partially favorable decision and filed an appeal to the Lower Administrative Court, which also awaits judgment. Similar to the first tax assessment, the favorable portion of the decision is also subject to mandatory review by the Lower Administrative Court.

In December 2022, Ambev received a new tax assessment related to the deduction of the IOC in 2017. The defense against this new tax assessment was filed by Ambev in January 2023, which is pending judgment by the first level administrative court.

The updated assessed amount as of 31 December 2022 is approximately 13.8 billion Brazilian real (2.6 billion US dollar). Ambev has not recorded any provisions for this matter as it considers the chance of loss to be possible.

The uncertain tax position continued to be adopted by Ambev as it also distributed or accrued IOC in the years following the assessed period (2018-2022) and deducted such amounts from its Corporate Income Taxes taxable basis (2018-2022). Therefore, in a scenario where the IOC deductibility would also be questioned for the period after 2017, on the same basis and arguments as the aforementioned tax assessments, Ambev management estimates that the outcome of such potential further assessments would be consistent with the already assessed periods.

#### *Disallowance on Income Tax deduction*

In January 2020, Arosuco, a subsidiary of Ambev, received a tax assessment from the Brazilian Federal Tax Authorities regarding the disallowance of the income tax reduction benefit provided for in Provisional Measure No. 2199-14/2001, for calendar years 2015 to 2018, and an administrative defense was filed. In October 2020, the first level administrative court rendered an unfavorable decision to Arosuco. Arosuco filed an appeal against the aforementioned decision and awaits judgment by the Lower Administrative Court. The updated assessed amount as of 31 December 2022 is approximately 2.3 billion Brazilian real (0.4 billion US dollar). Ambev has not recorded any provisions for this matter as it considers the chance of loss to be possible.

This uncertain tax position continued to be applied by the Company impacting calendar years following those assessed (2019-2022) in which it benefited from the income tax reduction provided for in Provisional Measure No. 2199-14/2001. In a scenario Arosuco is questioned on this matter for future periods, on the same basis and arguments as the aforementioned tax assessment, Arosuco management estimates that the outcome of such potential further assessments would be consistent to the already assessed periods.

#### *Tax Loss Offset*

Ambev and certain of its subsidiaries received a number of assessments from the Brazilian Federal Tax Authorities relating to the offset of tax losses carried forward in the context of business combinations.

In February 2016, the Upper Administrative Court ruled unfavorably to Ambev in two of these cases, following which Ambev filed judicial proceedings. In September 2016, Ambev received a favorable first level decision in one of the judicial claims which was confirmed by the second-level judicial court in December 2022. This decision is subject to appeal by the tax authorities. In March 2017, Ambev received an unfavorable first level decision with respect to the second judicial case and filed an appeal, which is pending judgment by the second-level judicial court.

There is a third case being challenged at the administrative level in which an unfavorable decision was rendered to Ambev by the Lower Administrative Court in June 2019. Ambev has appealed this decision and awaits judgment by the Upper Administrative Court.

The amount related to this uncertain tax position as of 31 December 2022 is approximately 0.5 billion Brazilian real (0.1 billion US dollar). Ambev has not recorded any provisions for this matter as it considers the chance of loss to be possible.

### **ICMS VALUE ADDED TAX, EXCISE TAX (“IPI”) AND TAXES ON NET SALES**

#### *Manaus Free Trade Zone – IPI / Social contributions*

In Brazil, goods manufactured within the Manaus Free Trade Zone intended for remittance elsewhere in Brazil are exempt and/ or zero-rated from excise tax (“IPI”) and social contributions (“PIS/COFINS”). With respect to IPI, Ambev’s subsidiaries have been registering IPI presumed tax credits upon the acquisition of exempted goods manufactured therein. Since 2009, Ambev has been receiving a number of tax assessments from the Brazilian Federal Tax Authorities relating to the disallowance of such credits.

Ambev and its subsidiaries have also been receiving charges from the Brazilian Federal Tax Authorities in relation to (i) federal taxes allegedly unduly offset with the disallowed presumed IPI excise tax credits that are under discussion in these proceedings and (ii) PIS/COFINS amounts allegedly due on Arosuco’s remittance to Ambev subsidiaries.

In April 2019, the Federal Supreme Court (“STF”) announced its judgment on Extraordinary Appeal No. 592.891/SP and 596.614/SP, with binding effects, deciding on the rights of taxpayers registering IPI excise tax presumed credits on acquisitions of raw materials and exempted inputs originating from the Manaus Free Trade Zone. As a result of this decision, Ambev reclassified part of the amounts related to the IPI cases as remote losses maintaining as possible losses only issues related to other additional discussions that were not included in the analysis of the STF. The cases are being challenged at both the administrative and judicial levels.

Ambev management estimates the possible loss related to these assessments to be approximately 5.9 billion Brazilian real (1.1 billion US dollar) as of 31 December 2022. Ambev has not recorded any provision in connection therewith.

In addition, Ambev and its subsidiaries have been charged isolated fines due to the non-recognition of tax offsets. The constitutionality of this penalty is under review at the Supreme Court of Justice. The updated assessed amount as of 31 December 2022 is approximately 0.2 billion Brazilian real (0.1 billion US dollar). Ambev has not recorded any provisions for this matter as it considers the chance of loss to be possible.

#### *IPI Suspension*

In 2014 and 2015, Ambev received tax assessments from the Brazilian Federal Tax Authorities relating to IPI allegedly due over remittances of manufactured goods to other related factories. The cases are being challenged at both the administrative and judicial levels. In 2020, Ambev received a final partially favorable decision at the administrative level in one of the cases. In July 2022, Ambev received the first judicial decision on this matter; the decision was unfavorable to Ambev and it has filed an appeal.

In October 2022, the Upper Administrative Court rendered a partially favorable decision to Ambev in one of the cases related to this matter. Ambev awaits formal notification of this decision to assess whether any portion of the tax assessment may be challenged at the judicial level.

Ambev management estimates the possible loss related to these assessments to be approximately 1.7 billion Brazilian real (0.3 billion US dollar) as of 31 December 2022. Ambev has not recorded any provision in connection therewith.

#### *ICMS tax credits*

Ambev is currently challenging tax assessments issued by the states of São Paulo, Rio de Janeiro, Minas Gerais, among others, questioning the legality of ICMS tax credits arising from transactions with companies that have tax incentives granted by other states. The cases are being challenged at both the administrative and judicial level of the courts. On August 2020, the STF issued a binding decision (Extraordinary Appeal No. 628.075) ruling that tax credits granted by the states in the context of the ICMS tax war shall be considered unlawful. The decision also recognized that the states should abide by the tax incentives validation process provided for in Complementary Law No. 160/17. This decision became final (and no longer subject to appeal) in December 2021 and it does not change the likelihood of loss in Ambev's tax assessments. With respect to the assessments issued by the State of São Paulo, Ambev received unfavorable decisions at the second administrative level in April, May and June 2022. In these cases, Ambev has filed appeals to the second administrative level.

Ambev management estimates the possible losses related to these assessments to be approximately 1.7 billion Brazilian real (0.3 billion US dollar) as of 31 December 2022. Ambev has not recorded any provision in connection therewith.

In addition, in 2018 and 2021, Ambev received tax assessments from the States of Rio Grande do Sul and São Paulo charging alleged differences in ICMS due to the disallowance of credits arising from transactions with suppliers located in the Manaus Free Trade Zone. With regard to the assessment issued by the State of Rio Grande do Sul, Ambev received a favourable judgment at the second administrative level in February 2022, which is still subject to appeal by tax authorities. With respect to the assessments issued by the State of São Paulo, Ambev received unfavourable judgments at the first administrative level in May and June 2022. In these cases, Ambev has filed appeals to the second administrative level. Ambev management estimates the possible losses related to these assessments to be approximately 0.7 billion Brazilian real (0.1 billion US dollar) as of 31 December 2022.

#### *ICMS-ST Trigger*

Over the years, Ambev has received tax assessments to charge supposed ICMS differences considered due when the price of the products sold by Ambev is above the fixed price table basis established by the relevant states, cases in which the state tax authorities understand that the calculation basis should be based on a value-added percentage over the actual prices and not the fixed table price. Ambev is currently challenging those charges before the courts. The cases are being challenged at both the administrative and judicial levels.

Ambev management estimates the total possible loss related to this issue to be approximately 9.3 billion Brazilian real (1.8 billion US dollar) as of 31 December 2022. Ambev has not recorded any provisions for this matter as it considers the chance of loss to be possible.

## **SOCIAL CONTRIBUTIONS**

Since 2015, Ambev has received tax assessments issued by the Brazilian Federal Tax Authorities relating to PIS/COFINS amounts allegedly due over bonus products granted to its customers. The cases are being challenged at both the administrative and judicial levels of the courts. In 2019 and 2020, Ambev received final favorable decisions at the administrative level in some of these cases and favorable decisions in other cases that are still subject to review. At the judicial level, one case is pending decision by the second level judicial court after the first level judicial court rendered an unfavorable decision to Ambev.



Ambev management estimates the possible loss related to these assessments to be approximately 1.6 billion Brazilian real (0.3 billion US dollar) as of 31 December 2022. Ambev has not recorded any provisions for this matter as it considers the chance of loss to be possible.

#### **AB INBEV'S TANZANIA TAX MATTERS**

Tanzania Breweries Limited (“TBL”), a subsidiary of AB InBev in Tanzania, received a tax assessment for 850 billion Tanzanian shillings (0.4 billion US dollar) related to income tax on the alleged capital gain derived from the change in underlying ownership of TBL which the Tanzania Revenue Authority claims was more than 50% following the 2016 combination of SAB and AB InBev. TBL filed an appeal to the Tax Revenue Appeals Board. TBL believes that the assessment is without merit and will vigorously defend against the assessment. No related provision has been made.

#### **AB INBEV'S SOUTH AFRICA TAX MATTERS**

The South African Revenue Service (“SARS”) conducted an audit of AB InBev’s South African subsidiary, the South African Breweries (Pty) Ltd. (“SAB”), in relation to the 2017 repurchase of SAB’s equity stake in Coca-Cola Beverages Africa (Pty) Ltd (“CCBA”), the Coca-Cola bottling business in Africa, by CCBA. The preliminary audit finding claims that SAB owes 6.3 billion South African Rand (0.4 billion US dollar) in taxes, in addition to potential penalties and interest, which are unspecified but may be significant as a proportion of the total. SAB contests both claims and has responded to the preliminary audit finding. SAB intends to object to any assessment issued, but may be required to secure or pre-pay some or all of the taxes assessed, pending the outcome of SAB’s challenge and any appeal. No related provision has been made.

#### **AB INBEV'S AUSTRALIAN BUSINESS TAX MATTERS**

In 2019, SAB Australia Pty Limited (“SAB Australia”), a subsidiary of AB InBev, received amended tax assessments for 0.4 billion Australian dollar (0.3 billion US dollar) related to the interest deductions of SAB’s acquisition of the Foster’s group (the “Foster’s acquisition”), following an audit of the 2012 to 2014 income tax years. In June 2022, AB InBev reached a settlement with the Australian tax authorities that resolved the pre-transaction income tax liabilities, resulting in a payment of 0.1 billion Australian dollar (0.1 billion US dollar). The disposal of the Australian business on 1 June 2020 included an indemnity by AB InBev for all pre-transaction tax liabilities.

#### **OTHER TAX MATTERS**

In February 2015, the European Commission opened an in-depth state aid investigation into the Belgian excess profit ruling system. On 11 January 2016, the European Commission adopted a negative decision finding that the Belgian excess profit ruling system constitutes an aid scheme incompatible with the internal market and ordering Belgium to recover the incompatible aid from a number of aid beneficiaries. The Belgian authorities contacted the companies that had benefitted from the system and advised each company of the amount of incompatible aid that is potentially subject to recovery. The European Commission’s decision was appealed to the European Union’s General Court by Belgium on 22 March 2016 and by AB InBev on 12 July 2016. On 14 February 2019, the European General Court concluded that the Belgian excess profit ruling system does not constitute an aid scheme. The European Commission appealed the judgment to the European Court of Justice. The public hearing in the framework of the appeal proceedings took place on 24 September 2020 and AB InBev was heard as an intervening party.

On 3 December 2020, the Advocate General (AG) of the European Court of Justice presented her non-binding opinion on the appeal procedure related to the 11 January 2016 opening decision, stating that, contrary to the 14 February 2019 judgment of the European General Court, the Belgian excess profit ruling system would fulfil the legal requirements for an “aid scheme”. In the initial European General Court judgment, the court limited itself to finding the Belgian excess profit rulings were not an “aid scheme”, but did not consider whether they constituted State aid. Consequently, the AG advised the European Court of Justice to refer the case back to the European General Court to review whether the Belgian excess profit rulings constitute State aid. On 16 September 2021, the European Court of Justice agreed with the AG and concluded that the excess profit ruling system constitutes an aid scheme and set aside the judgment of the European General Court. The case has been referred back to the European General Court to decide whether the Belgian excess profit ruling system constitutes illegal State aid as well as the other remaining open issues in the appeal, where it remains ongoing along with other pending appeals related to the matter.

Following the initial annulment of the European Commission’s decision by the European General Court in 2019, the European Commission opened new state aid investigations into the individual Belgian tax rulings, including the one issued to AB InBev in September 2019, to remedy the concerns that had led to the annulment. These investigations relate to the same rulings that were the subject of the European Commission’s decision issued on 11 January 2016. AB InBev has filed its observations in respect of the opening decisions with the European Commission. On 28 October 2021, the European Commission stayed the new state aid investigations into the individual Belgian tax rulings pending final resolution of the case.

In addition, the Belgian tax authorities have also questioned the validity and the actual application of the excess profit ruling that was issued in favor of AB InBev and have refused the actual tax exemption which it confers. AB InBev has filed a court claim against such decision before the Brussels court of first instance which ruled in favor of AB InBev on 21 June 2019, and again on 9 July 2021 for subsequent years. The Belgian tax authorities appealed both judgments.

In January 2019, AB InBev deposited 68 million euro (72 million US dollar) on a blocked account. Depending on the final outcome of the European Court procedures on the Belgian excess profit ruling system, as well as the pending Belgian court cases, this amount will either be slightly modified, or released back to the company or paid over to the Belgian State. In connection with the European Court procedures, AB InBev recognized a provision of 68 million euro (72 million US dollar) in 2020.

### CERBUCO BREWING ARBITRATION

Cerbuco Brewing Inc., (“Cerbuco”) a Canadian subsidiary of Ambev, owns a 50% equity ownership in Cerveceria Bucanero S.A. (“Bucanero”), a joint venture in Cuba. In 2021, Cerbuco initiated an arbitration proceeding at the International Chamber of Commerce (“ICC”), relating to the potential breach of certain obligations relating to the joint venture, with the terms of reference being formally executed in 2022. Depending on the outcome of the arbitration, there may be an impact on Cerbuco’s rights. As a result, Ambev’s ability to continue consolidating Bucanero into its financial statements may also be affected. The financial impact has not yet been ascertained, as it depends on the outcome of the arbitration.

### WARRANTS

Certain holders of warrants issued by Ambev in 1996 for exercise in 2003 proposed lawsuits to subscribe correspondent shares for an amount lower than Ambev considers as established upon the warrant issuance. In case Ambev loses the totality of these lawsuits, the issuance of 172,831,574 shares would be necessary. Ambev would receive in consideration funds that are materially lower than the current market value. This could result in a dilution of about 1% to all Ambev shareholders. Furthermore, the holders of these warrants are claiming that they should receive the dividends relative to these shares since 2003, approximately 1.2 billion Brazilian real (0.2 billion US dollar) in addition to legal fees. Ambev disputes these claims and intends to continue to vigorously defend these cases. All six lawsuits were ruled favorably to Ambev by the Superior Court of Justice (“STJ”). Three cases were dismissed by the STJ’s Special Court and the plaintiffs’ appeals were denied by the Brazilian Supreme Court (“STF”). The plaintiffs filed an appeal for further review by the STF chamber, which was denied by the STF chamber in a unanimous ruling. The fourth case was ruled favorably to Ambev by the STJ’s Special Court and the judgment became final. The fifth case was remitted to the STJ’s lower court for a new judgment and the sixth case was ruled favorably to Ambev and the decision became final. Considering all of these facts, Ambev and its external counsels strongly believe that the chance of loss in these cases is remote.

### 30. Non-controlling interests

As at 31 December 2022 and 2021, material non-controlling interests relate to Ambev, a Brazilian listed subsidiary in which AB InBev has 61.77% ownership, and Budweiser APAC, an Asia Pacific listed subsidiary in which AB InBev has 87.22% ownership. The tables below provide summarized information derived from the consolidated financial statements of Ambev and Budweiser APAC as of 31 December 2022 and 2021 and for the years ended 31 December 2022, 2021 and 2020 in accordance with IFRS.

Summarized financial information of Ambev and Budweiser APAC, in which the company has material non-controlling interests, is as follows:

| Million US dollar   | Ambev            |                  | Budweiser APAC   |                  |
|---|------------------|------------------|------------------|------------------|
|   | 31 December 2022 | 31 December 2021 | 31 December 2022 | 31 December 2021 |
| <b>Summarized statement of financial position information</b> |                  |                  |                  |                  |
| Current assets  | 7 248            | 6 922            | 3 606            | 3 161            |
| Non-current assets  | 19 193           | 17 915           | 12 390           | 13 464           |
| Current liabilities   | 7 770            | 6 965            | 4 414            | 4 691            |
| Non-current liabilities                                       | 2 700            | 2 817            | 748              | 851              |
| Equity attributable to equity holders                         | 15 707           | 14 809           | 10 765           | 11 013           |
| Non-controlling interests                                     | 263              | 246              | 69               | 70               |

| Million US dollar   | Ambev        |              |            | Budweiser APAC |            |            |
|---|--------------|--------------|------------|----------------|------------|------------|
|   | 2022         | 2021         | 2020       | 2022           | 2021       | 2020       |
| <b>Summarized income statement and other comprehensive income information</b> |              |              |            |                |            |            |
| Revenue   | 15 434       | 13 570       | 11 373     | 6 478          | 6 788      | 5 588      |
| Net income  | 2 883        | 2 444        | 2 286      | 949            | 981        | 537        |
| <b>Attributable to:</b>   |              |              |            |                |            |            |
| Equity holders  | 2 800        | 2 360        | 2 217      | 913            | 950        | 514        |
| Non-controlling interests   | 84           | 84           | 69         | 36             | 31         | 23         |
| Net income  | 2 883        | 2 444        | 2 286      | 949            | 981        | 537        |
| Other comprehensive income  | (1 300)      | 629          | 1 467      | (812)          | (289)      | 635        |
| Total comprehensive income  | 1 584        | 3 074        | 3 753      | 137            | 692        | 1 172      |
| <b>Attributable to:</b>   |              |              |            |                |            |            |
| Equity holders  | 1 517        | 2 970        | 3 647      | 105            | 660        | 1 147      |
| Non-controlling interests   | 67           | 104          | 106        | 32             | 32         | 25         |
| <b>Summarized cash flow information</b>                                       |              |              |            |                |            |            |
| Cash flow from operating activities   | 3 997        | 4 266        | 3 673      | 1 577          | 1 903      | 1 301      |
| Cash flow from investing activities   | (969)        | (1 441)      | (1 325)    | (440)          | (731)      | (572)      |
| Cash flow from financing activities   | (3 164)      | (2 988)      | (1 676)    | (500)          | (464)      | (432)      |
| <b>Net increase/(decrease) in cash and cash equivalents</b>                   | <b>(136)</b> | <b>(163)</b> | <b>673</b> | <b>637</b>     | <b>708</b> | <b>297</b> |

Dividends paid by Ambev and its subsidiaries to non-controlling interests (i.e., to entities outside the AB InBev Group) amounted to 1.0 billion US dollar, 0.8 billion US dollar and 0.7 billion US dollar for 2022, 2021 and 2020, respectively. In 2022, Budweiser APAC and its subsidiaries paid a final dividend related to the financial year 2021 to non-controlling interests amounting to 83m US dollar (2021: 67m US dollar; 2020: 59m US dollar).

On 31 December 2020, the company completed the issuance of a 49.9% minority stake in its US-based metal container operations to Apollo Global Management, Inc. (“Apollo”) for net proceeds of 3.0 billion USD. AB InBev retained operational control of its US-based metal container operations. The transaction was reported in the equity statement.

Other non-controlling interests not deemed individually material by the company mainly related to the company’s operations in Africa in association with the Castel Group (e.g., Botswana, Ghana, Mozambique, Nigeria, Tanzania, Uganda and Zambia), as well as non-controlling interests in US-based metal container operations from Apollo Global Management, Inc. (“Apollo”) and non-controlling interests recognized in respect of the company’s subsidiaries in Colombia, Ecuador and Peru.

### 31. Related parties

#### TRANSACTIONS WITH DIRECTORS AND EXECUTIVE COMMITTEE MEMBERS (KEY MANAGEMENT PERSONNEL)

AB InBev's Executive Committee members' compensation consists of short-term employee benefits (primarily salaries) and post-employment benefits from pension plans of their respective country – see also Note 23 *Pensions and similar obligations*. Key management personnel are also eligible for the company's share option; restricted stock and/or share swap program (see Note 24 *Share-based Payments*). Total directors and Executive Committee compensation included in the income statement can be detailed as follows:

| Million US dollar            | 2022      |                     | 2021      |                                  | 2020      |                     |
|------------------------------|-----------|---------------------|-----------|----------------------------------|-----------|---------------------|
|                              | Directors | Executive Committee | Directors | Executive Committee <sup>1</sup> | Directors | Executive Committee |
| Short-term employee benefits | 2         | 15                  | 2         | 24                               | 2         | 4                   |
| Termination benefits         | —         | —                   | —         | —                                | —         | 2                   |
| Share-based payment          | —         | 35                  | —         | 33                               | —         | 7                   |
|                              | <u>2</u>  | <u>50</u>           | <u>2</u>  | <u>57</u>                        | <u>2</u>  | <u>13</u>           |

Directors' compensation consists mainly of directors' fees.

During 2022, AB InBev entered into the following transactions:

- The lease of commercial premises from and the sale of malt-based beverages and beer to companies in which one of the company's Board Member had a significant influence as of 31 December 2022. The transactions happened mainly through AB InBev's subsidiary Bavaria S.A. for an aggregated consideration of approximately 33m US dollar (2021: 19m US dollar; 2020: 13m US dollar). The outstanding balance of these transactions as of 31 December 2022 amounts to 1m US dollar (31 December 2021: 3m US dollar).
- In 2021, the company acquired, through Grupo Modelo and its subsidiaries, information technology and infrastructure services for a consideration of approximately 1m US dollar (2020: 1m US dollar) from a company in which one of the company's Board Member had significant influence. In 2022, there were no such transactions.

#### JOINTLY CONTROLLED ENTITIES

Interests in joint ventures include three entities in Brazil, one in Mexico and one in Canada. None of these joint ventures are material to the company.

#### TRANSACTIONS WITH ASSOCIATES

Significant interests in associates are shown in note 16 *Investments in associates*. AB InBev's transactions with associates were as follows:

| Million US dollar   | 2022 | 2021 | 2020  |
|---------------------|------|------|-------|
| Gross profit        | (4)  | 58   | (118) |
| Current assets      | 100  | 57   | 55    |
| Current liabilities | 16   | 99   | 115   |

#### TRANSACTIONS WITH PENSION PLANS

AB InBev's transactions with pension plans mainly comprise (12)m US dollar other expense to pension plans in the US in 2022 (2021: (12)m US dollar; 2020: (12)m US dollar).

### 32. Supplemental guarantor financial information

#### European public debt

Certain debt securities issued outside the United States in reliance on Regulation S by Anheuser-Busch InBev SA/NV ("ABISA") under its Euro Medium-Term Note Programme are guaranteed by Anheuser-Busch InBev Worldwide Inc. ("ABIWW"), Anheuser-Busch InBev Finance Inc. ("ABIFI"), Anheuser-Busch Companies, LLC ("ABC"), Brandbrew S.A. ("Brandbrew"), Brandbev S.à r.l. ("Brandbev") and Cobrew NV ("Cobrew") (collectively, the "Subsidiary Guarantors"). ABISA owns, directly or indirectly, 100% of each of the Subsidiary Guarantors. The information presented below has been presented to satisfy the disclosure requirements of the United Kingdom Financial Conduct Authority.

<sup>1</sup> The 2021 Executive Committee members' compensation includes the cost reported for AB InBev's former CEO up to 30 June 2021 and the costs for the newly appointed CEO for the full year 2021.

## Summarized Financial Information

The first five columns in the table below present summarized financial information for (i) ABISA, (ii) ABIWW, (iii) ABIFI and (iv) ABC, and (v) Brandbrev, Brandbev and Cobrew. Investments in consolidated subsidiaries are presented under the equity method of accounting.

The final column presents financial information for ABISA and the Subsidiary Guarantors on a combined basis after elimination of intercompany transactions and balances among them and excluding investments in and equity in the earnings of both non- Guarantor Subsidiaries and Guarantor Subsidiaries.

| Income Statement Data<br>For the year ended 31 December 2022                 |              |              |           |               |                                   |                | Total ABISA<br>and<br>Subsidiary<br>Guarantors<br>after<br>eliminations |
|--|--------------|--------------|-----------|---------------|-----------------------------------|----------------|---|
| Million US dollar  | ABISA        | ABIWW        | ABIFI     | ABC           | Brandbrev,<br>Brandbev and Cobrew | Eliminations   |   |
| <b>Revenue - external</b>  | <b>443</b>   | —            | —         | <b>14 489</b> | —                                 | —              | <b>14 932</b>   |
| <b>Revenue from non-guarantor subsidiaries</b>                               | <b>103</b>   | —            | —         | <b>196</b>    | —                                 | —              | <b>299</b>  |
| <b>Revenue from guarantor subsidiaries</b>                                   | —            | —            | —         | <b>57</b>     | —                                 | <b>(57)</b>    | —   |
| Cost of sales - external   | (280)        | —            | —         | (6 030)       | —                                 | —              | (6 310)   |
| Cost of sales to non-guarantor subsidiaries                                  | (152)        | —            | —         | (585)         | —                                 | —              | (738)   |
| Cost of sales to guarantor subsidiaries                                      | (14)         | —            | —         | (36)          | —                                 | 51             | —   |
| <b>Gross profit</b>  | <b>99</b>    | —            | —         | <b>8 090</b>  | —                                 | <b>(6)</b>     | <b>8 183</b>  |
| Selling, general and administrative expenses - external                      | (609)        | —            | —         | (3 889)       | (3)                               | —              | (4 501)   |
| Selling, general and administrative expenses<br>(non-guarantor subsidiaries) | (4)          | —            | —         | (329)         | 7                                 | —              | (327)   |
| Selling, general and administrative expenses (guarantor<br>subsidiaries)     | 287          | 1 237        | —         | (1 535)       | 4                                 | 6              | —   |
| Other operating income/(expenses) <sup>1</sup> - external                    | 34           | —            | —         | (26)          | (1)                               | —              | 7   |
| Other operating income/(expenses) (non-guarantor<br>subsidiaries)            | 43           | —            | —         | 136           | —                                 | —              | 179   |
| Other operating income/(expenses) (guarantor<br>subsidiaries)                | 138          | (4)          | —         | (133)         | —                                 | —              | —   |
| <b>Profit/(loss) from operations</b>   | <b>(11)</b>  | <b>1 233</b> | <b>—</b>  | <b>2 315</b>  | <b>6</b>                          | <b>—</b>       | <b>3 542</b>  |
| Net finance income/(cost) <sup>1</sup> - external                            | (701)        | (1 492)      | (295)     | (984)         | 686                               | —              | (2 785)   |
| Net finance income/(cost) (non-guarantor subsidiaries)                       | 17           | (210)        | 19        | 773           | 14                                | —              | 611   |
| Net finance income/(cost) (guarantor subsidiaries)                           | 236          | 1 003        | 292       | (1 035)       | (495)                             | —              | —   |
| Income tax expense   | (15)         | (125)        | (3)       | (250)         | —                                 | —              | (393)   |
| <b>Profit/(loss)</b>   | <b>(474)</b> | <b>409</b>   | <b>12</b> | <b>818</b>    | <b>210</b>                        | <b>—</b>       | <b>975</b>  |
| Income from non-guarantor subsidiaries                                       | 5 958        | (3)          | —         | 199           | 263                               | (6 418)        | —   |
| Income from guarantor subsidiaries   | 485          | 1 018        | —         | —             | —                                 | (1 503)        | —   |
| <b>Profit of the year</b>  | <b>5 969</b> | <b>1 423</b> | <b>12</b> | <b>1 018</b>  | <b>473</b>                        | <b>(7 920)</b> | <b>975</b>  |

<sup>1</sup> Other operating income/(expenses) and Net finance income/(cost) include exceptional items.

Income Statement Data  
For the year ended 31 December 2021

| Million US dollar   | ABISA        | ABIWW        | ABIFI     | ABC           | Brandbrev,<br>Brandbev<br>and<br>Cobrew | Eliminations   | Total ABISA<br>and<br>Subsidiary<br>Guarantors<br>after<br>eliminations |
|---|--------------|--------------|-----------|---------------|---|----------------|---|
| <b>Revenue - external</b>   | <b>472</b>   | —            | —         | <b>14 104</b> | —                                       | —              | <b>14 576</b>   |
| <b>Revenue from non-guarantor subsidiaries</b>                            | <b>122</b>   | —            | —         | <b>222</b>    | —                                       | —              | <b>344</b>  |
| <b>Revenue from guarantor subsidiaries</b>                                | —            | —            | —         | <b>54</b>     | —                                       | <b>(54)</b>    | —   |
| Cost of sales - external  | (275)        | —            | —         | (5 462)       | —                                       | —              | (5 737)   |
| Cost of sales to non-guarantor subsidiaries                               | (157)        | —            | —         | (687)         | —                                       | —              | (844)   |
| Cost of sales to guarantor subsidiaries                                   | (15)         | —            | —         | (34)          | —                                       | 49             | —   |
| <b>Gross profit</b>   | <b>147</b>   | —            | —         | <b>8 197</b>  | —                                       | <b>(5)</b>     | <b>8 339</b>  |
| Selling, general and administrative expenses - external                   | (589)        | —            | —         | (3 974)       | 6                                       | —              | (4 557)   |
| Selling, general and administrative expenses (non-guarantor subsidiaries) | (17)         | —            | —         | (248)         | 12                                      | —              | (253)   |
| Selling, general and administrative expenses (guarantor subsidiaries)     | 158          | 1 313        | —         | (1 491)       | 15                                      | 5              | —   |
| Other operating income/(expenses) <sup>1</sup> - external                 | 2            | —            | —         | (191)         | —                                       | —              | (189)   |
| Other operating income/(expenses) (non-guarantor subsidiaries)            | 37           | —            | —         | 114           | —                                       | —              | 151   |
| Other operating income/(expenses) (guarantor subsidiaries)                | 42           | (5)          | —         | (37)          | —                                       | —              | —   |
| <b>Profit/(loss) from operations</b>                                      | <b>(220)</b> | <b>1 308</b> | —         | <b>2 370</b>  | <b>33</b>                               | —              | <b>3 491</b>  |
| Net finance income/(cost) <sup>1</sup> - external                         | (1 016)      | (2 088)      | (346)     | (1 484)       | 109                                     | —              | (4 825)   |
| Net finance income/(cost) (non-guarantor subsidiaries)                    | 149          | 2 025        | 60        | 713           | 817                                     | —              | 3 764   |
| Net finance income/(cost) (guarantor subsidiaries)                        | 139          | (1 314)      | 350       | 1 276         | (451)                                   | —              | —   |
| Share of result of associates and joint ventures                          | —            | —            | —         | 2             | —                                       | —              | 2   |
| Income tax expense  | (13)         | (56)         | (12)      | (296)         | —                                       | —              | (377)   |
| <b>Profit/(loss)</b>  | <b>(961)</b> | <b>(125)</b> | <b>52</b> | <b>2 581</b>  | <b>508</b>                              | —              | <b>2 055</b>  |
| Income from non-guarantor subsidiaries                                    | 4 717        | (58)         | —         | 201           | 361                                     | (5 221)        | —   |
| Income from guarantor subsidiaries  | 914          | 2 977        | —         | —             | —                                       | (3 891)        | —   |
| <b>Profit of the year</b>   | <b>4 670</b> | <b>2 794</b> | <b>52</b> | <b>2 782</b>  | <b>869</b>                              | <b>(9 112)</b> | <b>2 055</b>  |

<sup>1</sup> Other operating income/(expenses) and Net finance income/(cost) include exceptional items.

Statement of Financial Position Data  
As at 31 December 2022

| Million US dollar                     | ABISA          | ABIWW         | ABIFI        | ABC            | Brandbrev,<br>Brandbev<br>and<br>Cobrev | Eliminations     | Total ABISA<br>and<br>Subsidiary<br>Guarantors<br>after<br>eliminations |
|---------------------------------------|----------------|---------------|--------------|----------------|---|------------------|---|
| Due from non-guarantor subsidiaries   | 11 750         | 5 033         | —            | 64 009         | 18 240                                  | —                | 99 031  |
| Due from guarantor subsidiaries       | —              | 6 649         | 3 815        | 9 058          | —                                       | (19 522)         | —   |
| <b>Due from subsidiaries</b>          | <b>11 750</b>  | <b>11 682</b> | <b>3 815</b> | <b>73 067</b>  | <b>18 240</b>                           | <b>(19 522)</b>  | <b>99 031</b>   |
| Property, plant and equipment         | 32             | —             | —            | 4 406          | —                                       | —                | 4 438   |
| Goodwill and intangible assets        | 1 538          | —             | —            | 55 575         | 97                                      | —                | 57 210  |
| Investments in subsidiaries           | 112 409        | 79 331        | —            | 21 018         | 15 461                                  | (228 219)        | —   |
| Derivatives                           | —              | —             | —            | —              | 59                                      | —                | 59  |
| Other non-current assets              | —              | 240           | 10           | 21             | —                                       | —                | 270   |
| <b>Other non-current assets</b>       | <b>113 980</b> | <b>79 570</b> | <b>10</b>    | <b>81 020</b>  | <b>15 617</b>                           | <b>(228 219)</b> | <b>61 978</b>   |
| <b>Total non-current assets</b>       | <b>125 729</b> | <b>91 252</b> | <b>3 825</b> | <b>154 087</b> | <b>33 857</b>                           | <b>(247 741)</b> | <b>161 009</b>  |
| Due from non-guarantor subsidiaries   | 909            | 154           | 363          | 1 993          | 176                                     | —                | 3 595   |
| Due from guarantor subsidiaries       | 548            | 6 897         | 65           | 93             | 1 737                                   | (9 342)          | —   |
| <b>Due from subsidiaries</b>          | <b>1 457</b>   | <b>7 051</b>  | <b>428</b>   | <b>2 086</b>   | <b>1 913</b>                            | <b>(9 342)</b>   | <b>3 595</b>  |
| Inventories                           | —              | —             | —            | 939            | —                                       | —                | 939   |
| Derivatives                           | —              | —             | —            | 34             | 205                                     | —                | 239   |
| Trade and other receivables           | 166            | —             | —            | 745            | 151                                     | —                | 1 062   |
| Cash and cash equivalents             | 73             | 1             | —            | 110            | 10 659                                  | —                | 10 843  |
| Other current assets                  | 8              | 273           | —            | —              | 2                                       | —                | 284   |
| <b>Other current assets</b>           | <b>248</b>     | <b>274</b>    | <b>—</b>     | <b>1 828</b>   | <b>11 018</b>                           | <b>—</b>         | <b>13 367</b>   |
| <b>Total current assets</b>           | <b>1 705</b>   | <b>7 325</b>  | <b>428</b>   | <b>3 914</b>   | <b>12 931</b>                           | <b>(9 342)</b>   | <b>16 962</b>   |
| <b>Total equity</b>                   | <b>73 398</b>  | <b>55 459</b> | <b>380</b>   | <b>108 991</b> | <b>23 241</b>                           | <b>(228 219)</b> | <b>33 250</b>   |
| Due to non-guarantor subsidiaries     | 16 496         | 2 960         | —            | 1 851          | 3 350                                   | —                | 24 657  |
| Due to guarantor subsidiaries         | 3 815          | 9 058         | —            | 6 649          | —                                       | (19 522)         | —   |
| <b>Due to subsidiaries</b>            | <b>20 311</b>  | <b>12 018</b> | <b>—</b>     | <b>8 500</b>   | <b>3 350</b>                            | <b>(19 522)</b>  | <b>24 657</b>   |
| Interest-bearing loans and borrowings | 22 833         | 30 541        | 3 802        | 19 916         | —                                       | —                | 77 092  |
| Employee benefits                     | 3              | —             | —            | 469            | —                                       | —                | 472   |
| Deferred tax liabilities              | —              | —             | —            | 6 538          | 16                                      | —                | 6 555   |
| Derivatives                           | —              | —             | —            | —              | 184                                     | —                | 184   |
| Other non-current liabilities         | —              | —             | —            | 198            | —                                       | —                | 198   |
| <b>Other non-current liabilities</b>  | <b>22 836</b>  | <b>30 541</b> | <b>3 802</b> | <b>27 122</b>  | <b>200</b>                              | <b>—</b>         | <b>84 502</b>   |
| <b>Total non-current liabilities</b>  | <b>43 147</b>  | <b>42 559</b> | <b>3 802</b> | <b>35 622</b>  | <b>3 550</b>                            | <b>(19 522)</b>  | <b>109 159</b>  |
| Due to non-guarantor subsidiaries     | 258            | 13            | —            | 2 321          | 10 302                                  | —                | 12 894  |
| Due to guarantor subsidiaries         | 2 259          | 25            | —            | 6 951          | 106                                     | (9 342)          | —   |
| <b>Due to subsidiaries</b>            | <b>2 517</b>   | <b>38</b>     | <b>—</b>     | <b>9 272</b>   | <b>10 408</b>                           | <b>(9 342)</b>   | <b>12 894</b>   |
| Interest-bearing loans and borrowings | —              | —             | —            | 66             | —                                       | —                | 66  |
| Derivatives                           | 2              | —             | —            | 95             | 5 038                                   | —                | 5 135   |
| Bank overdrafts                       | 7 477          | —             | —            | —              | 4 509                                   | —                | 11 986  |
| Trade and other payables              | 821            | 521           | 69           | 3 911          | 41                                      | —                | 5 363   |
| Other current liabilities             | 73             | —             | 2            | 43             | —                                       | —                | 117   |
| <b>Other current liabilities</b>      | <b>8 372</b>   | <b>521</b>    | <b>71</b>    | <b>4 115</b>   | <b>9 588</b>                            | <b>—</b>         | <b>22 668</b>   |
| <b>Total current liabilities</b>      | <b>10 889</b>  | <b>559</b>    | <b>71</b>    | <b>13 387</b>  | <b>19 996</b>                           | <b>(9 342)</b>   | <b>35 562</b>   |

Statement of Financial Position Data  
As at 31 December 2021

| Million US dollar                     | ABISA          | ABIWW         | ABIFI        | ABC            | Brandbrew,<br>Brandbev<br>and<br>Cobrew | Eliminations     | Total ABISA<br>and<br>Subsidiary<br>Guarantors<br>after<br>eliminations |
|---------------------------------------|----------------|---------------|--------------|----------------|---|------------------|---|
| Due from non-guarantor subsidiaries   | 13 141         | 15 102        | 1 200        | 32 092         | 16 496                                  | —                | 78 031  |
| Due from guarantor subsidiaries       | —              | —             | 6 076        | 1 233          | —                                       | (7 309)          | —   |
| <b>Due from subsidiaries</b>          | <b>13 141</b>  | <b>15 102</b> | <b>7 276</b> | <b>33 325</b>  | <b>16 496</b>                           | <b>(7 309)</b>   | <b>78 031</b>   |
| Property, plant and equipment         | 62             | —             | —            | 4 343          | —                                       | —                | 4 405   |
| Goodwill and intangible assets        | 1 364          | —             | —            | 55 283         | 97                                      | —                | 56 744  |
| Investments in subsidiaries           | 112 722        | 79 596        | —            | 35 862         | 15 017                                  | (243 197)        | —   |
| Derivatives                           | —              | —             | —            | —              | 48                                      | —                | 48  |
| Other non-current assets              | —              | 207           | —            | 30             | —                                       | —                | 237   |
| <b>Other non-current assets</b>       | <b>114 148</b> | <b>79 803</b> | <b>—</b>     | <b>95 518</b>  | <b>15 162</b>                           | <b>(243 197)</b> | <b>61 434</b>   |
| <b>Total non-current assets</b>       | <b>127 289</b> | <b>94 905</b> | <b>7 276</b> | <b>128 843</b> | <b>31 658</b>                           | <b>(250 506)</b> | <b>139 465</b>  |
| Due from non-guarantor subsidiaries   | 646            | —             | 71           | 3 007          | 3 436                                   | —                | 7 160   |
| Due from guarantor subsidiaries       | 655            | 5 934         | 731          | 81             | 3 402                                   | (10 803)         | —   |
| <b>Due from subsidiaries</b>          | <b>1 301</b>   | <b>5 934</b>  | <b>802</b>   | <b>3 088</b>   | <b>6 838</b>                            | <b>(10 803)</b>  | <b>7 160</b>  |
| Inventories                           | —              | —             | —            | 961            | —                                       | —                | 961   |
| Derivatives                           | —              | —             | —            | 132            | 293                                     | —                | 425   |
| Trade and other receivables           | 201            | —             | —            | 546            | 9                                       | —                | 756   |
| Cash and cash equivalents             | 1 127          | 7             | 7            | 367            | 8 156                                   | —                | 9 664   |
| Other current assets                  | 9              | —             | —            | 57             | 2                                       | —                | 68  |
| <b>Other current assets</b>           | <b>1 337</b>   | <b>7</b>      | <b>7</b>     | <b>2 063</b>   | <b>8 460</b>                            | <b>—</b>         | <b>11 874</b>   |
| <b>Total current assets</b>           | <b>2 638</b>   | <b>5 941</b>  | <b>809</b>   | <b>5 151</b>   | <b>15 298</b>                           | <b>(10 803)</b>  | <b>19 034</b>   |
| <b>Total equity</b>                   | <b>68 669</b>  | <b>57 635</b> | <b>678</b>   | <b>71 348</b>  | <b>23 849</b>                           | <b>(243 197)</b> | <b>(21 018)</b>   |
| Due to non-guarantor subsidiaries     | 17 517         | 7 325         | —            | 20 768         | 3 350                                   | —                | 48 960  |
| Due to guarantor subsidiaries         | 6 076          | 1 233         | —            | —              | —                                       | (7 309)          | —   |
| <b>Due to subsidiaries</b>            | <b>23 593</b>  | <b>8 558</b>  | <b>—</b>     | <b>20 768</b>  | <b>3 350</b>                            | <b>(7 309)</b>   | <b>48 960</b>   |
| Interest-bearing loans and borrowings | 25 483         | 33 064        | 7 268        | 19 905         | —                                       | —                | 85 720  |
| Employee benefits                     | 3              | —             | —            | 803            | —                                       | —                | 806   |
| Deferred tax liabilities              | —              | —             | 1            | 6 520          | 60                                      | —                | 6 581   |
| Derivatives                           | —              | —             | —            | —              | 100                                     | —                | 100   |
| Other non-current liabilities         | —              | —             | —            | 110            | —                                       | —                | 110   |
| <b>Other non-current liabilities</b>  | <b>25 486</b>  | <b>33 064</b> | <b>7 269</b> | <b>27 338</b>  | <b>160</b>                              | <b>—</b>         | <b>93 317</b>   |
| <b>Total non-current liabilities</b>  | <b>49 079</b>  | <b>41 622</b> | <b>7 269</b> | <b>48 106</b>  | <b>3 510</b>                            | <b>(7 309)</b>   | <b>142 277</b>  |
| Due to non-guarantor subsidiaries     | 244            | 732           | —            | 4 771          | 9 190                                   | —                | 14 937  |
| Due to guarantor subsidiaries         | 4 658          | 24            | —            | 5 875          | 246                                     | (10 803)         | —   |
| <b>Due to subsidiaries</b>            | <b>4 902</b>   | <b>756</b>    | <b>—</b>     | <b>10 646</b>  | <b>9 436</b>                            | <b>(10 803)</b>  | <b>14 937</b>   |
| Interest-bearing loans and borrowings | 1              | 218           | —            | 19             | —                                       | —                | 238   |
| Derivatives                           | 2              | —             | —            | 12             | 5 666                                   | —                | 5 680   |
| Bank overdrafts                       | 6 292          | —             | 2            | —              | 4 474                                   | —                | 10 768  |
| Trade and other payables              | 905            | 543           | 131          | 3 863          | 21                                      | —                | 5 463   |
| Other current liabilities             | 77             | 72            | 5            | —              | —                                       | —                | 154   |
| <b>Other current liabilities</b>      | <b>7 277</b>   | <b>833</b>    | <b>138</b>   | <b>3 894</b>   | <b>10 161</b>                           | <b>—</b>         | <b>22 303</b>   |
| <b>Total current liabilities</b>      | <b>12 179</b>  | <b>1 589</b>  | <b>138</b>   | <b>14 540</b>  | <b>19 597</b>                           | <b>(10 803)</b>  | <b>37 240</b>   |

33. Events after the reporting date

None.



### 34. AB InBev companies

The most important AB InBev companies included in the consolidation scope are listed below. The complete list of the company's investments is available at AB InBev NV, Brouwerijplein 1, B-3000 Leuven, Belgium.

#### LIST OF THE MOST IMPORTANT FULLY CONSOLIDATED COMPANIES

| <u>Name and registered office of the fully consolidated companies</u>  | <u>% economic interest<br/>as at<br/>31 December 2022</u> |
|--|---|
| <b>Argentina</b>   |   |
| Cerveceria y Malteria Quilmes Saica Y G - Charcas 5160 - C1425BOF Buenos Aires   | 61.62%  |
| <b>Belgium</b>   |   |
| Anheuser-Busch InBev NV - Grand Place 1 - 1000 Brussels  | Consolidating   |
| Brasserie de l'Abbaye de Leffe S.A. - Place de l'Abbaye, 1 - 5500 - Dinant   | 98.54%  |
| Brouwerij van Hoegaarden N.V. - Stoopkensstraat 46 - 3320 - Hoegaarden   | 100.00%   |
| Cobrew N.V - Brouwerijplein 1, 3000 Leuven   | 100.00%   |
| InBev Belgium BV/SRL - Boulevard Industriel, 21 - 1070 Anderlecht  | 100.00%   |
| <b>Bolivia</b>   |   |
| Cerveceria Boliviana Nacional S.A. - Av. Montes 400 & Calle Chuquisaca No. 121, Zona Challapampa, La Paz   | 52.72%  |
| <b>Botswana</b>  |   |
| Kgalagadi Breweries (Pty) Ltd - Plot 20768, Kudu Road, Broadhurst Industrial Estate - PO Box 1157 - Gaborone <sup>1</sup>                                      | 31.06%  |
| <b>Brazil</b>  |   |
| Ambev S.A. - Rua Dr. Renato Paes de Barros 1017, 3° Andar Itaim Bibi, São Paulo  | 61.77%  |
| <b>Canada</b>  |   |
| Labatt Brewing Company Limited - 207 Queen's Quay West, Suite 299 - M5J 1A7 - Toronto  | 61.77%  |
| <b>Chile</b>   |   |
| Cerveceria Chile S.A - Av. Presidente Eduardo Frei Montalva 9600, Quilicura - 8700000 Santiago de Chile  | 61.77%  |
| <b>China</b>   |   |
| Anheuser-Busch Inbev (China) Sales Company Limited - Shangshou, Qin Duan Kou, Hanyang Area - 430051 - Wuhan City, Hubei Province                               | 87.22%  |
| Anheuser-Busch InBev (Wuhan) Brewing Co., Ltd. - Shangshou, Qin Duan Kou, Hanyang Area - 430051 - Wuhan City, Hubei Province                                   | 84.66%  |
| Anheuser-Busch InBev Sedrin Brewery Co., Ltd - No.1 West Xuejin Avenue, Hanjiang District - 351111 - Putian City, Fujian Province                              | 87.22%  |
| Anheuser-Busch InBev Southeast Sales Co., Ltd. - No.1 West Xuejin Avenue, Hanjiang District, Putian, Fujian, P.R.China - 351111 - Putian City, Fujian Province | 87.22%  |
| Blue Girl Beer (Guangzhou) Co. Ltd - Units 2101,21/F, Tower A, China International Centre, 33 Zhongshan San Road - 510000 - Guangzhou City                     | 56.69%  |
| <b>Colombia</b>  |   |
| Bavaria & Cia S.C.A. - Carrera 53 A, No 127 - 35 - 110221 - Bogota   | 99.16%  |
| <b>Czech Republic</b>  |   |
| Pivovar Samson s.r.o. - Lidická 458/51, 37001, České Budějovice  | 100.00%   |
| <b>Dominican Republic</b>  |   |
| Cerveceria Nacional Dominicana S.A. - Autopista 30 de Mayo Km 61/2, Distrito Nacional - A.P. 10100 - Santo Domingo <sup>2</sup>                                | 52.51%  |
| <b>Ecuador</b>   |   |
| Cerveceria Nacional S.A. - Via a daule km 16,5 y calle cobre s/n - EC090150 - Guayaquil, Guayas  | 95.58%  |
| <b>El Salvador</b>   |   |
| La Constancia Ltda de C.V. - Avenida Independencia, No 526 - PBX (503) 2209-7555 - San Salvador  | 100.00%   |
| <b>France</b>  |   |
| AB InBev France S.A.S. - Immeuble Crystal, 38, Place Vauban - C.P. 59110 - La Madeleine  | 100.00%   |

<sup>1</sup> The group's shares entitle the holder to twice the voting rights.

<sup>2</sup> 85% owned by Ambev S.A.

|  |         |
|--|---------|
| <b>Germany</b>   |         |
| Anheuser-Busch InBev Deutschland GmbH & Co. KG - Am Deich 18/19 - 28199 - Bremen   | 100.00% |
| Anheuser-Busch InBev Germany Holding GmbH - Am Deich 18/19 - 28199 - Bremen  | 100.00% |
| <b>Ghana</b>   |         |
| Accra Brewery PLC - 20 Graphic Road, South Industrial Area - Box GP1219 - Accra  | 61.61%  |
| <b>Honduras</b>  |         |
| Cervecería Hondureña S.A. de C.V. - Boulevard del Norte - Postal No. 86 - San Pedro Sula   | 99.61%  |
| <b>Hong Kong</b>   |         |
| Budweiser Brewing Company APAC Limited - Suites 3012-16, Tower Two, 1 Matheson Street, Causeway Bay, Hong Kong   | 87.22%  |
| <b>India</b>   |         |
| Crown Beers India Private Limited - 510/511, Minerva House, Sarojini Devi Road - 500003 - Secunderabad, Telangana  | 87.22%  |
| Anheuser Busch InBev India Limited - Unit No.301-302, Dynasty Business Park, 3rd Floor Andheri - Kurla Road, Andheri (East) - 400059 - Mumbai, Maharashtra | 87.05%  |
| <b>Italy</b>   |         |
| Anheuser-Busch InBev Italia - Via Fratelli Castiglioni, 8, 20124 Milano MI, Italy  | 100.00% |
| <b>Luxembourg</b>  |         |
| Brasserie de Luxembourg Mousel-Diekirch S.A. - Rue de la Brasserie, 1 - L-9214 - Diekirch  | 95.82%  |
| <b>Mexico</b>  |         |
| Cervecería Modelo de México S. de R.L. de C.V. - Cerrada de Palomas 22, 6th Floor, Reforma Social, Miguel Hidalgo, 11650 Mexico City                       | 100.00% |
| <b>Mozambique</b>  |         |
| Cervejas De Moçambique SA - Rua do Jardim 1329, Maputo   | 51.47%  |
| <b>Netherlands</b>   |         |
| AB InBev Africa B.V. - Ceresstraat 1 - 4811 CA - Breda   | 62.00%  |
| InBev Nederland N.V. - Ceresstraat 1 - 4811 CA - Breda   | 100.00% |
| Interbrew International B.V. - Ceresstraat 1 - 4811 CA - Breda   | 100.00% |
| <b>Nigeria</b>   |         |
| International Breweries PLC - 22/36 Glover Road, Lagos, Ikoyi <sup>1</sup>   | 43.00%  |
| <b>Panama</b>  |         |
| Cervecería Nacional S. de R.L. - Complejo Business Park, Costa del Este Torre Oeste, Piso No.2 Panamá  | 61.77%  |
| <b>Paraguay</b>  |         |
| Cervecería Paraguaya S.A. - Ruta Acceso Sur Km 30 s/ Desvío a Villeta N° 825   | 53.96%  |
| <b>Peru</b>  |         |
| Compañía Cervecera AmBev Peru S.A.C. - Av. Los Laureles Mza. A Lt. 4 del Centro Poblado Menor Santa Maria de Huachipa - Lurigancho (Chosica) - 25 - Lima   | 97.22%  |
| Unión de Cervecerías Peruanas Backus y Johnston S.A.A. - Av. Nicolas Ayllon 3986, Ate - 3 - Lima   | 93.65%  |
| <b>South Africa</b>  |         |
| SABSA Holdings (Pty) Ltd - 65 Park Lane, Sandown - 2001 - Johannesburg   | 100.00% |
| The South African Breweries (Pty) Ltd - 65 Park Lane, Sandown - 2146 - Johannesburg  | 100.00% |
| <b>South Korea</b>   |         |
| Oriental Brewery Co Ltd - 517, Yeongdong-daero, Gangnam-gu, Seoul - Asem Tower 8th floor - Seoul   | 87.22%  |
| <b>Spain</b>   |         |
| Compañía Cervecera de Canarias S.A. - C/ Mali, 7 (38320 La Laguna - Santa Cruz de Tenerife)  | 51.03%  |
| <b>Switzerland</b>   |         |
| Anheuser-Busch InBev Procurement GmbH - Suurstoffi 22 - 6343 - Rotkreuz  | 100.00% |
| <b>Tanzania</b>  |         |
| Tanzania Breweries PLC - Uhuru Street, Plot No 79, Block AA, Mchikichini, Ilala District, Dar es Salaam <sup>1</sup>                                       | 39.65%  |

<sup>1</sup> The company is consolidated due to the group's majority shareholders and ability to control the operations.

|  |         |
|--|---------|
| <b>Uganda</b>  |         |
| Nile Breweries Ltd - Plot M90 Yusuf Lule Road, Njeru - P.O. Box 762 - Jinja  | 61.64%  |
| <b>United Kingdom</b>  |         |
| AB InBev Holdings Limited - Bureau, 90 Fetter Lane - EC4A 1EN - London   | 100.00% |
| AB InBev International Brands Limited - AB InBev House, Church Street West, Woking, Surrey, GU21 6HT                     | 100.00% |
| AB InBev UK Limited - Bureau, 90 Fetter Lane - EC4A 1EN - London   | 100.00% |
| ABI SAB Group Holding Limited - Bureau, 90 Fetter Lane - EC4A 1EN - London   | 100.00% |
| ABI UK Holding 1 Limited - Bureau, 90 Fetter Lane - EC4A 1EN - London  | 100.00% |
| ZX Ventures Limited - Bureau, 90 Fetter Lane - EC4A 1EN - London   | 100.00% |
| <b>United States</b>   |         |
| Anheuser-Busch Americas Holdings LLC - One Busch Place - MO 63118 - St. Louis  | 100.00% |
| Anheuser-Busch Companies LLC - One Busch Place - MO 63118 - St. Louis  | 100.00% |
| Anheuser-Busch InBev Worldwide Inc. - One Busch Place - MO 63118 - St. Louis   | 100.00% |
| Anheuser-Busch International LLC - One Busch Place - MO 63118 - St. Louis  | 100.00% |
| Anheuser-Busch LLC - One Busch Place - MO 63118 - St. Louis  | 100.00% |
| Anheuser-Busch North American Holding LLC - One Busch Place - MO 63118 - St. Louis                                       | 100.00% |
| MCC Holding Company LLC - One Busch Place - MO 63118 - St. Louis   | 50.10%  |
| <b>Uruguay</b>   |         |
| Cerveceria y Malteria Paysandu S.A. - Cesar Cortinas, 2037 - C.P. 11500 Montevideo                                       | 61.77%  |
| <b>Vietnam</b>   |         |
| Anheuser-Busch InBev Vietnam Brewery Co., Ltd - 2 VSIP II-A, Street No. 28 - 820000 - Tan Uyen Town, Binh Duong Province | 87.22%  |
| <b>Zambia</b>  |         |
| Zambian Breweries PLC - Plot No 6438, Mungwi Road - P.O. Box 31293 - Lusaka  | 54.02%  |

**LIST OF THE MOST IMPORTANT COMPANIES CONSOLIDATED BY APPLYING THE EQUITY METHOD OF ACCOUNTING  
(ASSOCIATES)**

| <u>Name and registered office of associates</u>   | <u>% economic interest<br/>as at<br/>31 December 2022</u> |
|---|---|
| <b>France</b>   |   |
| Société des brasseries et glaciers internationales S.A. - 49 rue<br>François 1er - 75008 - Paris <sup>1</sup>                       | 20.00%  |
| <b>Luxembourg</b>   |   |
| B.I.H. Brasseries Internationales Holding (Angola) Limited - 34-38<br>Avenue de la Liberté - 1930 Luxembourg <sup>1</sup>           | 27.50%  |
| B.I.H. Brasseries Internationales Holding Limited - 34-38 Avenue de<br>la Liberté - 1930 Luxembourg <sup>1</sup>                    | 20.00%  |
| <b>Netherlands</b>  |   |
| AB InBev Efes B.V. - 1227 Strawinskylaan - 1077XX Amsterdam   | 50.00%  |
| <b>Turkey</b>   |   |
| Anadolu Efes Biracilik Ve Malt Sanayii A.S. - Bahçelievler Mahallesi,<br>Şehit İbrahim Koparır Caddesi No. 4, Bahçelievler İstanbul | 24.00%  |
| <b>Zimbabwe</b>   |   |
| Delta Corporation Limited - Sable House, Northridge Close,<br>Borrowdale - P.O. Box BW 343 - Harare                                 | 25.27%  |

<sup>1</sup> Related to Castel group.

**DESCRIPTION OF SECURITIES  
REGISTERED UNDER SECTION 12 OF THE EXCHANGE ACT**

As of 31 December 2022, Anheuser-Busch InBev SA/NV had the following series of securities registered pursuant to Section 12(b) of the Act:

| Title of each class   | Trading symbol | Name of each exchange on which registered |
|---|----------------|---|
| <b>Ordinary shares without nominal value</b>  |                | <b>New York Stock Exchange*</b>           |
| <b>American Depositary Shares, each representing one ordinary share without nominal value</b> | <b>BUD</b>     | <b>New York Stock Exchange</b>            |
| 3.750% Notes due 2042 (issued July 2012)  | BUD42A         | New York Stock Exchange                   |
| 4.000% Notes due 2043 (issued January 2013)   | BUD/43         | New York Stock Exchange                   |
| 4.625% Notes due 2044 (issued January 2014)   | BUD/44         | New York Stock Exchange                   |
| 4.700% Notes due 2036 (issued January 2016)   | BUD/36         | New York Stock Exchange                   |
| 4.900% Notes due 2046 (issued January 2016)   | BUD/46         | New York Stock Exchange                   |
| 4.950% Notes due 2042 (issued December 2016)  | BUD/42         | New York Stock Exchange                   |
| 6.625% Notes due 2033 (issued December 2016)  | BUD/33         | New York Stock Exchange                   |
| 5.875% Notes due 2035 (issued December 2016)  | BUD/35         | New York Stock Exchange                   |
| 4.000% Notes due 2028 (issued April 2018)   | BUD/28         | New York Stock Exchange                   |
| 4.375% Notes due 2038 (issued April 2018)   | BUD/38         | New York Stock Exchange                   |
| 4.600% Notes due 2048 (issued April 2018)   | BUD/48A        | New York Stock Exchange                   |
| 4.750% Notes due 2058 (issued April 2018)   | BUD/58         | New York Stock Exchange                   |
| Floating Rate Notes due 2024 (issued April 2018)  | BUD/24A        | New York Stock Exchange                   |
| 4.750% Notes due 2029 (issued January 2019)   | BUD/29         | New York Stock Exchange                   |
| 4.900% Notes due 2031 (issued January 2019)   | BUD/31         | New York Stock Exchange                   |
| 5.450% Notes due 2039 (issued January 2019)   | BUD/39A        | New York Stock Exchange                   |
| 5.550% Notes due 2049 (issued January 2019)   | BUD/49         | New York Stock Exchange                   |
| 5.800% Notes due 2059 (issued January 2019)   | BUD/59         | New York Stock Exchange                   |
| 3.500% Notes due 2030 (issued April 2020)   | BUD/30         | New York Stock Exchange                   |
| 4.350% Notes due 2040 (issued April 2020)   | BUD/40         | New York Stock Exchange                   |
| 4.500% Notes due 2050 (issued April 2020)   | BUD/50         | New York Stock Exchange                   |
| 4.600% Notes due 2060 (issued April 2020)   | BUD/60         | New York Stock Exchange                   |

\* Not for trading, but only in connection with the registration of American Depositary Shares representing such ordinary shares, pursuant to the requirements of the Securities and Exchange Commission.

In this exhibit, references to “**AB InBev**,” “**we**,” “**us**,” “**our**” and “**AB InBev Group**” are to, as the context otherwise requires, Anheuser-Busch InBev SA/NV, a Belgian public limited liability company (*société anonyme/naamloze vennootschap*), and the group of companies owned and/or controlled by AB InBev. Capitalized terms used but not defined herein have the meanings given to them in AB InBev’s annual report on Form 20-F for the fiscal year ended 31 December 2022 (the “**2022 Form 20-F**”).

## Description of Ordinary Shares

### Form and Transferability of Our Shares

Our share capital is represented by 2,019,241,973 shares without nominal value, of which 1,737,191,283 are Ordinary Shares registered pursuant to Section 12(b) of the Act. There are two classes of shares: all shares are Ordinary Shares, except for 282,050,690 Restricted Shares as of 31 December 2022, which are not registered pursuant to Section 12(b) of the Act.

Our Ordinary Shares can take the form of registered shares or dematerialized shares. Restricted Shares may only be held in registered form.

All of our shares are fully paid-up. Ordinary Shares are freely transferable.

### Changes to Our Share Capital

#### *Capital Increase by Our Shareholders' Meeting*

Changes to our share capital may be decided by our shareholders' meeting. Our shareholders' meeting may at any time decide to increase or decrease our share capital. Such resolution must satisfy the following quorum and majority requirements: (i) a quorum of 50% of the issued share capital must be present or represented at the meeting, and (ii) the capital increase must be approved by at least 75% of the votes cast at the meeting (not counting abstentions). If there is no quorum, a second meeting must be convened where no quorum requirement applies but where the special 75% majority requirement applies. See “—Description of the Rights and Benefits Attached to Our Shares—Right to Attend and Vote at Our Shareholders' Meeting—Quorum and Majority Requirements” below.

#### *Capital Increase by Our Board of Directors*

Subject to the same quorum and majority requirements described above, our shareholders' meeting may authorize our Board, within certain limits, to increase our share capital without any further approval of shareholders, by way of authorized capital. This authorization needs to be limited in time (i.e., it can only be granted for a renewable period of a maximum of five years) and in scope (i.e., the increase by way of authorized capital may not exceed the amount of the share capital at the time of the authorization).

At the annual shareholders' meeting on 27 April 2022, our shareholders' meeting authorized our Board to increase the share capital of AB InBev to an amount not to exceed 3% of the total number of shares issued and outstanding on 27 April 2022 (i.e., 2,019,241,973). This authorization has been granted for five years from the date of publication of the amendment of the Articles of Association resolved upon by the shareholders' meeting held on 27 April 2022 (i.e., until 3 June 2027). It can be used for several purposes, including when the sound management of our business or the need to react to appropriate business opportunities calls for a restructuring, an acquisition (whether private or public) of securities or assets in one or more companies, or generally, any other appropriate increase of our capital.

#### *Preferential Subscription Right and Anti-Dilution*

In the event of a share capital increase by way of the issue of new shares, convertible bonds, bonds repayable in shares, subscription rights or other financial instruments giving a right to shares (any such shares, bonds, rights or instruments being “Equity Interests”), all shareholders will have a preferential right to subscribe for any such Equity Interests, as set out in and in accordance with Article 7:188 of the Belgian Companies Code. The preferential subscription right shall entitle each shareholder to subscribe for any new Equity Interests, pro rata to the proportion of existing share capital as he or she holds immediately prior to such issue and subject to the rules of Article 7:188 of the Belgian Companies Code. Each shareholder may exercise his or her preferential right in whole or in part.

Our shareholders' meeting may restrict or cancel the preferential subscription right, in accordance with Article 7:191 of the Belgian Companies Code, for a purpose that is in our best interests, provided, however, that if the preferential subscription right is restricted or canceled with respect to any issuance in which any of our shareholders acquires any such Equity Interests, all our shareholders shall be given the same right and be treated

in the same way. This requirement shall not apply when the preferential subscription right is restricted or canceled with respect to issuances of Equity Interests issued solely pursuant to stock option plans or other compensation plans in the ordinary course of business. Where our shareholders' meeting has granted an authorization to our board of directors to effect a capital increase in the framework of the authorized capital and such authorization allows our board of directors to do so, our board of directors may likewise restrict or cancel the preferential subscription right applying the same principles as set out in this paragraph.

Any decision to restrict or cancel the preferential subscription right will require a quorum at the shareholders' meeting of shareholders holding at least 50% of the share capital and, approval by a qualified majority of at least 75% of the votes cast at the meeting (not counting abstentions). If there is no quorum, a second meeting must be convened. At the second meeting, no quorum is required, but the relevant resolution must be approved by a qualified majority of at least 75% of the votes cast at the meeting (not counting abstentions).

No Restricted Shares shall be issued other than to a Restricted Shareholder exercising its preferential subscription right in respect of its holding of Restricted Shares, without prejudice to the right of the Ordinary Shareholders to exercise their second ranking preferential subscription right in accordance with Article 7:188 of the Belgian Companies Code. In case of any event referred to in Article 8.1 of our articles of association, Restricted Shareholders shall only be entitled or required to receive Restricted Shares in respect of the Restricted Shares held by them.

Certain shareholders (including shareholders resident in, or citizens of, certain jurisdictions, such as the United States, Australia, Canada and Japan) may not be entitled to exercise such rights even if they are not disappplied unless the rights and related shares are registered or qualified for sale under the relevant legislative or regulatory framework.

### **Purchases and Sales of Our Own Shares**

We may only acquire our own shares pursuant to a decision by our shareholders' meeting taken under the conditions of quorum and majority provided for in the Belgian Companies Code. Such a decision requires a quorum at the shareholders' meeting of shareholders holding at least 50% of the share capital and approval by a qualified majority of at least 75% of the votes cast at the meeting (not counting abstentions). If there is no quorum, a second meeting must be convened. At the second meeting, no quorum is required, but the relevant resolution must be approved by a qualified majority of at least 75% of the votes cast at the meeting (not counting abstentions).

On 28 April 2021, our shareholders' meeting granted an authorization allowing us to acquire our shares, either on or outside of the stock exchange, up to a maximum of 20% of the issued shares for a unitary price which will not be lower than one Euro and not higher than 20% above the highest closing price on Euronext Brussels in the last 20 trading days preceding the transaction. This authorization is valid for five years as from the date of publication in the Belgian State Gazette of the amendment of the Articles of Association resolved upon by the shareholders' meeting held on 28 April 2021 (i.e. until 1 June 2026).

We may only dispose of our own shares in accordance with the conditions of the Belgian Companies Code.

With respect to the shares acquired by us as a result of the merger between us and predecessor Anheuser-Busch InBev SA/NV, our Board shall be entitled to dispose of such shares only in connection with (i) any share delivery obligations undertaken by us prior to 11 November 2015, (ii) any stock option plans or other compensation plans (including the Zenzele schemes) or (iii) any stock lending agreement or similar arrangement in respect of which we used our own shares for the purposes set out in items (i) and (ii).

See "Item 16E. Purchases of Equity Securities by the Issuer" in the 2022 Form 20-F for details of our recent share repurchase programs.

## **Description of the Rights and Benefits Attached to Our Shares**

### ***Right to Attend and Vote at Our Shareholders' Meeting***

#### **Ordinary Shareholders' Meeting**

Our ordinary shareholders' meeting will be held on the last Wednesday of April of each year, at 11:00 a.m., Belgian time, in one of the municipalities of the Brussels-Capital Region, in Leuven or in Liège, at the place which will be mentioned in the convening notice. If this date is a legal holiday, the meeting will be held on the next business day at the same time.

At this meeting, our Board and the statutory auditor will present a report on our management and financial situation as at the end of the previous accounting year, which shall run from 1 January to 31 December. The shareholders will then vote on the approval of the annual accounts, the allocation of our profit or loss, the appointment or renewal, if necessary, of directors or statutory auditors, remuneration of the directors and the auditor and the release from liability of the directors and the statutory auditor.

The convening notice to the upcoming annual shareholders' meeting to be held on 26 April 2023 will be published on 24 March 2023 and will contain further information on the format of the meeting and modalities for participation.

#### **Ad hoc and Extraordinary Shareholders' Meetings**

Our Board or our statutory auditor (or the liquidators, if appropriate) may, whenever our interests so require, convene a special or extraordinary shareholders' meeting. Such shareholders' meeting must also be convened every time one or more of our shareholders holding at least one-tenth of our share capital so demand.

Such shareholders' meetings shall be held on the day, at the hour and in the place designated by the convening notice. They may be held at locations other than our registered office.

#### **Notices Convening Our Shareholders' Meeting**

Notices of our shareholders' meetings contain the agenda of the meeting and the recommendations of our board of directors on the matters to be voted upon.

Notices for our shareholders' meetings are given in the form of announcements placed at least 30 days prior to the meeting in at least one Belgian newspaper and in the Belgian State Gazette (*Moniteur belge/Belgisch Staatsblad*). Notices will be sent 30 days prior to the date of our shareholders' meetings to the holders of our registered shares and to our directors and our statutory auditor.

Notices of all our shareholders' meetings and all related documents, such as specific board of directors' and auditor's reports, will also be published on our website.

#### **Admission to Meetings**

All shareholders are entitled to attend our shareholders' meetings, take part in the deliberations and, within the limits prescribed by the Belgian Companies Code and our articles of association, vote, provided they have complied with the formalities for admission set out in the convening notice.

The right to participate in and vote at a shareholders' meeting will require a shareholder to:

- have the ownership of his or her shares recorded in his or her name on the 14th calendar day preceding the date of the shareholders' meeting, either through registration in the register of our registered shares, for holders of registered shares, or through book-entry in the accounts of an authorized account holder or clearing organization, for holders of dematerialized shares; and
- notify us (or a person designated by us) at the latest on the sixth calendar day preceding the date of the shareholders' meeting of his or her intention to participate in the meeting, indicating the number of shares in respect of which he or she intends to do so. In addition, a holder of dematerialized shares must, at the latest on the same day, provide us (or a person designated by us) with an original certificate issued by an authorized account holder or a clearing organization certifying the number of shares owned by the relevant shareholder on the record date for the shareholders' meeting and for which he or she has notified his or her intention to participate in that meeting.



### **Voting by Proxy**

Any shareholder with the right to vote may either personally participate in the meeting or give a proxy to another person, who need not be a shareholder, to represent him or her at the meeting. A shareholder may designate, for a given meeting, only one person as proxy holder, except in circumstances where Belgian law allows the designation of multiple proxy holders. The appointment of a proxy holder may take place in paper form or electronically (in which case, the form shall be signed by means of an electronic signature in accordance with applicable Belgian law), through a form which shall be made available by us. The signed original paper or electronic form must be received by us at the latest on the sixth calendar day preceding the date of the shareholders' meeting. Any appointment of a proxy holder shall comply with relevant requirements of applicable Belgian law in terms of conflicting interests, record keeping and any other applicable requirements.

### **Vote by Correspondence**

Any shareholder with the right to vote may vote remotely in advance of our shareholders' meeting by sending a paper form or, if permitted by us in the notice convening the meeting, by sending a form electronically (in which case, the form shall be signed by means of an electronic signature in accordance with applicable Belgian law). These forms shall be made available by us. Only forms received by us at the latest on the sixth calendar day preceding the date of the meeting will be taken into account.

Shareholders voting remotely must, in order for their vote to be taken into account for the calculation of the quorum and voting majority, comply with the admission formalities set out in the convening notice.

### **Right to Request Items Be Added to the Agenda and to Ask Questions at the Shareholders' Meeting**

One or more shareholders that together hold at least 3% of our share capital may request for items to be added to the agenda of any convened meeting and submit proposals for resolutions with regard to existing agenda items or new items to be added to the agenda, provided that (i) they prove ownership of such shareholding as at the date of their request and record their shares representing such shareholding on the record date for the relevant shareholders' meeting and (ii) the additional items to be added to the agenda and/or proposed resolutions have been sent in writing (by registered mail or e-mail) by these shareholders to our registered office no later than on the twenty-second day preceding the date of the relevant shareholders' meeting. Such shareholdings must be proven by a certificate evidencing the registration of the relevant shares in our share register or by a certificate issued by the authorized account holder or the clearing organization certifying the book-entry of the relevant number of dematerialized shares in the name of the relevant shareholder(s).

We shall acknowledge receipt of shareholders' requests within 48 hours and, if required, publish a revised agenda of the shareholders' meeting at the latest on the 15th day preceding the date of the shareholders' meeting. The right to request that items be added to the agenda or that proposed resolutions in relation to existing agenda items be submitted does not apply in case of a second shareholders' meeting that must be convened because the quorum was not obtained during the first shareholders' meeting.

Within the limits of Article 7:139 of the Belgian Companies Code, our directors and our auditor shall answer, during the shareholders' meeting, any questions raised by shareholders. Shareholders may ask questions either during the meeting or in writing, provided that we receive the written question at the latest on the sixth day preceding the date of the shareholders' meeting.

### **Quorum and Majority Requirements**

Each of our shares is entitled to one vote except for shares owned by us, or by any of our subsidiaries, the voting rights of which are suspended. Without prejudice to the specific rights and obligations attached to the Restricted Shares, the shares held by our principal shareholders do not entitle such shareholders to different voting rights.

Save as provided in the Belgian Companies Code and our articles of association, there will be no quorum requirement at our shareholders' meetings and decisions will be taken by a simple majority vote.

Resolutions relating to amendments of our articles of association or a merger or split are subject to special quorum and majority requirements. Specifically, any resolution on these matters will require the presence in person or by proxy of shareholders holding an aggregate of at least 50% of our issued share capital, and the approval of at least 75% of the votes cast at the meeting (not counting abstentions). If there is no quorum, a second meeting must be convened. At the second meeting, the quorum requirement will not apply. However, the special majority requirement will continue to apply.

Resolutions relating to the modification of the rights attached to a particular class of our shares are subject to special quorum and majority requirements. Specifically, any resolution on these matters will require the presence in person or by proxy of shareholders holding an aggregate of at least 50% of the issued share capital in each class of our shares and the approval of at least 75% of the votes cast at the meeting in each class of our shares (not counting abstentions). If there is no quorum, a second meeting must be convened. At the second meeting, the quorum requirement will not apply. However, the special majority requirement will continue to apply.

Any modification of our corporate purpose will require a quorum of shareholders holding an aggregate of at least 50% of the share capital and approval by a qualified majority of at least 80% of the votes cast at the meeting (not counting abstentions). If there is no quorum, a second meeting must be convened. At the second meeting, no quorum will be required, but the relevant resolution must be approved by a qualified majority of at least 80% of the votes cast at the meeting (not counting abstentions).

Any authorization to repurchase shares will require a quorum of shareholders holding an aggregate of at least 50% of the share capital and approval by a qualified majority of at least 75% of the votes cast at the meeting (not counting abstentions). If there is no quorum, a second meeting must be convened. At the second meeting, no quorum will be required, but the relevant resolution must be approved by a qualified majority of at least 75% of the votes cast at the meeting (not counting abstentions).

Pursuant to Article 40 of our articles of association, any acquisition or disposal of tangible assets by us for an amount higher than the value of one-third of our consolidated total assets as reported in our most recent audited consolidated financial statements shall be within the exclusive jurisdiction of our shareholders' meeting and shall be adopted with a positive vote of 75% of the shares attending or represented at the meeting, regardless of the number of shares attending or represented.

### ***Dividends***

All of our shares participate equally in our profits. Our Ordinary Shares (including our Ordinary Shares represented by our ADSs) and Restricted Shares have the same rights in relation to dividends and other distributions.

The Belgian Companies Code provides that dividends can only be paid up to an amount equal to the excess of our shareholders' equity over the sum of (i) paid-up or called-up share capital and (ii) reserves not available for distribution pursuant to law or our articles of association. Under Belgian law and our articles of association, we must allocate an amount of 5% of our annual net profit on an unconsolidated basis to a legal reserve in our unconsolidated financial statements until such reserve equals 10% of our share capital.

In general, we may only pay dividends with the approval of the shareholders' meeting. The annual dividend payment (if any) will be approved by our shareholders at our Ordinary Shareholders' meeting and will be paid on the dates and the places determined by our board of directors. In addition, our Board may declare interim dividends without shareholder approval, in accordance with the provisions of the Belgian Companies Code and Article 44 of our articles of association. It is expected that our board will decide the payment of dividends on a semi-annual basis.

See "Item 8. Financial Information—A. Consolidated Financial Statements and Other Financial Information—Dividend Policy" in the 2022 Form 20-F for further information on our current dividend policy.

### ***Appointment of Directors***

Under our articles of association, the directors are appointed as follows:

- three independent directors will be appointed by our shareholders' meeting upon proposal by our board of directors;
- so long as the Stichting and/or any of its affiliates, any of their respective successors and/or successors' affiliates own, in aggregate, more than 30% of the shares with voting rights in our share capital, nine directors will be appointed by our shareholders' meeting upon proposal by the Stichting (and/or any of its affiliates, any of their respective successors and/or successors' affiliates); and
- so long as the Restricted Shareholders, together with their affiliates and/or any of their successors and/or successors' affiliates, own in aggregate:
  - more than 13.5% of the shares with voting rights in our share capital, three directors will be appointed by our shareholders' meeting upon proposal by the Restricted Shareholders;
  - more than 9% but not more than 13.5% of the shares with voting rights in our share capital, two directors will be appointed by our shareholders' meeting upon proposal by the Restricted Shareholders;
  - more than 4.5% but not more than 9% of the shares with voting rights in our share capital, one director will be appointed by our shareholders' meeting upon proposal by the Restricted Shareholders; and
  - 4.5% or less than 4.5% of the shares with voting rights in our share capital, the Restricted Shareholders will no longer have the right to propose any candidate for appointment as a member of our board of directors and no directors will be appointed upon proposal by the Restricted Shareholders.

### ***Liquidation Rights***

We can only be dissolved by a shareholders' resolution passed in accordance with the conditions laid down for the amendment of our articles of association (i.e., with a majority of at least 75% of the votes cast (not counting abstentions) at an extraordinary shareholders' meeting where at least 50% of the share capital is present or represented).

If, as a result of losses incurred, the ratio of our net assets (determined in accordance with Belgian legal and accounting rules) to share capital is less than 50%, our board of directors must convene an extraordinary shareholders' meeting within two months as of the date upon which our board of directors discovered or should have discovered this undercapitalization. At this shareholders' meeting, our board of directors must propose either the dissolution of the company or the continuation of the company, in which case, our board of directors must propose measures to redress our financial situation. Shareholders' resolutions relating to our dissolution are adopted in accordance with the conditions laid down for the amendments of our articles of association.

If, as a result of losses incurred, the ratio of our net assets to share capital is less than 25%, the same procedure must be followed; provided, however, that in this instance, shareholders representing 25% of the votes validly cast at the relevant shareholders' meeting can decide to dissolve the company. If the amount of our net assets has dropped below EUR 61,500 (the minimum amount of share capital of a Belgian limited liability company (*société anonyme / naamloze vennootschap*)), any interested party is entitled to request the competent court to dissolve the company. The court can order the dissolution of the company or grant a grace period within which we may remedy the situation.

In the event of our dissolution and liquidation, the assets remaining after payment of all debts and liquidation expenses shall be distributed to the holders of our shares, each receiving a sum proportional to the number of our shares held by them. Our Ordinary Shares and Restricted Shares have the same rights in relation to all proceeds of a dissolution, liquidation or winding-up.

### ***Transactions with Major Shareholders***

Pursuant to Article 41 of our Articles of Association, in the event of (i) a contribution in kind to us with assets owned by any person or entity which is required to file a transparency declaration pursuant to applicable Belgian law or a subsidiary of such person or entity or (ii) a merger of the company with such a person or entity or a subsidiary of such person or entity, then such person or entity and its subsidiaries shall not be entitled to vote on the resolution submitted to the shareholders' meeting to approve such contribution in kind or merger.

### ***Disclosure of Significant Shareholdings***

In addition to the transparency disclosure thresholds set out by the applicable Belgian legislation (i.e., 5%, 10%, 15% and so on in five percentage point increments), the disclosure obligation set out in such legislation shall also apply as soon as the amount of securities giving voting rights, voting rights and assimilated financial instruments held by a person acting alone or by persons acting in concert reaches, exceeds or falls below a 3% or 7.5% threshold of the total outstanding voting rights. For details of our major shareholders, see "Item 7. Major Shareholders and Related Party Transactions—A. Major Shareholders" in the 2022 Form 20-F.

### **Mandatory Bid**

Public takeover bids for our shares and other securities, if any, are subject to supervision by the FSMA. Any public takeover bids must be extended to all of our voting securities, as well as all other securities giving access to voting rights. Prior to making a bid, a bidder must publish a prospectus which has been approved by the FSMA prior to publication.

Belgium has implemented the Thirteenth Company Law Directive (European Directive 2004/25/EC of 21 April 2004) in the Belgian Law of 1 April 2007 on public takeover bids and the Belgian Royal Decree of 27 April 2007 on public takeover bids. The Belgian Law of 1 April 2007 on public takeover bids provides that a mandatory bid must be launched if a person, as a result of his or her own acquisition or the acquisition by persons acting in concert with him or her or by persons acting for his or her account, directly or indirectly holds more than 30% of the voting rights in a company having its registered office in Belgium and of which at least part of the voting securities are traded on a regulated market or on a multilateral trading facility, as designated by the Belgian Royal Decree of 27 April 2007 on public takeover bids (as set out in "Item 7. Major Shareholders and Related Party Transactions—A. Major Shareholders—Shareholding Structure" in the 2022 Form 20-F).

The mere fact of exceeding the relevant threshold through the acquisition of shares will give rise to a mandatory bid, irrespective of whether the price paid in the relevant transaction exceeds the current market price. The duty to launch a mandatory bid does not apply in case of an acquisition if it can be shown that a third party exercises control over us or that such third party holds a larger stake than the person holding 30% of the voting rights.

There are several provisions of Belgian company law and certain other provisions of Belgian law, such as the obligations to disclose significant shareholdings and merger control regulations, that may apply to us and which may make an unsolicited tender offer, merger, change in management or other change in control more difficult. These provisions could discourage potential takeover attempts that other shareholders may consider to be in their best interest and could adversely affect the market price of our shares. These provisions may also have the effect of depriving the shareholders of the opportunity to sell their shares at a premium.

In addition, the board of directors of a Belgian company may, in certain instances and subject to prior authorization by the shareholders, deter or frustrate public takeover bids through dilutive issuances of equity securities (pursuant to the company's authorized capital) or through share buy-backs (i.e., the purchase of our own shares)

### **Limitations on the Right to Own Securities**

Neither Belgian law nor our articles of association imposes any general limitation on the right of non-residents or foreign persons to hold our securities or exercise voting rights on our securities other than those limitations that would generally apply to all shareholders.

## Description of Debt Securities

### Terms Applicable to the 3.500% Notes due 2030, 4.350% Notes due 2040, 4.500% Notes due 2050 and 4.600% Notes due 2060

The fixed rate notes due 2030 (the “**2030 Notes**”) will bear interest at a rate of 3.500% per year, the fixed rate notes due 2040 (the “**2040 Notes**”) will bear interest at a rate of 4.350% per year, the fixed rate notes due 2050 (the “**2050 Notes**”) will bear interest at a rate of 4.500% per year and the fixed rate notes due 2060 (the “**2060 Notes**”), and together with the 2030 Notes, the 2040 Notes and the 2050 Notes, the “**April 2020 Notes**”) will bear interest at a rate of 4.600% per year. The Notes will be issued by Anheuser-Busch InBev Worldwide Inc. (the “**Issuer**”, with respect to the April 2020 Notes) and are fully and unconditionally guaranteed by Anheuser-Busch InBev SA/NV (the “**Parent Guarantor**”), Anheuser-Busch InBev Finance Inc., Brandbev S.à r.l., Brandbrew S.A., Cobrew NV, and Anheuser-Busch Companies, LLC (the “**Subsidiary Guarantors**,” and together with the Parent Guarantor, the “**Guarantors**”). Each series of the April 2020 Notes is listed on the New York Stock Exchange.

Each series of the April 2020 Notes is issued under a separate supplemental indenture to the indenture dated as of April 4, 2018 (the “**Indenture**”, with respect to the April 2020 Notes), entered into among the Issuer, each of the Guarantors and The Bank of New York Mellon Trust Company, N.A., as trustee, principal paying agent, transfer agent and registrar (the “**Trustee**”). The information below on certain provisions of the Notes and the Indenture should be read together with “Description of Debt Securities - Terms Applicable to the January 2019 Notes, April 2018 Notes and April 2020 Notes” below. This information, however, does not purport to be complete and is subject to, and is qualified in its entirety by reference to, all the provisions of the April 2020 Notes and the Indenture, including the definitions of certain terms contained therein. The Indenture is by its terms subject to and governed by the Trust Indenture Act of 1939, as amended.

The April 2020 Notes are senior unsecured obligations of the Issuer and rank equally with all other existing and future unsecured and unsubordinated debt obligations of the Issuer. The April 2020 Notes will be repaid at maturity in U.S. dollars at a price equal to 100% of the principal amount thereof. The April 2020 Notes are issued in denominations of \$1,000 and integral multiples of \$1,000 in excess thereof. The April 2020 Notes do not provide for any sinking fund.

The 2030 Notes are initially limited to \$1,750,000,000 aggregate principal amount and will mature on June 1, 2030. The 2040 Notes are initially limited to \$1,000,000,000 aggregate principal amount and will mature on June 1, 2040. The 2050 Notes are initially limited to \$2,250,000,000 aggregate principal amount and will mature on June 1, 2050. The 2060 Notes are initially limited to \$1,000,000,000 aggregate principal amount and will mature on June 1, 2060.

Interest will accrue on the April 2020 Notes of each series until the principal of such April 2020 Notes is paid or duly made available for payment. Interest on the April 2020 Notes will be calculated on the basis of a 360-day year consisting of twelve 30-day months. If the date of maturity of interest on or principal of any April 2020 Note or the date fixed for redemption or payment in connection with an acceleration of any April 2020 Note is not a Business Day, then payment of interest or principal need not be made on such date, but may be made on the next succeeding Business Day with the same force and effect as if made on the date of maturity or the date fixed for redemption or payment in connection with an acceleration, and no interest shall accrue as a result of the delayed payment.

Interest on the April 2020 Notes will be paid to the persons in whose names the April 2020 Notes are registered at the close of business on the May 17 and November 16 immediately preceding the applicable interest payment date, whether or not such date is a Business Day. The April 2020 Notes may, in addition, be redeemed at any time prior to maturity in the circumstances described under “—Optional Redemption” below and may be redeemed prior to maturity in the circumstances described under “—Optional Tax Redemption” below.

## Optional Redemption

The Issuer may, at its option, redeem each series of April 2020 Notes, as a whole or in part at any time prior to the applicable Par Call Date (as set forth in the table below), upon not less than 10 nor more than 60 days' prior notice, at a redemption price equal to the greater of:

- 100% of the aggregate principal amount of the April 2020 Notes to be redeemed; and
- as determined by the Independent Investment Banker (as defined below), the sum of the present values of the remaining scheduled payments of principal and interest on the April 2020 Notes to be redeemed as if the April 2020 Notes to be redeemed matured on the applicable Par Call Date (as defined herein) (not including any portion of such payments of interest accrued to the date of redemption) discounted to the redemption date on a semi-annual basis (assuming a 360-day year consisting of twelve 30-day months) at the Treasury Rate plus the applicable Spread (as defined below) for such series of April 2020 Notes;

plus, in each case described above, accrued and unpaid interest on the principal amount being redeemed to (but excluding) the redemption date.

Each of the April 2020 Notes will be redeemable in whole or in part, at the Issuer's option at any time and from time to time on or after the applicable Par Call Date, at a redemption price equal to 100% of the principal amount of the April 2020 Notes being redeemed, plus accrued and unpaid interest to, but excluding the date of redemption.

| Series     | Par Call Date                                   | Spread |
|------------|---|--------|
| 2030 Notes | March 1, 2030 (three months prior to maturity)  | 45 bps |
| 2040 Notes | December 1, 2039 (six months prior to maturity) | 50 bps |
| 2050 Notes | December 1, 2049 (six months prior to maturity) | 50 bps |
| 2060 Notes | December 1, 2059 (six months prior to maturity) | 50 bps |

“**Independent Investment Banker**” means Barclays Capital Inc., BNP Paribas Securities Corp., BofA Securities, Inc., Citigroup Global Markets Inc., Deutsche Bank Securities Inc. or J.P. Morgan Securities LLC, as specified by the Issuer, or if all of these firms are unwilling or unable to serve in that capacity, an independent investment banking institution of national standing in the United States appointed by the Issuer.

“**Reference Treasury Dealer**” means (i) Barclays Capital Inc., BNP Paribas Securities Corp., BofA Securities, Inc., Citigroup Global Markets Inc., Deutsche Bank Securities Inc. and J.P. Morgan Securities LLC, and their respective successors, *provided, however*, that if any of the foregoing shall cease to be a primary U.S. government securities dealer in the City of New York (a “**Primary Treasury Dealer**”), the Issuer will substitute therefor another Primary Treasury Dealer and (ii) any three other Primary Treasury Dealers selected by the Issuer after consultation with an Independent Investment Banker.

## Optional Tax Redemption

A series of April 2020 Notes may be redeemed at any time, at the Issuer's or the Parent Guarantor's option, as a whole, but not in part, upon not less than 10 nor more than 60 days' prior notice, at a redemption price equal to 100% of the principal amount of the April 2020 Notes of such series then outstanding plus accrued and unpaid interest on the principal amount being redeemed (and all Additional Amounts (see “Description of Debt Securities—Terms Applicable to the April 2020 Notes, January 2019 Notes and April 2018 Notes—Additional Amounts” below), if any) to (but excluding) the redemption date, if (i) as a result of any change in, or amendment to, the laws, treaties, regulations or rulings of a jurisdiction in which the Issuer or any Guarantor is incorporated, organized, or otherwise tax resident or any political subdivision or any authority thereof or therein having power to tax, or in the interpretation, application or administration of any such laws, treaties, regulations or rulings (including a holding, judgment or order by a court of competent jurisdiction) which becomes effective on or after April 1, 2020 (any such change or amendment, a “**Change in Tax Law**”), the Issuer (or if a payment were then due under a Guarantee, the relevant Guarantor) would be required to pay Additional Amounts, with respect to the April 2020 Notes of such series and (ii) such obligation cannot be avoided by the Issuer (or the relevant Guarantor) taking reasonable measures available to it. Additional Amounts are payable by the Issuer under the circumstances described under “Description of Debt Securities—Terms Applicable to the April 2020 Notes, January 2019 Notes and April 2018 Notes—Additional Amounts”

below; *provided, however*, that the April 2020 Notes of such series may not be redeemed to the extent such Additional Amounts arise solely as a result of the Issuer assigning its obligations under the April 2020 Notes of such series to a Substitute Issuer, unless this assignment to a Substitute Issuer is undertaken as part of a plan of merger by Parent Guarantor.

Prior to the mailing of any notice of redemption pursuant to the foregoing, the Issuer or the relevant Guarantor will deliver to the Trustee an opinion of independent tax counsel of recognized standing to the effect that the Issuer or the relevant Guarantor is or would be obligated to pay such Additional Amounts as a result of a Change in Tax Law.

No notice of redemption may be given earlier than 90 days prior to the earliest date on which the Issuer or the relevant Guarantor would be obligated to pay Additional Amounts if a payment in respect of the Notes were then due.

The foregoing provisions shall apply *mutatis mutandis* to any successor person, after such successor person becomes a party to the Indenture.

**Terms Applicable to the 4.750% Notes due 2029, 4.900% Notes due 2031, 5.450% Notes due 2039, 5.550% Notes due 2049 and 5.800% Notes due 2059**

The fixed rate notes due 2029 (the “**2029 Notes**”) will bear interest at a rate of 4.750% per year, the fixed rate notes due 2031 (the “**2031 Notes**”) will bear interest at a rate of 4.900% per year, the fixed rate notes due 2039 (the “**2039 Notes**”) will bear interest at a rate of 5.450% per year, the fixed rate notes due 2049 (the “**2049 Notes**”) will bear interest at a rate of 5.550% per year and the fixed rate notes due 2059 (the “**2059 Notes**”) and together with the 2029 Notes, the 2039 Notes and the 2049 Notes, the “**January 2019 Notes**”) will bear interest at a rate of 5.800% per year. The Notes are issued by Anheuser-Busch InBev Worldwide Inc. (the “**Issuer**”, with respect to the January 2019 Notes) and are fully and unconditionally guaranteed by Anheuser-Busch InBev SA/NV (the “**Parent Guarantor**”), Anheuser-Busch InBev Finance Inc., Brandbev S.à r.l., Brandbrew S.A., Cobrew NV, and Anheuser-Busch Companies, LLC (the “**Subsidiary Guarantors**,” and together with the Parent Guarantor, the “**Guarantors**”, with respect to the January 2019 Notes). Each series of the January 2019 Notes are listed on the New York Stock Exchange.

Each series of the January 2019 Notes is issued under a separate supplemental indenture to the indenture dated as of April 4, 2018 (the “**Indenture**”, with respect to the January 2019 Notes), entered into among the Issuer, each of the Guarantors and The Bank of New York Mellon Trust Company, N.A., as trustee, principal paying agent, transfer agent and registrar (the “**Trustee**”). The information below on certain provisions of the Notes and the Indenture should be read together with “Description of Debt Securities - Terms Applicable to the April 2020 Notes, January 2019 Notes and April 2018 Notes” below. This information, however, does not purport to be complete and is subject to, and is qualified in its entirety by reference to, all the provisions of the January 2019 Notes and the Indenture, including the definitions of certain terms contained therein. The Indenture is by its terms subject to and governed by the Trust Indenture Act of 1939, as amended.

The January 2019 Notes are senior unsecured obligations of the Issuer and will rank equally with all other existing and future unsecured and unsubordinated debt obligations of the Issuer. The January 2019 Notes will be repaid at maturity in U.S. dollars at a price equal to 100% of the principal amount thereof. The January 2019 Notes were issued in denominations of \$1,000 and integral multiples of \$1,000 in excess thereof. The January 2019 Notes do not provide for any sinking fund.

The 2029 Notes are initially limited to \$4,250,000,000 aggregate principal amount and will mature on 23 January 2029. The 2031 Notes are initially limited to \$750,000,000 aggregate principal amount and will mature on 23 January 2031. The 2039 Notes are initially limited to \$2,000,000,000 aggregate principal amount and will mature on 23 January 2039. The 2049 Notes are initially limited to \$4,000,000,000 aggregate principal amount and will mature on 23 January 2049. The 2059 Notes are initially limited to \$2,000,000,000 aggregate principal amount and will mature on 23 January 2059.

Interest will accrue on the January 2019 Notes of each series until the principal of such January 2019 Notes is paid or duly made available for payment. Interest on the January 2019 Notes will be calculated on the basis of a 360-day year consisting of twelve 30-day months. If the date of maturity of interest on or principal of any January 2019 Note or the date fixed for redemption or payment in connection with an acceleration of any January 2019 Note is not a Business Day, then payment of interest or principal need not be made on such date, but may be made on the next succeeding Business Day with the same force and effect as if made on the date of maturity or the date fixed for redemption or payment in connection with an acceleration, and no interest shall accrue as a result of the delayed payment.

Interest on the January 2019 Notes will be paid to the persons in whose names the January 2019 Notes are registered at the close of business on the 8 January and 8 July immediately preceding the applicable interest payment date, whether or not such date is a Business Day. The January 2019 Notes may, in addition, be redeemed at any time prior to maturity in the circumstances described under “—Optional Redemption” below and may be redeemed prior to maturity in the circumstances described under “—Optional Tax Redemption” below.

### Optional Redemption

The Issuer may, at its option, redeem each series of January 2019 Notes, as a whole or in part at any time prior to the applicable Par Call Date (as set forth in the table below), upon not less than 10 nor more than 60 days’ prior notice, at a redemption price equal to the greater of:

- 100% of the aggregate principal amount of the January 2019 Notes to be redeemed; and
- as determined by the Independent Investment Banker (as defined below), the sum of the present values of the remaining scheduled payments of principal and interest on the January 2019 Notes to be redeemed as if the January 2019 Notes to be redeemed matured on the applicable Par Call Date (as defined herein) (not including any portion of such payments of interest accrued to the date of redemption) discounted to the redemption date on a semi-annual basis (assuming a 360-day year consisting of twelve 30-day months) at the Treasury Rate plus the applicable Spread (as defined herein) for such series of January 2019 Notes;

plus, in each case described above, accrued and unpaid interest on the principal amount being redeemed to (but excluding) the redemption date.

Each of the January 2019 Notes will be redeemable in whole or in part, at the Issuer’s option at any time and from time to time on or after the applicable Par Call Date, at a redemption price equal to 100% of the principal amount of the January 2019 Notes being redeemed, plus accrued and unpaid interest to, but excluding the date of redemption.

| Series     | Par Call Date                                    | Spread |
|------------|--|--------|
| 2029 Notes | 23 October 2028 (three months prior to maturity) | 30 bps |
| 2031 Notes | 23 October 2030 (three months prior to maturity) | 35 bps |
| 2039 Notes | 23 July 2038 (six months prior to maturity)      | 40 bps |
| 2049 Notes | 23 July 2048 (six months prior to maturity)      | 40 bps |
| 2059 Notes | 23 July 2058 (six months prior to maturity)      | 45 bps |

“**Independent Investment Banker**” means, with respect to the January 2019 Notes, Barclays Capital Inc., Citigroup Global Markets Inc., Deutsche Bank Securities Inc., J.P. Morgan Securities LLC or Merrill Lynch, Pierce, Fenner & Smith Incorporated, as specified by the Issuer, or if all of these firms are unwilling or unable to serve in that capacity, an independent investment banking institution of national standing in the United States appointed by the Issuer.

“**Reference Treasury Dealer**” means, with respect to the January 2019 Notes, (i) Barclays Capital Inc., Citigroup Global Markets Inc., Deutsche Bank Securities Inc., J.P. Morgan Securities LLC and Merrill Lynch, Pierce, Fenner & Smith Incorporated, and their respective successors, *provided, however*, that if any of the foregoing shall cease to be a primary U.S. government securities dealer in the City of New York (a “**Primary Treasury Dealer**”), the Issuer will substitute therefor another Primary Treasury Dealer and (ii) any three other Primary Treasury Dealers selected by the Issuer after consultation with an Independent Investment Banker.



## Optional Tax Redemption

A series of January 2019 Notes may be redeemed at any time, at the Issuer's or the Parent Guarantor's option, as a whole, but not in part, upon not less than 10 nor more than 60 days' prior notice, at a redemption price equal to 100% of the principal amount of the January 2019 Notes of such series then outstanding plus accrued and unpaid interest on the principal amount being redeemed (and all Additional Amounts (see "Description of Debt Securities—Terms Applicable to the April 2020 Notes, January 2019 Notes and April 2018 Notes—Additional Amounts"), if any) to (but excluding) the redemption date, if (i) as a result of any change in, or amendment to, the laws, treaties, regulations or rulings of a jurisdiction in which the Issuer or any Guarantor is incorporated, organized, or otherwise tax resident or any political subdivision or any authority thereof or therein having power to tax, or in the interpretation, application or administration of any such laws, treaties, regulations or rulings (including a holding, judgment or order by a court of competent jurisdiction) which becomes effective on or after January 10, 2019 (any such change or amendment, a "**Change in Tax Law**"), the Issuer (or if a payment were then due under a Guarantee, the relevant Guarantor) would be required to pay Additional Amounts, with respect to the January 2019 Notes of such series and (ii) such obligation cannot be avoided by the Issuer (or the relevant Guarantor) taking reasonable measures available to it. Additional Amounts are payable by the Issuer under the circumstances described under "Description of Debt Securities—Terms Applicable to the April 2020 Notes, January 2019 Notes and April 2018 Notes—Additional Amounts" below; provided, however, that the Notes of such series may not be redeemed to the extent such Additional Amounts arise solely as a result of the Issuer assigning its obligations under the January 2019 Notes of such series to a Substitute Issuer, unless this assignment to a Substitute Issuer is undertaken as part of a plan of merger by Parent Guarantor.

Prior to the mailing of any notice of redemption pursuant to the foregoing, the Issuer or the relevant Guarantor will deliver to the Trustee an opinion of independent tax counsel of recognized standing to the effect that the Issuer or the relevant Guarantor is or would be obligated to pay such Additional Amounts as a result of a Change in Tax Law.

No notice of redemption may be given earlier than 90 days prior to the earliest date on which the Issuer or the relevant Guarantor would be obligated to pay Additional Amounts if a payment in respect of the January 2019 Notes were then due.

The foregoing provisions shall apply mutatis mutandis to any successor person, after such successor person becomes a party to the Indenture.

### **Terms Applicable to the 4.000% Notes due 2028, the 4.375% Notes due 2038, the 4.600% Notes due 2048 and the 4.750% Notes due 2058 and the Floating Rate Notes due 2024:**

The fixed rate notes due 2028 (the "**2028 Notes**") will bear interest at a rate of 4.000% per year, the fixed rate notes due 2038 (the "**2038 Notes**") will bear interest at a rate of 4.375% per year, the fixed rate notes due 2048 (the "**2048 Notes**") will bear interest at a rate of 4.600% per year and the fixed rate notes due 2058 (the "**2058 Notes**") and together with the 2028 Notes, the 2038 Notes and the 2048 Notes, the "**April 2018 Fixed Rate Notes**") will bear interest at a rate of 4.750% per year. The floating rate notes due 2024 (the "**Floating Rate Notes**") and, together with the April 2018 Fixed Rate Notes, the "**April 2018 Notes**") will bear an interest at a floating rate per year equal to the 3-month U.S. dollar London Interbank Offered Rate ("**LIBOR**"), reset quarterly, plus 0.74%.

The April 2018 Notes are issued by Anheuser-Busch InBev Worldwide Inc. (the "**Issuer**", with respect to the April 2018 Notes) and are fully and unconditionally guaranteed by the Parent Guarantor, Anheuser-Busch InBev Finance Inc., Brandbev S.à r.l., Brandbrew S.A., Cobrew NV, and Anheuser-Busch Companies, LLC (the "**Subsidiary Guarantors**," and together with the Parent Guarantor, the "**Guarantors**", with respect to the April 2018 Notes). The April 2018 Notes are listed on the New York Stock Exchange.

Each series of the April 2018 Notes was issued under a separate supplemental indenture to the indenture dated as of April 4, 2018 (the "**Indenture**", with respect to the April 2018 Notes), entered into among the Issuer, each of the Guarantors and The Bank of New York Mellon Trust Company, N.A., as trustee, principal paying agent, transfer agent and registrar (the "**Trustee**"). The information below on certain provisions of the Notes and the Indenture should be read together with "Description of Debt Securities - Terms Applicable to the April 2020 Notes, January 2019 Notes and April 2018 Notes" below. This information, however, does not purport to be complete and is subject to, and is qualified in its entirety by reference to, all the provisions of the April 2018 Notes and the Indenture, including the definitions of certain terms contained therein. The Indenture is by its terms subject to and governed by the Trust Indenture Act of 1939, as amended.

The 2028 Notes were initially limited to \$2,500,000,000 aggregate principal amount and will mature on April 13, 2028. The 2038 Notes were initially limited to \$1,500,000,000 aggregate principal amount and will mature on April 15, 2038. The 2048 Notes were initially limited to \$2,500,000,000 aggregate principal amount and will mature on April 15, 2048. The 2058 Notes were initially limited to \$1,500,000,000 aggregate principal amount and will mature on April 15, 2058. The April 2018 Notes are senior unsecured obligations of the Issuer and rank equally with all other existing and future unsecured and unsubordinated debt obligations of the Issuer.

Interest on the 2028 Notes will be paid to the persons in whose names the 2028 Notes are registered at the close of business on the April 1 and October 1 immediately preceding the applicable interest payment date, whether or not such date is a Business Day. Interest on the 2038 Notes will be paid to the persons in whose names the 2038 Notes are registered at the close of business on the April 1 and October 1 immediately preceding the applicable interest payment date, whether or not such date is a Business Day. Interest on the 2048 Notes will be paid to the persons in whose names the 2048 Notes are registered at the close of business on the April 1 and October 1 immediately preceding the applicable interest payment date, whether or not such date is a Business Day. Interest on the 2058 Notes will be paid to the persons in whose names the 2058 Notes are registered at the close of business on the April 1 and October 1 immediately preceding the applicable interest payment date, whether or not such date is a Business Day. The April 2018 Fixed Rate Notes may be redeemed at any time prior to maturity in the circumstances described under “—Optional Redemption” and all of the outstanding April 2018 Notes may be redeemed prior to maturity in the circumstances described under “—Optional Tax Redemption.”

The Floating Rate Notes were initially limited to \$500,000,000 aggregate principal amount and will mature on January 12, 2024. Interest on the Floating Rate Notes will be payable quarterly in arrears on January 12, April 12, July 12 and October 12 of each year, commencing on July 12, 2018, subject to the Business Day Convention (as defined below), and until the principal of the Floating Rate Notes is paid or duly made available for payment. Interest on the Floating Rate Notes will accrue from April 4, 2018.

Interest on the Floating Rate Notes will be paid to the persons in whose names the Floating Rate Notes are registered at the close of business on the fifteenth calendar day immediately preceding the applicable Floating Rate Interest Payment Date, whether or not such day is a Business Day. The Floating Rate Notes may be redeemed prior to maturity in the circumstances described under “—Optional Tax Redemption.”

The interest rate on the Floating Rate Notes for the first Interest Period (as defined below) will be the 3-month U.S. dollar LIBOR, as determined on March 29, 2018, plus 0.74%. Thereafter, the interest rate on the Floating Rate Notes for any Interest Period will be the 3-month U.S. dollar LIBOR, as determined on the applicable Interest Determination Date (as defined below), plus 0.74%. The interest rate on the Floating Rate Notes will be reset quarterly on each Interest Reset Date (as defined below). For each Interest Period, interest on the Floating Rate Notes will be calculated on the basis of the actual number of days in the interest period divided by 360.

The Calculation Agent (as defined below) will determine 3-month U.S. dollar LIBOR in accordance with the following provisions: With respect to any Interest Determination Date, 3-month U.S. dollar LIBOR will be the rate for deposits in U.S. dollars having a maturity of three months commencing on the Interest Reset Date that appears on the designated LIBOR page as of 11:00 a.m., London time, on that Interest Determination Date. If no rate appears, 3-month U.S. dollar LIBOR, in respect of that Interest Determination Date, will be determined as follows: the Calculation Agent will request the principal London offices of each of four major reference banks in the London interbank market, as selected and identified by us, to provide the Calculation Agent with its offered quotation for deposits in U.S. dollars for the period of three months, commencing on the Interest Reset Date, to prime banks in the London interbank market at approximately 11:00 a.m., London time, on that Interest Determination Date and in a principal amount that is representative for a single transaction in U.S. dollars in that market at that time. If at least two quotations are provided, then 3-month U.S. dollar LIBOR on that Interest Determination Date will be the arithmetic mean of those quotations. If fewer than two quotations are provided, then 3-month U.S. dollar LIBOR on the Interest Determination Date will be the arithmetic mean of the rates quoted at approximately 11:00 a.m., New York City time, on the Interest Determination Date by three major banks in the City of New York selected by and identified by us for loans in U.S. dollars to leading European banks, having a three-month maturity and in a principal amount that is representative for a single transaction in U.S. dollars in that market at that time; *provided, however*, that if the banks selected by and identified by us are not providing quotations in the manner described by this sentence, 3-month U.S. dollar LIBOR determined as of that Interest Determination Date will be 3-month U.S. dollar LIBOR in effect on that Interest Determination Date (i.e., the same as the rate determined for the immediately preceding Interest Reset Date). The designated LIBOR page is the Reuters screen “LIBOR01,” or any successor service for the purpose of displaying the

London interbank rates of major banks for U.S. dollars. The Reuters screen “LIBOR01” is the display designated as the Reuters screen “LIBOR01,” or such other page as may replace the Reuters screen “LIBOR01” on that service or such other service or services as may be designated for the purpose of displaying London interbank offered rates for U.S. dollar deposits by ICE Benchmark Administration Limited (“IBA”) or its successor or such other entity assuming the responsibility of the IBA or its successor in calculating the London Inter-Bank Offered Rate in the event the IBA or its successor no longer does so. All calculations made by the Calculation Agent for the purposes of calculating the Interest Rates on the Floating Rate Notes shall be conclusive and binding on the Holders thereof, the Issuer and the Trustee, absent manifest error.

“**Business Day Convention**” means that if any Interest Payment Date (other than the maturity date or a date fixed for redemption or payment in connection with an acceleration of the Floating Rate Notes) falls on a day that is not a Business Day, that Interest Payment Date will be postponed to the next succeeding Business Day unless that Business Day is in the next succeeding calendar month, in which case the Interest Payment Date will be the immediately preceding Business Day.

“**Calculation Agent**” means The Bank of New York Mellon Trust Company, N.A.

“**Interest Determination Date**” means, for each particular Interest Reset Date (as defined below), the second London Business Day (as defined below) preceding such Interest Reset Date.

“**Interest Period**” means the period beginning on, and including, an Interest Payment Date and ending on, but not including, the following Interest Payment Date; *provided* that the first Interest Period will begin on April 4, 2018, and will end on, but not include, the first Interest Payment Date.

“**Interest Reset Date**” means, for each Interest Period other than the first Interest Period, the first day of such Interest Period, subject to the Business Day Convention.

“**London Business Day**” means any weekday on which banking or trust institutions in London are not authorized generally or obligated by law, regulation or executive order to close.

If the date of maturity of principal of the Floating Rate Notes or the date fixed for redemption or payment in connection with an acceleration of the Floating Rate Notes is not a Business Day, then payment of interest or principal need not be made on such date, but may be made on the next succeeding Business Day with the same force and effect as if made on the date of maturity or the date fixed for redemption or payment in connection with an acceleration, and no interest shall accrue as a result of the delayed payment.

### **Optional Redemption**

The Issuer may, at its option, redeem each series of April 2018 Fixed Rate Notes, as a whole or in part at any time prior to the applicable Par Call Date (as set forth in the table below), upon not less than 10 nor more than 60 days’ prior notice, at a redemption price equal to the greater of:

- 100% of the aggregate principal amount of the April 2018 Fixed Rate Notes to be redeemed; and
- as determined by the Independent Investment Banker (as defined below), the sum of the present values of the remaining scheduled payments of principal and interest on the April 2018 Fixed Notes to be redeemed as if the April 2018 Fixed Rate Notes to be redeemed matured on the applicable Par Call Date (as defined herein) (not including any portion of such payments of interest accrued to the date of redemption) discounted to the redemption date on a semi-annual basis (assuming a 360-day year consisting of twelve 30-day months) at the Treasury Rate plus the applicable Spread (as defined herein) for such series of Notes;

plus, in each case described above, accrued and unpaid interest on the principal amount being redeemed to (but excluding) the redemption date.

Each of the April 2018 Fixed Rate Notes will be redeemable in whole or in part, at the Issuer’s option at any time and from time to time on or after the applicable Par Call Date, at a redemption price equal to 100% of the principal amount of the April 2018 Fixed Rate Notes being redeemed, plus accrued and unpaid interest to, but excluding the date of redemption.

| Series     | Par Call Date                                     | Spread |
|------------|---|--------|
| 2028 Notes | January 13, 2028 (three months prior to maturity) | 20 bps |
| 2038 Notes | October 15, 2037 (six months prior to maturity)   | 25 bps |
| 2048 Notes | October 15, 2047 (six months prior to maturity)   | 25 bps |
| 2058 Notes | October 15, 2057 (six months prior to maturity)   | 25 bps |

“**Independent Investment Banker**” means, with respect to the April 2018 Notes, Barclays Capital Inc., Deutsche Bank Securities Inc., J.P. Morgan Securities LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated or Mizuho Securities USA LLC, as specified by the Issuer, or if all of these firms are unwilling or unable to serve in that capacity, an independent investment banking institution of national standing in the United States appointed by the Issuer.

“**Reference Treasury Dealer**” means, with respect to the April 2018 Notes, (i) Barclays Capital Inc., Deutsche Bank Securities Inc., J.P. Morgan Securities LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated and Mizuho Securities USA LLC, and their respective successors, *provided, however*, that if any of the foregoing shall cease to be a primary U.S. government securities dealer in the City of New York (a “**Primary Treasury Dealer**”), the Issuer will substitute therefor another Primary Treasury Dealer and (ii) any three other Primary Treasury Dealers selected by the Issuer after consultation with an Independent Investment Banker.

### Optional Tax Redemption

A series of April 2018 Notes may be redeemed at any time, at the Issuer’s or the Parent Guarantor’s option, as a whole, but not in part, upon not less than 10 nor more than 60 days’ prior notice, at a redemption price equal to 100% of the principal amount of the April 2018 Notes of such series then outstanding plus accrued and unpaid interest on the principal amount being redeemed (and all Additional Amounts (see “Description of Debt Securities—Terms Applicable to the April 2020 Notes, January 2019 Notes and April 2018 Notes—Additional Amounts”), if any) to (but excluding) the redemption date, if (i) as a result of any change in, or amendment to, the laws, treaties, regulations or rulings of a jurisdiction in which the Issuer or any Guarantor is incorporated, organized, or otherwise tax resident or any political subdivision or any authority thereof or therein having power to tax, or in the interpretation, application or administration of any such laws, treaties, regulations or rulings (including a holding, judgment or order by a court of competent jurisdiction) which becomes effective on or after March 20, 2018 (any such change or amendment, a “**Change in Tax Law**”), the Issuer (or if a payment were then due under a Guarantee, the relevant Guarantor) would be required to pay Additional Amounts, with respect to the Notes of such series and (ii) such obligation cannot be avoided by the Issuer (or the relevant Guarantor) taking reasonable measures available to it. Additional Amounts are payable by the Issuer under the circumstances described under “Description of Debt Securities—Terms Applicable to the April 2020 Notes, January 2019 Notes and April 2018 Notes—Additional Amounts” below; *provided, however*, that the April 2018 Notes of such series may not be redeemed to the extent such Additional Amounts arise solely as a result of the Issuer assigning its obligations under the April 2018 Notes of such series to a Substitute Issuer, unless this assignment to a Substitute Issuer is undertaken as part of a plan of merger by Parent Guarantor.

Prior to the mailing of any notice of redemption pursuant to the foregoing, the Issuer or the relevant Guarantor will deliver to the Trustee an opinion of independent tax counsel of recognized standing to the effect that the Issuer or the relevant Guarantor is or would be obligated to pay such Additional Amounts as a result of a Change in Tax Law.

No notice of redemption may be given earlier than 90 days prior to the earliest date on which the Issuer or the relevant Guarantor would be obligated to pay Additional Amounts if a payment in respect of the Notes were then due.

The foregoing provisions shall apply mutatis mutandis to any successor person, after such successor person becomes a party to the Indenture.

### **Terms Applicable to the April 2020 Notes, January 2019 Notes and April 2018 Notes**

For the purposes of this section “—Terms Applicable to the April 2020 Notes, January 2019 Notes and April 2018 Notes”: (i) the term “Notes” or “debt securities” shall refer to the April 2020 Notes, January 2019 Notes and April 2018 Notes, (ii) the term “Issuer” shall refer to the Issuer under the April 2020 Notes, January 2019 Notes and April 2018 Notes, (iii) the term “Guarantor” shall refer to any Guarantor under the April 2020 Notes, January 2019 Notes and April 2018 Notes and (iv) the term “Indenture” shall refer to the Indenture under the April 2020 Notes, January 2019 Notes and April 2018 Notes.

### **Event of Default**

The occurrence and continuance of one or more of the following events will constitute an “**Event of Default**” under the Indenture and under the Notes:

- (a) *payment default*—(i) the Issuer or a Guarantor fails to pay interest within 30 days from the relevant due date, or (ii) the Issuer or a Guarantor fails to pay the principal (or premium, if any) due on the Notes at maturity; *provided* that to the extent any such failure to pay principal or premium is caused by a technical or administrative error, delay in processing payments or events beyond the control of the Issuer or Guarantors, no Event of Default shall occur for three days following such failure to pay; *provided further* that, in the case of a redemption payment, no Event of Default shall occur for 30 days following a failure to make such payment;
- (b) *breach of other material obligations*—the Issuer or a Guarantor defaults in the performance or observance of any of its other material obligations under or in respect of the Notes or the Indenture and such default remains unremedied for 90 days after a written notice has been given to the Issuer and the Parent Guarantor by the Trustee or to the Issuer, the Parent Guarantor and the Trustee by the Holders of at least 25% in principal amount of the outstanding Notes of the applicable series affected thereby, specifying such default or breach and requiring it to be remedied and stating that such notice is a “**Notice of Default**” under the Notes;
- (c) *bankruptcy or insolvency*—a court of competent jurisdiction commences bankruptcy or other insolvency proceedings against the Issuer, the Parent Guarantor or a Guarantor that is a Significant Subsidiary under the applicable laws of their respective jurisdictions of incorporation, or the Issuer, the Parent Guarantor or a Guarantor that is a Significant Subsidiary applies for or institutes such proceedings or offers or makes an assignment for the benefit of its creditors generally, or a third party institutes bankruptcy or insolvency proceedings against the Issuer, the Parent Guarantor or a Guarantor that is a Significant Subsidiary and such proceedings are not discharged or stayed within 90 days;
- (d) *impossibility due to government action*—any governmental order, decree or enactment shall be made in or by Belgium or the jurisdiction of incorporation of a Guarantor that is a Significant Subsidiary whereby the Issuer, the Parent Guarantor, or such Guarantor that is a Significant Subsidiary is prevented from observing and performing in full its obligations as set forth in the terms and conditions of the Notes and the Guarantees, respectively, and this situation is not cured within 90 days; or
- (e) *invalidity of the Guarantees*—the Guarantees provided by the Parent Guarantor or a Guarantor that is a Significant Subsidiary cease to be valid and legally binding for any reason whatsoever or the Parent Guarantor or a Guarantor that is a Significant Subsidiary seeks to deny or disaffirm its obligations under the Guarantee.

If an Event of Default occurs and is continuing with respect to the Notes, then, unless the principal of all of the Notes shall already have become due and payable (in which case no action is required for the acceleration of the Notes), the Holders of not less than 25% in aggregate principal amount of Notes then outstanding, by written notice to the Issuer, the Parent Guarantor and the Trustee as provided in the Indenture, may declare the entire principal of all the Notes of such series, and the interest accrued thereon, to be due and payable immediately, *provided, however*, that if an Event of Default specified in paragraph (c) above with respect to the Notes at the time outstanding occurs, the principal amount of that series shall automatically, and without any declaration or other action on the part of the Trustee or any Holder, become immediately due and payable. Under certain circumstances, the Holders of a majority in aggregate principal amount of the Notes then

outstanding may, by written notice to the Issuer and the Trustee as provided in the Indenture, waive all defaults and rescind and annul such declaration and its consequences, but no such waiver or rescission and annulment shall extend to or shall affect any subsequent default or shall impair any right consequent thereon.

### **Trustee**

The Bank of New York Mellon Trust Company, N.A. is the trustee and principal paying agent under each indenture. The trustee has two principal functions:

- first, it can enforce a holder's rights against us if we default on the Notes. There are some limitations on the extent to which the trustee acts on a holder's behalf, described under "—Events of Default"; and
- second, the trustee performs administrative duties for us, such as sending the holder's interest payments, transferring Notes to a new buyer and sending notices to holders.

We and some of our subsidiaries maintain deposit accounts and conduct other banking transactions with the trustee and affiliates of the trustee in the ordinary course of our respective businesses. The address of The Bank of New York Mellon Trust Company, N.A. is 100 South 4th Street, Suite 550, St. Louis, MO 63102.

If an event of default occurs, or an event occurs that would be an event of default if the requirements for giving us default notice or our default having to exist for a specific period of time were disregarded, the trustee may therefore be considered to have a conflicting interest with respect to the Notes or the applicable indenture for purposes of the Trust Indenture Act of 1939. In that case, the trustee may be required to resign as trustee under the applicable indenture and we would be required to appoint a successor trustee.

Except in cases of default, where the Trustee has some special duties, the Trustee is not required to take any action under the Indenture at the request of any Holders unless the Holders offer the Trustee reasonable protection from costs, expenses and liability. This protection is called an indemnity. If reasonable indemnity is provided, the Holders of a majority in principal amount of the outstanding Notes may direct the time, method and place of conducting any proceeding seeking any remedy available to the Trustee. These majority Holders may also direct the Trustee in performing any other action under the Indenture, so long as such direction would not involve the Trustee in personal liability.

Before you bypass the Trustee and bring your own lawsuit or other formal legal action or take other steps to enforce your rights or protect your interests relating to the Notes, the following must occur:

- The Trustee must be given written notice that an event of default has occurred and remains uncured.
- The Holders of not less than 25% in principal amount of all outstanding Notes of the relevant series must make a written request that the Trustee institute proceedings because of the default, and must offer indemnity and/or security satisfactory to the Trustee against the costs, expenses and liabilities of taking such request.
- The Trustee must have not taken action for 60 days after receipt of the above notice, request and offer of indemnity.
- No direction inconsistent with such written request has been given to the Trustee during such 60-day period by the holders of the majority in principal amount of the outstanding Notes of that series.
- However, you are entitled at any time to bring a lawsuit for the payment of money due on your security on or after its due date.

We will furnish to the Trustee every year a written statement of certain of our officers and directors, certifying that, to their knowledge, we are in compliance with the Indenture and the Notes, or else specifying any default.

### **Modifications and Amendment**

The Issuer, the Guarantors and the Trustee may execute agreements adding any provisions to or changing in any manner or eliminating any of the provisions of the Indenture or of any supplemental agreement or modifying in any manner the rights of the Holders under the Notes or the Guarantees only with the consent of

the Holders of not less than a majority in aggregate principal amount of the notes then outstanding (irrespective of series) that would be affected by the proposed modification or amendment; *provided* that no such agreement shall (a) change the maturity of the principal of, or any installment of interest on, any Note, or reduce the principal amount or the interest thereof, or extend the time of payment of any installment of interest thereon, or change the currency of payment of principal of, or interest on, any Note, or change the Issuer's or a Guarantor's obligation to pay Additional Amounts, impair or affect the right of any Holder to institute suit for the enforcement of any such payment on or after the due date thereof (or in the case of redemption on or after the redemption date) or change in any manner adverse to the interests of the Holders the terms and provisions of the Guarantees in respect of the due and punctual payment of principal amount of the Notes then outstanding plus accrued and unpaid interest (and all Additional Amounts, if any) without the consent of the Holder of each Note so affected; or (b) reduce the aforesaid percentage of notes, the consent of the Holders of which is required for any such agreement, without the consent of all of the Holders of the affected series of the notes then outstanding. To the extent that any changes directly affect fewer than all the series of the notes issued under the Indenture, only the consent of the Holders of notes of the relevant series (in the respective percentages set forth above) will be required.

The Issuer, the Guarantors and the Trustee may, without the consent of the Holders, from time to time execute agreements or amendments or enter into an indenture or indentures supplemental thereto (including in respect of one series of notes only) for one or more of the following purposes:

- to convey, transfer, assign, mortgage or pledge any property or assets to the Trustee or another person as security for the Notes;
- to evidence the succession of another person to the Issuer or any Guarantors, or successive successions, and the assumption by the successor person of the covenants of the Issuer or any of the Guarantors, pursuant to the Indenture and the Notes;
- to evidence and provide for the acceptance of appointment of a successor or successors to the Trustee in any of its capacities and to add to or change any of the provisions of the Indenture to facilitate the administration of the trusts created thereunder by more than one trustee;
- to add to the covenants of the Issuer or the Guarantors, for the benefit of the Holders of the Notes issued under the Indenture, or to surrender any rights or powers conferred on the Issuer or the Guarantors in the Indenture;
- to add any additional events of default for the benefit of the Holders of the Notes;
- to add to, change or eliminate any of the provisions of the Indenture in respect of the Notes, *provided* that any such addition, change or elimination (A) shall neither (i) apply to any Note created prior to the execution of such supplemental indenture and entitled to the benefit of such provision nor (ii) modify the rights of the Holder of any such Note with respect to such provision or (B) shall become effective only when there is no such Note outstanding;
- to modify the restrictions on and procedures for, resale and other transfers of the Notes pursuant to law, regulation or practice relating to the resale or transfer of restricted securities generally;
- to provide for the issues of securities in exchange for one or more series of outstanding debt securities;
- to provide for the issuance and terms of any particular series of securities, the rights and obligations of the Guarantors and the holders of the securities of such series, the form or forms of the securities of such series and such other matters in connection therewith as the Issuer and the Guarantors shall consider appropriate, including, without limitation, provisions for (a) additional or different covenants, restrictions or conditions applicable to such series, (b) additional or different events of default in respect of such series, (c) a longer or shorter period of grace and/or notice in respect of any provision applicable to such series than is otherwise provided, (d) immediate enforcement of any event of default in respect of such series or (e) limitations upon the remedies available in respect of any events of default in respect of such series or upon the rights of the holders of securities of such series to waive any such event of default;
- (a) to cure any ambiguity or to correct or supplement any provision contained in the Indenture, the Notes or the Guarantees, or in any supplemental agreement, which may be defective or inconsistent with any other provision contained therein or in any supplemental agreement, (b) to eliminate any conflict between the terms thereof and the Trust Indenture Act or (c) to make such other provision in regard to matters or questions arising under the Indenture or under any supplemental agreement as the Issuer may deem necessary or desirable and which will not adversely affect the interests of the Holders to which such provision relates in any material respect;

- to “reopen” the Notes and create and issue additional Notes having identical terms and conditions as the Notes (or in all respects except for the issue date, issue price, first interest accrual date and first interest payment date) so that the additional notes are consolidated and form a single series with the outstanding Notes;
- to add any Subsidiary of the Parent Guarantor as a Guarantor or a co-Issuer with respect to any series of notes, or to convert a Guarantor into a co-Issuer with respect to any series of notes, subject to applicable regulatory or contractual limitations relating to such subsidiary’s Guarantee and provided in each case that the obligations of any co-Issuer will be joint and several with the Issuer;
- to provide for the release and termination of any Subsidiary Guarantor’s Guarantee in the circumstances described under “Description of Debt Securities and Guarantees—Guarantees” in the Prospectus;
- to provide for any amendment, modification or alteration of any Subsidiary Guarantor’s Guarantee and the limitations applicable thereto in the circumstances described under “Description of Debt Securities and Guarantees—Guarantees” in the Prospectus; or
- to make any other change that does not materially adversely affect the interests of the holders of the notes affected thereby.

Interest will accrue on the Notes of each series until the principal of such Notes is paid or duly made available for payment. Interest on the Notes will be calculated on the basis of a 360-day year consisting of twelve 30-day months. If the date of maturity of interest on or principal of any Note or the date fixed for redemption or payment in connection with an acceleration of any Note is not a Business Day, then payment of interest or principal need not be made on such date, but may be made on the next succeeding Business Day with the same force and effect as if made on the date of maturity or the date fixed for redemption or payment in connection with an acceleration, and no interest shall accrue as a result of the delayed payment.

“**Treasury Rate**” means, with respect to any Redemption Date, the rate per annum equal to the semiannual equivalent yield to maturity of the Comparable Treasury Issue, calculated using a price for the Comparable Treasury Issue (expressed as a percentage of its principal amount) equal to the Comparable Treasury Price for such Redemption Date.

The Treasury Rate will be calculated on the third Business Day preceding such redemption date.

“**Business Day**” means a day on which commercial banks and exchange markets are open, or not authorized to close, in the City of New York, London and Brussels.

“**Comparable Treasury Issue**” means the U.S. Treasury security (not inflation-indexed) selected by an Independent Investment Banker as if such Notes had matured on the applicable Par Call Date that would be utilized, at the time of selection and in accordance with customary financial practice, in pricing new issues of corporate debt securities of comparable maturity to the remaining term of such Notes through the applicable Par Call Date.

“**Comparable Treasury Price**” means, with respect to a redemption date, (i) the average of five Reference Treasury Dealer Quotations for such redemption date, after excluding the highest and lowest Reference Treasury Dealer Quotations, or (ii) if the Independent Investment Banker obtains fewer than five such Reference Treasury Dealer Quotations, the average of all such quotations.

“**Reference Treasury Dealer Quotations**” means, with respect to each Reference Treasury Dealer and any redemption date, the average, as determined by the Independent Investment Banker, of the bid and asked prices for the Comparable Treasury Issue (expressed in each case as a percentage of its principal amount) quoted in writing to the Independent Investment Banker at 5:00 p.m., New York City time, on the third Business Day preceding such redemption date.

A notice of redemption may, at the discretion of the Issuer, be subject to one or more conditions precedent, including, but not limited to, completion of an equity offering, a financing, or other corporate transaction. In addition, if such redemption or notice is subject to satisfaction of one or more conditions precedent, such notice shall state that, in our discretion, the redemption date may be postponed until up to 60 days following the notice of redemption, and such notice may be rescinded in the event that any or all such conditions shall not have been satisfied by the redemption date (including as it may be postponed).



Unless the Issuer (and/or the Guarantors) defaults on payment of the redemption price, from and after the redemption date interest will cease to accrue on the Notes or portions thereof called for redemption. On the redemption date, the Issuer will deposit with the Trustee or with one or more paying agents (or, if the Issuer is acting as its own paying agent, set aside, segregate and hold in trust as provided in the Indenture) money sufficient to pay the redemption price of and accrued interest on the Notes to be redeemed on such date. If fewer than all of the Notes of any series are to be redeemed, the Trustee will select, not more than 60 days prior to the redemption date, the particular Notes of such series or portions thereof for redemption from the outstanding Notes of that series not previously called for redemption, on a pro rata basis across such series, or by such method as the Trustee deems fair and appropriate, provided that if the Notes of a series are represented by one or more global notes, interests in such global notes shall be selected for redemption by DTC in accordance with its standard procedures therefor.

### **Additional Notes**

The Notes were issued in the initial aggregate principal amount set forth above. The Issuer may, from time to time, without notice to or the consent of the Holders, create and issue, pursuant to the Indenture and in accordance with applicable laws and regulations, additional Notes (the “**Additional Notes**”) maturing on the same maturity date as the other Notes of a series and having the same terms and conditions under the Indenture (including with respect to the Guarantors and the Guarantees) as the previously outstanding Notes of that series in all respects (or in all respects except for the issue date and the principal amount and, in some cases, the date of the first payment of interest thereon) so that such Additional Notes shall be consolidated and form a single series with the previously outstanding Notes of that series, *provided* that either (i) such Additional Notes are fungible with the Notes of such series offered hereby for U.S. federal income tax purposes or (ii) such Additional Notes shall have a separate CUSIP number. Without limiting the foregoing, the Issuer may, from time to time, without notice to or the consent of the Holders, create and issue, pursuant to the Indenture and in accordance with applicable laws and regulations, additional series of notes with additional or different terms and maturity dates than the Notes.

### **Guarantee**

Each debt security will benefit from an unconditional, full and irrevocable guarantee by the Parent Guarantor. One or more of the following Subsidiary Guarantors, which are subsidiaries of the Parent Guarantor, may, along with the Parent Guarantor, jointly and severally guarantee the debt securities on a full, unconditional and irrevocable basis:

- Anheuser-Busch Companies, LLC
- Anheuser-Busch InBev Worldwide Inc.
- Anheuser-Busch InBev Finance Inc.
- Brandbev S.à r.l.
- Brandbrew S.A.
- Cobrew NV

The Subsidiary Guarantors, if any, for any particular series of debt securities will be specified in the applicable prospectus supplement. The Issuer of a particular series of securities will not act as a Subsidiary Guarantor for that series.

Each guarantee to be provided is referred to as a “Guarantee” and collectively, the “Guarantees;” the subsidiaries of the Parent Guarantor providing Guarantees are referred to as the “Subsidiary Guarantors” and the Parent Guarantor and Subsidiary Guarantors collectively are referred to as the “Guarantors”.

All such Guarantees are set forth in each indenture, or a supplement thereto, and may take the form of a guarantee to be endorsed on a particular series of securities or a global guarantee that applies to multiple series of securities under an indenture. The Guarantees provided by several of the Guarantors will be subject to certain limitations set forth below under “—Guarantee Limitations”.

Under the Guarantees, the Guarantors will guarantee to each Holder the due and punctual payment of any principal, accrued and unpaid interest (and all Additional Amounts, as defined below, if any) due under the debt securities in accordance with each indenture. Each Guarantor will also pay Additional Amounts (if any) in respect of payments under its Guarantee. The Guarantees will be the full, direct, unconditional, unsecured and unsubordinated general obligations of the Guarantors. The Guarantees will rank *pari passu* among themselves, without any preference of one over the other by reason of priority of date of issue or otherwise, and at least equally with all other unsecured and unsubordinated general obligations of the Guarantors from time to time outstanding.

Any Subsidiary Guarantor will automatically and unconditionally be released from all obligations under its Subsidiary Guarantee and such Subsidiary Guarantee shall thereupon terminate and be discharged of no further force or effect, in the event that at substantially the same time its Guarantee of the debt securities is terminated, (i) (for so long as any commitments remain outstanding under the 2010 Senior Facilities Agreement) the relevant Subsidiary Guarantor is or has been released from its guarantee of 2010 Senior Facilities Agreement (as defined in the 2022 Form 20-F under the heading “Item 5. Operating and Financial Review—H. Liquidity and Capital Resources” and as it may be amended from time to time) or is no longer a guarantor under the 2010 Senior Facilities Agreement, and (ii) the aggregate amount of indebtedness for borrowed money for which the relevant Guarantor is an obligor (as a guarantor or borrower) does not exceed 10% of the consolidated gross assets of the Parent Guarantor as reflected in the balance sheet included in its most recent publicly released interim or annual consolidated financial statements. For purposes of this paragraph, the amount of a Guarantor’s indebtedness for borrowed money shall not include (A) the debt securities issued pursuant to the indentures dated 12 January 2009, 16 October 2009 and 16 December 2016, and the indentures supplemental thereto, in each case between Anheuser-Busch InBev Worldwide Inc., as Issuer, the Parent Guarantor, the Subsidiary Guarantors named therein and The Bank of New York Mellon Trust Company, N.A., as trustee, (B) the debt securities issued pursuant to the indentures dated 17 January 2013, 25 January 2016 and 15 May 2017, and the indentures supplemental thereto, in each case between Anheuser-Busch InBev Finance Inc., as Issuer, the Parent Guarantor, the Subsidiary Guarantors named therein and The Bank of New York Mellon Trust Company, N.A., as trustee, (C) any other debt the terms of which permit the termination of the Guarantor’s guarantee of such debt under similar circumstances, as long as such Guarantor’s obligations in respect of such other debt are terminated at substantially the same time as its guarantee of the debt securities, and (D) any debt that is being refinanced at substantially the same time that the Guarantee of the debt securities is being released; provided that any obligations of the Guarantor in respect of the debt that is incurred in the refinancing shall be included in the calculation of the Guarantor’s indebtedness for borrowed money.

In addition, Brandbrew S.A. and/or Brandbev S.à r.l., whose guarantees are subject to certain limitations described below, shall be entitled to terminate its Guarantee, and the trustee under each indenture shall execute a release and termination agreement effecting such termination, with respect to any or all series of the notes issued under each indenture, in the event that Brandbrew S.A. or Brandbev S.à r.l. determines that under the rules, regulations or interpretations of the SEC it would be required to include its financial statements in any registration statement filed with the SEC with respect to any series of notes or guarantees issued under each indenture or in periodic reports filed with or furnished to the SEC (by reason of such limitations or otherwise). Furthermore, Brandbrew S.A. and/or Brandbev S.à r.l. will be entitled to amend or modify by execution of indentures supplemental to each indenture the terms of its Guarantee or the limitations applicable to its Guarantee, as set forth below, in any respect reasonably deemed necessary by Brandbrew S.A. or Brandbev S.à r.l. to meet the requirements of Rule 3-10 under Regulation S-X under the Securities Act (or any successor or similar regulation or exemption) in order for financial statements of such Subsidiary Guarantor not to be required to be included in any registration statement or in periodic reports filed with or furnished to the SEC.

#### ***Supplemental Information on Subsidiary Guarantors***

Brandbrew S.A. and Brandbev S.à r.l., the Subsidiary Guarantors whose Guarantees are subject to limitations, as described below under “—Guarantee Limitations”, accounted in aggregate for less than 0.1% of the total consolidated EBITDA, as defined, of AB InBev for the year ended 31 December 2017 and approximately 0.1% of the total consolidated debt of AB InBev as of 31 December 2017.

#### ***Guarantee Limitations***

Pursuant to restrictions imposed by Luxembourg law, notwithstanding anything to the contrary in the Guarantees to be provided by Brandbrew S.A. or Brandbev S.à r.l., (each, a “**Luxembourg Guarantor**”), for the purposes of any such Guarantees, the maximum aggregate liability of such Luxembourg Guarantor under its Guarantee (including any actual or contingent liabilities as a guarantor under the Other Guaranteed Facilities (as defined below)) shall not exceed an amount equal to the aggregate of (without double counting):

- (1) the aggregate amount of all moneys received by such Luxembourg Guarantor and its Subsidiaries as a borrower or issuer under the Other Guaranteed Facilities;

- (2) the aggregate amount of all outstanding intercompany loans made to such Luxembourg Guarantor and its Subsidiaries by other members of the AB InBev Group which have been directly or indirectly funded using the proceeds of borrowings under the Debt Securities and the Other Guaranteed Facilities; and
- (3) an amount equal to 100% of the greater of:
  - (a) the sum of (x) such Luxembourg Guarantor's own capital (*capitaux propres*) (as referred to in article 34 of the Luxembourg Law of 2002, and as implemented by the Luxembourg Regulation) as reflected in such Luxembourg Guarantor's then most recent annual accounts approved by the competent organ of such Luxembourg Guarantor (as audited by its statutory auditor (*réviseur d'entreprises agréé*), if required by law) at the date an enforcement is made under such Luxembourg Guarantor's Guarantee and (y) any amounts owed by such Luxembourg Guarantor to any other member of the AB InBev Group which have not been funded, directly or indirectly, using the proceeds of borrowings under the Indentures or the Other Guaranteed Facilities (as defined below); and
  - (b) the sum of (x) such Luxembourg Guarantor's own capital (*capitaux propres*) (as referred to in article 34 of the Luxembourg Law of 2002, and as implemented by the Luxembourg Regulation) as reflected in its most recent annual accounts available as of the date of the applicable Indenture and (y) any amounts owed by such Luxembourg Guarantor to any other member of the AB InBev Group which have not been funded, directly or indirectly, using the proceeds of borrowings under the Indentures or the Other Guaranteed Facilities (as defined below).

For the avoidance of doubt, the limitation on the Guarantee provided by such Luxembourg Guarantor shall not apply to any Guarantee by it of any obligations owed by its Subsidiaries under the Other Guaranteed Facilities.

In addition, the obligations and liabilities of such Luxembourg Guarantor under its Guarantee and under any of the Other Guaranteed Facilities shall not include any obligation which, if incurred, would constitute a breach of the provisions on unlawful financial assistance as contained in articles 49-6 or 168, as applicable, of the Luxembourg Law on Commercial Companies dated 10 August 1915, as amended.

**“Other Guaranteed Facilities” means:**

- (1) any debt securities issued by Anheuser-Busch Companies, LLC under any of the following indentures:
  - (a) the Indenture, dated August 1, 1995, between Anheuser-Busch Companies, LLC (formerly known as Anheuser-Busch Companies, Inc.) and The Bank of New York Mellon Trust Company, N.A. (as successor to Chemical Bank), as trustee;
  - (b) the Indenture, dated July 1, 2001, between Anheuser-Busch Companies, LLC (formerly known as Anheuser-Busch Companies, Inc.) and The Bank of New York Mellon Trust Company, N.A. (as successor to The Chase Manhattan Bank), as trustee; and
  - (c) the Indenture, dated October 1, 2007, between Anheuser-Busch Companies, LLC (formerly known as Anheuser-Busch Companies, Inc.) and The Bank of New York Mellon Trust Company, N.A. (formerly known as The Bank of New York Trust Company, N.A.), as trustee;
- (2) the 2010 Senior Facilities Agreement;
- (3) any debt securities issued or guaranteed by Brandbrew S.A., Brandbev S.à r.l. or the Parent Guarantor under the €15,000,000,000 Euro Medium Term Note Programme originally entered into on 16 January 2009, as the same may be amended from time to time;
- (4) any debt securities issued or guaranteed by Brandbrew, Brandbev or the Parent Guarantor under the €40,000,000,000 Euro Medium Term Note Programme originally entered into on 6 December 2016;
- (5) any debt securities issued or guaranteed by Brandbrew S.A., Brandbev S.à r.l. or the Parent Guarantor under the €40,000,000,000 Euro Medium Term Note Programme originally entered into on 20 December 2017, as the same may be amended from time to time;
- (6) any debt securities issued by Anheuser-Busch InBev Worldwide and guaranteed by Brandbrew S.A. or Brandbev S.à r.l. under the indentures dated 12 January 2009, 16 October 2009, 16 December 2016 and the indentures supplemental thereto, in each case between Anheuser-Busch InBev Worldwide Inc., as Issuer, the Parent Guarantor, certain of the Subsidiary Guarantors and the Trustee;
- (7) any debt securities guaranteed by Brandbrew S.A. or Brandbev S.à r.l. under the U.S. Commercial Paper Program of short-term notes due up to a maximum of 364 days from the date of issue issued by Anheuser-Busch InBev Worldwide Inc. pursuant to dealer agreements, an issuing and paying agency agreement, the master note, guarantees and private placement memoranda, each dated on or around June 6, 2011, as amended and restated on or around 20 August 2014;

- (8) any debt securities guaranteed by Brandbrev S.A. or Brandbev S.à r.l. under the indentures dated 17 January 2013, 25 January 2016 and 15 May 2017, and the indentures supplemental thereto, in each case between Anheuser-Busch InBev Finance Inc., as Issuer, the Parent Guarantor, certain of the Subsidiary Guarantors and the Trustee; and
- (9) any refinancing (in whole or part) of any of the above items for the same or a lower amount.

## Certain Covenants

### *Limitation on Liens*

So long as any of the debt securities remains outstanding, the Parent Guarantor will not, nor will it permit any Restricted Subsidiary to, create, assume, guarantee or suffer to exist any mortgage, pledge, security interest or lien (an “**Encumbrance**”) on any of its Principal Plants or on any capital stock of any Restricted Subsidiary without effectively providing that the debt securities (together with, if the Parent Guarantor shall so determine, any other indebtedness of the Parent Guarantor then existing or thereafter created ranking equally with the debt securities and any other indebtedness of such Restricted Subsidiary then existing or thereafter created) shall be secured by the security for such secured indebtedness equally and ratably therewith; *provided, however*, the above limitation does not apply to:

- (a) purchase money liens, so long as such liens attach only to the assets so acquired and improvements thereon;
- (b) Encumbrances existing at the time of acquisition of property (including through merger or consolidation) or securing indebtedness the proceeds of which are used to pay or reimburse the Parent Guarantor or a Restricted Subsidiary for the cost of such property (provided such indebtedness is incurred within 180 days after such acquisition);
- (c) Encumbrances on property of a Restricted Subsidiary existing at the time it becomes a Restricted Subsidiary;
- (d) Encumbrances to secure the cost of development or construction of property, or improvements thereon; *provided that* the recourse of the creditors in respect of such indebtedness is limited to such property and improvements;
- (e) Encumbrances in connection with the acquisition or construction of Principal Plants or additions thereto financed by tax-exempt securities;
- (f) Encumbrances securing indebtedness owing to the Parent Guarantor or a Restricted Subsidiary by a Restricted Subsidiary;
- (g) Encumbrances existing at the date of the applicable indenture;
- (h) Encumbrances required in connection with state or local governmental programs which provide financial or tax benefits; *provided that* the obligations secured are in lieu of or reduce an obligation that would have been secured by an Encumbrance permitted under each indenture;
- (i) any Encumbrance arising by operation of law and not securing amounts more than ninety (90) days overdue or otherwise being contested in good faith;
- (j) judgment Encumbrances not giving rise to an event of default;
- (k) any Encumbrance incurred or deposits made in the ordinary course of business, including, but not limited to, (i) any mechanics’, materialmen’s, carriers’, workmen’s, vendors’ or other like Encumbrances, (ii) any Encumbrances securing amounts in connection with workers’ compensation, unemployment insurance and other types of social security, and (iii) any easements, rights-of-way, restrictions and other similar charges;
- (l) any Encumbrance upon specific items of inventory or other goods and proceeds of the Parent Guarantor or any Restricted Subsidiary securing the Parent Guarantor’s or any such Restricted Subsidiary’s obligations in respect of bankers’ acceptances issued or created for the account of such person to facilitate the purchase, shipment or storage of such inventory or other goods;

- (m) any Encumbrance incurred or deposits made securing the performance of tenders, bids, leases, statutory obligations, surety and appeal bonds, government contracts, performance and return-of-money bonds and other obligations of like nature incurred in the ordinary course of business;
- (n) any Encumbrance on any Principal Plant of the Parent Guarantor or any Restricted Subsidiary in favor of the Federal Government of the United States or the government of any State thereof, or the government of the United Kingdom, or any state in the European Union, or any instrumentality of any of them, securing the obligations of the Parent Guarantor or any Restricted Subsidiary pursuant to any contract or payments owed to such entity pursuant to applicable laws, rules, regulations or statutes;
- (o) any Encumbrance securing taxes or assessments or other applicable governmental charges or levies;
- (p) extensions, renewals or replacements of the Encumbrances referred to in clauses (a) through (o); *provided that* the amount of indebtedness secured by such extension, renewal or replacement shall not exceed the principal amount of indebtedness being extended, renewed or replaced, together with the amount of any premiums, fees, costs and expenses associated with such extension, renewal or replacement, nor shall the pledge, mortgage or lien be extended to any additional Principal Plant unless otherwise permitted under this covenant;
- (q) as permitted under the provisions described in the following two paragraphs herein; and
- (r) sale-leaseback transactions.

Notwithstanding the provisions described in the immediately preceding paragraph, the Parent Guarantor or any Restricted Subsidiary may, without ratably securing the debt securities, create, assume, guarantee or suffer to exist any indebtedness which would otherwise be subject to such restrictions, and renew, extend or replace such indebtedness; *provided that* the aggregate amount of such indebtedness, when added to the fair market value of property transferred in certain sale and leaseback transactions (computed without duplication of amount) does not at the time exceed 15% of Net Tangible Assets.

If the Parent Guarantor or any Restricted Subsidiary merges or consolidates with, or purchases all or substantially all of the assets of, another corporation, or the Parent Guarantor sells all or substantially all of its assets to another corporation, and if such other corporation has outstanding obligations secured by an Encumbrance which, by reason of an after-acquired property clause or similar provision, would extend to any Principal Plant owned by the Parent Guarantor or such Restricted Subsidiary immediately prior thereto, the Parent Guarantor or such Restricted Subsidiary, as the case may be, will in such event be deemed to have created an Encumbrance, within the prohibition of the covenant described above, unless (a) such merger or consolidation involving a Restricted Subsidiary constitutes a disposition by the Parent Guarantor of its interest in the Restricted Subsidiary or (b) (i) at or prior to the effective date of such merger, consolidation, sale or purchase, such Encumbrance shall be released of record or otherwise satisfied to the extent it would extend to such Principal Plant, (ii) prior thereto, the Parent Guarantor or such Restricted Subsidiary shall have created, as security for the debt securities (and, if the Parent Guarantor shall so determine, as security for any other indebtedness of the Parent Guarantor then existing or thereafter created ranking equally with the debt securities and any other indebtedness of such Restricted Subsidiary then existing or thereafter created), a valid Encumbrance which will rank equally and ratably with the Encumbrances of such other corporation on such Principal Plant of the Parent Guarantor or such Restricted Subsidiary, as the case may be, or (iii) such Encumbrance is otherwise permitted or complies with the covenant described above.

In each instance referred to in the preceding paragraphs where the Parent Guarantor is obligated to provide security for the debt securities (except, for certain issues of indebtedness, in the case of transactions relating to stock of a Restricted Subsidiary), the Parent Guarantor would be required to provide comparable security for other outstanding indebtedness under that indenture and other agreements relating thereto.

## Substitution of an Issuer or Guarantor; Consolidation, Merger and Sale of Assets

In all cases subject to any provisions contained in the applicable prospectus supplement describing the Holders' option to require repayment upon a change in control, (i) any Issuer or Guarantor, without the consent of the Holders of any of the debt securities, may consolidate with or merge into, or sell, transfer, lease or convey all or substantially all of their respective assets to, any corporation or (ii) an Issuer may at any time substitute for itself either a Guarantor or any Affiliate (as defined below) of a Guarantor as principal debtor under the debt securities (a "**Substitute Issuer**"); *provided that*:

- (a) the Substitute Issuer or any other successor company shall expressly assume such Issuer's or Guarantor's respective obligations under the debt securities or the Guarantees, as the case may be, and each indenture, as applicable, except that if the Parent Guarantor is merged into any corporation organized under the laws of the Kingdom of Belgium via a "merger by absorption" in accordance with the Belgian Companies Code, that successor company shall, by virtue of the operation of Belgian law and without any further action by the Parent Guarantor or its successor, assume the obligations of the Parent Guarantor under the Guarantees and each indenture and no express assumption will be required;
- (b) any other successor company is organized under the laws of a member country of the Organization for Economic Co-Operation and Development;
- (c) such Issuer is not in default of any payments due under the debt securities and immediately before and after giving effect to such consolidation, merger, sale, transfer, lease, conveyance or substitution, no Event of Default shall be continuing;
- (d) in the case of a Substitute Issuer:
  - (i) the obligations of the Substitute Issuer arising under or in connection with the debt securities and each indenture, as applicable, are fully, irrevocably and unconditionally guaranteed by the Guarantors (other than the Substitute Issuer, if applicable) on the same terms as existed immediately prior to such substitution under the Guarantees given by such Guarantors;
  - (ii) the Parent Guarantor, the applicable Issuer and the Substitute Issuer jointly and severally indemnify each Holder for any income tax or other tax (if any) recognized by such Holder solely as a result of the substitution of the Substitute Issuer (and not as a result of any transfer by such Holder); *provided, however*, that such indemnification shall not apply to any deduction or withholding imposed or required pursuant to Sections 1471 through 1474 of the U.S. Internal Revenue Code of 1986, as amended (the "**Code**"), any current or future regulations or official interpretations thereof, any agreement entered into pursuant to Section 1471(b) of the Code, or any fiscal or regulatory legislation, rules or practices adopted pursuant to any intergovernmental agreement entered into in connection with the implementation of such Sections of the Code, and shall not require the payment of additional amounts on account of any such withholding or deduction;
  - (iii) each stock exchange on which the debt securities are listed, if any, shall have confirmed that, following the proposed substitution of the Substitute Issuer, such debt securities will continue to be listed on such stock exchange; and
  - (iv) each rating agency that rates the debt securities, if any, shall have confirmed that, following the proposed substitution of the Substitute Issuer, such debt securities will continue to have the same or better rating as immediately prior to such substitution; and
- (e) written notice of such transaction shall be promptly provided to the Holders.

For purposes of the foregoing, "**Affiliate**" shall mean, with respect to any specified person, any other person directly or indirectly controlling or controlled by or under direct or indirect common control with such specified person.

Upon the effectiveness of any substitution, all of the foregoing provisions will apply *mutatis mutandis*, and references elsewhere herein to the Issuer or a Guarantor will, where the context so requires, be deemed to be or include references, to any successor company.

## Discharge and Defeasance

### *Discharge of Indentures*

Each indenture provides that the applicable Issuer and the Guarantors will be discharged from any and all obligations in respect of such indenture (except for certain obligations to register the transfer of or exchange debt securities, replace stolen, lost or mutilated debt securities, make payments of principal and interest and maintain paying agencies) if:

- the applicable Issuer or the Guarantors have paid or caused to be paid in full the principal of and interest on all debt securities outstanding thereunder;

- the applicable Issuer or the Guarantors shall have delivered to the Trustee for cancellation all debt securities outstanding theretofore authenticated; or
- all debt securities not theretofore delivered to the Trustee for cancellation (i) have become due and payable, (ii) will become due and payable in accordance with their terms within one year or (iii) are to be, or have been, called for redemption as described under “—Redemption — Optional Redemption” within one year under arrangements satisfactory to the Trustee for the giving of notice of redemption, and, in any such case, the applicable Issuer or Guarantors shall have irrevocably deposited with the Trustee as trust funds in irrevocable trust, specifically pledged as security for, and dedicated solely to, the benefit of the Holders of such debt securities, (a) cash in U.S. dollars in an amount, or (b) U.S. Government Obligations (as defined below) which through the payment of interest thereon and principal thereof in accordance with their terms will provide not later than the due date of any payment, cash in U.S. dollars in an amount, or (c) any combination of (a) and (b), sufficient to pay all the principal of, and interest (and Additional Amounts, if any) on, all such debt securities not theretofore delivered to the Trustee for cancellation on the dates such payments are due in accordance with the terms of the debt securities and all other amounts payable under the applicable indenture by the applicable Issuer.

“**U.S. Government Obligations**” means securities which are (i) direct obligations of the U.S. government or (ii) obligations of a person controlled or supervised by and acting as an agency or instrumentality of the U.S. government, the payment of which is unconditionally guaranteed by the U.S. government, which, in either case, are full faith and credit obligations of the U.S. government payable in U.S. dollars and are not callable or redeemable at the option of the issuer thereof.

### ***Covenant Defeasance***

Each indenture also provides that the applicable Issuer and the Guarantors need not comply with certain covenants of such indenture (including those described under “—Certain Covenants—Limitation on Liens”), and the Guarantors shall be released from their obligations under the Guarantees, if:

- the applicable Issuer or the Guarantors irrevocably deposit with the Trustee as trust funds in irrevocable trust, specifically pledged as security for, and dedicated solely to, the benefit of the holders of such debt securities, (i) cash in U.S. dollars in an amount, or (ii) U.S. government obligations which through the payment of interest thereon and principal thereof in accordance with their terms will provide not later than one day before the due date of any payment cash in U.S. dollars in an amount, or (iii) any combination of (i) and (ii), sufficient to pay all the principal of, and interest on, the debt securities then outstanding on the dates such payments are due in accordance with the terms of the debt securities;
- certain events of default, or events which with notice or lapse of time or both would become such an event of default, shall not have occurred and be continuing on the date of such deposit;
- the applicable Issuer, or the Guarantors, as the case may be, deliver to the Trustee an opinion of tax counsel of recognized standing with respect to U.S. federal income tax matters to the effect that the beneficial owners of the debt securities will not recognize income, gain or loss for U.S. federal income tax purposes as a result of the exercise of such Covenant Defeasance and will be subject to U.S. federal income tax on the same amounts, in the same manner and at the same times as would be the case if such Covenant Defeasance had not occurred;
- the applicable Issuer, or the Guarantors, as the case may be, deliver to the Trustee an opinion of tax counsel of recognized standing in its jurisdiction of incorporation to the effect that such deposit and related Covenant Defeasance will not cause the Holders, other than Holders who are or who are deemed to be residents of such jurisdiction of incorporation or use or hold or are deemed to use or hold their debt securities in carrying on a business in such jurisdiction of incorporation, to recognize income, gain or loss for income tax purposes in such jurisdiction of incorporation, and to the effect that payments out of the trust fund will be free and exempt from any and all withholding and other income taxes of whatever nature of such jurisdiction of incorporation or political subdivision thereof or therein having power to tax, except in the case of debt securities beneficially owned (i) by a person who is or is deemed to be a resident of such jurisdiction of incorporation or (ii) by a person who uses or holds or is deemed to use or hold such debt securities in carrying on a business in such jurisdiction of incorporation; and

- the applicable Issuer, or the Guarantors, as the case may be, deliver to the Trustee an officers' certificate and an opinion of legal counsel of recognized standing, each stating that all conditions precedent provided for relating to such Covenant Defeasance have been complied with.

The effecting of these arrangements is also known as "Covenant Defeasance".

#### **Additional Amounts**

To the extent that any Guarantor is required to make payments in respect of the debt securities, such Guarantor will make all payments in respect of the debt securities without withholding or deduction for or on account of any present or future taxes or duties of whatever nature imposed or levied by way of withholding or deduction at source by or on behalf of any jurisdiction in which such Guarantor is incorporated, organized or otherwise tax resident or any political subdivision or any authority thereof or therein having power to tax (the "**Relevant Taxing Jurisdiction**") unless such withholding or deduction is required by law. In such event, such Guarantor will pay to the Holders such additional amounts (the "**Additional Amounts**") as shall be necessary in order that the net amounts received by the Holders, after such withholding or deduction, shall equal the respective amounts of principal and interest which would otherwise have been receivable in the absence of such withholding or deduction; except that no such Additional Amounts shall be payable on account of any taxes or duties which:

- are payable by any person acting as custodian bank or collecting agent on behalf of a Holder, or otherwise in any manner which does not constitute a deduction or withholding by the Guarantor from payment of principal or interest made by it;
- are payable by reason of the Holder or beneficial owner having, or having had, some personal or business connection with such Relevant Taxing Jurisdiction and not merely by reason of the fact that payments in respect of the debt securities or the Guarantees are, or for purposes of taxation are deemed to be, derived from sources in, or are secured in the Relevant Taxing Jurisdiction;
- are imposed or withheld by reason of the failure of the Holder or beneficial owner to provide certification, information, documents or other evidence concerning the nationality, residence or identity of the Holder and beneficial owner or to make any valid or timely declaration or similar claim or satisfy any other reporting requirements relating to such matters, whether required or imposed by statute, treaty, regulation or administrative practice, as a precondition to exemption from, or a reduction in the rate of withholding or deduction of, such taxes;
- consist of any estate, inheritance, gift, sales, excise, transfer, personal property or similar taxes;
- are imposed on or with respect to any payment by the applicable Guarantors to the registered Holder if such Holder is a fiduciary or partnership or any person other than the sole beneficial owner of such payment to the extent that taxes would not have been imposed on such payment had such registered Holder been the sole beneficial owner of such debt security;
- are payable by reason of a change in law or practice that becomes effective more than 30 days after the relevant payment of principal or interest becomes due, or is duly provided for and written notice thereof is provided to the Holders, whichever occurs later;
- are payable because any debt security was presented to a particular paying agent for payment if the debt security could have been presented to another paying agent without any such withholding or deduction; or
- are payable for any combination of (a) through (g) above.

References to principal or interest in respect of the debt securities shall be deemed to include any Additional Amounts, which may be payable as set forth in each indenture.

In addition, any amounts to be paid by an Issuer or any Guarantor on the debt securities will be paid net of any deduction or withholding imposed or required pursuant to Sections 1471 through 1474 of the Code, any current or future regulations or official interpretations thereof, any agreement entered into pursuant to Section 1471(b) of the Code, or any fiscal or regulatory legislation, rules or practices adopted pursuant to any intergovernmental agreement entered into in connection with the implementation of such Sections of the Code ("**FATCA Withholding**"). Neither any Guarantor nor any Issuer will be required to pay Additional Amounts on account of any FATCA Withholding.



The preceding covenant regarding Additional Amounts will not apply to any Guarantor at any time when such Guarantor is incorporated in a jurisdiction in the United States; *provided, however*, that such covenant will apply to an Issuer at any time when it is incorporated in a jurisdiction outside of the United States. The prospectus supplement relating to the debt securities may describe additional circumstances in which the Guarantors would not be required to pay additional amounts.

**Terms Applicable to the 4.950% Notes due 2042, 6.625% Notes due 2033, 5.875% Notes due 2035 (the “December 2016 Notes”)**

The December 2016 Notes are issued by Anheuser-Busch InBev Worldwide Inc. (the “**Issuer**”, with respect to the December 2016 Notes) and are fully and unconditionally guaranteed by Anheuser-Busch InBev SA/NV (the “**Parent Guarantor**”), Anheuser-Busch InBev Finance Inc., Brandbev S.à r.l., Brandbrew S.A., Cobrew NV, and Anheuser-Busch Companies, LLC (the “**Subsidiary Guarantors**,” and together with the Parent Guarantor, the “**Guarantors**”, with respect to the December 2016 Notes). Each series of December 2016 Notes is listed on the New York Stock Exchange.

Each series of the December 2016 Notes was issued under a supplemental indenture to the indenture dated as of 16 December 2016 (the “**Indenture**”), entered into among the Issuer, each of the Guarantors and The Bank of New York Mellon Trust Company, N.A., as trustee, principal paying agent, transfer agent and registrar (the “**Trustee**”). This information, however, does not purport to be complete and is subject to, and is qualified in its entirety by reference to, all the provisions of the December 2016 Notes and the Indenture, including the definitions of certain terms contained therein. The Indenture is by its terms subject to and governed by the Trust Indenture Act of 1939, as amended.

The December 2016 Notes are senior unsecured obligations of the Issuer and rank equally with all other existing and future unsecured and unsubordinated debt obligations of the Issuer. The December 2016 Notes will be repaid at maturity in U.S. dollars at a price equal to 100% of the principal amount thereof. The December 2016 Notes are issued in denominations of \$1,000 and integral multiples of \$1,000 in excess thereof. The December 2016 Notes do not provide for any sinking fund. The December 2016 Notes will be recorded on, and transferred through, the records maintained by DTC and its direct and indirect participants, including Euroclear S.A./N.V. (“**Euroclear**”) and Clearstream Banking, *société anonyme* (“**Clearstream**”).

For purposes of the December 2016 Notes, “**Business Day**” means a day on which commercial banks and exchange markets are open, or not authorized to close, in the City of New York and in London.

The December 2016 Notes will bear interest at the rate as specified in the table below and will mature as specified below.

| <u>Title of Series</u> | <u>Interest Rate</u> | <u>Maturity Date</u> | <u>Interest Accrues From</u> |
|------------------------|----------------------|----------------------|------------------------------|
| 6.625% Notes due 2033  | 6.625%               | 15 August 2033       | 15 August 2016               |
| 5.875% Notes due 2035  | 5.875%               | 15 June 2035         | 15 December 2016             |
| 4.950% Notes due 2042  | 4.950%               | 15 January 2042      | 15 July 2016                 |

We will pay interest on the December 2016 Notes to the person in whose name the December 2016 Notes are registered as follows.

| <u>Title of Series</u> | <u>Interest Payable Date(s)</u> | <u>Record Date(s)</u>   |
|------------------------|---------------------------------|-------------------------|
| 6.625% Notes due 2033  | 15 February and 15 August       | 1 February and 1 August |
| 5.875% Notes due 2035  | 15 June and 15 December         | 1 June and 1 December   |
| 4.950% Notes due 2042  | 15 January and 15 July          | 1 January and 1 July    |

## Optional Redemption of the December 2016 Notes

Each series of the December 2016 Notes may be redeemed as a whole or in part, at our option, at any time and from time to time, on at least 30 days', but not more than 60 days', prior notice mailed (or otherwise transmitted in accordance with DTC procedures) to the registered address of each holder of the December 2016 Notes of such series to be redeemed. The redemption price will be calculated by the Independent Investment Banker, as such term is defined in the Indenture, and will be equal to the greater of (1) 100% of the principal amount of the December 2016 Notes of such series to be redeemed or (2) the sum of the present values of the Remaining Scheduled Payments (as defined below) discounted to the redemption date, on a semiannual basis (assuming a 360-day year consisting of twelve 30-day months or in the case of an incomplete month, the number of days elapsed), at a rate equal to the sum of the Treasury Rate (as defined below) plus a number of basis points equal to the applicable make-whole spread (as set forth in the table below). In the case of each of clauses (1) and (2), accrued but unpaid interest will be payable to the redemption date.

| <u>Title of Series</u> | <u>Make-Whole Spread</u> |
|------------------------|--------------------------|
| 6.625% Notes due 2033  | 30 bps                   |
| 5.875% Notes due 2035  | 30 bps                   |
| 4.950% Notes due 2042  | 30 bps                   |

## Guarantees

Each December 2016 Note will benefit from unconditional, full and irrevocable guarantees (the "**Guarantees**") by Anheuser-Busch InBev SA/NV, as the Parent Guarantor and Anheuser-Busch Companies, LLC, Brandbev S.à r.l., Brandbrew S.A., Cobrew NV, Anheuser-Busch InBev Finance Inc., as Subsidiary Subsidiary Guarantors (collectively referred to as the "**Guarantors**"). These Guarantees are set forth in our Indenture and are subject to certain limitations set forth below under "—Guarantee Limitations."

Under the Guarantees, the Guarantors will guarantee to each Holder the due and punctual payment of any principal, accrued and unpaid interest (and all Additional Amounts, as defined below, if any) due under the December 2016 Notes. Each Guarantor will also pay Additional Amounts (if any) in respect of payments under its Guarantee. The Guarantees will be the full, direct, unconditional, unsecured and unsubordinated general obligations of the Guarantors. The Guarantees will rank *pari passu* among themselves, without any preference of one over the other by reason of priority of date of issue or otherwise, and at least equally with all other unsecured and unsubordinated general obligations of the Guarantors from time to time outstanding.

Any Subsidiary Guarantor will automatically and unconditionally be released from all obligations under its Subsidiary Guarantee, and such Subsidiary Guarantee shall thereupon terminate and be discharged and of no further force or effect, in the event that at substantially the same time its Guarantee of the December 2016 Notes is terminated, (i) (for so long as any commitments remain outstanding under the 2010 Senior Facilities Agreement) the relevant Subsidiary Guarantor is or has been released from its guarantee of 2010 Senior Facilities Agreement (as defined in the 2022 Form 20-F under the heading "Item 5. Operating and Financial Review—H. Liquidity and Capital Resources" and as it may be amended from time to time) or is no longer a guarantor under the 2010 Senior Facilities Agreement, (ii) (for so long as any commitments remain outstanding under the 2015 Senior Facilities Agreement) the relevant Subsidiary Guarantor is or has been released from its guarantee of the 2015 Senior Facilities Agreement or is no longer a guarantor under the 2015 Senior Facilities Agreement and (iii) the aggregate amount of indebtedness for borrowed money for which the relevant Guarantor is an obligor (as a guarantor or borrower) does not exceed 10% of the consolidated gross assets of the Parent Guarantor as reflected in the balance sheet included in its most recent publicly released interim or annual consolidated financial statements. For purposes of this paragraph, the amount of a Guarantor's indebtedness for borrowed money shall not include (A) the December 2016 Notes issued pursuant to the Indenture, (B) the debt securities issued pursuant to the indentures dated 12 January 2009 and 16 October 2009 and the indentures supplemental thereto, in each case between Anheuser-Busch InBev Worldwide Inc., as issuer, the Parent Guarantor, the subsidiary guarantors named therein and the Trustee, (C) the debt securities issued pursuant to the indentures dated 17 January 2013 and 25 January 2016 and the indentures supplemental thereto, in each case

between Anheuser-Busch InBev Finance Inc., as issuer, the Parent Guarantor, the Subsidiary Guarantors named therein and the Trustee, (D) any other debt the terms of which permit the termination of the Guarantor's guarantee of such debt under similar circumstances, as long as such Guarantor's obligations in respect of such other debt are terminated at substantially the same time as its guarantee of the debt securities, and (E) any debt that is being refinanced at substantially the same time that the Guarantee of the debt securities is being released, provided that any obligations of the Guarantor in respect of the debt that is incurred in the refinancing shall be included in the calculation of the Guarantor's indebtedness for borrowed money.

In addition, the Guarantees of Brandbrew S.A. and/or Brandbev S.à r.l., whose Guarantees are subject to certain limitations described below, will automatically and unconditionally be terminated, with respect to any or all series of the notes issued under each indenture, in the event that AB InBev determines that under the rules, regulations or interpretations of the SEC such Guarantor would be required to include its financial statements in any registration statement filed with the SEC with respect to any series of notes or guarantees issued under each indenture or in periodic reports filed with or furnished to the SEC (by reason of such limitations or otherwise). Furthermore, Brandbrew S.A. and/or Brandbev S.à r.l. will be entitled to amend or modify by execution of indentures supplemental to each indenture the terms of its Guarantee or the limitations applicable to its Guarantee, as set forth below, in any respect reasonably deemed necessary by Brandbrew S.A. or Brandbev S.à r.l. to meet the requirements of Rule 3-10 under Regulation S-X under the Securities Act (or any successor or similar regulation or exemption) in order for financial statements of such Subsidiary Guarantor not to be required to be included in any registration statement or in periodic reports filed with or furnished to the SEC.

### ***Supplemental Information on Subsidiary Guarantors***

Brandbrew S.A. and Brandbev S.à r.l., the Subsidiary Guarantors whose Guarantees are subject to limitations, as described below under "— Guarantee Limitations," accounted in aggregate for less than 0.1% of the total consolidated EBITDA, as defined, of the AB InBev Group for the six month period ended 30 June 2016 and approximately 0.2% of the total consolidated debt of AB InBev as of 30 June 2016.

### ***Guarantee Limitations***

Pursuant to restrictions imposed by Luxembourg law, notwithstanding anything to the contrary in the Guarantees to be provided by Brandbrew S.A. or Brandbev S.à r.l. (each, a "**Luxembourg Guarantor**"), for the purposes of any such Guarantees, the maximum aggregate liability of such Luxembourg Guarantor under its Guarantee (including any actual or contingent liabilities as a guarantor under the Other Guaranteed Facilities (as defined below)) shall not exceed an amount equal to the aggregate of (without double counting):

- (1) the aggregate amount of all moneys received by such Luxembourg Guarantor and its Subsidiaries as a borrower or issuer under the Other Guaranteed Facilities;
- (2) the aggregate amount of all outstanding intercompany loans made to such Luxembourg Guarantor and its Subsidiaries by other members of the AB InBev Group which have been directly or indirectly funded using the proceeds of borrowings under the Notes issued under each indenture and the Other Guaranteed Facilities; and
- (3) an amount equal to 100% of the greater of:
  - (a) the sum of (x) such Luxembourg Guarantor's own capital (*capitaux propres*) (as referred to by article 34 of the law dated 19 December 2002 on the commercial register and annual accounts, as amended (the "**Luxembourg Law of 2002**") and as implemented by the Grand-Ducal regulation dated 18 December 2015 setting out the form and content of the presentation of the balance sheet and profit and loss account (the "**Luxembourg Regulation**")) as reflected in such Luxembourg Guarantor's then most recent annual accounts approved by the competent organ of such Luxembourg Guarantor (as audited by its statutory auditor (*réviseur d'entreprises agréé*), if required by law) at the date an enforcement is made under such Luxembourg Guarantor's Guarantee and (y) any amounts owed by such Luxembourg Guarantor to any other member of the AB InBev Group which have not been funded, directly or indirectly, using the proceeds of borrowings under the Indenture or the Other Guaranteed Facilities (as defined below); and
  - (b) the sum of (x) such Luxembourg Guarantor's own capital (*capitaux propres*) (as referred to by article 34 of the Luxembourg Law of 2002 and as implemented by the Luxembourg Regulation) as reflected in its most recent annual accounts available as of the date of the Indenture and (y) any amounts owed by such Luxembourg Guarantor to any other member of the AB InBev Group which have not been funded, directly or indirectly, using the proceeds of borrowings under the Indenture or the Other Guaranteed Facilities.

For the avoidance of doubt, the limitation on the Guarantee provided by such Luxembourg Guarantor shall not apply to any Guarantee by it of any obligations owed by its Subsidiaries under the Other Guaranteed Facilities.

In addition, the obligations and liabilities of Brandbrew S.A. under its Guarantee and under any of the Other Guaranteed Facilities shall not include any obligation which, if incurred, would constitute a breach of the provisions on unlawful financial assistance as contained in article 49-6 of the Luxembourg Law on Commercial Companies dated 10 August 1915, as amended.

“**Other Guaranteed Facilities**” means: (1) any debt securities issued by Anheuser-Busch Companies under (a) the indenture dated 1 August 1995, between Anheuser-Busch Companies, LLC (formerly Anheuser-Busch Companies, Inc.) and The Bank of New York Mellon Trust Company, N.A. (as successor to Chemical Bank), as trustee, (b) the indenture, dated 1 July 2001, between Anheuser-Busch Companies, LLC (formerly Anheuser-Busch Companies, Inc.) and The Bank of New York Mellon Trust Company, N.A. (as successor to The Chase Manhattan Bank), as trustee and (c) the indenture, dated 1 October 2007, between Anheuser-Busch Companies, LLC (formerly Anheuser-Busch Companies, Inc.) and The Bank of New York Mellon Trust Company, N.A. (formerly The Bank of New York Trust Company, N.A.), as trustee; (2) the 2010 Senior Facilities Agreement (as defined in the 2022 Form 20-F under the heading “Item 5. Operating and Financial Review—H. Liquidity and Capital Resources” and as it may be amended from time to time); (3) the 2015 Senior Facilities Agreement; (4) any debt securities issued or guaranteed by Brandbrew S.A., Brandbev S.à r.l. or the Parent Guarantor under the €15,000,000,000 Euro Medium Term Note Programme originally entered into on 16 January 2009, as the same may be amended from time to time; (5) the debt securities issued pursuant to the indenture dated 12 January 2009, and the indentures supplemental thereto, in each case between Anheuser-Busch InBev Worldwide Inc., as issuer, the Parent Guarantor, the subsidiary guarantors named therein and the Trustee; (6) the debt securities issued pursuant to the indenture dated 16 October 2009, and the indentures supplemental thereto, in each case between Anheuser-Busch InBev Worldwide Inc., as Issuer, the Parent Guarantor, the subsidiary guarantors named therein and the Trustee; (7) any debt securities guaranteed by Brandbrew S.A. or Brandbev S.à r.l. under the U.S. Commercial Paper Program of short-term notes due up to a maximum of 364 days from the date of issue issued by Anheuser-Busch InBev Worldwide Inc. pursuant to dealer agreements, an issuing and paying agency agreement, the master note, guarantees and private placement memoranda, each dated on or around 6 June 2011, as amended and restated on or around 20 August 2014; (8) any debt securities issued pursuant to the indentures dated 17 January 2013 and 25 January 2016 and the indentures supplemental thereto, in each case between Anheuser-Busch InBev Finance Inc., as issuer, the Parent Guarantor, the subsidiary guarantors named therein and the Trustee; (9) any debt securities to be issued pursuant to the Indenture and the indentures supplemental thereto, in each case between Anheuser-Busch InBev Worldwide Inc., as issuer, the Parent Guarantor, the subsidiary guarantors named therein and the Trustee; and (10) any refinancing (in whole or part) of any of the above items or for the same or a lower amount.

#### **The Trustee**

The Bank of New York Mellon Trust Company, N.A. is the trustee and principal paying agent under the Indenture. The trustee has two principal functions:

- first, it can enforce a Holder’s rights against us if we default on the Notes. There are some limitations on the extent to which the trustee acts on a Holder’s behalf, described under “—Events of Default”; and
- second, the trustee performs administrative duties for us, such as sending the Holder’s interest payments, transferring Notes to a new buyer and sending notices to Holders.

We and some entities in the AB InBev Group maintain deposit accounts and conduct other banking transactions with the trustee and affiliates of the trustee in the ordinary course of our respective businesses. The address of The Bank of New York Mellon Trust Company, N.A. is 911 Washington Avenue, 3rd Floor, St. Louis, Missouri 63101.

If an Event of Default occurs, or an event occurs that would be an Event of Default if the requirements for giving us default notice or our default having to exist for a specific period of time were disregarded, the trustee may therefore be considered to have a conflicting interest with respect to the Notes or the Indenture for purposes of the Trust Indenture Act of 1939. In that case, the trustee may be required to resign as trustee under the Indenture and we would be required to appoint a successor trustee.

## Additional Notes

The Notes were issued in the initial aggregate principal amount set forth above. The Issuer may, from time to time, without notice to or the consent of the Holders, create and issue, pursuant to the Indenture and in accordance with applicable laws and regulations, additional Notes (the “**Additional Notes**”) maturing on the same maturity date as the other Notes of a series and having the same terms and conditions under the Indenture (including with respect to the Guarantors and the Guarantees) as the previously outstanding Notes of that series in all respects (or in all respects except for the issue date and the principal amount and, in some cases, the date of the first payment of interest thereon) so that such Additional Notes shall be consolidated and form a single series with the previously outstanding Notes of that series, *provided* that either (i) such Additional Notes are fungible with the Notes of such series offered hereby for U.S. federal income tax purposes or (ii) such Additional Notes shall have a separate CUSIP number. Without limiting the foregoing, the Issuer may, from time to time, without notice to or the consent of the Holders, create and issue, pursuant to the Indenture and in accordance with applicable laws and regulations, additional series of notes with additional or different terms and maturity dates than the Notes.

## Substitution of an Issuer; Consolidation, Merger and Sale of Assets

The Issuer or any Guarantor, without the consent of the Holders of any of the Notes, may consolidate with or merge into, or sell, transfer, lease or convey all or substantially all of their respective assets to, any corporation or an Issuer may at any time substitute for itself either a Guarantor or any Affiliate (as defined below) of a Guarantor as principal debtor under the Notes (a “**Substitute Issuer**”), *provided* that:

- (a) the Substitute Issuer or any other successor company shall expressly assume the Issuer’s or Guarantor’s respective obligations under the Notes or the Guarantees, as the case may be, and each indenture, as applicable;
- (b) any other successor company is organized under the laws of a member country of the Organization for Economic Co-Operation and Development;
- (c) the Issuer is not in default of any payments due under the Notes and immediately before and after giving effect to such consolidation, merger, sale, transfer, lease, conveyance or substitution, no Event of Default shall be continuing;
- (d) in the case of a Substitute Issuer:
  - (i) the obligations of the Substitute Issuer arising under or in connection with the Notes and the Indenture are fully, irrevocably and unconditionally guaranteed by the Guarantors (other than the Substitute Issuer, if applicable) on the same terms as existed immediately prior to such substitution under the Guarantees given by such Guarantors;
  - (ii) the Parent Guarantor, the Issuer and the Substitute Issuer jointly and severally indemnify each Holder for any income tax or other tax (if any) recognized by such Holder solely as a result of the substitution of the Substitute Issuer (and not as a result of any transfer by such Holder), *provided, however*, that such indemnification shall not apply to any deduction or withholding imposed or required pursuant to Sections 1471 through 1474 of the U.S. Internal Revenue Code of 1986, as amended (the “**Code**”), any current or future regulations or official interpretations thereof, any agreement entered into pursuant to Section 1471(b) of the Code, or any fiscal or regulatory legislation, rules or practices adopted pursuant to any intergovernmental agreement entered into in connection with the implementation of such Sections of the Code, and shall not require the payment of Additional Amounts on account of any such withholding or deduction;
  - (iii) each stock exchange on which the Notes are listed, if any, shall have confirmed that, following the proposed substitution of the Substitute Issuer, such Notes will continue to be listed on such stock exchange;
  - (iv) each rating agency that rates the Notes, if any, shall have confirmed that, following the proposed substitution of the Substitute Issuer, such Notes will continue to have the same or better rating as immediately prior to such substitution; and

- (e) written notice of such transaction shall be promptly provided to the Holders.

For purposes of the foregoing, “**Affiliate**” shall mean, with respect to any specified person, any other person directly or indirectly controlling or controlled by or under direct or indirect common control with such specified person.

Upon the effectiveness of any substitution, all of the foregoing provisions will apply *mutatis mutandis*, and references elsewhere herein to the Issuer or a Guarantor will, where the context so requires, be deemed to be or include references to any successor company.

### **Modifications and Amendment**

The Issuer, the Guarantors and the Trustee may execute agreements adding any provisions to or changing in any manner or eliminating any of the provisions of the Indenture or of any supplemental agreement or modifying in any manner the rights of the Holders under the debt securities or the Guarantees only with the consent of the Holders of not less than a majority in aggregate principal amount of the Notes then outstanding (irrespective of series) that would be affected by the proposed modification or amendment; *provided* that no such agreement shall (a) change the maturity of the principal of, or any installment of interest on, any Note, or reduce the principal amount or the interest thereof, or extend the time of payment of any installment of interest thereon, or change the currency of payment of principal of, or interest on, any Note, or change the Issuer’s or a Guarantor’s obligation to pay Additional Amounts, impair or affect the right of any Holder to institute suit for the enforcement of any such payment on or after the due date thereof (or in the case of redemption on or after the Redemption Date) or change in any manner adverse to the interests of the Holders the terms and provisions of the Guarantees in respect of the due and punctual payment of the principal amount of the Notes then outstanding *plus* accrued and unpaid interest (and all Additional Amounts, if any) without the consent of the Holder of each Note so affected; or (b) reduce the aforesaid percentage of Holders whose consent is required for any such agreement, without the consent of the Holders of the Notes then outstanding. To the extent that any changes directly affect fewer than all the series of the debt securities, only the consent of the Holders (in the respective percentages set forth above) will be required.

The Issuer, the Guarantors and the Trustee may, without the consent of the Holders, from time to time execute agreements or amendments or enter into an indenture or indentures supplemental thereto (including in respect of one series of notes only) for one or more of the following purposes:

- (a) to convey, transfer, assign, mortgage or pledge any property or assets to the Trustee or another person as security for Notes;
- (b) to evidence the succession of another person to the Issuer or any Guarantors, or successive successions, and the assumption by the successor person of the covenants of the Issuer or any of the Guarantors, pursuant to the Indenture;
- (c) to evidence and provide for the acceptance of appointment of a successor or successors to the Trustee in any of its capacities and to add to or change any of the provisions of the Indenture to facilitate the administration of the trusts created thereunder by more than one trustee;
- (d) to add to the covenants of the Issuer or the Guarantors, for the benefit of the holders of Notes, or to surrender any rights or powers conferred on the Issuer or the Guarantors in the Indenture;
- (e) to add any additional Events of Default for the benefit of the holders of Notes;
- (f) to add to, change or eliminate any of the provisions of the Indenture, *provided* that any such addition, change or elimination (A) shall neither (i) apply to any debt security of any series created prior to the execution of such supplemental indenture and entitled to the benefit of such provision nor (ii) modify the rights of Holders with respect to such provision or (B) shall become effective only when there are no Notes outstanding;
- (g) to modify the restrictions on and procedures for resale and other transfers of the Notes pursuant to law, regulation or practice relating to the resale or transfer of restricted securities generally;
- (h) to provide for the issues of securities in exchange for one or more series of outstanding debt securities;

- (i) to provide for the issuance and terms of any particular series of securities, the rights and obligations of the Guarantors and the holders of the securities of such series, the form or forms of the securities of such series and such other matters in connection therewith as the Issuer and the Guarantors shall consider appropriate, including, without limitation, provisions for (i) additional or different covenants, restrictions or conditions applicable to such series, (ii) additional or different Events of Default in respect of such series, (iii) a longer or shorter period of grace and/or notice in respect of any provision applicable to such series than is otherwise provided, (iv) immediate enforcement of any Event of Default in respect of such series or (v) limitations upon the remedies available in respect of any Events of Default in respect of such series or upon the rights of the holders of securities of such series to waive any such Event of Default;
- (j) to cure any ambiguity or to correct or supplement any provision contained in the Indenture, the Notes or the Guarantees, or in any supplemental agreement, which may be defective or inconsistent with any other provision contained therein or in any supplemental agreement, (b) to eliminate any conflict between the terms hereof and the Trust Indenture Act or (c) to make such other provision in regard to matters or questions arising under the Indenture or under any supplemental agreement as the Issuer may deem necessary or desirable and which will not adversely affect the interests of the Holders to which such provision relates in any material respect;
- (k) to “reopen” the Notes and create and issue additional debt securities having identical terms and conditions as the Notes (or in all respects except for the issue date, issue price, first interest accrual date and first interest payment date) so that the additional notes are consolidated and form a single series with the outstanding Notes;
- (l) to add any Subsidiary of the Parent Guarantor as a Guarantor with respect to the Notes, subject to applicable regulatory or contractual limitations relating to such Subsidiary’s Guarantee;
- (m) to provide for the release and termination of any Subsidiary Guarantor’s Guarantee in the circumstances described under “—Guarantees” above;
- (n) to provide for any amendment, modification or alteration of any Subsidiary Guarantor’s Guarantee and the limitations applicable thereto in the circumstances described under “—Guarantees” above; or

to make any other change that does not materially adversely affect the interests of the Holders.

## **Discharge and Defeasance**

### ***Discharge of Indentures***

The Indenture provides that the Issuer and the Guarantors will be discharged from any and all obligations in respect of the Indenture (except for certain obligations to register the transfer or exchange of debt securities, replace stolen, lost or mutilated debt securities, make payments of principal and interest and maintain paying agencies) if:

- (a) the Issuer or the Guarantors have paid or caused to be paid in full the principal of and interest on all debt securities outstanding thereunder;
- (b) the Issuer or the Guarantors shall have delivered to the Trustee for cancellation all debt securities outstanding theretofore authenticated; or
- (c) all debt securities not theretofore delivered to the Trustee for cancellation (i) have become due and payable, (ii) will become due and payable in accordance with their terms within one year or (iii) are to be, or have been, called for redemption as described under “—Redemption—Optional Redemption of the Notes” within one year under arrangements satisfactory to the Trustee for the giving of notice of redemption, and, in any such case, the Issuer or Guarantors shall have irrevocably deposited with the Trustee as trust funds in irrevocable trust, specifically pledged as security for, and dedicated solely to, the benefit of the Holders of such debt securities, (a) cash in U.S. dollars in an amount, or (b) U.S. Government Obligations (as defined below) which through the payment of interest thereon and principal thereof in accordance with their terms will provide not later than the due date of any payment, cash in U.S. dollars in an amount, or (c) any combination of (a) and (b), sufficient to pay all the principal of, and interest (and Additional Amounts, if any) on, all such debt securities not theretofore delivered to the Trustee for cancellation on the dates such payments are due in accordance with the terms of the debt securities and all other amounts payable under the Indenture.

“**U.S. Government Obligations**” means securities which are (i) direct obligations of the U.S. government or (ii) obligations of a person controlled or supervised by and acting as an agency or instrumentality of the U.S. government, the payment of which is unconditionally guaranteed by the U.S. government, which, in either case, are full faith and credit obligations of the U.S. government payable in U.S. dollars and are not callable or redeemable at the option of the issuer thereof.

### ***Covenant Defeasance***

The Indenture also provides that the Issuer and the Guarantors need not comply with certain covenants of such indenture (including those described under “—Limitation on Liens”), and the Guarantors shall be released from their obligations under the Guarantees, if:

- (a) the Issuer or the Guarantors irrevocably deposit with the Trustee as trust funds in irrevocable trust, specifically pledged as security for, and dedicated solely to, the benefit of the Holders, (i) cash in U.S. dollars in an amount, or (ii) U.S. government obligations which through the payment of interest thereon and principal thereof in accordance with their terms will provide not later than one day before the due date of any payment cash in U.S. dollars in an amount, or (iii) any combination of (i) and (ii), sufficient to pay all the principal of, and interest on, the Notes then outstanding on the dates such payments are due in accordance with the terms of the debt securities;
- (b) certain Events of Default, or events which with notice or lapse of time or both would become such an Event of Default, shall not have occurred and be continuing on the date of such deposit;
- (c) the Issuer, or the Guarantors, as the case may be, deliver to the Trustee an opinion of tax counsel of recognized standing with respect to U.S. federal income tax matters to the effect that the beneficial owners of the Notes will not recognize income, gain or loss for U.S. federal income tax purposes as a result of the exercise of such Covenant Defeasance and will be subject to U.S. federal income tax on the same amounts, in the same manner and at the same times as would be the case if such Covenant Defeasance had not occurred;
- (d) the Issuer, or the Guarantors, as the case may be, deliver to the Trustee an opinion of tax counsel of recognized standing in its jurisdiction of incorporation to the effect that such deposit and related Covenant Defeasance will not cause the Holders, other than Holders who are or who are deemed to be residents of such jurisdiction of incorporation or use or hold or are deemed to use or hold their Notes in carrying on a business in such jurisdiction of incorporation, to recognize income, gain or loss for income tax purposes in such jurisdiction of incorporation, and to the effect that payments out of the trust fund will be free and exempt from any and all withholding and other income taxes of whatever nature of such jurisdiction of incorporation or political subdivision thereof or therein having power to tax, except in the case of Notes beneficially owned (i) by a person who is or is deemed to be a resident of such jurisdiction of incorporation or (ii) by a person who uses or holds or is deemed to use or hold such Notes in carrying on a business in such jurisdiction of incorporation; and
- (e) the Issuer, or the Guarantors, as the case may be, deliver to the Trustee an officers’ certificate and an opinion of legal counsel of recognized standing, each stating that all conditions precedent provided for relating to such Covenant Defeasance have been complied with.

The effecting of these arrangements is also known as “**Covenant Defeasance**”.

### **Limitation on Liens**

So long as the Notes remain outstanding, the Parent Guarantor will not, nor will it permit any Restricted Subsidiary to, create, assume, guarantee or suffer to exist any mortgage, pledge, security interest or lien (an “**Encumbrance**”) on any of its Principal Plants or on any capital stock of any Restricted Subsidiary without effectively providing that the Notes (together with, if the Parent Guarantor shall so determine, any other indebtedness of the Parent Guarantor then existing or thereafter created ranking equally with the Notes and any other indebtedness of such Restricted Subsidiary then existing or thereafter created) shall be secured by the security for such secured indebtedness equally and ratably therewith, *provided, however*, the above limitation does not apply to:

- (a) purchase money liens, so long as such liens attach only to the assets so acquired and improvements thereon;



- (b) Encumbrances existing at the time of acquisition of property (including through merger or consolidation) or securing indebtedness the proceeds of which are used to pay or reimburse the Parent Guarantor or a Restricted Subsidiary for the cost of such property (*provided* such indebtedness is incurred within 180 days after such acquisition);
- (c) Encumbrances on property of a Restricted Subsidiary existing at the time it becomes a Restricted Subsidiary;
- (d) Encumbrances to secure the cost of development or construction of property, or improvements thereon, *provided* that the recourse of the creditors in respect of such indebtedness is limited to such property and improvements;
- (e) Encumbrances in connection with the acquisition or construction of Principal Plants or additions thereto financed by tax-exempt securities;
- (f) Encumbrances securing indebtedness owing to the Parent Guarantor or a Restricted Subsidiary by a Restricted Subsidiary;
- (g) Encumbrances existing at the date of the applicable indenture;
- (h) Encumbrances required in connection with state or local governmental programs which provide financial or tax benefits, provided the obligations secured are in lieu of or reduce an obligation that would have been secured by an Encumbrance permitted under each indenture;
- (i) any Encumbrance arising by operation of law and not securing amounts more than ninety (90) days overdue or otherwise being contested in good faith;
- (j) judgment Encumbrances not giving rise to an Event of Default;
- (k) any Encumbrance incurred or deposits made in the ordinary course of business, including, but not limited to, (i) any mechanics', materialmen's, carriers', workmen's, vendors' or other like Encumbrances, (ii) any Encumbrances securing amounts in connection with workers' compensation, unemployment insurance and other types of social security, and (iii) any easements, rights-of-way, restrictions and other similar charges;
- (l) any Encumbrance upon specific items of inventory or other goods and proceeds of the Parent Guarantor or any Restricted Subsidiary securing the Parent Guarantor's or any such Restricted Subsidiary's obligations in respect of bankers' acceptances issued or created for the account of such person to facilitate the purchase, shipment or storage of such inventory or other goods;
- (m) any Encumbrance incurred or deposits made securing the performance of tenders, bids, leases, statutory obligations, surety and appeal bonds, government contracts, performance and return-of-money bonds and other obligations of like nature incurred in the ordinary course of business;
- (n) any Encumbrance on any Principal Plant of the Parent Guarantor or any Restricted Subsidiary in favor of the Federal Government of the United States or the government of any State thereof, or the government of the United Kingdom, or any state in the European Union, or any instrumentality of any of them, securing the obligations of the Parent Guarantor or any Restricted Subsidiary pursuant to any contract or payments owed to such entity pursuant to applicable laws, rules, regulations or statutes;
- (o) any Encumbrance securing taxes or assessments or other applicable governmental charges or levies;
- (p) extensions, renewals or replacements of the Encumbrances referred to in clauses (a) through (o), *provided* that the amount of indebtedness secured by such extension, renewal or replacement shall not exceed the principal amount of indebtedness being extended, renewed or replaced, together with the amount of any premiums, fees, costs and expenses associated with such extension, renewal or replacement, nor shall the pledge, mortgage or lien be extended to any additional Principal Plant unless otherwise permitted under this covenant;
- (q) as permitted under the provisions described in the following two paragraphs herein; and
- (r) in connection with sale-leaseback transactions permitted under the Indenture.

Notwithstanding the provisions described in the immediately preceding paragraph, the Parent Guarantor or any Restricted Subsidiary may, without ratably securing the Notes, create, assume, guarantee or suffer to exist any indebtedness which would otherwise be subject to such restrictions, and renew, extend or replace such indebtedness, *provided* that the aggregate amount of such indebtedness, when added to the fair market value of property transferred in certain sale and leaseback transactions permitted by the Indenture as described below under “Sale-Leaseback Transactions Relating to Principal Plants” (computed without duplication of amount) does not at the time exceed 15% of Net Tangible Assets.

If the Parent Guarantor or any Restricted Subsidiary merges or consolidates with, or purchases all or substantially all of the assets of, another corporation, or the Parent Guarantor sells all or substantially all of its assets to another corporation, and if such other corporation has outstanding obligations secured by an Encumbrance which, by reason of an after-acquired property clause or similar provision, would extend to any Principal Plant owned by the Parent Guarantor or such Restricted Subsidiary immediately prior thereto, the Parent Guarantor or such Restricted Subsidiary, as the case may be, will in such event be deemed to have created an Encumbrance, within the prohibition of the covenant described above, unless (a) such merger or consolidation involving a Restricted Subsidiary constitutes a disposition by the Parent Guarantor of its interest in the Restricted Subsidiary or (b) (i) at or prior to the effective date of such merger, consolidation, sale or purchase, such Encumbrance shall be released of record or otherwise satisfied to the extent it would extend to such Principal Plant, (ii) prior thereto, the Parent Guarantor or such Restricted Subsidiary shall have created, as security for the debt securities (and, if the Parent Guarantor shall so determine, as security for any other indebtedness of the Parent Guarantor then existing or thereafter created ranking equally with the Notes and any other indebtedness of such Restricted Subsidiary then existing or thereafter created), a valid Encumbrance which will rank equally and ratably with the Encumbrances of such other corporation on such Principal Plant of the Parent Guarantor or such Restricted Subsidiary, as the case may be, or (iii) such Encumbrance is otherwise permitted or complies with the covenant described above.

In each instance referred to in the preceding paragraphs where the Parent Guarantor is obligated to provide security for the Notes (except, for certain issues of indebtedness, in the case of transactions relating to stock of a Restricted Subsidiary), the Parent Guarantor would be required to provide comparable security for other outstanding indebtedness under the Indenture and other agreements relating thereto.

#### Events of Default

The occurrence and continuance of one or more of the following events will constitute an “**Event of Default**” under the Indenture and under the Notes:

- (a) *payment default*—(i) the Issuer or a Guarantor fails to pay interest within 30 days from the relevant due date, or (ii) the Issuer or a Guarantor fails to pay the principal (or premium, if any) due on the Notes at maturity; *provided* that to the extent any such failure to pay principal or premium is caused by a technical or administrative error, delay in processing payments or events beyond the control of the Issuer or Guarantors, no Event of Default shall occur for three days following such failure to pay; *provided, further*, that, in the case of a redemption payment, no Event of Default shall occur for 30 days following a failure to make such payment;
- (b) *breach of other material obligations*—the Issuer or a Guarantor defaults in the performance or observance of any of its other material obligations under or in respect of the Notes or the Indenture and such default remains unremedied for 90 days after a written notice has been given to the Issuer and the Parent Guarantor by the Trustee or to the Issuer, the Parent Guarantor and the Trustee by the Holders of at least 25% in principal amount of the outstanding Notes of the applicable series affected thereby, specifying such default or breach and requiring it to be remedied and stating that such notice is a “**Notice of Default**” under the Notes;
- (c) *cross-acceleration*—any obligation for the payment or repayment of borrowed money having an aggregate outstanding principal amount of at least €100,000,000 (or its equivalent in any other currency) of the Issuer or a Guarantor becomes due and payable prior to its stated maturity by reason of a default and is not paid within 30 days;
- (d) *bankruptcy or insolvency*—a court of competent jurisdiction commences bankruptcy or other insolvency proceedings against the Issuer, the Parent Guarantor or a Guarantor that is a Significant Subsidiary under the applicable laws of their respective jurisdictions of incorporation, or the Issuer, the Parent Guarantor or a Guarantor that is a Significant Subsidiary applies for or institutes such proceedings or offers or makes an assignment for the benefit of its creditors generally, or a third party institutes bankruptcy or insolvency proceedings against the Issuer, the Parent Guarantor or a Guarantor that is a Significant Subsidiary and such proceedings are not discharged or stayed within 90 days;
- (e) *impossibility due to government action*—any governmental order, decree or enactment shall be made in or by Belgium or the jurisdiction of incorporation of a Guarantor that is a Significant Subsidiary whereby the Issuer, the Parent Guarantor, or such Guarantor that is a Significant Subsidiary is prevented from observing and performing in full its obligations as set forth in the terms and conditions of the Notes and the Guarantees, respectively, and this situation is not cured within 90 days; or

- (f) *invalidity of the Guarantees*—the Guarantees provided by the Parent Guarantor or a Guarantor that is a Significant Subsidiary cease to be valid and legally binding for any reason whatsoever or the Parent Guarantor or a Guarantor that is a Significant Subsidiary seeks to deny or disaffirm its obligations under the Guarantee.

If an Event of Default occurs and is continuing with respect to the Notes, then, unless the principal of all of the Notes shall already have become due and payable (in which case no action is required for the acceleration of the Notes), the Holders of not less than 25% in aggregate principal amount of Notes then outstanding, by written notice to the Issuer, the Parent Guarantor and the Trustee as provided in the Indenture, may declare the entire principal of all the Notes, and the interest accrued thereon, to be due and payable immediately, *provided, however*, that if an Event of Default specified in paragraph (d) above with respect to the Notes at the time outstanding occurs, the principal amount of that series shall automatically, and without any declaration or other action on the part of the Trustee or any Holder, become immediately due and payable. Under certain circumstances, the Holders of a majority in aggregate principal amount of the Notes then outstanding may, by written notice to the Issuer and the Trustee as provided in the Indenture, waive all defaults and rescind and annul such declaration and its consequences, but no such waiver or rescission and annulment shall extend to or shall affect any subsequent default or shall impair any right consequent thereon.

Except in cases of default, where the Trustee has some special duties, the Trustee is not required to take any action under the Indenture at the request of any Holders unless the Holders offer the Trustee reasonable protection from costs, expenses and liability. This protection is called an indemnity. If reasonable indemnity is provided, the Holders of a majority in principal amount of the outstanding Notes may direct the time, method and place of conducting any proceeding seeking any remedy available to the Trustee. These majority Holders may also direct the Trustee in performing any other action under the Indenture, so long as such direction would not involve the Trustee in personal liability.

Before you bypass the Trustee and bring your own lawsuit or other formal legal action or take other steps to enforce your rights or protect your interests relating to the Notes, the following must occur:

- (a) The Trustee must be given written notice that an Event of Default has occurred and remains uncured.
- (b) The Holders of not less than 25% in principal amount of all outstanding Notes of the relevant series must make a written request that the Trustee institute proceedings because of the default, and must offer indemnity and/or security satisfactory to the Trustee against the costs, expenses and liabilities of taking such request.
- (c) The Trustee must have not taken action for 60 days after receipt of the above notice, request and offer of indemnity.
- (d) No direction inconsistent with such written request has been given to the Trustee during such 60-day period by the holders of the majority in principal amount of the outstanding Notes of that series.
- (e) However, you are entitled at any time to bring a lawsuit for the payment of money due on your security on or after its due date.
- (f) We will furnish to the Trustee every year a written statement of certain of our officers and directors, certifying that, to their knowledge, we are in compliance with the Indenture and the Notes, or else specifying any default.

## Additional Amounts

To the extent that any Guarantor is required to make payments in respect of the Notes, such Guarantor will make all payments in respect of the Notes without withholding or deduction for or on account of any present or future taxes or duties of whatever nature imposed or levied by way of withholding or deduction at source by or on behalf of any jurisdiction in which such Guarantor is incorporated, organized or otherwise tax resident or any political subdivision or any authority thereof or therein having power to tax (the “**Relevant Taxing Jurisdiction**”) unless such withholding or deduction is required by law. In such event, such Guarantor will pay to the Holders such additional amounts (the “**Additional Amounts**”) as shall be necessary in order that the net amounts received by the Holders, after such withholding or deduction, shall equal the respective amounts of principal and interest which would otherwise have been receivable in the absence of such withholding or deduction; except that no such Additional Amounts shall be payable on account of any taxes or duties which:

- (a) are payable by any person acting as custodian bank or collecting agent on behalf of a Holder, or otherwise in any manner which does not constitute a deduction or withholding by any Guarantor from payment of principal or interest made by it;
- (b) are payable by reason of the Holder or beneficial owner having, or having had, some personal or business connection with such Relevant Taxing Jurisdiction and not merely by reason of the fact that payments in respect of the Notes or the Guarantees are, or for purposes of taxation are deemed to be, derived from sources in, or are secured in the Relevant Taxing Jurisdiction;
- (c) are imposed or withheld by reason of the failure of the Holder or beneficial owner to provide certification, information, documents or other evidence concerning the nationality, residence or identity of the Holder and beneficial owner or to make any valid or timely declaration or similar claim or satisfy any other reporting requirements relating to such matters, whether required or imposed by statute, treaty, regulation or administrative practice, as a precondition to exemption from, or a reduction in the rate of withholding or deduction of, such taxes;
- (d) consist of any estate, inheritance, gift, sales, excise, transfer, personal property or similar taxes;
- (e) are imposed on or with respect to any payment by the applicable Guarantors to the registered Holder if such Holder is a fiduciary or partnership or any person other than the sole beneficial owner of such payment to the extent that taxes would not have been imposed on such payment had such registered Holder been the sole beneficial owner of such debt security;
- (f) are deducted or withheld pursuant to (i) any European Union directive or regulation concerning the taxation of interest income; (ii) any international treaty or understanding relating to such taxation and to which the Relevant Taxing Jurisdiction or the European Union is a party, or (iii) any provision of law implementing, or complying with, or introduced to conform with, such directive, regulation, treaty or understanding;
- (g) are payable by reason of a change in law or practice that becomes effective more than 30 days after the relevant payment of principal or interest becomes due, or is duly provided for and written notice thereof is provided to the Holders, whichever occurs later;
- (h) are payable because any debt security was presented to a particular paying agent for payment if the debt security could have been presented to another paying agent without any such withholding or deduction; or
- (i) are payable for any combination of (a) through (h) above.

References to principal or interest in respect of the Notes shall be deemed to include any Additional Amounts, which may be payable as set forth in each indenture.

In addition, any amounts to be paid by the Issuer or any Guarantor on the Notes will be paid net of any deduction or withholding imposed or required pursuant to Sections 1471 through 1474 of the Code, any current or future regulations or official interpretations thereof, any agreement entered into pursuant to Section 1471(b) of the Code, or any fiscal or regulatory legislation, rules or practices adopted pursuant to any intergovernmental agreement entered into in connection with the implementation of such Sections of the Code (“**FATCA Withholding**”). Neither any Guarantor nor any Issuer will be required to pay Additional Amounts on account of any FATCA Withholding.

The preceding covenant regarding Additional Amounts will not apply to any Guarantor at any time when such Guarantor is incorporated in a jurisdiction in the United States; *provided, however*, that such covenant will apply to the Issuer at any time when it is incorporated in a jurisdiction outside of the United States.

### **Terms Applicable to the 4.700% Notes due 2036 and the 4.900% Notes due 2046**

The fixed rate notes due 2036 (the “**2036 Fixed Rate Notes**”) will bear interest at a rate of 4.700% per year and the fixed rate notes due 2046 (the “**2046 Fixed Rate Notes**”) and together with 2036 Fixed Rate Notes, the “**January 2016 Notes**”) will bear interest at a rate of 4.900% per year.

The January 2016 Notes are issued by Anheuser-Busch InBev Finance Inc. (the “**Issuer**”, with respect to the January 2016 Notes) and are fully and unconditionally guaranteed by Anheuser-Busch InBev SA/NV (the “**Parent Guarantor**”), Anheuser-Busch InBev Worldwide Inc., Brandbev S.à r.l., Brandbrew S.A., Cobrew NV, and Anheuser-Busch Companies, LLC (the “**Subsidiary Guarantors**,” and together with the Parent Guarantor, the “**Guarantors**”, with respect to the January 2016 Notes). Each series of January 2016 Notes is listed on the New York Stock Exchange.

Each series of the January 2016 Notes are issued under a supplemental indenture to the indenture dated January 25, 2016 (the “**Indenture**”, with respect to the January 2016 Notes), entered into among the Issuer, each of the Guarantors and The Bank of New York Mellon Trust Company, N.A., as trustee, principal paying agent, transfer agent and registrar (the “**Trustee**”). The information below on certain provisions of the January 2016 Notes and the Indenture does not purport to be complete and is subject to, and is qualified in its entirety by reference to, all the provisions of the January 2016 Notes and the Indenture, including the definitions of certain terms contained therein. The Indenture is by its terms subject to and governed by the Trust Indenture Act of 1939, as amended.

The January 2016 Notes are senior unsecured obligations of the Issuer and rank equally with all other existing and future unsecured and unsubordinated debt obligations of the Issuer. The January 2016 Notes will be repaid at maturity in U.S. dollars at a price equal to 100% of the principal amount thereof. The January 2016 Notes were issued in denominations of \$1,000 and integral multiples of \$1,000 in excess thereof. The January 2016 Notes do not provide for any sinking fund. The January 2016 Notes will be recorded on, and transferred through, the records maintained by DTC and its direct and indirect participants, including Euroclear S.A./N.V. (“**Euroclear**”) and Clearstream Banking, *société anonyme* (“**Clearstream**”).

“**Business Day**” means a day on which commercial banks and exchange markets are open, or not authorized to close, in the City of New York, London and Brussels.

### **January 2016 Notes**

The 2036 Fixed Rate Notes will be initially limited to \$6,000,000,000 aggregate principal amount and will mature on 1 February 2036. The 2046 Fixed Rate Notes will be initially limited to \$11,000,000,000 aggregate principal amount and will mature on 1 February 2046. Interest on the January 2016 Notes will be payable semi-annually in arrears on 1 February and 1 August of each year, commencing on 1 August 2016. Interest on the January 2016 Notes will accrue from 25 January 2016. The January 2016 Notes are senior unsecured obligations of the Issuer and will rank equally with all other existing and future unsecured and unsubordinated debt obligations of the Issuer.

Interest will accrue on the January 2016 Notes of each series until the principal of such January 2016 Notes is paid or duly made available for payment. Interest on the January 2016 Notes will be calculated on the basis of a 360-day year consisting of twelve 30-day months. If the date of maturity of interest on or principal of any January 2016 Note or the date fixed for redemption or payment in connection with an acceleration of any January 2016 Note is not a Business Day, then payment of interest or principal need not be made on such date, but may be made on the next succeeding Business Day with the same force and effect as if made on the date of maturity or the date fixed for redemption or payment in connection with an acceleration, and no interest shall accrue as a result of the delayed payment.

Interest on the January 2016 Notes will be paid to the persons in whose names the January 2016 Notes are registered at the close of business on the 15 January and 15 July immediately preceding the applicable interest payment date, whether or not such date is a Business Day. The January 2016 Notes, may be redeemed at any time prior to maturity in the circumstances described under “—Optional Redemption” and may be redeemed prior to maturity in the circumstances described under “—Special Mandatory Redemption” and “—Optional Tax Redemption.”

## Additional Notes

The January 2016 Notes were issued in the initial aggregate principal amount set forth above. The Issuer may, from time to time, without notice to or the consent of the Holders, create and issue, pursuant to the Indenture and in accordance with applicable laws and regulations, additional January 2016 Notes (the “**Additional Notes**”) maturing on the same maturity date as the other January 2016 Notes of a series and having the same terms and conditions under the Indenture (including with respect to the Guarantors and the Guarantees) as the previously outstanding January 2016 Notes of that series in all respects (or in all respects except for the issue date and the principal amount and, in some cases, the date of the first payment of interest thereon) so that such Additional Notes shall be consolidated and form a single series with the previously outstanding January 2016 Notes of that series, *provided* that either (i) such Additional Notes are fungible with the January 2016 Notes of such series offered hereby for U.S. federal income tax purposes or (ii) such Additional Notes shall have a separate CUSIP number. Without limiting the foregoing, the Issuer may, from time to time, without notice to or the consent of the Holders, create and issue, pursuant to the Indenture and in accordance with applicable laws and regulations, additional series of notes with additional or different terms and maturity dates than the January 2016 Notes.

## Optional Redemption

The Issuer may, at its option, redeem each series of January 2016 Notes, as a whole or in part at any time prior to, the applicable Par Call Date (as set forth in the table below), upon not less than 30 nor more than 60 days’ prior notice, at a redemption price equal to the greater of:

- 100% of the aggregate principal amount of the Fixed Rate Notes to be redeemed; and
- as determined by the Independent Investment Banker (as defined below), the sum of the present values of the remaining scheduled payments of principal and interest on the Fixed Rate Notes to be redeemed as if the Fixed Rate Notes to be redeemed matured on the applicable Par Call Date (as defined herein) for the 2036 Fixed Rate Notes and 2046 Fixed Rate Notes (not including any portion of such payments of interest accrued to the date of redemption) discounted to the redemption date on a semi-annual basis (assuming a 360-day year consisting of twelve 30-day months) at the Treasury Rate plus the applicable Spread (as defined herein) for such series of Fixed Rate Notes;

plus, in each case described above, accrued and unpaid interest on the principal amount being redeemed to (but excluding) such redemption date.

Each of the 2036 Fixed Rate Notes and the 2046 Fixed Rate Notes will be redeemable in whole or in part, at the Issuers option at any time and from time to time on or after the applicable Par Call Date, at a redemption price equal to 100% of the principal amount of the Fixed Rate Notes being redeemed, plus accrued and unpaid interest to, but excluding the date of redemption.

| <u>Series</u>         | <u>Maturity Date/Par Call Date</u>           | <u>Spread</u> |
|-----------------------|--|---------------|
| 2036 Fixed Rate Notes | 1 August 2035 (six months prior to maturity) | 30 bps        |
| 2046 Fixed Rate Notes | 1 August 2045 (six months prior to maturity) | 35 bps        |

“**Treasury Rate**” means, with respect to any redemption date:

- the yield, under the heading which represents the average for the immediately preceding week, appearing in the most recently published statistical release designated “H.15(519)” or any successor publication which is published weekly by the Board of Governors of the Federal Reserve System and which establishes yields on actively traded U.S. treasury securities adjusted to constant maturity under the caption “Treasury constant maturities—Nominal,” for the maturity corresponding to the applicable Comparable Treasury Issue (if no maturity is within three months before or after the remaining term of the Fixed Rate Notes, yields for the two published maturities most closely corresponding to the applicable Comparable Treasury Issue will be determined and the Treasury Rate will be interpolated or extrapolated from such yields on a straight-line basis, rounding to the nearest month); or

- if such release (or any successor release) is not published during the week preceding the calculation date or does not contain such yields, the rate per annum equal to the semi-annual equivalent yield to maturity of the applicable Comparable Treasury Issue, calculated using a price for the applicable Comparable Treasury Issue (expressed as a percentage of its principal amount) equal to the applicable Comparable Treasury Price for such redemption date.

The Treasury Rate will be calculated on the third Business Day preceding such redemption date.

“**Comparable Treasury Issue**” means the U.S. Treasury security (not inflation-indexed) selected by an Independent Investment Banker as having a maturity comparable to the remaining term of the Fixed Rate Notes to be redeemed as if such Fixed Rate Notes had matured on the applicable Par Call Date for the 2036 Fixed Rate Notes and the 2046 Fixed Rate Notes that would be utilized, at the time of selection and in accordance with customary financial practice, in pricing new issues of corporate debt securities of comparable maturity to the remaining term of such Fixed Rate Notes through the applicable Par Call Date for the the 2036 Fixed Rate Notes and the 2046 Fixed Rate Notes.

“**Comparable Treasury Price**” means, with respect to a redemption date, (i) the average of five Reference Treasury Dealer Quotations for such redemption date, after excluding the highest and lowest Reference Treasury Dealer Quotations, or (ii) if the Independent Investment Banker obtains fewer than five such Reference Treasury Dealer Quotations, the average of all such quotations.

“**Independent Investment Banker**” means Barclays Capital Inc., Deutsche Bank Securities Inc. or Merrill Lynch, Pierce, Fenner & Smith Incorporated, as specified by the Issuer, or if all of these firms are unwilling or unable to serve in that capacity, an independent investment banking institution of national standing in the United States appointed by the Issuer.

“**Reference Treasury Dealer**” means (i) Barclays Capital Inc., Deutsche Bank Securities Inc. and Merrill Lynch, Pierce, Fenner & Smith Incorporated, and their respective successors, *provided, however*, that if any of the foregoing shall cease to be a primary U.S. government securities dealer in the City of New York (a “**Primary Treasury Dealer**”), the Issuer will substitute therefor another Primary Treasury Dealer and (ii) any three other Primary Treasury Dealers selected by the Issuer after consultation with an Independent Investment Banker.

“**Reference Treasury Dealer Quotations**” means, with respect to each Reference Treasury Dealer and any redemption date, the average, as determined by the Independent Investment Banker, of the bid and asked prices for the applicable Comparable Treasury Issue (expressed in each case as a percentage of its principal amount) quoted in writing to the Independent Investment Banker at 5:00 p.m., New York City time, on the third Business Day preceding such redemption date.

Unless the Issuer (and/or the Guarantors) defaults on payment of the redemption price, from and after the redemption date interest will cease to accrue on the January 2016 Notes or portions thereof called for redemption. On the redemption date, the Issuer will deposit with the Trustee or with one or more paying agents (or, if the Issuer is acting as its own paying agent, set aside, segregate and hold in trust as provided in the Indenture) money sufficient to pay the redemption price of and accrued interest on the January 2016 Notes to be redeemed on such date. If fewer than all of the January 2016 Notes of any series are to be redeemed, the Trustee will select, not more than 60 days prior to the redemption date, the particular January 2016 Notes of such series or portions thereof for redemption from the outstanding January 2016 Notes of that series not previously called for redemption, on a pro rata basis across such series, or by such method as the Trustee deems fair and appropriate, *provided* that if the January 2016 Notes of a series are represented by one or more global notes, interests in such global notes shall be selected for redemption by DTC in accordance with its standard procedures therefor.

#### **Optional Tax Redemption**

A series of January 2016 Notes may be redeemed at any time, at the Issuer’s or the Parent Guarantor’s option, as a whole, but not in part, upon not less than 30 nor more than 60 days’ prior notice, at a redemption price equal to 100% of the principal amount of the Notes of such series then outstanding plus accrued and unpaid interest on the principal amount being redeemed (and all Additional Amounts (see “—Additional

Amounts” below), if any) to (but excluding) the redemption date, if (i) as a result of any change in, or amendment to, the laws, treaties, regulations or rulings of a jurisdiction in which the Issuer or any Guarantor is incorporated, organized, or otherwise tax resident or any political subdivision or any authority thereof or therein having power to tax, or in the interpretation, application or administration of any such laws, treaties, regulations or rulings (including a holding, judgment or order by a court of competent jurisdiction) which becomes effective on or after 25 January 2016 (any such change or amendment, a “**Change in Tax Law**”, with respect to the January 2016 Notes), the Issuer (or if a payment were then due under a Guarantee, the relevant Guarantor) would be required to pay Additional Amounts, with respect to the Notes of such series and (ii) such obligation cannot be avoided by the Issuer (or the relevant Guarantor) taking reasonable measures available to it. Additional Amounts are payable by the Issuer under the circumstances described under “—Additional Amounts” below; *provided, however*, that the January 2016 Notes of such series may not be redeemed to the extent such Additional Amounts arise solely as a result of the Issuer assigning its obligations under the January 2016 Notes of such series to a Substitute Issuer, unless this assignment to a Substitute Issuer is undertaken as part of a plan of merger by Parent Guarantor.

Prior to the mailing of any notice of redemption pursuant to the foregoing, the Issuer or the relevant Guarantor will deliver to the Trustee an opinion of independent tax counsel of recognized standing to the effect that the Issuer or the relevant Guarantor is or would be obligated to pay such Additional Amounts as a result of a Change in Tax Law.

No notice of redemption may be given earlier than 90 days prior to the earliest date on which the Issuer or the relevant Guarantor would be obligated to pay Additional Amounts if a payment in respect of the Notes were then due.

The foregoing provisions shall apply *mutatis mutandis* to any successor person, after such successor person becomes a party to the Indenture.

### **Events of Default**

The occurrence and continuance of one or more of the following events will constitute an “**Event of Default**” under the Indenture and under the Notes:

- (a) *payment default*—(i) the Issuer or a Guarantor fails to pay interest within 30 days from the relevant due date, or (ii) the Issuer or a Guarantor fails to pay the principal (or premium, if any) due on the Notes at maturity; *provided* that to the extent any such failure to pay principal or premium is caused by a technical or administrative error, delay in processing payments or events beyond the control of the Issuer or Guarantors, no Event of Default shall occur for three days following such failure to pay; *provided further* that, in the case of a redemption payment, no Event of Default shall occur for 30 days following a failure to make such payment;
- (b) *breach of other material obligations*—the Issuer or a Guarantor defaults in the performance or observance of any of its other material obligations under or in respect of the Notes or the Indenture and such default remains unremedied for 90 days after a written notice has been given to the Issuer and the Parent Guarantor by the Trustee or to the Issuer, the Parent Guarantor and the Trustee by the Holders of at least 25% in principal amount of the outstanding Notes of the applicable series affected thereby, specifying such default or breach and requiring it to be remedied and stating that such notice is a “**Notice of Default**” under the Notes;
- (c) *cross-acceleration*—any obligation for the payment or repayment of borrowed money having an aggregate outstanding principal amount of at least €100,000,000 (or its equivalent in any other currency) of the Issuer or a Guarantor becomes due and payable prior to its stated maturity by reason of a default and is not paid within 30 days;
- (d) *bankruptcy or insolvency*—a court of competent jurisdiction commences bankruptcy or other insolvency proceedings against the Issuer, the Parent Guarantor or a Guarantor that is a Significant Subsidiary under the applicable laws of their respective jurisdictions of incorporation, or the Issuer, the Parent Guarantor or a Guarantor that is a Significant Subsidiary applies for or institutes such proceedings or offers or makes an assignment for the benefit of its creditors generally, or a third party institutes bankruptcy or insolvency proceedings against the Issuer, the Parent Guarantor or a Guarantor that is a Significant Subsidiary and such proceedings are not discharged or stayed within 90 days;



- (e) *impossibility due to government action*—any governmental order, decree or enactment shall be made in or by Belgium or the jurisdiction of incorporation of a Guarantor that is a Significant Subsidiary whereby the Issuer, the Parent Guarantor, or such Guarantor that is a Significant Subsidiary is prevented from observing and performing in full its obligations as set forth in the terms and conditions of the Notes and the Guarantees, respectively, and this situation is not cured within 90 days; or
- (f) *invalidity of the Guarantees*—the Guarantees provided by the Parent Guarantor or a Guarantor that is a Significant Subsidiary cease to be valid and legally binding for any reason whatsoever or the Parent Guarantor or a Guarantor that is a Significant Subsidiary seeks to deny or disaffirm its obligations under the Guarantee.

If an Event of Default occurs and is continuing with respect to the Notes, then, unless the principal of all of the Notes shall already have become due and payable (in which case no action is required for the acceleration of the Notes), the Holders of not less than 25% in aggregate principal amount of Notes then outstanding, by written notice to the Issuer, the Parent Guarantor and the Trustee as provided in the Indenture, may declare the entire principal of all the Notes of such series, and the interest accrued thereon, to be due and payable immediately, *provided, however*, that if an Event of Default specified in paragraph (d) above with respect to the Notes at the time outstanding occurs, the principal amount of that series shall automatically, and without any declaration or other action on the part of the Trustee or any Holder, become immediately due and payable. Under certain circumstances, the Holders of a majority in aggregate principal amount of the Notes then outstanding may, by written notice to the Issuer and the Trustee as provided in the Indenture, waive all defaults and rescind and annul such declaration and its consequences, but no such waiver or rescission and annulment shall extend to or shall affect any subsequent default or shall impair any right consequent thereon.

Except in cases of default, where the Trustee has some special duties, the Trustee is not required to take any action under the Indenture at the request of any Holders unless the Holders offer the Trustee reasonable protection from costs, expenses and liability. This protection is called an indemnity. If reasonable indemnity is provided, the Holders of a majority in principal amount of the outstanding Notes may direct the time, method and place of conducting any proceeding seeking any remedy available to the Trustee. These majority Holders may also direct the Trustee in performing any other action under the Indenture, so long as such direction would not involve the Trustee in personal liability.

Before you bypass the Trustee and bring your own lawsuit or other formal legal action or take other steps to enforce your rights or protect your interests relating to the Notes, the following must occur:

- The Trustee must be given written notice that an event of default has occurred and remains uncured.
- The Holders of not less than 25% in principal amount of all outstanding Notes of the relevant series must make a written request that the Trustee institute proceedings because of the default, and must offer indemnity and/or security satisfactory to the Trustee against the costs, expenses and liabilities of taking such request.
- The Trustee must have not taken action for 60 days after receipt of the above notice, request and offer of indemnity.
- No direction inconsistent with such written request has been given to the Trustee during such 60-day period by the holders of the majority in principal amount of the outstanding Notes of that series.
- However, you are entitled at any time to bring a lawsuit for the payment of money due on your security on or after its due date.

We will furnish to the Trustee every year a written statement of certain of our officers and directors, certifying that, to their knowledge, we are in compliance with the Indenture and the Notes, or else specifying any default.

## Modifications and Amendment

The Issuer, the Guarantors and the Trustee may execute agreements adding any provisions to or changing in any manner or eliminating any of the provisions of the Indenture or of any supplemental agreement or modifying in any manner the rights of the Holders under the Notes or the Guarantees only with the consent of the Holders of not less than a majority in aggregate principal amount of the notes then outstanding (irrespective of series) that would be affected by the proposed modification or amendment; *provided* that no such agreement shall (a) change the maturity of the principal of, or any installment of interest on, any Note, or reduce the principal amount or the interest thereof, or extend the time of payment of any installment of interest thereon, or change the currency of payment of principal of, or interest on, any Note, or change the Issuer's or a Guarantor's obligation to pay Additional Amounts, impair or affect the right of any Holder to institute suit for the enforcement of any such payment on or after the due date thereof (or in the case of redemption on or after the redemption date) or change in any manner adverse to the interests of the Holders the terms and provisions of the Guarantees in respect of the due and punctual payment of principal amount of the Notes then outstanding plus accrued and unpaid interest (and all Additional Amounts, if any) without the consent of the Holder of each Note so affected; or (b) reduce the aforesaid percentage of notes, the consent of the Holders of which is required for any such agreement, without the consent of all of the Holders of the affected series of the notes then outstanding. To the extent that any changes directly affect fewer than all the series of the notes issued under the Indenture, only the consent of the Holders of notes of the relevant series (in the respective percentages set forth above) will be required.

The Issuer, the Guarantors and the Trustee may, without the consent of the Holders, from time to time execute agreements or amendments or enter into an indenture or indentures supplemental thereto (including in respect of one series of notes only) for one or more of the following purposes:

- to convey, transfer, assign, mortgage or pledge any property or assets to the Trustee or another person as security for the Notes;
- to evidence the succession of another person to the Issuer or any Guarantors, or successive successions, and the assumption by the successor person of the covenants of the Issuer or any of the Guarantors, pursuant to the Indenture and the Notes;
- to evidence and provide for the acceptance of appointment of a successor or successors to the Trustee in any of its capacities and to add to or change any of the provisions of the Indenture to facilitate the administration of the trusts created thereunder by more than one trustee;
- to add to the covenants of the Issuer or the Guarantors, for the benefit of the Holders of the Notes issued under the Indenture, or to surrender any rights or powers conferred on the Issuer or the Guarantors in the Indenture;
- to add any additional events of default for the benefit of the Holders of the Notes;
- to add to, change or eliminate any of the provisions of the Indenture in respect of the Notes, *provided* that any such addition, change or elimination (A) shall neither (i) apply to any Note created prior to the execution of such supplemental indenture and entitled to the benefit of such provision nor (ii) modify the rights of the Holder of any such Note with respect to such provision or (B) shall become effective only when there is no such Note outstanding;
- to modify the restrictions on and procedures for, resale and other transfers of the Notes pursuant to law, regulation or practice relating to the resale or transfer of restricted securities generally;
- to provide for the issues of securities in exchange for one or more series of outstanding debt securities;
- to provide for the issuance and terms of any particular series of securities, the rights and obligations of the Guarantors and the holders of the securities of such series, the form or forms of the securities of such series and such other matters in connection therewith as the Issuer and the Guarantors shall consider appropriate, including, without limitation, provisions for (a) additional or different covenants, restrictions or conditions applicable to such series, (b) additional or different events of default in respect of such series, (c) a longer or shorter period of grace and/or notice in respect of any provision applicable to such series than is otherwise provided, (d) immediate enforcement of any event of default in respect of such series or (e) limitations upon the remedies available in respect of any events of default in respect of such series or upon the rights of the holders of securities of such series to waive any such event of default;

- (a) to cure any ambiguity or to correct or supplement any provision contained in the Indenture, the Notes or the Guarantees, or in any supplemental agreement, which may be defective or inconsistent with any other provision contained therein or in any supplemental agreement, (b) to eliminate any conflict between the terms thereof and the Trust Indenture Act or (c) to make such other provision in regard to matters or questions arising under the Indenture or under any supplemental agreement as the Issuer may deem necessary or desirable and which will not adversely affect the interests of the Holders to which such provision relates in any material respect;
- to “reopen” the Notes and create and issue additional Notes having identical terms and conditions as the Notes (or in all respects except for the issue date, issue price, first interest accrual date and first interest payment date) so that the additional notes are consolidated and form a single series with the outstanding Notes;
- to add any Subsidiary of the Parent Guarantor as a Guarantor with respect to any series of notes, subject to applicable regulatory or contractual limitations relating to such subsidiary’s Guarantee;
- to provide for the release and termination of any Subsidiary Guarantor’s Guarantee in the circumstances described under “Description of Debt Securities and Guarantees—Guarantees” in the Prospectus;
- to provide for any amendment, modification or alteration of any Subsidiary Guarantor’s Guarantee and the limitations applicable thereto in the circumstances described under “Description of Debt Securities and Guarantees—Guarantees” in the Prospectus; or
- to make any other change that does not materially adversely affect the interests of the holders of the notes affected thereby.

### **The Trustee**

The Bank of New York Mellon Trust Company, N.A. is the trustee and principal paying agent under each indenture. The trustee has two principal functions:

- first, it can enforce a holder’s rights against us if we default on debt securities issued under the relevant indenture. There are some limitations on the extent to which the trustee acts on a holder’s behalf, described under “—Events of Default”; and
- second, the trustee performs administrative duties for us, such as sending the holder’s interest payments, transferring debt securities to a new buyer and sending notices to holders.

We and some of our subsidiaries maintain deposit accounts and conduct other banking transactions with the trustee and affiliates of the trustee in the ordinary course of our respective businesses. The address of The Bank of New York Mellon Trust Company, N.A. is 911 Washington Avenue, 3rd Floor; St. Louis, Missouri 63101.

If an event of default occurs, or an event occurs that would be an event of default if the requirements for giving us default notice or our default having to exist for a specific period of time were disregarded, the trustee may therefore be considered to have a conflicting interest with respect to the debt securities or the applicable indenture for purposes of the Trust Indenture Act of 1939. In that case, the trustee may be required to resign as trustee under the applicable indenture and we would be required to appoint a successor trustee.

### **Substitution of an Issuer or Guarantor; Consolidation, Merger and Sale of Assets**

In all cases subject to any provisions contained in the applicable prospectus supplement describing the Holders’ option to require repayment upon a change in control, (i) any Issuer or Guarantor, without the consent of the Holders of any of the debt securities, may consolidate with or merge into, or sell, transfer, lease or convey all or substantially all of their respective assets to, any corporation or (ii) an Issuer may at any time substitute for itself either a Guarantor or any Affiliate (as defined below) of a Guarantor as principal debtor under the debt securities (a “**Substitute Issuer**”); provided that:

- (a) the Substitute Issuer or any other successor company shall expressly assume such Issuer's or Guarantor's respective obligations under the debt securities or the Guarantees, as the case may be, and each indenture, as applicable, except that if the Parent Guarantor is merged into any corporation organized under the laws of the Kingdom of Belgium via a "merger by absorption" in accordance with the Belgian Companies Code, that successor company shall, by virtue of the operation of Belgian law and without any further action by the Parent Guarantor or its successor, assume the obligations of the Parent Guarantor under the Guarantees and each indenture and no express assumption will be required;
- (b) any other successor company is organized under the laws of a member country of the Organization for Economic Co-Operation and Development;
- (c) such Issuer is not in default of any payments due under the debt securities and immediately before and after giving effect to such consolidation, merger, sale, transfer, lease, conveyance or substitution, no Event of Default shall be continuing;
- (d) in the case of a Substitute Issuer:
  - (i) the obligations of the Substitute Issuer arising under or in connection with the debt securities and each indenture, as applicable, are fully, irrevocably and unconditionally guaranteed by the Guarantors (other than the Substitute Issuer, if applicable) on the same terms as existed immediately prior to such substitution under the Guarantees given by such Guarantors;
  - (ii) the Parent Guarantor, the applicable Issuer and the Substitute Issuer jointly and severally indemnify each Holder for any income tax or other tax (if any) recognized by such Holder solely as a result of the substitution of the Substitute Issuer (and not as a result of any transfer by such Holder), provided, however, that such indemnification shall not apply to any deduction or withholding imposed or required pursuant to Sections 1471 through 1474 of the U.S. Internal Revenue Code of 1986, as amended (the "**Code**"), any current or future regulations or official interpretations thereof, any agreement entered into pursuant to Section 1471(b) of the Code, or any fiscal or regulatory legislation, rules or practices adopted pursuant to any intergovernmental agreement entered into in connection with the implementation of such Sections of the Code, and shall not require the payment of additional amounts on account of any such withholding or deduction;
  - (iii) each stock exchange on which the debt securities are listed, if any, shall have confirmed that, following the proposed substitution of the Substitute Issuer, such debt securities will continue to be listed on such stock exchange; and
  - (iv) each rating agency that rates the debt securities, if any, shall have confirmed that, following the proposed substitution of the Substitute Issuer, such debt securities will continue to have the same or better rating as immediately prior to such substitution; and
- (e) written notice of such transaction shall be promptly provided to the Holders.

For purposes of the foregoing, "**Affiliate**" shall mean, with respect to any specified person, any other person directly or indirectly controlling or controlled by or under direct or indirect common control with such specified person.

Upon the effectiveness of any substitution, all of the foregoing provisions will apply mutatis mutandis, and references elsewhere herein to the Issuer or a Guarantor will, where the context so requires, be deemed to be or include references, to any successor company.

## **Discharge and Defeasance**

### ***Discharge of Indentures***

Each indenture provides that the applicable Issuer and the Guarantors will be discharged from any and all obligations in respect of such indenture (except for certain obligations to register the transfer of or exchange debt securities, replace stolen, lost or mutilated debt securities, make payments of principal and interest and maintain paying agencies) if:

- the applicable Issuer or the Guarantors have paid or caused to be paid in full the principal of and interest on all debt securities outstanding thereunder;
- the applicable Issuer or the Guarantors shall have delivered to the Trustee for cancellation all debt securities outstanding theretofore authenticated; or
- all debt securities not theretofore delivered to the Trustee for cancellation (i) have become due and payable, (ii) will become due and payable in accordance with their terms within one year or (iii) are to be, or have been, called for redemption as described under “—Optional Redemption” within one year under arrangements satisfactory to the Trustee for the giving of notice of redemption, and, in any such case, the applicable Issuer or Guarantors shall have irrevocably deposited with the Trustee as trust funds in irrevocable trust, specifically pledged as security for, and dedicated solely to, the benefit of the Holders of such debt securities, (a) cash in U.S. dollars in an amount, or (b) U.S. Government Obligations (as defined below) which through the payment of interest thereon and principal thereof in accordance with their terms will provide not later than the due date of any payment, cash in U.S. dollars in an amount, or (c) any combination of (a) and (b), sufficient to pay all the principal of, and interest (and Additional Amounts, if any) on, all such debt securities not theretofore delivered to the Trustee for cancellation on the dates such payments are due in accordance with the terms of the debt securities and all other amounts payable under the applicable indenture by the applicable Issuer.

“**U.S. Government Obligations**” means securities which are (i) direct obligations of the U.S. government or (ii) obligations of a person controlled or supervised by and acting as an agency or instrumentality of the U.S. government, the payment of which is unconditionally guaranteed by the U.S. government, which, in either case, are full faith and credit obligations of the U.S. government payable in U.S. dollars and are not callable or redeemable at the option of the issuer thereof.

### ***Covenant Defeasance***

Each indenture also provides that the applicable Issuer and the Guarantors need not comply with certain covenants of such indenture (including those described under “—Certain Covenants—Limitation on Liens”), and the Guarantors shall be released from their obligations under the Guarantees, if:

- the applicable Issuer or the Guarantors irrevocably deposit with the Trustee as trust funds in irrevocable trust, specifically pledged as security for, and dedicated solely to, the benefit of the holders of such debt securities, (i) cash in U.S. dollars in an amount, or (ii) U.S. government obligations which through the payment of interest thereon and principal thereof in accordance with their terms will provide not later than one day before the due date of any payment cash in U.S. dollars in an amount, or (iii) any combination of (i) and (ii), sufficient to pay all the principal of, and interest on, the debt securities then outstanding on the dates such payments are due in accordance with the terms of the debt securities;
- certain events of default, or events which with notice or lapse of time or both would become such an event of default, shall not have occurred and be continuing on the date of such deposit;
- the applicable Issuer, or the Guarantors, as the case may be, deliver to the Trustee an opinion of tax counsel of recognized standing with respect to U.S. federal income tax matters to the effect that the beneficial owners of the debt securities will not recognize income, gain or loss for U.S. federal income tax purposes as a result of the exercise of such Covenant Defeasance and will be subject to U.S. federal income tax on the same amounts, in the same manner and at the same times as would be the case if such Covenant Defeasance had not occurred;
- the applicable Issuer, or the Guarantors, as the case may be, deliver to the Trustee an opinion of tax counsel of recognized standing in its jurisdiction of incorporation to the effect that such deposit and related Covenant Defeasance will not cause the Holders, other than Holders who are or who are deemed to be residents of such jurisdiction of incorporation or use or hold or are deemed to use or hold their debt securities in carrying on a business in such jurisdiction of incorporation, to recognize income, gain or loss for income tax purposes in such jurisdiction of incorporation, and to the effect that

payments out of the trust fund will be free and exempt from any and all withholding and other income taxes of whatever nature of such jurisdiction of incorporation or political subdivision thereof or therein having power to tax, except in the case of debt securities beneficially owned (i) by a person who is or is deemed to be a resident of such jurisdiction of incorporation or (ii) by a person who uses or holds or is deemed to use or hold such debt securities in carrying on a business in such jurisdiction of incorporation; and

- the applicable Issuer, or the Guarantors, as the case may be, deliver to the Trustee an officers' certificate and an opinion of legal counsel of recognized standing, each stating that all conditions precedent provided for relating to such Covenant Defeasance have been complied with.

The effecting of these arrangements is also known as "Covenant Defeasance."

#### **Additional Amounts**

To the extent that any Guarantor is required to make payments in respect of the Notes, such Guarantor will make all payments in respect of the Notes without withholding or deduction for or on account of any present or future taxes or duties of whatever nature imposed or levied by way of withholding or deduction at source by or on behalf of any jurisdiction in which such Guarantor is incorporated, organized or otherwise tax resident or any political subdivision or any authority thereof or therein having power to tax (the "**Relevant Taxing Jurisdiction**") unless such withholding or deduction is required by law. In such event, such Guarantor will pay to the Holders such additional amounts (the "**Additional Amounts**") as shall be necessary in order that the net amounts received by the Holders, after such withholding or deduction, shall equal the respective amounts of principal and interest which would otherwise have been receivable in the absence of such withholding or deduction; except that no such Additional Amounts shall be payable on account of any taxes or duties which:

- (a) are payable by any person acting as custodian bank or collecting agent on behalf of a Holder, or otherwise in any manner which does not constitute a deduction or withholding by any Guarantor from payment of principal or interest made by it;
- (b) are payable by reason of the Holder or beneficial owner having, or having had, some personal or business connection with such Relevant Taxing Jurisdiction and not merely by reason of the fact that payments in respect of the Notes or the Guarantees are, or for purposes of taxation are deemed to be, derived from sources in, or are secured in the Relevant Taxing Jurisdiction;
- (c) are imposed or withheld by reason of the failure of the Holder or beneficial owner to provide certification, information, documents or other evidence concerning the nationality, residence or identity of the Holder and beneficial owner or to make any valid or timely declaration or similar claim or satisfy any other reporting requirements relating to such matters, whether required or imposed by statute, treaty, regulation or administrative practice, as a precondition to exemption from, or a reduction in the rate of withholding or deduction of, such taxes;
- (d) consist of any estate, inheritance, gift, sales, excise, transfer, personal property or similar taxes;
- (e) are imposed on or with respect to any payment by the applicable Guarantors to the registered Holder if such Holder is a fiduciary or partnership or any person other than the sole beneficial owner of such payment to the extent that taxes would not have been imposed on such payment had such registered Holder been the sole beneficial owner of such debt security;
- (f) are deducted or withheld pursuant to (i) any European Union directive or regulation concerning the taxation of interest income; (ii) any international treaty or understanding relating to such taxation and to which the Relevant Taxing Jurisdiction or the European Union is a party, or (iii) any provision of law implementing, or complying with, or introduced to conform with, such directive, regulation, treaty or understanding;
- (g) are payable by reason of a change in law or practice that becomes effective more than 30 days after the relevant payment of principal or interest becomes due, or is duly provided for and written notice thereof is provided to the Holders, whichever occurs later;
- (h) are payable because any debt security was presented to a particular paying agent for payment if the debt security could have been presented to another paying agent without any such withholding or deduction; or
- (i) are payable for any combination of (a) through (h) above.

References to principal or interest in respect of the Notes shall be deemed to include any Additional Amounts, which may be payable as set forth in each indenture.

In addition, any amounts to be paid by the Issuer or any Guarantor on the Notes will be paid net of any deduction or withholding imposed or required pursuant to Sections 1471 through 1474 of the Code, any current or future regulations or official interpretations thereof, any agreement entered into pursuant to Section 1471(b) of the Code, or any fiscal or regulatory legislation, rules or practices adopted pursuant to any intergovernmental agreement entered into in connection with the implementation of such Sections of the Code (“**FATCA Withholding**”). Neither any Guarantor nor any Issuer will be required to pay Additional Amounts on account of any FATCA Withholding.

The preceding covenant regarding Additional Amounts will not apply to any Guarantor at any time when such Guarantor is incorporated in a jurisdiction in the United States; *provided, however*, that such covenant will apply to the Issuer at any time when it is incorporated in a jurisdiction outside of the United States.

#### **Terms Applicable to the 4.625% Notes due 2044**

The fixed rate notes due 2044 (the “**2044 Notes**”) will bear interest at a rate of 4.625% per year.

The 2044 Notes are issued by Anheuser-Busch InBev Finance Inc. (the “**Issuer**”, with respect to the 2044 Notes) and are fully and unconditionally guaranteed by Anheuser-Busch InBev SA/NV (the “**Parent Guarantor**”), Anheuser-Busch InBev Worldwide Inc., Brandbev S.à r.l., BrandBrew S.A., Cobrew NV, and Anheuser-Busch Companies, LLC (the “**Subsidiary Guarantors**”, and together with the Parent Guarantor, the “**Guarantors**”). The 2044 Notes are listed on the New York Stock Exchange.

The 2044 Notes are issued under a supplemental indenture to the indenture (the “**Indenture**”), dated January 17, 2013, among the Issuer, each of the Guarantors and The Bank of New York Mellon Trust Company, N.A., as trustee, principal paying agent, transfer agent and registrar (the “**Trustee**”). The information below on certain provisions of the Notes and the Indenture should be read together with “Description of Debt Securities - Terms Applicable to the 2044 Notes and the 2043 Notes” below. This information, however, does not purport to be complete and is subject to, and is qualified in its entirety by reference to, all the provisions of the 2044 Notes and the Indenture, including the definitions of certain terms contained therein. The Indenture is by its terms subject to and governed by the Trust Indenture Act of 1939, as amended.

The 2044 Notes are senior unsecured obligations of the Issuer and rank equally with all other existing and future unsecured and unsubordinated debt obligations of the Issuer. The 2044 Notes will be repaid at maturity in U.S. dollars at a price equal to 100% of the principal amount thereof. The 2044 Notes are issued in denominations of \$1,000 and integral multiples of \$1,000 in excess thereof. The 2044 Notes do not provide for any sinking fund. The Notes will be recorded on, and transferred through, the records maintained by DTC and its direct and indirect participants, including Euroclear S.A./N.V. (“**Euroclear**”) and Clearstream Banking, *société anonyme* (“**Clearstream**”).

“**Business Day**” means a day on which commercial banks and exchange markets are open, or not authorized to close, in the City of New York, London and Brussels.

The 2044 Notes are initially limited to \$850,000,000 in aggregate principal amount and will mature on February 1, 2044. Interest on the 2044 Notes will be payable semi-annually in arrears on February 1 and August 1 of each year, commencing on August 1, 2014.

Interest will accrue on the 2044 Notes of each series until the principal of such 2044 Notes is paid or duly made available for payment. Interest on the 2044 Notes will be calculated on the basis of a 360-day year consisting of twelve 30-day months. If the date of maturity of interest on or principal of any 2044 Note or the date fixed for redemption or payment in connection with an acceleration of any 2044 Note is not a Business Day, then payment of interest or principal need not be made on such date, but may be made on the next succeeding Business Day with the same force and effect as if made on the date of maturity or the date fixed for redemption or payment in connection with an acceleration, and no interest shall accrue as a result of the delayed payment.

Interest on the 2044 Notes will be paid to the persons in whose names the 2044 Notes are registered at the close of business on the January 15 and July 15 immediately preceding the applicable interest payment date, whether or not such date is a Business Day. The 2044 Notes may be redeemed at any time prior to maturity in the circumstances described under “—Optional Redemption” and all of the Notes may be redeemed at any time prior to maturity in the circumstances described under “—Optional Tax Redemption.”

### **Additional Notes**

The 2044 Notes were issued in the initial aggregate principal amount set forth above. The Issuer may, from time to time, without notice to or the consent of the Holders, create and issue, pursuant to the Indenture and in accordance with applicable laws and regulations, additional Notes (the “**Additional Notes**”) maturing on the same maturity date as the other 2044 Notes of a series and having the same terms and conditions under the Indenture (including with respect to the Guarantors and the Guarantees) as the previously outstanding 2044 Notes of that series in all respects (or in all respects except for the issue date and the amount and, in some cases, the date of the first payment of interest thereon) so that such Additional Notes shall be consolidated and form a single series with the previously outstanding 2044 Notes of that series. Without limiting the foregoing, the Issuer may, from time to time, without notice to or the consent of the Holders, create and issue, pursuant to the Indenture and in accordance with applicable laws and regulations, additional series of notes with additional or different terms and maturity dates than the 2044 Notes.

### **Optional Redemption**

The Issuer may, at its option, redeem the 2044 Notes, as a whole or in part at any time upon not less than 30 nor more than 60 days’ prior notice, at a redemption price equal to the greater of:

- 100% of the aggregate principal amount of the 2044 Notes to be redeemed; and
- as determined by the Independent Investment Banker (as defined below), the sum of the present values of the remaining scheduled payments of principal and interest on the 2044 Notes to be redeemed (not including any portion of such payments of interest accrued to the date of redemption) discounted to the redemption date on a semi-annual basis (assuming a 360-day year consisting of twelve 30-day months) at the Treasury Rate plus 15 basis points;

plus, in each case described above, accrued and unpaid interest on the principal amount being redeemed to (but excluding) such redemption date.

“**Treasury Rate**” means, with respect to any redemption date:

- the yield, under the heading which represents the average for the immediately preceding week, appearing in the most recently published statistical release designated “H.15(519)” or any successor publication which is published weekly by the Board of Governors of the Federal Reserve System and which establishes yields on actively traded U.S. treasury securities adjusted to constant maturity under the caption “Treasury constant maturities—Nominal,” for the maturity corresponding to the Comparable Treasury Issue (if no maturity is within three months before or after the remaining term of the 2044 Notes, yields for the two published maturities most closely corresponding to the Comparable Treasury Issue will be determined and the Treasury Rate will be interpolated or extrapolated from such yields on a straight-line basis, rounding to the nearest month); or
- if such release (or any successor release) is not published during the week preceding the calculation date or does not contain such yields, the rate per annum equal to the semi-annual equivalent yield to maturity of the Comparable Treasury Issue, calculated using a price for the Comparable Treasury Issue (expressed as a percentage of its principal amount) equal to the Comparable Treasury Price for such redemption date.

The Treasury Rate will be calculated on the third Business Day preceding such redemption date.

“**Comparable Treasury Issue**” means the U.S. Treasury security (not inflation-indexed) selected by an Independent Investment Banker as having a maturity comparable to the remaining term of the 2044 Notes to be redeemed that would be utilized, at the time of selection and in accordance with customary financial practice, in pricing new issues of corporate debt securities of comparable maturity to the remaining term of such 2044 Notes.



“**Comparable Treasury Price**” means, with respect to a redemption date, (i) the average of five Reference Treasury Dealer Quotations for such redemption date, after excluding the highest and lowest Reference Treasury Dealer Quotations, or (ii) if the Independent Investment Banker obtains fewer than five such Reference Treasury Dealer Quotations, the average of all such quotations.

“**Independent Investment Banker**” means Barclays Capital Inc., Deutsche Bank Securities Inc., J.P. Morgan Securities LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated or RBS Securities Inc., as specified by the Issuer, or if all of these firms are unwilling or unable to serve in that capacity, an independent investment banking institution of national standing in the United States appointed by the Issuer.

“**Reference Treasury Dealer**” means (i) Barclays Capital Inc., Deutsche Bank Securities Inc., J.P. Morgan Securities LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated and RBS Securities Inc., and their respective successors, *provided, however*, that if any of the foregoing shall cease to be a primary U.S. government securities dealer in the City of New York (a “**Primary Treasury Dealer**”), the Issuer will substitute therefor another Primary Treasury Dealer and (ii) any three other Primary Treasury Dealers selected by the Issuer after consultation with an Independent Investment Banker.

“**Reference Treasury Dealer Quotations**” means, with respect to each Reference Treasury Dealer and any redemption date, the average, as determined by the Independent Investment Banker, of the bid and asked prices for the Comparable Treasury Issue (expressed in each case as a percentage of its principal amount) quoted in writing to the Independent Investment Banker at 5:00 p.m., New York City time, on the third Business Day preceding such redemption date.

Unless the Issuer (and/or the Guarantors) defaults on payment of the redemption price, from and after the redemption date interest will cease to accrue on the 2044 Notes or portions thereof called for redemption. On the redemption date, the Issuer will deposit with the Trustee or with one or more paying agents (or, if the Issuer is acting as its own paying agent, set aside, segregate and hold in trust as provided in the Indenture) money sufficient to pay the redemption price of and accrued interest on the 2044 Notes to be redeemed on such date. If fewer than all of the 2044 Notes of any series are to be redeemed, the Trustee will select, not more than 60 days prior to the redemption date, the particular 2044 Notes of such series or portions thereof for redemption from the outstanding 2044 Notes of that series not previously called for redemption, on a pro rata basis across such series, or by such method as the Trustee deems fair and appropriate.

#### **Optional Tax Redemption**

The 2044 Notes may be redeemed at any time, at the Issuer’s or the Parent Guarantor’s option, as a whole, but not in part, upon not less than 30 nor more than 60 days’ prior notice, at a redemption price equal to 100% of the principal amount of the 2044 Notes of such series then outstanding plus accrued and unpaid interest on the principal amount being redeemed (and all Additional Amounts (see “Terms Applicable to the 2044 Notes and 2043 Notes- Additional Amounts” below), if any) to (but excluding) the redemption date, if (i) as a result of any change in, or amendment to, the laws, treaties, regulations or rulings of a jurisdiction in which the Issuer or any Guarantor is incorporated, organized, or otherwise tax resident or any political subdivision or any authority thereof or therein having power to tax, or in the interpretation, application or administration of any such laws, treaties, regulations or rulings (including a holding, judgment or order by a court of competent jurisdiction) which becomes effective on or after January 27, 2014 (any such change or amendment, a “**Change in Tax Law**”), the Issuer (or if a payment were then due under a Guarantee, the relevant Guarantor) would be required to pay Additional Amounts, with respect to the 2044 Notes of such series and (ii) such obligation cannot be avoided by the Issuer (or the relevant Guarantor) taking reasonable measures available to it. Additional Amounts are payable by the Issuer under the circumstances described under “Terms Applicable to the 2044 Notes and 2043 Notes- Additional Amounts” below; *provided, however*, that the 2044 Notes of such series may not be redeemed to the extent such Additional Amounts arise solely as a result of the Issuer assigning its obligations under the 2044 Notes of such series to a Substitute Issuer, unless this assignment to a Substitute Issuer is undertaken as part of a plan of merger by Parent Guarantor.

Prior to the mailing of any notice of redemption pursuant to the foregoing, the Issuer or the relevant Guarantor will deliver to the Trustee an opinion of independent tax counsel of recognized standing to the effect that the Issuer or the relevant Guarantor is or would be obligated to pay such Additional Amounts as a result of a Change in Tax Law.

No notice of redemption may be given earlier than 90 days prior to the earliest date on which the Issuer or the relevant Guarantor would be obligated to pay Additional Amounts if a payment in respect of the 2044 Notes were then due.

The foregoing provisions shall apply *mutatis mutandis* to any successor person, after such successor person becomes a party to the Indenture.

#### **Terms Applicable to the 4.000% Notes due 2043**

The fixed rate notes due 2043 (the “**2043 Notes**”) will bear interest at a rate of 4.000% per year.

The 2043 Notes are issued by Anheuser-Busch InBev Finance Inc. (the “**Issuer**”, with respect to the 2013 Notes) and are fully and unconditionally guaranteed by Anheuser-Busch InBev SA/NV (the “**Parent Guarantor**”), Anheuser-Busch InBev Worldwide Inc., Brandbev S.à r.l., BrandBrew S.A., Cobrew NV, and Anheuser-Busch Companies, LLC (the “**Subsidiary Guarantors**”, and together with the Parent Guarantor, the “**Guarantors**”). The 2043 Notes are listed on the New York Stock Exchange.

The 2043 Notes are issued under a supplemental indenture to the indenture, dated January 17, 2013 (the “**Indenture**”), entered into among the Issuer, each of the Guarantors and The Bank of New York Mellon Trust Company, N.A., as trustee, principal paying agent, transfer agent and registrar (the “**Trustee**”). The information below on certain provisions of the 2043 Notes and the Indenture should be read together with “Description of Debt Securities - Terms Applicable to the 2044 Notes and the 2043 Notes” below. This information, however, does not purport to be complete and is subject to, and is qualified in its entirety by reference to, all the provisions of the 2043 Notes and the Indenture, including the definitions of certain terms contained therein. The Indenture is by its terms subject to and governed by the Trust Indenture Act of 1939, as amended.

The 2043 Notes are senior unsecured obligations of the Issuer and rank equally with all other existing and future unsecured and unsubordinated debt obligations of the Issuer. The 2043 Notes will be repaid at maturity in U.S. dollars at a price equal to 100% of the principal amount thereof. The Notes are issued in denominations of \$1,000 and integral multiples of \$1,000 in excess thereof. The 2043 Notes do not provide for any sinking fund. The 2043 Notes will be recorded on, and transferred through, the records maintained by DTC and its direct and indirect participants, including Euroclear S.A./N.V. (“**Euroclear**”) and Clearstream Banking, *société anonyme* (“**Clearstream**”).

“**Business Day**” means a day on which commercial banks and exchange markets are open, or not authorized to close, in the City of New York, London and Brussels.

The 2043 Notes will be initially limited to \$750,000,000 aggregate principal amount and will mature on 17 January 2043. Interest on the 2043 Notes will be payable semi-annually in arrears on 17 January and 17 July of each year, commencing on 17 July 2013.

Interest will accrue on the 2043 Notes until the principal of the 2043 Notes is paid or duly made available for payment. Interest on the 2043 Notes will be calculated on the basis of a 360-day year consisting of twelve 30-day acceleration of any January 2013 Note is not a Business Day, then payment of interest or principal need not be made on such date, but may be made on the next succeeding Business Day with the same force and effect as if made on the date of maturity or the date fixed for redemption or payment in connection with an acceleration, and no interest shall accrue as a result of the delayed payment.

Interest on the 2043 Notes will be paid to the persons in whose names the 2043 Notes are registered at the close of business on the January 1 and July 1, immediately preceding the applicable interest payment date, whether or not such date is a Business Day. The 2043 Notes may be redeemed at any time prior to maturity in the circumstances described under “—Optional Redemption” and “—Optional Tax Redemption.”

## Optional Redemption

The Issuer may, at its option, redeem the 2043 Notes as a whole or in part at any time upon not less than 30 nor more than 60 days' prior notice, at a redemption price equal to the greater of:

- 100% of the aggregate principal amount of the 2043 Notes to be redeemed; and
- as determined by the Independent Investment Banker (as defined below), the sum of the present values of the remaining scheduled payments of principal and interest on the 2043 Notes to be redeemed (not including any portion of such payments of interest accrued to the date of redemption) discounted to the redemption date on a semi-annual basis (assuming a 360-day year consisting of twelve 30-day months) at the Treasury Rate plus 15 basis points;

plus, in each case described above, accrued and unpaid interest on the principal amount being redeemed to (but excluding) such redemption date.

“**Treasury Rate**” means, with respect to any redemption date:

- the yield, under the heading which represents the average for the immediately preceding week, appearing in the most recently published statistical release designated “H.15(519)” or any successor publication which is published weekly by the Board of Governors of the Federal Reserve System and which establishes yields on actively traded U.S. treasury securities adjusted to constant maturity under the caption “Treasury constant maturities—Nominal,” for the maturity corresponding to the Comparable Treasury Issue (if no maturity is within three months before or after the remaining term of the 2043 Notes, yields for the two published maturities most closely corresponding to the Comparable Treasury Issue will be determined and the Treasury Rate will be interpolated or extrapolated from such yields on a straight-line basis, rounding to the nearest month); or
- if such release (or any successor release) is not published during the week preceding the calculation date or does not contain such yields, the rate per annum equal to the semi-annual equivalent yield to maturity of the Comparable Treasury Issue, calculated using a price for the Comparable Treasury Issue (expressed as a percentage of its principal amount) equal to the Comparable Treasury Price for such redemption date.

The Treasury Rate will be calculated on the third Business Day preceding such redemption date.

“**Comparable Treasury Issue**” means the U.S. Treasury security (not inflation-indexed) selected by an Independent Investment Banker as having a maturity comparable to the remaining term of the 2043 Notes to be redeemed that would be utilized, at the time of selection and in accordance with customary financial practice, in pricing new issues of corporate debt securities of comparable maturity to the remaining term of such 2043 Notes.

“**Comparable Treasury Price**” means, with respect to a redemption date, (i) the average of five Reference Treasury Dealer Quotations for such redemption date, after excluding the highest and lowest Reference Treasury Dealer Quotations, or (ii) if the Independent Investment Banker obtains fewer than five such Reference Treasury Dealer Quotations, the average of all such quotations.

“**Independent Investment Banker**” means Merrill Lynch, Pierce, Fenner & Smith Incorporated, Barclays Capital Inc., Deutsche Bank Securities Inc., J.P. Morgan Securities LLC, or RBS Securities Inc., as specified by the Issuer, or if all of these firms are unwilling or unable to serve in that capacity, an independent investment banking institution of national standing in the United States appointed by the Issuer.

“**Reference Treasury Dealer**” means (i) Merrill Lynch, Pierce, Fenner & Smith Incorporated, Barclays Capital Inc., Deutsche Bank Securities Inc., J.P. Morgan Securities LLC, and RBS Securities Inc., and their respective successors, *provided, however*, that if any of the foregoing shall cease to be a primary U.S. government securities dealer in the City of New York (a “**Primary Treasury Dealer**”), the Issuer will substitute therefor another Primary Treasury Dealer and (ii) any three other Primary Treasury Dealers selected by the Issuer after consultation with an Independent Investment Banker.

“**Reference Treasury Dealer Quotations**” means, with respect to each Reference Treasury Dealer and any redemption date, the average, as determined by the Independent Investment Banker, of the bid and asked prices for the Comparable Treasury Issue (expressed in each case as a percentage of its principal amount) quoted in writing to the Independent Investment Banker at 5:00 p.m., New York City time, on the third Business Day preceding such redemption date.

Unless the Issuer (and/or the Guarantors) defaults on payment of the redemption price, from and after the redemption date interest will cease to accrue on the 2043 Notes or portions thereof called for redemption. On the redemption date, the Issuer will deposit with the Trustee or with one or more paying agents (or, if the Issuer is acting as its own paying agent, set aside, segregate and hold in trust as provided in the Indenture) money sufficient to pay the redemption price of and accrued interest on the 2043 Notes to be redeemed on such date. If fewer than all of the 2043 Notes of any series are to be redeemed, the Trustee will select, not more than 60 days prior to the redemption date, the particular Notes of such series or portions thereof for redemption from the outstanding 2043 Notes of that series not previously called for redemption, on a pro rata basis across such series, or by such method as the Trustee deems fair and appropriate.

### **Optional Tax Redemption**

The 2043 Notes may be redeemed at any time, at the Issuer's or the Parent Guarantor's option, as a whole, but not in part, upon not less than 30 nor more than 60 days' prior notice, at a redemption price equal to 100% of the principal amount of the 2043 Notes of such series then outstanding plus accrued and unpaid interest on the principal amount being redeemed (and all Additional Amounts (see "Description of Debt Securities—Terms Applicable to the 2044 Notes and 2043 Notes—Additional Amounts" below), if any) to (but excluding) the redemption date, if (i) as a result of any change in, or amendment to, the laws, treaties, regulations or rulings of a jurisdiction in which the Issuer or any Guarantor is incorporated, organized, or otherwise tax resident or any political subdivision or any authority thereof or therein having power to tax, or in the interpretation, application or administration of any such laws, treaties, regulations or rulings (including a holding, judgment or order by a court of competent jurisdiction) which becomes effective on or after 14 January 2013 (any such change or amendment, a "**Change in Tax Law**"), the Issuer (or if a payment were then due under a Guarantee, the relevant Guarantor) would be required to pay Additional Amounts, with respect to the 2043 Notes of such series and (ii) such obligation cannot be avoided by the Issuer (or the relevant Guarantor) taking reasonable measures available to it. Additional Amounts are payable by the Issuer under the circumstances described under "Description of Debt Securities —Terms Applicable to the 2044 Notes and 2043 Notes—Additional Amounts" below; *provided, however*, that the 2043 Notes of such series may not be redeemed to the extent such Additional Amounts arise solely as a result of the Issuer assigning its obligations under the 2043 Notes of such series to a Substitute Issuer, unless this assignment to a Substitute Issuer is undertaken as part of a plan of merger by Parent Guarantor.

Prior to the mailing of any notice of redemption pursuant to the foregoing, the Issuer or the relevant Guarantor will deliver to the Trustee an opinion of independent tax counsel of recognized standing to the effect that the Issuer or the relevant Guarantor is or would be obligated to pay such Additional Amounts as a result of a Change in Tax Law.

No notice of redemption may be given earlier than 90 days prior to the earliest date on which the Issuer or the relevant Guarantor would be obligated to pay Additional Amounts if a payment in respect of the 2043 Notes were then due.

The foregoing provisions shall apply *mutatis mutandis* to any successor person, after such successor person becomes a party to the Indenture.

### **Terms Applicable to the 2044 Notes and the 2043 Notes**

For the purposes of this section "—Terms Applicable to the 2044 Notes and the 2043 Notes": (i) the term "Notes" or "debt securities" shall refer to the 2044 Notes and the 2043 Notes and (ii) the term "Issuer" shall refer to the Issuer under the 2044 Notes and the 2043 Notes, (iii) the term "Guarantor" shall refer to any Guarantor under the 2044 Notes and the 2043 Notes and (iv) the term "Indenture" shall refer to the Indenture under the 2044 Notes and the 2043 Notes.

## Events of Default

The occurrence and continuance of one or more of the following events will constitute an “Event of Default” under the Indenture and under the Notes:

- (a) *payment default*—(i) the Issuer or a Guarantor fails to pay interest within 30 days from the relevant due date, or (ii) the Issuer or a Guarantor fails to pay the principal (or premium, if any) due on the Notes at maturity; *provided* that to the extent any such failure to pay principal or premium is caused by a technical or administrative error, delay in processing payments or events beyond the control of the Issuer or Guarantors, no Event of Default shall occur for three days following such failure to pay; *provided further* that, in the case of a redemption payment, no Event of Default shall occur for 30 days following a failure to make such payment;
- (b) *breach of other material obligations*—the Issuer or a Guarantor defaults in the performance or observance of any of its other material obligations under or in respect of the Notes or the Indenture and such default remains unremedied for 90 days after a written notice has been given to the Issuer and the Parent Guarantor by the Trustee or to the Issuer, the Parent Guarantor and the Trustee by the Holders of at least 25% in principal amount of the outstanding Notes of the applicable series affected thereby, specifying such default or breach and requiring it to be remedied and stating that such notice is a “**Notice of Default**” under the Notes;
- (c) *cross-acceleration*—any obligation for the payment or repayment of borrowed money having an aggregate outstanding principal amount of at least €100,000,000 (or its equivalent in any other currency) of the Issuer or a Guarantor becomes due and payable prior to its stated maturity by reason of a default and is not paid within 30 days;
- (d) *bankruptcy or insolvency*—a court of competent jurisdiction commences bankruptcy or other insolvency proceedings against the Issuer, the Parent Guarantor or a Guarantor that is a Significant Subsidiary under the applicable laws of their respective jurisdictions of incorporation, or the Issuer, the Parent Guarantor or a Guarantor that is a Significant Subsidiary applies for or institutes such proceedings or offers or makes an assignment for the benefit of its creditors generally, or a third party institutes bankruptcy or insolvency proceedings against the Issuer, the Parent Guarantor or a Guarantor that is a Significant Subsidiary and such proceedings are not discharged or stayed within 90 days;
- (e) *impossibility due to government action*—any governmental order, decree or enactment shall be made in or by Belgium or the jurisdiction of incorporation of a Guarantor that is a Significant Subsidiary whereby the Issuer, the Parent Guarantor, or such Guarantor that is a Significant Subsidiary is prevented from observing and performing in full its obligations as set forth in the terms and conditions of the Notes and the Guarantees, respectively, and this situation is not cured within 90 days; or
- (f) *invalidity of the Guarantees*—the Guarantees provided by the Parent Guarantor or a Guarantor that is a Significant Subsidiary cease to be valid and legally binding for any reason whatsoever or the Parent Guarantor or a Guarantor that is a Significant Subsidiary seeks to deny or disaffirm its obligations under the Guarantee.

If an Event of Default occurs and is continuing with respect to the Notes, then, unless the principal of all of the Notes shall already have become due and payable (in which case no action is required for the acceleration of the Notes), the Holders of not less than 25% in aggregate principal amount of Notes then outstanding, by written notice to the Issuer, the Parent Guarantor and the Trustee as provided in the Indenture, may declare the entire principal of all the Notes of such series, and the interest accrued thereon, to be due and payable immediately, *provided, however*, that if an Event of Default specified in paragraph (d) above with respect to the Notes at the time outstanding occurs, the principal amount of that series shall automatically, and without any declaration or other action on the part of the Trustee or any Holder, become immediately due and payable. Under certain circumstances, the Holders of a majority in aggregate principal amount of the Notes then outstanding may, by written notice to the Issuer and the Trustee as provided in the Indenture, waive all defaults and rescind and annul such declaration and its consequences, but no such waiver or rescission and annulment shall extend to or shall affect any subsequent default or shall impair any right consequent thereon.

Except in cases of default, where the Trustee has some special duties, the Trustee is not required to take any action under the indenture at the request of any Holders unless the Holders offer the Trustee reasonable protection from costs, expenses and liability. This protection is called an indemnity. If reasonable indemnity is provided, the Holders of a majority in principal amount of the outstanding Notes may direct the time, method and place of conducting any proceeding seeking any remedy available to the Trustee. These majority Holders may also direct the Trustee in performing any other action under the Indenture, so long as such direction would not involve the Trustee in personal liability.

Before you bypass the Trustee and bring your own lawsuit or other formal legal action or take other steps to enforce your rights or protect your interests relating to the debt securities, the following must occur:

- The Trustee must be given written notice that an event of default has occurred and remains uncured.
- The Holders of not less than 25% in principal amount of all outstanding Notes of the relevant series must make a written request that the Trustee institute proceedings because of the default, and must offer indemnity and/or security satisfactory to the Trustee against the costs, expenses and liabilities of taking such request.
- The Trustee must have not taken action for 60 days after receipt of the above notice, request and offer of indemnity.
- No direction inconsistent with such written request has been given to the Trustee during such 60-day period by the holders of the majority in principal amount of the outstanding Notes of that series.
- However, you are entitled at any time to bring a lawsuit for the payment of money due on your security on or after its due date.

We will furnish to the Trustee every year a written statement of certain of our officers and directors, certifying that, to their knowledge, we are in compliance with the Indenture and the Notes, or else specifying any default.

### **Modifications and Amendment**

The Issuer, the Guarantors and the Trustee may execute agreements adding any provisions to or changing in any manner or eliminating any of the provisions of the Indenture or of any supplemental agreement or modifying in any manner the rights of the Holders under the Notes or the Guarantees only with the consent of the Holders of not less than a majority in aggregate principal amount of the notes then outstanding (irrespective of series) that would be affected by the proposed modification or amendment; *provided* that no such agreement shall (a) change the maturity of the principal of, or any installment of interest on, any Note, or reduce the principal amount or the interest thereof, or extend the time of payment of any installment of interest thereon, or change the currency of payment of principal of, or interest on, any Note, or change the Issuer's or a Guarantor's obligation to pay Additional Amounts, impair or affect the right of any Holder to institute suit for the enforcement of any such payment on or after the due date thereof (or in the case of redemption on or after the redemption date) or change in any manner adverse to the interests of the Holders the terms and provisions of the Guarantees in respect of the due and punctual payment of principal amount of the Notes then outstanding plus accrued and unpaid interest (and all Additional Amounts, if any) without the consent of the Holder of each Note so affected; or (b) reduce the aforesaid percentage of notes, the consent of the Holders of which is required for any such agreement, without the consent of all of the Holders of the affected series of the notes then outstanding. To the extent that any changes directly affect fewer than all the series of the notes issued under the Indenture, only the consent of the Holders of notes of the relevant series (in the respective percentages set forth above) will be required.

The Issuer, the Guarantors and the Trustee may, without the consent of the Holders, from time to time execute agreements or amendments or enter into an indenture or indentures supplemental thereto (including in respect of one series of notes only) for one or more of the following purposes:

- to convey, transfer, assign, mortgage or pledge any property or assets to the Trustee or another person as security for the Notes;
- to evidence the succession of another person to the Issuer or any Guarantors, or successive successions, and the assumption by the successor person of the covenants of the Issuer or any of the Guarantors, pursuant to the Indenture and the Notes;

- to evidence and provide for the acceptance of appointment of a successor or successors to the Trustee in any of its capacities and to add to or change any of the provisions of the Indenture to facilitate the administration of the trusts created thereunder by more than one trustee;
- to add to the covenants of the Issuer or the Guarantors, for the benefit of the Holders of the Notes issued under the Indenture, or to surrender any rights or powers conferred on the Issuer or the Guarantors in the Indenture;
- to add any additional events of default for the benefit of the Holders of the Notes;
- to add to, change or eliminate any of the provisions of the Indenture in respect of the Notes, provided that any such addition, change or elimination (A) shall neither (i) apply to any Note created prior to the execution of such supplemental indenture and entitled to the benefit of such provision nor (ii) modify the rights of the Holder of any such Note with respect to such provision or (B) shall become effective only when there is no such Note outstanding;
- to modify the restrictions on and procedures for, resale and other transfers of the Notes pursuant to law, regulation or practice relating to the resale or transfer of restricted securities generally;
- to provide for the issues of securities in exchange for one or more series of outstanding debt securities;
- to provide for the issuance and terms of any particular series of securities, the rights and obligations of the Guarantors and the holders of the securities of such series, the form or forms of the securities of such series and such other matters in connection therewith as the Issuer and the Guarantors shall consider appropriate, including, without limitation, provisions for (a) additional or different covenants, restrictions or conditions applicable to such series, (b) additional or different events of default in respect of such series, (c) a longer or shorter period of grace and/or notice in respect of any provision applicable to such series than is otherwise provided, (d) immediate enforcement of any event of default in respect of such series or (e) limitations upon the remedies available in respect of any events of default in respect of such series or upon the rights of the holders of securities of such series to waive any such event of default;
- (a) to cure any ambiguity or to correct or supplement any provision contained in the Indenture, the Notes or the Guarantees, or in any supplemental agreement, which may be defective or inconsistent with any other provision contained therein or in any supplemental agreement, (b) to eliminate any conflict between the terms thereof and the Trust Indenture Act or (c) to make such other provision in regard to matters or questions arising under the Indenture or under any supplemental agreement as the Issuer may deem necessary or desirable and which will not adversely affect the interests of the Holders to which such provision relates in any material respect;
- to “reopen” the Notes and create and issue additional Notes having identical terms and conditions as the Notes (or in all respects except for the issue date, issue price, first interest accrual date and first interest payment date) so that the additional notes are consolidated and form a single series with the outstanding Notes;
- to add any Subsidiary of the Parent Guarantor as a Guarantor with respect to any series of notes, subject to applicable regulatory or contractual limitations relating to such subsidiary’s Guarantee;
- to provide for the release and termination of any Subsidiary Guarantor’s Guarantee in the circumstances described under “Description of Debt Securities and Guarantees—Guarantees” in the Prospectus;
- to provide for any amendment, modification or alteration of any Subsidiary Guarantor’s Guarantee and the limitations applicable thereto in the circumstances described under “Description of Debt Securities and Guarantees—Guarantees” in the Prospectus; or
- to make any other change that does not materially adversely affect the interests of the holders of the notes affected thereby.

## Guarantee

Each debt security will benefit from an unconditional, full and irrevocable guarantee by the Parent Guarantor. One or more of the following Subsidiary Guarantors, which are subsidiaries of the Parent Guarantor, may, along with the Parent Guarantor, jointly and severally guarantee the debt securities on a full, unconditional and irrevocable basis:

- Anheuser-Busch Companies, LLC
- Anheuser-Busch InBev Worldwide Inc.
- Brandbev S.à r.l.
- BrandBrew S.A.
- Cobrew NV

The Subsidiary Guarantors, if any, for any particular series of debt securities will be specified in the applicable prospectus supplement.

Each guarantee to be provided is referred to as a “**Guarantee**” and collectively, the “**Guarantees**,” the subsidiaries of the Parent Guarantor providing Guarantees are referred to as the “**Subsidiary Guarantors**” and the Parent Guarantor and Subsidiary Guarantors collectively are referred to as the “**Guarantors**.”

All such Guarantees are set forth in the indenture, or a supplement thereto. The Guarantees provided by several of the Guarantors will be subject to certain limitations set forth below under “—Guarantee Limitations.”

Under the Guarantees, the Guarantors will guarantee to each Holder the due and punctual payment of any principal, accrued and unpaid interest (and all Additional Amounts, if any) due under the debt securities in accordance with the indenture. Each Guarantor will also pay Additional Amounts (if any) in respect of payments under its Guarantee. The Guarantees will be the full, direct, unconditional, unsecured and unsubordinated general obligations of the Guarantors. The Guarantees will rank *pari passu* among themselves, without any preference of one over the other by reason of priority of date of issue or otherwise, and at least equally with all other unsecured and unsubordinated general obligations of the Guarantors from time to time outstanding.

Each of the Subsidiary Guarantors shall be entitled to terminate its Guarantee, and the Trustee shall execute a release and termination agreement effecting such termination, in the event that at the time its Guarantee of the debt securities is terminated, (i) the relevant Subsidiary Guarantor is released from its guarantee of 2010 Senior Facilities Agreement (as defined in the 2022 Form 20-F under the heading “Item 5. Operating and Financial Review—H. Liquidity and Capital Resources”) and the 2012 Facilities Agreement (as defined in note 16 to the financial statements contained in our Six-Month Report for the six-month period ended 30 June 2012), or is no longer a guarantor under either facility and (ii) the aggregate amount of indebtedness for borrowed money for which the relevant Guarantor is an obligor (as a guarantor or borrower) does not exceed 10% of the consolidated gross assets of the Parent Guarantor as reflected in the balance sheet included in its most recent publicly released interim or annual consolidated financial statements. For purposes of this clause, the amount of a Guarantor’s indebtedness for borrowed money shall not include (A) the debt securities issued pursuant to the indentures dated 12 January 2009 and 16 October 2009, and the indentures supplemental thereto, in each case between Anheuser-Busch InBev Worldwide, Inc., as Issuer, the Parent Guarantor, certain of the Subsidiary Guarantors and the Trustee, (B) any other debt the terms of which permit the termination of the Guarantor’s guarantee of such debt under similar circumstances, as long as such Guarantor’s obligations in respect of such other debt are terminated at substantially the same time as its guarantee of the debt securities, and (C) any debt that is being refinanced at substantially the same time that the Guarantee of the debt securities is being released, *provided* that any obligations of the Guarantor in respect of the debt that is incurred in the refinancing shall be included in the calculation of the Guarantor’s indebtedness for borrowed money.

In addition, BrandBrew S.A. and Brandbev S.à r.l., whose guarantee is subject to certain limitations described below shall be entitled to terminate its Guarantee, and the Trustee shall execute a release and termination agreement effecting such termination, with respect to any or all series of the notes issued under the indenture, in the event that BrandBrew S.A. or Brandbev S.à r.l determines that under the rules, regulations or interpretations of the SEC it would be required to include its financial statements in any registration statement



filed with the SEC with respect to any series of notes or guarantees issued under the indenture or in periodic reports filed with or furnished to the SEC (by reason of such limitations or otherwise). Furthermore, BrandBrew S.A. and Brandbev S.à r.l. will be entitled to amend or modify by execution of an indenture supplemental to the indenture the terms of its Guarantee or the limitations applicable to its Guarantee, as set forth below, in any respect reasonably deemed necessary by BrandBrew S.A. or Brandbev S.à r.l to meet the requirements of Rule 3-10 under Regulation S-X under the Securities Act (or any successor or similar regulation or exemption) in order for financial statements of such Subsidiary Guarantor not to be required to be included in any registration statement or in periodic reports filed with or furnished to the SEC.

### **Supplemental Information on Subsidiary Guarantors**

BrandBrew S.A. and Brandbev S.à r.l., the Subsidiary Guarantors whose Guarantees are subject to limitations, as described below under “— Guarantee Limitations,” accounted in aggregate for less than 0.12% of the total consolidated EBITDA, as defined, of AB InBev Group for the six month period ended 30 June 2012 and approximately 5.81% of the total consolidated debt of AB InBev Group as of 30 June 2012.

### **Guarantee Limitations**

Pursuant to restrictions imposed by Luxembourg law, notwithstanding anything to the contrary in the Guarantees to be provided by BrandBrew S.A. or Brandbev S.à r.l., (each, a “**Luxembourg Guarantor**”), for the purposes of any such Guarantees, the maximum aggregate liability of such Luxembourg Guarantor under its Guarantee (including any actual or contingent liabilities as a guarantor under the Other Guaranteed Facilities (as defined below)) shall not exceed an amount equal to the aggregate of (without double counting):

- (1) the aggregate amount of all moneys received by such Luxembourg Guarantor and its Subsidiaries as a borrower or issuer under the Other Guaranteed Facilities;
- (2) the aggregate amount of all outstanding intercompany loans made to such Luxembourg Guarantor and its Subsidiaries by other members of the AB InBev Group which have been directly or indirectly funded using the proceeds of borrowings under the Notes and the Other Guaranteed Facilities; and
- (3) an amount equal to 100% of the greater of:
  - (a) the sum of such Luxembourg Guarantor’s own capital (*capitaux propres*) and its subordinated debt (*dettes subordonnées*) (other than any subordinated debt already accounted for under sub-paragraph (2) above) (both as referred to in article 34 of the Luxembourg Law of 2002) as reflected in such Luxembourg Guarantor’s then most recent annual accounts approved by the competent organ of such Luxembourg Guarantor (as audited by its external auditor (*réviseur d’entreprises*), if required by law) at the date an enforcement is made under such Luxembourg Guarantor’s Guarantee; and
  - (b) the sum of such Luxembourg Guarantor’s own capital (*capitaux propres*) and its subordinated debt (*dettes subordonnées*) (other than any subordinated debt already accounted for under sub-paragraph (2) above) (both as referred to in article 34 of the Luxembourg Law of 2002) as reflected in its most recent annual accounts available as of the date of the indenture.

For the avoidance of doubt, the limitation on the Guarantee provided by such Luxembourg Guarantor shall not apply to any Guarantee by it of any obligations owed by its Subsidiaries under the Other Guaranteed Facilities.

In addition, the obligations and liabilities of BrandBrew S.A. under its Guarantee and under any of the Other Guaranteed Facilities shall not include any obligation which, if incurred, would constitute a breach of the provisions on financial assistance as defined by article 49-6 of the Luxembourg Law on Commercial Companies dated 10 August 1915, as amended, to the extent such or an equivalent provision is applicable to BrandBrew S.A.

“**Other Guaranteed Facilities**” means: (1) the 2010 Senior Facilities Agreement (as defined in the 2022 Form 20-F under the heading “Item 5. Operating and Financial Review—H. Liquidity and Capital Resources”); (2) the 2012 Facilities Agreement (as defined in note 16 to the financial statements contained in our Six-Month Report for the six-month period ended 30 June 2012); (3) any debt securities guaranteed pursuant to the

guarantee dated 18 November 2008 entered into by the Parent Guarantor (formerly InBev NV) and Anheuser-Busch Worldwide Inc. (formerly InBev Worldwide S.à r.l.); (4) the US\$850,000,000 note purchase and guarantee agreement dated 22 October 2003 between, amongst others, the Parent Guarantor as issuer, Cobrew NV and BrandBrew S.A.; (5) any debt securities issued or guaranteed by BrandBrew S.A. or the Parent Guarantor under the €15,000,000,000 Euro Medium Term Note Programme entered into on 16 January 2009; (6) the debt securities issued pursuant to the indenture dated 12 January 2009, and the indentures supplemental thereto, in each case between Anheuser-Busch InBev Worldwide, Inc., as Issuer, the Parent Guarantor, certain of the Subsidiary Guarantors and the Trustee; (7) the debt securities issued pursuant to the indenture dated 16 October 2009, and the indentures supplemental thereto, in each case between Anheuser-Busch InBev Worldwide, Inc., as Issuer, the Parent Guarantor, certain of the Subsidiary Guarantors and the Trustee; (8) any debt securities guaranteed by BrandBrew S.A. under the U.S. Commercial Paper Program of short-term notes due up to a maximum of 364 days from the date of issue issued by Anheuser-Busch InBev Worldwide Inc. pursuant to dealer agreements, an issuing and paying agency agreement, the master note, guarantees and private placement memoranda, each dated on or around 6 June 2011; (9) any debt securities to be guaranteed by BrandBrew S.A. and Brandbev S.à r.l. pursuant to the U.S. Commercial Paper Program to be entered into by the Company, the Parent Guarantor, BrandBrew S.A., Brandbev S.à r.l. and the other subsidiary guarantors listed therein on or prior to 31 March 2013; and (10) any refinancing (in whole or part) of any of the above items or for the same or a lower amount. In this respect, Brandbev S.à r.l. will accede as a guarantor to the above items (other than (9)) on or around 20 December 2012.

### **The Trustee**

The Bank of New York Mellon Trust Company, N.A. is the trustee and principal paying agent under the indenture. The trustee has two principal functions:

- first, it can enforce a holder's rights against us if we default on debt securities issued under the indenture. There are some limitations on the extent to which the trustee acts on a holder's behalf, described under "—Events of Default"; and
- second, the trustee performs administrative duties for us, such as sending the holder's interest payments, transferring debt securities to a new buyer and sending notices to holders.

We and some of our subsidiaries maintain deposit accounts and conduct other banking transactions with the trustee and affiliates of the trustee in the ordinary course of our respective businesses. The address of The Bank of New York Mellon Trust Company, N.A. is 911 Washington Avenue, 3rd Floor; St. Louis, Missouri 63101.

### **Substitution of the Issuer or Guarantor; Consolidation, Merger and Sale of Assets**

In all cases subject to any provisions contained in the applicable prospectus supplement describing the Holders' option to require repayment upon a change in control, (i) the Issuer or a Guarantor, without the consent of the Holders of any of the debt securities, may consolidate with or merge into, or sell, transfer, lease or convey all or substantially all of their respective assets to, any corporation and (ii) the Issuer may at any time substitute for the Issuer either a Guarantor or any Affiliate (as defined below) of a Guarantor as principal debtor under the debt securities (a "Substitute Issuer"); provided that:

- (a) the Substitute Issuer or any other successor company shall expressly assume the Issuer's or such Guarantor's respective obligations under the debt securities or the Guarantees, as the case may be, and the indenture;
- (b) any other successor company is organized under the laws of a member country of the Organization for Economic Co-Operation and Development;
- (c) the Issuer is not in default of any payments due under the debt securities and immediately before and after giving effect to such consolidation, merger, sale, transfer, lease or conveyance, no Event of Default shall have occurred and be continuing;
- (d) in the case of a Substitute Issuer:
  - (i) the obligations of the Substitute Issuer arising under or in connection with the debt securities and the indenture are fully, irrevocably and unconditionally guaranteed by the Parent Guarantor and each Subsidiary Guarantor (if any) on the same terms as existed immediately prior to such substitution under the Guarantees given by such Guarantors;

- (ii) the Parent Guarantor, the Issuer and the Substitute Issuer jointly and severally indemnify each Holder for any income tax or other tax (if any) recognized by such Holder solely as a result of the substitution of the Substitute Issuer (and not as a result of any transfer by such Holder) , *provided, however*, that such indemnification shall not apply to any deduction or withholding imposed or required pursuant to Sections 1471 through 1474 of the U.S. Internal Revenue Code of 1986, as amended (the “Code”), any current or future regulations or official interpretations thereof, any agreement entered into pursuant to Section 1471(b) of the Code, or any fiscal or regulatory legislation, rules or practices adopted pursuant to any intergovernmental agreement entered into in connection with the implementation of such Sections of the Code, and shall not require the payment of additional amounts on account of any such withholding or deduction;
- (iii) each stock exchange on which the debt securities are listed shall have confirmed that, following the proposed substitution of the Substitute Issuer, such debt securities will continue to be listed on such stock exchange; and
- (iv) each rating agency that rates the debt securities shall have confirmed that, following the proposed substitution of the Substitute Issuer, such debt securities will continue to have the same or better rating as immediately prior to such substitution; and
- (e) written notice of such transaction shall be promptly provided to the Holders.

For purposes of the foregoing, “Affiliate” shall mean, with respect to any specified person, any other person directly or indirectly controlling or controlled by or under direct or indirect common control with such specified person.

Upon the effectiveness of any substitution, all of the foregoing provisions will apply *mutatis mutandis*, and references elsewhere herein to the Issuer or a Guarantor will, where the context so requires, be deemed to be or include references, to any successor company.

## **Discharge and Defeasance**

### ***Discharge of Indenture***

The indenture provides that the Issuer and the Guarantors will be discharged from any and all obligations in respect of the indenture (except for certain obligations to register the transfer of or exchange debt securities, replace stolen, lost or mutilated debt securities, make payments of principal and interest and maintain paying agencies) if:

- the Issuer or the Guarantors have paid or caused to be paid in full the principal of and interest on all debt securities outstanding thereunder;
- the Issuer or the Guarantors shall have delivered to the Trustee for cancellation all debt securities outstanding theretofore authenticated; or
- all debt securities not theretofore delivered to the Trustee for cancellation (i) have become due and payable, (ii) will become due and payable in accordance with their terms within one year or (iii) are to be, or have been, called for redemption as described under “— Optional Redemption” within one year under arrangements satisfactory to the Trustee for the giving of notice of redemption, and, in any such case, the Issuer or the Guarantors shall have irrevocably deposited with the Trustee as trust funds in irrevocable trust, specifically pledged as security for, and dedicated solely to, the benefit of the Holders of such debt securities, (a) cash in U.S. dollars in an amount, or (b) U.S. Government Obligations (as defined below) which through the payment of interest thereon and principal thereof in accordance with their terms will provide not later than the due date of any payment, cash in U.S. dollars in an amount, or (c) any combination of (a) and (b), sufficient to pay all the principal of, and interest (and Additional Amounts, if any) on, all such debt securities not theretofore delivered to the Trustee for cancellation on the dates such payments are due in accordance with the terms of the debt securities and all other amounts payable under the indenture by the Issuer.

“**U.S. Government Obligations**” means securities which are (i) direct obligations of the U.S. government or (ii) obligations of a person controlled or supervised by and acting as an agency or instrumentality of the U.S. government, the payment of which is unconditionally guaranteed by the U.S. government, which, in either case, are full faith and credit obligations of the U.S. government payable in U.S. dollars and are not callable or redeemable at the option of the issuer thereof.

### ***Covenant Defeasance***

The indenture also provides that the Issuer and the Guarantors need not comply with certain covenants of the indenture (including those described under “—Certain Covenants—Limitation on Liens”), and the Guarantors shall be released from their obligations under the Guarantees, if:

- the Issuer (or the Guarantors) irrevocably deposit with the Trustee as trust funds in irrevocable trust, specifically pledged as security for, and dedicated solely to, the benefit of the holders of such debt securities, (i) cash in U.S. dollars in an amount, or (ii) U.S. government obligations which through the payment of interest thereon and principal thereof in accordance with their terms will provide not later than one day before the due date of any payment cash in U.S. dollars in an amount, or (iii) any combination of (i) and (ii), sufficient to pay all the principal of, and interest on, the debt securities then outstanding on the dates such payments are due in accordance with the terms of the debt securities;
- certain events of default, or events which with notice or lapse of time or both would become such an event of default, shall not have occurred and be continuing on the date of such deposit;
- the Issuer, or the Guarantors, as the case may be, deliver to the Trustee an opinion of tax counsel of recognized standing with respect to U.S. federal income tax matters to the effect that the beneficial owners of the debt securities will not recognize income, gain or loss for U.S. federal income tax purposes as a result of the exercise of such Covenant Defeasance and will be subject to U.S. federal income tax on the same amounts, in the same manner and at the same times as would be the case if such Covenant Defeasance had not occurred;
- the Issuer, or the Guarantors, as the case may be, deliver to the Trustee an opinion of tax counsel of recognized standing in its jurisdiction of incorporation to the effect that such deposit and related Covenant Defeasance will not cause the Holders, other than Holders who are or who are deemed to be residents of such jurisdiction of incorporation or use or hold or are deemed to use or hold their debt securities in carrying on a business in such jurisdiction of incorporation, to recognize income, gain or loss for income tax purposes in such jurisdiction of incorporation, and to the effect that payments out of the trust fund will be free and exempt from any and all withholding and other income taxes of whatever nature of such jurisdiction of incorporation or political subdivision thereof or therein having power to tax, except in the case of debt securities beneficially owned (i) by a person who is or is deemed to be a resident of such jurisdiction of incorporation or (ii) by a person who uses or holds or is deemed to use or hold such debt securities in carrying on a business in such jurisdiction of incorporation; and
- the Issuer, or the Guarantors, as the case may be, deliver to the Trustee an officers’ certificate and an opinion of legal counsel of recognized standing, each stating that all conditions precedent provided for relating to such Covenant Defeasance have been complied with.

The effecting of these arrangements is also known as “Covenant Defeasance.”

### **Certain Covenants**

#### ***Limitation on Liens***

So long as any of the debt securities remains outstanding, the Parent Guarantor will not, nor will it permit any Restricted Subsidiary to, create, assume, guarantee or suffer to exist any mortgage, pledge, security interest or lien (an “Encumbrance”) on any of its Principal Plants or on any capital stock of any Restricted Subsidiary without effectively providing that the debt securities (together with, if the Parent Guarantor shall so determine, any other indebtedness of the Parent Guarantor then existing or thereafter created ranking equally with the debt securities and any other indebtedness of such Restricted Subsidiary then existing or thereafter created) shall be secured by the security for such secured indebtedness equally and ratably therewith, provided, however, the above limitation does not apply to:

- (a) purchase money liens, so long as such liens attach only to the assets so acquired and improvements thereon;

- (b) Encumbrances existing at the time of acquisition of property (including through merger or consolidation) or securing indebtedness the proceeds of which are used to pay or reimburse the Parent Guarantor or a Restricted Subsidiary for the cost of such property (provided such indebtedness is incurred within 180 days after such acquisition);
- (c) Encumbrances on property of a Restricted Subsidiary existing at the time it becomes a Restricted Subsidiary;
- (d) Encumbrances to secure the cost of development or construction of property, or improvements thereon, provided that the recourse of the creditors in respect of such indebtedness is limited to such property and improvements;
- (e) Encumbrances in connection with the acquisition or construction of Principal Plants or additions thereto financed by tax-exempt securities;
- (f) Encumbrances securing indebtedness owing to the Parent Guarantor or a Restricted Subsidiary by a Restricted Subsidiary;
- (g) Encumbrances existing at the date of the indenture;
- (h) Encumbrances required in connection with state or local governmental programs which provide financial or tax benefits, provided the obligations secured are in lieu of or reduce an obligation that would have been secured by an Encumbrance permitted under the indenture;
- (i) any Encumbrance arising by operation of law and not securing amounts more than ninety (90) days overdue or otherwise being contested in good faith;
- (j) judgment Encumbrances not giving rise to an event of default;
- (k) any Encumbrance incurred or deposits made in the ordinary course of business, including, but not limited to, (i) any mechanics', materialmen's, carriers', workmen's, vendors' or other like Encumbrances, (ii) any Encumbrances securing amounts in connection with workers' compensation, unemployment insurance and other types of social security, and (iii) any easements, rights-of-way, restrictions and other similar charges;
- (l) any Encumbrance upon specific items of inventory or other goods and proceeds of the Parent Guarantor or any Restricted Subsidiary securing the Parent Guarantor's or any such Restricted Subsidiary's obligations in respect of bankers' acceptances issued or created for the account of such person to facilitate the purchase, shipment or storage of such inventory or other goods;
- (m) any Encumbrance incurred or deposits made securing the performance of tenders, bids, leases, statutory obligations, surety and appeal bonds, government contracts, performance and return-of-money bonds and other obligations of like nature incurred in the ordinary course of business;
- (n) any Encumbrance on any Principal Plant of the Parent Guarantor or any Restricted Subsidiary in favor of the Federal Government of the United States or the government of any State thereof, or the government of the United Kingdom, or any state in the European Union, or any instrumentality of any of them, securing the obligations of the Parent Guarantor or any Restricted Subsidiary pursuant to any contract or payments owed to such entity pursuant to applicable laws, rules, regulations or statutes;
- (o) any Encumbrance securing taxes or assessments or other applicable governmental charges or levies;
- (p) extensions, renewals or replacements of the Encumbrances referred to in clauses (a) through (o), provided that the amount of indebtedness secured by such extension, renewal or replacement shall not exceed the principal amount of indebtedness being extended, renewed or replaced, together with the amount of any premiums, fees, costs and expenses associated with such extension, renewal or replacement, nor shall the pledge, mortgage or lien be extended to any additional Principal Plant unless otherwise permitted under this covenant;

- (q) as permitted under the provisions described in the following two paragraphs herein; and
- (r) in connection with sale-leaseback transactions permitted under the indenture.

Notwithstanding the provisions described in the immediately preceding paragraph, the Parent Guarantor or any Restricted Subsidiary may, without ratably securing the debt securities, create, assume, guarantee or suffer to exist any indebtedness which would otherwise be subject to such restrictions, and renew, extend or replace such indebtedness, provided that the aggregate amount of such indebtedness, when added to the fair market value of property transferred in certain sale and leaseback transactions permitted by the indenture as described below under "Sale-Leaseback Financings" (computed without duplication of amount) does not at the time exceed 15% of Net Tangible Assets.

If the Parent Guarantor or any Restricted Subsidiary merges or consolidates with, or purchases all or substantially all of the assets of, another corporation, or the Parent Guarantor sells all or substantially all of its assets to another corporation, and if such other corporation has outstanding obligations secured by an Encumbrance which, by reason of an after-acquired property clause or similar provision, would extend to any Principal Plant owned by the Parent Guarantor or such Restricted Subsidiary immediately prior thereto, the Parent Guarantor or such Restricted Subsidiary, as the case may be, will in such event be deemed to have created an Encumbrance, within the prohibition of the covenant described above, unless (a) such merger or consolidation involving a Restricted Subsidiary constitutes a disposition by the Parent Guarantor of its interest in the Restricted Subsidiary or (b) (i) at or prior to the effective date of such merger, consolidation, sale or purchase, such Encumbrance shall be released of record or otherwise satisfied to the extent it would extend to such Principal Plant, (ii) prior thereto, the Parent Guarantor or such Restricted Subsidiary shall have created, as security for the debt securities (and, if the Parent Guarantor shall so determine, as security for any other indebtedness of the Parent Guarantor then existing or thereafter created ranking equally with the debt securities and any other indebtedness of such Restricted Subsidiary then existing or thereafter created), a valid Encumbrance which will rank equally and ratably with the Encumbrances of such other corporation on such Principal Plant of the Parent Guarantor or such Restricted Subsidiary, as the case may be, or (iii) such Encumbrance is otherwise permitted or complies with the Covenant described above.

In each instance referred to in the preceding paragraphs where the Parent Guarantor is obligated to provide security for the debt securities (except, for certain issues of indebtedness, in the case of transactions relating to stock of a Restricted Subsidiary), the Parent Guarantor would be required to provide comparable security for other outstanding indebtedness under the indenture and other agreements relating thereto.

#### ***Sale-Leaseback Transactions Relating to Principal Plants***

- (a) Except to the extent permitted under paragraph (c) below, and except for any transaction involving a lease for a temporary period, not to exceed three years, by the end of which it is intended that the use of the leased property by the Parent Guarantor or any Restricted Subsidiary will be discontinued and except for any transaction with a state or local authority that is required in connection with any program, law, statute or regulation that provides financial or tax benefits not available without such transaction, the Parent Guarantor shall not sell any Principal Plant as an entirety, or any substantial portion thereof, with the intention of taking back a lease of such property and the Parent Guarantor will not permit any Restricted Subsidiary to sell to anyone other than the Parent Guarantor or a Restricted Subsidiary any Principal Plant as an entirety, or any substantial portion thereof, with the intention of taking back a lease of such property unless:
- (b) the net proceeds of such sale (including any purchase money mortgages received in connection with such sale) are at least equal to the fair market value (as determined by an officer of the Parent Guarantor) of such property and
- (c) subject to paragraph (d) below, the Parent Guarantor shall, within 120 days after the transfer of title to such property (or, if the Parent Guarantor holds the net proceeds described below in cash or cash equivalents, within two years)
  - (i) purchase, and surrender to the Trustee for retirement as provided in this covenant, a principal amount of debt securities equal to the net proceeds derived from such sale (including the amount of any such purchase money mortgages), or
  - (ii) repay other pari passu indebtedness of the Parent Guarantor or any Restricted Subsidiary in an amount equal to such net proceeds, or

- (iii) expend an amount equal to such net proceeds for the expansion, construction or acquisition of a Principal Plant, or
  - (iv) effect a combination of such purchases, repayments and plant expenditures in an amount equal to such net proceeds.
- (d) At or prior to the date 120 days after a transfer of title to a Principal Plant which shall be subject to the requirements of this covenant, the Parent Guarantor shall furnish to the Trustee:
- (e) an Officers' Certificate stating that paragraph (a) of this covenant has been complied with and setting forth in detail the manner of such compliance, which certificate shall contain information as to (i) the amount of debt securities theretofore redeemed and the amount of debt securities theretofore purchased by the Parent Guarantor and cancelled by the Trustee and the amount of debt securities purchased by the Parent Guarantor and then being surrendered to the Trustee for cancellation,
- (i) the amount thereof previously credited under paragraph (d) below,
  - (ii) the amount thereof which it then elects to have credited on its obligation under paragraph (d) below, and
  - (iii) any amount of other indebtedness which the Parent Guarantor has repaid or will repay and of the expenditures which the Parent Guarantor has made or will make in compliance with its obligation under paragraph (a), and
- (f) a deposit with the Trustee for cancellation of the debt securities then being surrendered as set forth in such certificate.
- (g) Notwithstanding the restriction of paragraph (a) above, the Parent Guarantor and any one or more Restricted Subsidiaries may transfer property in sale-leaseback transactions which would otherwise be subject to such restriction if the aggregate amount of the fair market value of the property so transferred and not reacquired at such time, when added to the aggregate principal amount of indebtedness for borrowed money permitted by the last paragraph of the covenant described under "—Limitation on Liens" which shall be outstanding at the time (computed without duplication of the value of property transferred as provided in this paragraph (c)), does not at the time exceed 15% of Net Tangible Assets.
- (h) The Parent Guarantor, at its option, shall be entitled to a credit, in respect of its obligation to purchase and retire debt securities under this covenant, for the principal amount of any debt securities deposited with the Trustee for the purpose and also for the principal amount of (i) any debt securities theretofore redeemed at the option of the Parent Guarantor and (ii) any debt securities previously purchased by the Parent Guarantor and cancelled by the Trustee, and in each case not theretofore applied as a credit under this paragraph (d) or as part of a sinking fund arrangement for the debt securities.
- (i) For purposes of this covenant, the amount or the principal amount of debt securities which are issued with original issue discount shall be the principal amount of such debt securities that on the date of the purchase or redemption of such debt securities referred to in this covenant could be declared to be due and payable pursuant to the indenture.

#### **Additional Amounts**

To the extent that any Guarantor is required to make payments in respect of the debt securities, such Guarantor will make all payments in respect of the debt securities without withholding or deduction for or on account of any present or future taxes or duties of whatever nature imposed or levied by way of withholding or deduction at source by or on behalf of any jurisdiction in which such Guarantor is incorporated, organized or otherwise tax resident or any political subdivision or any authority thereof or therein having power to tax (the "Relevant Taxing Jurisdiction") unless such withholding or deduction is required by law. Where a Guarantor is a Luxembourg resident, please refer to the section entitled "Tax Considerations—Luxembourg Taxation" for a description of tax consequences under Luxembourg law. In such event, such Guarantor will pay to the Holders such additional amounts (the "Additional Amounts") as shall be necessary in order that the net amounts received by the Holders, after such withholding or deduction, shall equal the respective amounts of principal and interest which would otherwise have been receivable in the absence of such withholding or deduction; except that no such Additional Amounts shall be payable on account of any taxes or duties which:

- (a) are payable by any person acting as custodian bank or collecting agent on behalf of a Holder, or otherwise in any manner which does not constitute a deduction or withholding by the Guarantor from payment of principal or interest made by it;
- (b) are payable by reason of the Holder or beneficial owner having, or having had, some personal or business connection with such Relevant Taxing Jurisdiction and not merely by reason of the fact that payments in respect of the debt securities or the Guarantees are, or for purposes of taxation are deemed to be, derived from sources in, or are secured in the Relevant Taxing Jurisdiction;
- (c) are imposed or withheld by reason of the failure of the Holder or beneficial owner to provide certification, information, documents or other evidence concerning the nationality, residence or identity of the Holder and beneficial owner or to make any valid or timely declaration or similar claim or satisfy any other reporting requirements relating to such matters, whether required or imposed by statute, treaty, regulation or administrative practice, as a precondition to exemption from, or a reduction in the rate of withholding or deduction of, such taxes;
- (d) consist of any estate, inheritance, gift, sales, excise, transfer, personal property or similar taxes;
- (e) are imposed on or with respect to any payment by the applicable Guarantors to the registered Holder if such Holder is a fiduciary or partnership or any person other than the sole beneficial owner of such payment to the extent that taxes would not have been imposed on such payment had such registered Holder been the sole beneficial owner of such debt security;
- (f) are deducted or withheld pursuant to (i) any European Union directive or regulation concerning the taxation of interest income; (ii) any international treaty or understanding relating to such taxation and to which the Relevant Taxing Jurisdiction or the European Union is a party, or (iii) any provision of law implementing, or complying with, or introduced to conform with, such directive, regulation, treaty or understanding;
- (g) are payable by reason of a change in law or practice that becomes effective more than 30 days after the relevant payment of principal or interest becomes due, or is duly provided for and written notice thereof is provided to the Holders, whichever occurs later ;
- (h) are payable because any debt security was presented to a particular paying agent for payment if the debt security could have been presented to another paying agent without any such withholding or deduction; or
- (i) are payable for any combination of (a) through (h) above.

References to principal or interest in respect of the debt securities shall be deemed to include any Additional Amounts, which may be payable as set forth in the indenture.

In addition, any amounts to be paid by the Company or any Guarantor on the debt securities will be paid net of any deduction or withholding imposed or required pursuant to Sections 1471 through 1474 of the U.S. Internal Revenue Code of 1986, as amended, any current or future regulations or official interpretations thereof, any agreement entered into pursuant to Section 1471(b) of the U.S. Internal Revenue Code of 1986, as amended, or any fiscal or regulatory legislation, rules or practices adopted pursuant to any intergovernmental agreement entered into in connection with the implementation of such Sections of the Code (“FATCA Withholding”). Neither any Guarantor nor the Company will be required to pay Additional Amounts on account of any FATCA Withholding.

The preceding covenant regarding Additional Amounts will not apply to any Guarantor at any time when such Guarantor is incorporated in a jurisdiction in the United States; provided, however, that such covenant will apply to the Issuer at any time when it is incorporated in a jurisdiction outside of the United States. The prospectus supplement relating to the debt securities may describe additional circumstances in which the Guarantors would not be required to pay additional amounts.

**Terms Applicable to the 3.750% Notes due 2042**

The fixed rate notes due 2042 (the “2042 Notes”) will bear interest at a rate of 3.750% per year.



The 2042 Notes were issued by Anheuser-Busch InBev Worldwide Inc. (the “**Issuer**”, with respect to the 2042 Notes) and will be fully and unconditionally guaranteed by Anheuser-Busch InBev SA/NV (the “**Parent Guarantor**”), Brandbrew S.A., Cobrew NV/SA, and Anheuser-Busch Companies, LLC (the “**Subsidiary Guarantors**”, together with the Parent Guarantor, the “**Guarantors**”, with respect to the 2042 Notes). The 2042 Notes are listed on the New York Stock Exchange.

Each series of the 2042 Notes was issued under a supplemental indenture to the indenture, dated as of 16 October 2009, as amended by the supplemental indentures thereto (the “**Indenture**”, with respect to the 2042 Notes), among Anheuser-Busch InBev Worldwide Inc., Anheuser-Busch InBev SA/NV, each of the subsidiary guarantors listed under “—Guarantees” below and The Bank of New York Mellon Trust Company, N.A., as trustee, principal paying agent, transfer agent and registrar (the “**Trustee**”). The information below on certain provisions of the 2042 Notes does not purport to be complete and is subject to, and is qualified in its entirety by reference to, all the provisions of the 2042 Notes and the Indenture, including the definitions of certain terms contained therein. The Indenture is by its terms subject to and governed by the Trust Indenture Act of 1939, as amended.

The 2042 Notes are senior unsecured obligations of the Issuer and rank equally with all other existing and future unsecured and unsubordinated debt obligations of the Issuer. The 2042 Notes will be repaid at maturity in U.S. dollars at a price equal to 100% of the principal amount thereof. The 2042 Notes are issued in denominations of \$1,000 and integral multiples of \$1,000 in excess thereof. The 2042 Notes do not provide for any sinking fund. The Notes will be recorded on, and transferred through, the records maintained by DTC and its direct and indirect participants, including Euroclear S.A./N.V. (“**Euroclear**”) and Clearstream Banking, *société anonyme* (“**Clearstream**”).

“**Business Day**” means a day on which commercial banks and exchange markets are open, or not authorized to close, in the City of New York, London and Brussels.

The 2042 Notes are initially limited to \$1,000,000,000 aggregate principal amount and will mature on 15 July 2042. Interest on the 2042 Notes will be payable semi-annually in arrears on 15 January and 15 July of each year, commencing on 15 January 2013.

Interest will accrue on the 2042 Notes until the principal of the July 2012 Notes is paid or duly made available for payment. Interest on the 2042 Notes will be calculated on the basis of a 360-day year consisting of twelve 30-day months. If the date of maturity of interest on or principal of any July 2012 Note or the date fixed for redemption or payment in connection with an acceleration of any July 2012 Note is not a Business Day, then payment of interest or principal need not be made on such date, but may be made on the next succeeding Business Day with the same force and effect as if made on the date of maturity or the date fixed for redemption or payment in connection with an acceleration, and no interest shall accrue as a result of the delayed payment.

Interest on the 2042 Notes will be paid to the persons in whose names the 2042 Notes are registered at the close of business on the 1 January and 1 July, immediately preceding the applicable interest payment date, whether or not such date is a Business Day. The 2042 Notes may be redeemed at any time prior to maturity in the circumstances described under “—Optional Redemption” and “—Optional Tax Redemption.”

#### **Additional Notes**

The 2042 Notes were issued in the initial aggregate principal amount set forth above. The Issuer may, from time to time, without notice to or the consent of the Holders, create and issue, pursuant to the Indenture and in accordance with applicable laws and regulations, additional 2042 Notes (the “**Additional Notes**”) maturing on the same maturity date as the other 2042 Notes of a series and having the same terms and conditions under the Indenture (including with respect to the Guarantors and the Guarantees) as the previously outstanding 2042 Notes of that series in all respects (or in all respects except for the issue date and the amount and, in some cases, the date of the first payment of interest thereon) so that such Additional Notes shall be consolidated and form a single series with the previously outstanding 2042 Notes of that series. Without limiting the foregoing, the Issuer may, from time to time, without notice to or the consent of the Holders, create and issue, pursuant to the Indenture and in accordance with applicable laws and regulations, additional series of notes with additional or different terms and maturity dates than the 2042 Notes.

## Optional Redemption

The Issuer may, at its option, redeem the 2042 Notes as a whole or in part at any time upon not less than 30 nor more than 60 days' prior notice, at a redemption price equal to the greater of:

- 100% of the aggregate principal amount of the 2042 Notes to be redeemed; and
- as determined by the Independent Investment Banker (as defined below), the sum of the present values of the remaining scheduled payments of principal and interest on the 2042 Notes to be redeemed (not including any portion of such payments of interest accrued to the date of redemption) discounted to the redemption date on a semi-annual basis (assuming a 360-day year consisting of twelve 30-day months) at the Treasury Rate plus 20 basis points;

plus, in each case described above, accrued and unpaid interest on the principal amount being redeemed to (but excluding) such redemption date.

“**Treasury Rate**” means, with respect to any redemption date:

- the yield, under the heading which represents the average for the immediately preceding week, appearing in the most recently published statistical release designated “H.15(519)” or any successor publication which is published weekly by the Board of Governors of the Federal Reserve System and which establishes yields on actively traded U.S. treasury securities adjusted to constant maturity under the caption “Treasury constant maturities—Nominal,” for the maturity corresponding to the Comparable Treasury Issue (if no maturity is within three months before or after the remaining term of the 2042 Notes, yields for the two published maturities most closely corresponding to the Comparable Treasury Issue will be determined and the Treasury Rate will be interpolated or extrapolated from such yields on a straight-line basis, rounding to the nearest month); or
- if such release (or any successor release) is not published during the week preceding the calculation date or does not contain such yields, the rate per annum equal to the semi-annual equivalent yield to maturity of the Comparable Treasury Issue, calculated using a price for the Comparable Treasury Issue (expressed as a percentage of its principal amount) equal to the Comparable Treasury Price for such redemption date.

The Treasury Rate will be calculated on the third Business Day preceding such redemption date.

“**Comparable Treasury Issue**” means the U.S. Treasury security (not inflation-indexed) selected by an Independent Investment Banker as having a maturity comparable to the remaining term of the 2042 Notes to be redeemed that would be utilized, at the time of selection and in accordance with customary financial practice, in pricing new issues of corporate debt securities of comparable maturity to the remaining term of such 2042 Notes.

“**Comparable Treasury Price**” means, with respect to a redemption date, (i) the average of five Reference Treasury Dealer Quotations for such redemption date, after excluding the highest and lowest Reference Treasury Dealer Quotations, or (ii) if the Independent Investment Banker obtains fewer than five such Reference Treasury Dealer Quotations, the average of all such quotations.

“**Independent Investment Banker**” means Merrill Lynch, Pierce, Fenner & Smith Incorporated, Barclays Capital Inc., Deutsche Bank Securities Inc. or J.P. Morgan Securities LLC, as specified by the Issuer, or if all of these firms are unwilling or unable to serve in that capacity, an independent investment banking institution of national standing in the United States appointed by the Issuer.

“**Reference Treasury Dealer**” means (i) Merrill Lynch, Pierce, Fenner & Smith Incorporated, Barclays Capital Inc., Deutsche Bank Securities Inc. and J.P. Morgan Securities LLC, and their respective successors, *provided, however*, that if any of the foregoing shall cease to be a primary U.S. government securities dealer in the City of New York (a “**Primary Treasury Dealer**”), the Issuer will substitute therefor another Primary Treasury Dealer and (ii) any three other Primary Treasury Dealers selected by the Issuer after consultation with an Independent Investment Banker.

“**Reference Treasury Dealer Quotations**” means, with respect to each Reference Treasury Dealer and any redemption date, the average, as determined by the Independent Investment Banker, of the bid and asked prices for the Comparable Treasury Issue (expressed in each case as a percentage of its principal amount) quoted in writing to the Independent Investment Banker at 5:00 p.m., New York City time, on the third Business Day preceding such redemption date.

Unless the Issuer (and/or the Guarantors) defaults on payment of the redemption price, from and after the redemption date interest will cease to accrue on the 2042 Notes or portions thereof called for redemption. On the redemption date, the Issuer will deposit with the Trustee or with one or more paying agents (or, if the Issuer is acting as its own paying agent, set aside, segregate and hold in trust as provided in the Indenture) money sufficient to pay the redemption price of and accrued interest on the Notes to be redeemed on such date. If fewer than all of the 2042 Notes of any series are to be redeemed, the Trustee will select, not more than 60 days prior to the redemption date, the particular 2042 Notes of such series or portions thereof for redemption from the outstanding 2042 Notes of that series not previously called for redemption, on a pro rata basis across such series, or by such method as the Trustee deems fair and appropriate.

### **Optional Tax Redemption**

The 2042 Notes may be redeemed at any time, at the Issuer's or the Parent Guarantor's option, as a whole, but not in part, upon not less than 30 nor more than 60 days' prior notice, at a redemption price equal to 100% of the principal amount of the 2042 Notes of such series then outstanding plus accrued and unpaid interest on the principal amount being redeemed (and all Additional Amounts (see "– Additional Amounts" below), if any) to (but excluding) the redemption date, if (i) as a result of any change in, or amendment to, the laws, treaties, regulations or rulings of a jurisdiction in which the Issuer or any Guarantor is incorporated, organized, or otherwise tax resident or any political subdivision or any authority thereof or therein having power to tax, or in the interpretation, application or administration of any such laws, treaties, regulations or rulings (including a holding, judgment or order by a court of competent jurisdiction) which becomes effective on or after 11 July 2012 (any such change or amendment, a "**Change in Tax Law**"), the Issuer (or if a payment were then due under a Guarantee, the relevant Guarantor) would be required to pay Additional Amounts, with respect to the 2042 Notes of such series and (ii) such obligation cannot be avoided by the Issuer (or the relevant Guarantor) taking reasonable measures available to it. Additional Amounts are payable by the Issuer under the circumstances described under "– Additional Amounts" below; *provided, however*, that the 2042 Notes of such series may not be redeemed to the extent such Additional Amounts arise solely as a result of the Issuer assigning its obligations under the 2042 Notes of such series to a Substitute Issuer, unless this assignment to a Substitute Issuer is undertaken as part of a plan of merger by Parent Guarantor.

Prior to the mailing of any notice of redemption pursuant to the foregoing, the Issuer or the relevant Guarantor will deliver to the Trustee an opinion of independent tax counsel of recognized standing to the effect that the Issuer or the relevant Guarantor is or would be obligated to pay such Additional Amounts as a result of a Change in Tax Law.

No notice of redemption may be given earlier than 90 days prior to the earliest date on which the Issuer or the relevant Guarantor would be obligated to pay Additional Amounts if a payment in respect of the 2042 Notes were then due.

The foregoing provisions shall apply *mutatis mutandis* to any successor person, after such successor person becomes a party to the Indenture.

For the purposes of this section "– Terms Applicable to the 3.750% Notes due 2042": (i) the term "Notes" or "debt securities" shall refer to the 2042 Notes, (ii) the term "Issuer" shall refer to the Issuer under the 2042 Notes, (iii) the term "Guarantor" shall refer to any Guarantor under the 2042 Notes and (iv) the term "Indenture" shall refer to the Indenture under the 2042 Notes.

### **Events of Default**

The occurrence and continuance of one or more of the following events will constitute an "Event of Default" under the Indenture and under the Notes:

- (a) *payment default*—(i) the Issuer or a Guarantor fails to pay interest within 30 days from the relevant due date, or (ii) the Issuer or a Guarantor fails to pay the principal (or premium, if any) due on the Notes at maturity; *provided* that to the extent any such failure to pay principal or premium is caused by a technical or administrative error, delay in processing payments or events beyond the control of the Issuer or Guarantors, no Event of Default shall occur for three days following such failure to pay; *provided further* that, in the case of a redemption payment, no Event of Default shall occur for 30 days following a failure to make such payment;

- (b) *breach of other material obligations*—the Issuer or a Guarantor defaults in the performance or observance of any of its other material obligations under or in respect of the Notes or the Indenture and such default remains unremedied for 90 days after a written notice has been given to the Issuer and the Parent Guarantor by the Trustee or to the Issuer, the Parent Guarantor and the Trustee by the Holders of at least 25% in principal amount of the outstanding Notes of the applicable series affected thereby, specifying such default or breach and requiring it to be remedied and stating that such notice is a “**Notice of Default**” under the Notes;
- (c) *cross-acceleration*—any obligation for the payment or repayment of borrowed money having an aggregate outstanding principal amount of at least €100,000,000 (or its equivalent in any other currency) of the Issuer or a Guarantor becomes due and payable prior to its stated maturity by reason of a default and is not paid within 30 days;
- (d) *bankruptcy or insolvency*—a court of competent jurisdiction commences bankruptcy or other insolvency proceedings against the Issuer, the Parent Guarantor or a Guarantor that is a Significant Subsidiary under the applicable laws of their respective jurisdictions of incorporation, or the Issuer, the Parent Guarantor or a Guarantor that is a Significant Subsidiary applies for or institutes such proceedings or offers or makes an assignment for the benefit of its creditors generally, or a third party institutes bankruptcy or insolvency proceedings against the Issuer, the Parent Guarantor or a Guarantor that is a Significant Subsidiary and such proceedings are not discharged or stayed within 90 days;
- (e) *impossibility due to government action*—any governmental order, decree or enactment shall be made in or by Belgium or the jurisdiction of incorporation of a Guarantor that is a Significant Subsidiary whereby the Issuer, the Parent Guarantor, or such Guarantor that is a Significant Subsidiary is prevented from observing and performing in full its obligations as set forth in the terms and conditions of the Notes and the Guarantees, respectively, and this situation is not cured within 90 days; or
- (f) *invalidity of the Guarantees*—the Guarantees provided by the Parent Guarantor or a Guarantor that is a Significant Subsidiary cease to be valid and legally binding for any reason whatsoever or the Parent Guarantor or a Guarantor that is a Significant Subsidiary seeks to deny or disaffirm its obligations under the Guarantee.

If an Event of Default occurs and is continuing with respect to the Notes, then, unless the principal of all of the Notes shall already have become due and payable (in which case no action is required for the acceleration of the Notes), the Holders of not less than 25% in aggregate principal amount of Notes then outstanding, by written notice to the Issuer, the Parent Guarantor and the Trustee as provided in the Indenture, may declare the entire principal of all the Notes of such series, and the interest accrued thereon, to be due and payable immediately, *provided, however*, that if an Event of Default specified in paragraph (d) above with respect to the Notes at the time outstanding occurs, the principal amount of that series shall automatically, and without any declaration or other action on the part of the Trustee or any Holder, become immediately due and payable. Under certain circumstances, the Holders of a majority in aggregate principal amount of the Notes then outstanding may, by written notice to the Issuer and the Trustee as provided in the Indenture, waive all defaults and rescind and annul such declaration and its consequences, but no such waiver or rescission and annulment shall extend to or shall affect any subsequent default or shall impair any right consequent thereon.

Except in cases of default, where the Trustee has some special duties, the Trustee is not required to take any action under the indenture at the request of any Holders unless the Holders offer the Trustee reasonable protection from costs, expenses and liability. This protection is called an indemnity. If reasonable indemnity is provided, the Holders of a majority in principal amount of the outstanding Notes may direct the time, method and place of conducting any proceeding seeking any remedy available to the Trustee. These majority Holders may also direct the Trustee in performing any other action under the Indenture, so long as such direction would not involve the Trustee in personal liability.

Before you bypass the Trustee and bring your own lawsuit or other formal legal action or take other steps to enforce your rights or protect your interests relating to the debt securities, the following must occur:

- The Trustee must be given written notice that an event of default has occurred and remains uncured.

- The Holders of not less than 25% in principal amount of all outstanding Notes of the relevant series must make a written request that the Trustee institute proceedings because of the default, and must offer indemnity and/or security satisfactory to the Trustee against the costs, expenses and liabilities of taking such request.
- The Trustee must have not taken action for 60 days after receipt of the above notice, request and offer of indemnity.
- No direction inconsistent with such written request has been given to the Trustee during such 60-day period by the holders of the majority in principal amount of the outstanding Notes of that series.
- However, you are entitled at any time to bring a lawsuit for the payment of money due on your security on or after its due date.

We will furnish to the Trustee every year a written statement of certain of our officers and directors, certifying that, to their knowledge, we are in compliance with the Indenture and the Notes, or else specifying any default.

### **Modifications and Amendment**

The Issuer, the Guarantors and the Trustee may execute agreements adding any provisions to or changing in any manner or eliminating any of the provisions of the Indenture or of any supplemental agreement or modifying in any manner the rights of the Holders under the Notes or the Guarantees only with the consent of the Holders of not less than a majority in aggregate principal amount of the notes then outstanding (irrespective of series) that would be affected by the proposed modification or amendment; *provided* that no such agreement shall (a) change the maturity of the principal of, or any installment of interest on, any Note, or reduce the principal amount or the interest thereof, or extend the time of payment of any installment of interest thereon, or change the currency of payment of principal of, or interest on, any Note, or change the Issuer's or a Guarantor's obligation to pay Additional Amounts, impair or affect the right of any Holder to institute suit for the enforcement of any such payment on or after the due date thereof (or in the case of redemption on or after the redemption date) or change in any manner adverse to the interests of the Holders the terms and provisions of the Guarantees in respect of the due and punctual payment of principal amount of the Notes then outstanding plus accrued and unpaid interest (and all Additional Amounts, if any) without the consent of the Holder of each Note so affected; or (b) reduce the aforesaid percentage of notes, the consent of the Holders of which is required for any such agreement, without the consent of all of the Holders of the affected series of the notes then outstanding. To the extent that any changes directly affect fewer than all the series of the notes issued under the Indenture, only the consent of the Holders of notes of the relevant series (in the respective percentages set forth above) will be required.

The Issuer, the Guarantors and the Trustee may, without the consent of the Holders, from time to time execute agreements or amendments or enter into an indenture or indentures supplemental thereto (including in respect of one series of notes only) for one or more of the following purposes:

- to convey, transfer, assign, mortgage or pledge any property or assets to the Trustee or another person as security for the Notes;
- to evidence the succession of another person to the Issuer or any Guarantors, or successive successions, and the assumption by the successor person of the covenants of the Issuer or any of the Guarantors, pursuant to the Indenture and the Notes;
- to evidence and provide for the acceptance of appointment of a successor or successors to the Trustee in any of its capacities and to add to or change any of the provisions of the Indenture to facilitate the administration of the trusts created thereunder by more than one trustee;
- to add to the covenants of the Issuer or the Guarantors, for the benefit of the Holders of the Notes issued under the Indenture, or to surrender any rights or powers conferred on the Issuer or the Guarantors in the Indenture;
- to add any additional events of default for the benefit of the Holders of the Notes;

- to add to, change or eliminate any of the provisions of the Indenture in respect of the Notes, provided that any such addition, change or elimination (A) shall neither (i) apply to any Note created prior to the execution of such supplemental indenture and entitled to the benefit of such provision nor (ii) modify the rights of the Holder of any such Note with respect to such provision or (B) shall become effective only when there is no such Note outstanding;
- to modify the restrictions on and procedures for, resale and other transfers of the Notes pursuant to law, regulation or practice relating to the resale or transfer of restricted securities generally;
- to provide for the issues of securities in exchange for one or more series of outstanding debt securities;
- to provide for the issuance and terms of any particular series of securities, the rights and obligations of the Guarantors and the holders of the securities of such series, the form or forms of the securities of such series and such other matters in connection therewith as the Issuer and the Guarantors shall consider appropriate, including, without limitation, provisions for (a) additional or different covenants, restrictions or conditions applicable to such series, (b) additional or different events of default in respect of such series, (c) a longer or shorter period of grace and/or notice in respect of any provision applicable to such series than is otherwise provided, (d) immediate enforcement of any event of default in respect of such series or (e) limitations upon the remedies available in respect of any events of default in respect of such series or upon the rights of the holders of securities of such series to waive any such event of default;
- (a) to cure any ambiguity or to correct or supplement any provision contained in the Indenture, the Notes or the Guarantees, or in any supplemental agreement, which may be defective or inconsistent with any other provision contained therein or in any supplemental agreement, (b) to eliminate any conflict between the terms thereof and the Trust Indenture Act or (c) to make such other provision in regard to matters or questions arising under the Indenture or under any supplemental agreement as the Issuer may deem necessary or desirable and which will not adversely affect the interests of the Holders to which such provision relates in any material respect;
- to “reopen” the Notes and create and issue additional Notes having identical terms and conditions as the Notes (or in all respects except for the issue date, issue price, first interest accrual date and first interest payment date) so that the additional notes are consolidated and form a single series with the outstanding Notes;
- to add any Subsidiary of the Parent Guarantor as a Guarantor with respect to any series of notes, subject to applicable regulatory or contractual limitations relating to such subsidiary’s Guarantee;
- to provide for the release and termination of any Subsidiary Guarantor’s Guarantee in the circumstances described under “Description of the Debt Securities and Guarantees—Guarantees” in the Prospectus;
- to provide for any amendment, modification or alteration of any Subsidiary Guarantor’s Guarantee and the limitations applicable thereto in the circumstances described under “Description of the Debt Securities and Guarantees—Guarantees” in the Prospectus; or
- to make any other change that does not materially adversely affect the interests of the holders of the notes affected thereby.

#### **The Trustee**

The Bank of New York Mellon Trust Company, N.A. is the trustee and principal paying agent under the indentures. The trustee has two principal functions:

- first, it can enforce a holder’s rights against us if we default on debt securities issued under the indenture. There are some limitations on the extent to which the trustee acts on a holder’s behalf, described under “—Events of Default”; and

- second, the trustee performs administrative duties for us, such as sending the holder's interest payments, transferring debt securities to a new buyer and sending notices to holders.

We and some of our subsidiaries maintain deposit accounts and conduct other banking transactions with the trustee and affiliates of the trustee in the ordinary course of our respective businesses. The address of The Bank of New York Mellon Trust Company, N.A. is 911 Washington Avenue, 3rd Floor; St. Louis, Missouri 63101.

If an event of default occurs, or an event occurs that would be an event of default if the requirements for giving us default notice or our default having to exist for a specific period of time were disregarded, the trustee may therefore be considered to have a conflicting interest with respect to the debt securities or the applicable indenture for purposes of the Trust Indenture Act of 1939. In that case, the trustee may be required to resign as trustee under the applicable indenture and we would be required to appoint a successor trustee.

#### **Substitution of the Issuer or Guarantor; Consolidation, Merger and Sale of Assets**

In all cases subject to any provisions contained in the applicable prospectus supplement describing the Holders' option to require repayment upon a change in control, (i) the Issuer or a Guarantor, without the consent of the Holders of any of the debt securities, may consolidate with or merge into, or sell, transfer, lease or convey all or substantially all of their respective assets to, any corporation and (ii) the Issuer may at any time substitute for the Issuer either a Guarantor or any Affiliate (as defined below) of a Guarantor as principal debtor under the debt securities (a "Substitute Issuer"); provided that:

- (a) the Substitute Issuer or any other successor company shall expressly assume the Issuer's or such Guarantor's respective obligations under the debt securities or the Guarantees, as the case may be, and the Indenture;
- (b) any other successor company is organized under the laws of a member country of the Organization for Economic Co-Operation and Development;
- (c) the Issuer is not in default of any payments due under the debt securities and immediately before and after giving effect to such consolidation, merger, sale, transfer, lease or conveyance, no Event of Default shall have occurred and be continuing;
- (d) in the case of a Substitute Issuer:
  - (i) the obligations of the Substitute Issuer arising under or in connection with the debt securities and the Indenture are fully, irrevocably and unconditionally guaranteed by the Parent Guarantor and each Subsidiary Guarantor (if any) on the same terms as existed immediately prior to such substitution under the Guarantees given by such Guarantors;
  - (ii) the Parent Guarantor, the Issuer and the Substitute Issuer jointly and severally indemnify each Holder for any income tax or other tax (if any) recognized by such Holder solely as a result of the substitution of the Substitute Issuer (and not as a result of any transfer by such Holder);
  - (iii) each stock exchange on which the debt securities are listed shall have confirmed that, following the proposed substitution of the Substitute Issuer, such debt securities will continue to be listed on such stock exchange; and
  - (iv) each rating agency that rates the debt securities shall have confirmed that, following the proposed substitution of the Substitute Issuer, such debt securities will continue to have the same or better rating as immediately prior to such substitution; and
- (e) written notice of such transaction shall be promptly provided to the Holders.

For purposes of the foregoing, "Affiliate" shall mean, with respect to any specified person, any other person directly or indirectly controlling or controlled by or under direct or indirect common control with such specified person.

Upon the effectiveness of any substitution, all of the foregoing provisions will apply mutatis mutandis, and references elsewhere herein to the Issuer or a Guarantor will, where the context so requires, be deemed to be or include references, to any successor company.

## **Discharge and Defeasance**

### ***Discharge of Indenture***

The Indenture provides that the Issuer and the Guarantors will be discharged from any and all obligations in respect of the Indenture (except for certain obligations to register the transfer of or exchange debt securities, replace stolen, lost or mutilated debt securities, make payments of principal and interest and maintain paying agencies) if:

- the Issuer or the Guarantors have paid or caused to be paid in full the principal of and interest on all debt securities outstanding thereunder;
- the Issuer or the Guarantors shall have delivered to the Trustee for cancellation all debt securities outstanding theretofore authenticated; or
- all debt securities not theretofore delivered to the Trustee for cancellation (i) have become due and payable, (ii) will become due and payable in accordance with their terms within one year or (iii) are to be, or have been, called for redemption as described under “—Optional Redemption” within one year under arrangements satisfactory to the Trustee for the giving of notice of redemption, and, in any such case, the Issuer or the Guarantors shall have irrevocably deposited with the Trustee as trust funds in irrevocable trust, specifically pledged as security for, and dedicated solely to, the benefit of the Holders of such debt securities, (a) cash in U.S. dollars in an amount, or (b) U.S. Government Obligations (as defined below) which through the payment of interest thereon and principal thereof in accordance with their terms will provide not later than the due date of any payment, cash in U.S. dollars in an amount, or (c) any combination of (a) and (b), sufficient to pay all the principal of, and interest (and Additional Amounts, if any) on, all such debt securities not theretofore delivered to the Trustee for cancellation on the dates such payments are due in accordance with the terms of the debt securities and all other amounts payable under the Indenture by the Issuer.

“**U.S. Government Obligations**” means securities which are (i) direct obligations of the U.S. government or (ii) obligations of a person controlled or supervised by and acting as an agency or instrumentality of the U.S. government, the payment of which is unconditionally guaranteed by the U.S. government, which, in either case, are full faith and credit obligations of the U.S. government payable in U.S. dollars and are not callable or redeemable at the option of the issuer thereof.

### ***Covenant Defeasance***

The Indenture also provides that the Issuer and the Guarantors need not comply with certain covenants of the Indenture (including those described under “—Certain Covenants—Limitation on Liens”), and the Guarantors shall be released from their obligations under the Guarantees, if:

- the Issuer (or the Guarantors) irrevocably deposit with the Trustee as trust funds in irrevocable trust, specifically pledged as security for, and dedicated solely to, the benefit of the holders of such debt securities, (i) cash in U.S. dollars in an amount, or (ii) U.S. government obligations which through the payment of interest thereon and principal thereof in accordance with their terms will provide not later than one day before the due date of any payment cash in U.S. dollars in an amount, or (iii) any combination of (i) and (ii), sufficient to pay all the principal of, and interest on, the debt securities then outstanding on the dates such payments are due in accordance with the terms of the debt securities;
- certain events of default, or events which with notice or lapse of time or both would become such an event of default, shall not have occurred and be continuing on the date of such deposit;



- the Issuer, or the Guarantors, as the case may be, deliver to the Trustee an opinion of tax counsel of recognized standing with respect to U.S. federal income tax matters to the effect that the beneficial owners of the debt securities will not recognize income, gain or loss for U.S. federal income tax purposes as a result of the exercise of such Covenant Defeasance and will be subject to U.S. federal income tax on the same amounts, in the same manner and at the same times as would be the case if such Covenant Defeasance had not occurred;
- the Issuer, or the Guarantors, as the case may be, deliver to the Trustee an opinion of tax counsel of recognized standing in its jurisdiction of incorporation to the effect that such deposit and related Covenant Defeasance will not cause the Holders, other than Holders who are or who are deemed to be residents of such jurisdiction of incorporation or use or hold or are deemed to use or hold their debt securities in carrying on a business in such jurisdiction of incorporation, to recognize income, gain or loss for income tax purposes in such jurisdiction of incorporation, and to the effect that payments out of the trust fund will be free and exempt from any and all withholding and other income taxes of whatever nature of such jurisdiction of incorporation or political subdivision thereof or therein having power to tax, except in the case of debt securities beneficially owned (i) by a person who is or is deemed to be a resident of such jurisdiction of incorporation or (ii) by a person who uses or holds or is deemed to use or hold such debt securities in carrying on a business in such jurisdiction of incorporation; and
- the Issuer, or the Guarantors, as the case may be, deliver to the Trustee an officers' certificate and an opinion of legal counsel of recognized standing, each stating that all conditions precedent provided for relating to such Covenant Defeasance have been complied with.

The effecting of these arrangements is also known as "Covenant Defeasance."

### **Guarantee**

Each debt security will benefit from an unconditional, full and irrevocable guarantee by the Parent Guarantor. One or more of the following Subsidiary Guarantors, which are subsidiaries of the Parent Guarantor, may, along with the Parent Guarantor, jointly and severally guarantee the debt securities on a full, unconditional and irrevocable basis:

- BrandBrew S.A.;
- Cobrew NV/SA; and
- Anheuser-Busch Companies, Inc.

The Subsidiary Guarantors, if any, for any particular series of debt securities will be specified in the applicable prospectus supplement.

Each guarantee to be provided is referred to as a "**Guarantee**" and collectively, the "**Guarantees**;" the subsidiaries of the Parent Guarantor providing Guarantees are referred to as the "**Subsidiary Guarantors**" and the Parent Guarantor and Subsidiary Guarantors collectively are referred to as the "**Guarantors**."

All such Guarantees are set forth in the Indenture, or a supplement thereto. The Guarantees provided by several of the Guarantors will be subject to certain limitations set forth below under "—Guarantee Limitations."

Under the Guarantees, the Guarantors will guarantee to each Holder the due and punctual payment of any principal, accrued and unpaid interest (and all Additional Amounts, if any) due under the debt securities in accordance with the Indenture. Each Guarantor will also pay Additional Amounts (if any) in respect of payments under its Guarantee. The Guarantees will be the full, direct, unconditional, unsecured and unsubordinated general obligations of the Guarantors. The Guarantees will rank *pari passu* among themselves, without any preference of one over the other by reason of priority of date of issue or otherwise, and at least equally with all other unsecured and unsubordinated general obligations of the Guarantors from time to time outstanding.

Each of the Subsidiary Guarantors shall be entitled to terminate its Guarantee, and the Trustee shall execute a release and termination agreement effecting such termination, in the event that at the time its Guarantee of the debt securities is terminated, (i) the relevant Subsidiary Guarantor is released from its guarantee of the Issuer's 2008 Senior Facilities Agreement and the Issuer's 2010 Senior Facilities Agreement, or is no longer a guarantor under either facility and (ii) the aggregate amount of indebtedness for borrowed money

for which the relevant Guarantor is an obligor (as a guarantor or borrower) does not exceed 10% of the consolidated gross assets of the Parent Guarantor as reflected in the balance sheet included in its most recent publicly released interim or annual consolidated financial statements. For purposes of this clause, the amount of a Guarantor's indebtedness for borrowed money shall not include (A) the debt securities (or the January Notes, the May Notes, October Notes or March Notes), (B) any other debt the terms of which permit the termination of the Guarantor's guarantee of such debt under similar circumstances, as long as such Guarantor's obligations in respect of such other debt are terminated at substantially the same time as its guarantee of the debt securities, and (C) any debt that is being refinanced at substantially the same time that the Guarantee of the debt securities is being released, *provided* that any obligations of the Guarantor in respect of the debt that is incurred in the refinancing shall be included in the calculation of the Guarantor's indebtedness for borrowed money.

In addition, BrandBrew, whose guarantee is subject to certain limitations described below shall be entitled to terminate its Guarantee, and the Trustee shall execute a release and termination agreement effecting such termination, with respect to any or all series of the notes issued under the Indenture, in the event that BrandBrew determines that under the rules, regulations or interpretations of the SEC it would be required to include its financial statements in any registration statement filed with the SEC with respect to any series of notes or guarantees issued under the Indenture or in periodic reports filed with or furnished to the SEC (by reason of such limitations or otherwise). Furthermore, BrandBrew will be entitled to amend or modify by execution of an indenture supplemental to the Indenture the terms of its Guarantee or the limitations applicable to its Guarantee, as set forth below, in any respect reasonably deemed necessary by BrandBrew to meet the requirements of Rule 3-10 under Regulation S-X under the Securities Act (or any successor or similar regulation or exemption) in order for financial statements of such Subsidiary Guarantor not to be required to be included in any registration statement or in periodic reports filed with or furnished to the SEC.

### ***Supplemental Information on Subsidiary Guarantors***

BrandBrew S.A., whose Guarantees are subject to the limitations described below under “—Guarantee Limitations,” accounted for less than 1% of the total consolidated EBITDA, as defined, of AB InBev Group for the six month period ended 30 June 2010 and approximately 5% of the total consolidated debt of AB InBev Group as of 30 June 2010.

### ***Guarantee Limitations***

#### ***BrandBrew S.A.***

Notwithstanding anything to the contrary in the Guarantee provided by BrandBrew S.A., the maximum aggregate liability of BrandBrew S.A. under its Guarantee and as a guarantor of the BrandBrew Guaranteed Facilities (excluding its Guarantee) shall not exceed an amount equal to the aggregate of (without double counting):

- (1) the aggregate amount of all moneys received by BrandBrew S.A. and the BrandBrew Subsidiaries as a borrower or issuer under the BrandBrew Guaranteed Facilities;
- (2) the aggregate amount of all outstanding intercompany loans made to BrandBrew S.A. and the BrandBrew Subsidiaries by other members of the AB InBev Group which have been directly or indirectly funded using the proceeds of borrowings under the BrandBrew Guaranteed Facilities; and
- (3) an amount equal to 100% of the greater of:
  - a. the sum of BrandBrew S.A.'s own capital (*capitaux propres*) and its subordinated debt (*dettes subordonnées*) (other than any subordinated debt already accounted for under (B) above) (both as referred to in article 34 of the Luxembourg law 19 December 2002 on the commercial register and annual accounts, as amended (the “**Law of 2002**”) as reflected in BrandBrew S.A.'s most recent annual accounts approved by the competent organ of BrandBrew S.A. (as audited by its *réviseur d'entreprises* (external auditor), if required by law); and

- b. the sum of BrandBrew S.A.'s own capital (i) and its subordinated debt (*dettes subordonnées*) (both as referred to in article 34 of the Law of 2002) as reflected in its filed annual accounts available as of the date of its Guarantee.

For the avoidance of doubt, the limitation on the Guarantee provided by BrandBrew S.A. shall not apply to any Guarantee by BrandBrew S.A. of any obligations owed by the BrandBrew Subsidiaries under the BrandBrew Guaranteed Facilities.

In addition to the limitation referred to above in respect of the Guarantee provided by BrandBrew S.A., the obligations and liabilities of BrandBrew S.A. under the Guarantee provided by BrandBrew S.A. and under any of the BrandBrew Guaranteed Facilities shall not include any obligation which, if incurred, would constitute a breach of the provisions on financial assistance as defined by article 49-6 of the Luxembourg Law on Commercial Companies dated 10 August 1915, as amended, to the extent such or an equivalent provision is applicable to BrandBrew S.A.

**“BrandBrew Guaranteed Facilities”** means: (i) the €2,500,000,000 syndicated credit facility agreement dated 8 December 2005 among the Parent Guarantor, Fortis Bank and others; (ii) the €150,000,000 facility agreement dated 13 May 2008 between the Parent Guarantor, Cobrew NV/SA and BNP Paribas as lender; (iii) the €150,000,000 facility agreement dated 20 June 2008 between, among others, the Parent Guarantor, Cobrew and The Royal Bank of Scotland plc as lender; (iv) the Existing Target Debt; (v) the USD 850,000,000 note purchase and guarantee agreement dated 22 October 2003 and entered into between, among others, the Parent Guarantor as issuer, Cobrew and BrandBrew; (vi) any notes issued by BrandBrew S.A. or the Parent Guarantor under the Programme; (vii) the 2008 Senior Facilities Agreement; (viii) the January Notes; (ix) the May Notes; (x) the October Notes; (xi) the March Notes; (xii) the 2010 Facilities Agreement; and (xiii) the debt securities, or any refinancing (in whole or part) of any of the above items for the same or a lower amount.

**“BrandBrew Subsidiaries”** means each entity of which BrandBrew S.A. has direct or indirect control or owns directly or indirectly more than 50% of the voting share capital or similar right of ownership; and control for this purpose means the power to direct the management and the policies of the entity whether through the ownership of voting capital, by contract or otherwise.

**“Existing Target Debt”** means the following notes, debentures and bonds of Anheuser-Busch Companies, Inc.: (i) 6.450% Debentures due 1 September 2037; (ii) 5.50% Notes due 15 January 2018; (iii) 9.0% Debentures due 1 December 2009; (iv) 6.75% Debentures due 15 December 2027; (v) 6.50% Debentures due 1 January 2028; (vi) 5.75% Notes due 1 April 2010; (vii) 7.50% Notes due 15 March 2012; (viii) 7.55% Debentures due 1 October 2030; (ix) 6.80% Debentures due 15 January 2031; (x) 6.00% Notes due 15 April 2011; (xi) 6.80% Debentures due 20 August 2032; (xii) 5.625% Notes due 1 October 2010; (xiii) 6.00% Debentures due 1 November 2041; (xiv) 6.50% Debentures due 1 May 2042; (xv) 6.50% Debentures due 1 February 2043; (xvi) 4.375% Notes due 15 January 2013; (xvii) 5.95% Debentures due 15 January 2033; (xviii) 4.625% Notes due 1 February 2015; (xix) 4.50% Notes due 1 April 2018; (xx) 5.35% Notes due 15 May 2023; (xxi) 4.95% Notes due 15 January 2014; (xxii) 5.05% Notes due 15 October 2016; (xxiii) 5.00% Notes due 1 March 2019; (xxiv) 4.70% Notes due 15 April 2012; (xxv) 5.00% Notes due 15 January 2015; (xxvi) 5.491% Notes due 15 November 2017; (xxvii) 5.75% Debentures due 1 April 2036; (xxviii) 5.60% Notes due 1 March 2017; (xxix) Notes issued on 1 December 1989 by the Development Authority of Cartersville\*; (xxx) Notes issued on 1 November 1990 by the Development Authority of Cartersville\*; (xxxi) Notes issued on 1 May 1991 by The Industrial Development Authority of the City of St. Louis, Missouri\*; (xxxii) Notes issued on 1 April 1997 by the Industrial Development Authority of the County of James City, Virginia\*; (xxxiii) Notes issued on 1 April 1997 by the Development Authority of Cartersville\*; (xxxiv) Notes issued on 1 August 1999 by the Ohio Water Development Agency\*; (xxxv) Notes issued on 1 December 1999 by The Onondaga County Industrial Development Agency\*; (xxxvi) Notes issued on 1 July 2000 by the Ohio Water Development Agency\*; (xxxvii) Notes issued on 1 November 2001 by the Ohio Water Development Agency\*; (xxxviii) Notes issued on 1 March 2002 by the Development Authority of Cartersville\*; (xxxix) Notes issued on 1 April 2002 by the Gulf Coast Waste Disposal Authority\*; (xl) Notes issued on 1 October 2002 by the City of Jonesboro, Arkansas\*; (xli) Notes issued on 1 July 2006 by The Onondaga County Industrial Development Agency\*; (xlii) Notes issued on 1 February 2007 by The Business Finance Authority of the State of New Hampshire\*; (xliii) Notes issued on 1 February 2007 by the Jacksonville Economic Development Commission\*; (xliv) Notes issued on 1 February 2007 by the City of Fort Collins, Colorado\*; (xlv) Notes issued on 1 February 2007 by The Industrial Development Authority of the City of St. Louis, Missouri\*; (xlvi) Notes issued on 1 February 2007 by the California Statewide Communities Development Authority\*; (xlvii) Notes issued on 31 May 2007 by the New Jersey Economic Development Authority\*; (xlviii) Notes issued on 1 August 2007 by the Development Authority of Cartersville\*; and (xlix) Notes issued on 1 September 2007 by the California Enterprise Development Authority\*.

\* Anheuser-Busch Companies, Inc. has subsequently become the principal debtor in respect of the debt securities listed in sub-paragraphs (xxix) to (xlix).

“**Programme**” means the Euro Medium Term Note Programme established by BrandBrew S.A. and Anheuser-Busch InBev SA/NV, as issuers, in January 2009 and subsequently recommenced on 24 February 2010.

## **Certain Covenants**

### ***Limitation on Liens***

So long as any of the debt securities remains outstanding, the Parent Guarantor will not, nor will it permit any Restricted Subsidiary to, create, assume, guarantee or suffer to exist any mortgage, pledge, security interest or lien (an “Encumbrance”) on any of its Principal Plants or on any capital stock of any Restricted Subsidiary without effectively providing that the debt securities (together with, if the Parent Guarantor shall so determine, any other indebtedness of the Parent Guarantor then existing or thereafter created ranking equally with the debt securities and any other indebtedness of such Restricted Subsidiary then existing or thereafter created) shall be secured by the security for such secured indebtedness equally and ratably therewith, provided, however, the above limitation does not apply to:

- (a) purchase money liens, so long as such liens attach only to the assets so acquired and improvements thereon;
- (b) Encumbrances existing at the time of acquisition of property (including through merger or consolidation) or securing indebtedness the proceeds of which are used to pay or reimburse the Parent Guarantor or a Restricted Subsidiary for the cost of such property (provided such indebtedness is incurred within 180 days after such acquisition);
- (c) Encumbrances on property of a Restricted Subsidiary existing at the time it becomes a Restricted Subsidiary;
- (d) Encumbrances to secure the cost of development or construction of property, or improvements thereon, provided that the recourse of the creditors in respect of such indebtedness is limited to such property and improvements;
- (e) Encumbrances in connection with the acquisition or construction of Principal Plants or additions thereto financed by tax-exempt securities;
- (f) Encumbrances securing indebtedness owing to the Parent Guarantor or a Restricted Subsidiary by a Restricted Subsidiary;
- (g) Encumbrances existing at the date of the Indenture;
- (h) Encumbrances required in connection with state or local governmental programs which provide financial or tax benefits, provided the obligations secured are in lieu of or reduce an obligation that would have been secured by an Encumbrance permitted under the Indenture;
- (i) any Encumbrance arising by operation of law and not securing amounts more than ninety (90) days overdue or otherwise being contested in good faith;
- (j) judgment Encumbrances not giving rise to an event of default;
- (k) any Encumbrance incurred or deposits made in the ordinary course of business, including, but not limited to, (i) any mechanics’, materialmen’s, carriers’, workmen’s, vendors’ or other like Encumbrances, (ii) any Encumbrances securing amounts in connection with workers’ compensation, unemployment insurance and other types of social security, and (iii) any easements, rights-of-way, restrictions and other similar charges;

- (l) any Encumbrance upon specific items of inventory or other goods and proceeds of the Parent Guarantor or any Restricted Subsidiary securing the Parent Guarantor's or any such Restricted Subsidiary's obligations in respect of bankers' acceptances issued or created for the account of such person to facilitate the purchase, shipment or storage of such inventory or other goods;
- (m) any Encumbrance incurred or deposits made securing the performance of tenders, bids, leases, statutory obligations, surety and appeal bonds, government contracts, performance and return-of-money bonds and other obligations of like nature incurred in the ordinary course of business;
- (n) any Encumbrance on any Principal Plant of the Parent Guarantor or any Restricted Subsidiary in favor of the Federal Government of the United States or the government of any State thereof, or the government of the United Kingdom, or any state in the European Union, or any instrumentality of any of them, securing the obligations of the Parent Guarantor or any Restricted Subsidiary pursuant to any contract or payments owed to such entity pursuant to applicable laws, rules, regulations or statutes;
- (o) any Encumbrance securing taxes or assessments or other applicable governmental charges or levies;
- (p) extensions, renewals or replacements of the Encumbrances referred to in clauses (a) through (o), provided that the amount of indebtedness secured by such extension, renewal or replacement shall not exceed the principal amount of indebtedness being extended, renewed or replaced, together with the amount of any premiums, fees, costs and expenses associated with such extension, renewal or replacement, nor shall the pledge, mortgage or lien be extended to any additional Principal Plant unless otherwise permitted under this covenant;
- (q) as permitted under the provisions described in the following two paragraphs herein; and
- (r) in connection with sale-leaseback transactions permitted under the Indenture.

Notwithstanding the provisions described in the immediately preceding paragraph, the Parent Guarantor or any Restricted Subsidiary may, without ratably securing the debt securities, create, assume, guarantee or suffer to exist any indebtedness which would otherwise be subject to such restrictions, and renew, extend or replace such indebtedness, provided that the aggregate amount of such indebtedness, when added to the fair market value of property transferred in certain sale and leaseback transactions permitted by the Indenture as described below under "Sale-Leaseback Financings" (computed without duplication of amount) does not at the time exceed 15% of Net Tangible Assets.

If the Parent Guarantor or any Restricted Subsidiary merges or consolidates with, or purchases all or substantially all of the assets of, another corporation, or the Parent Guarantor sells all or substantially all of its assets to another corporation, and if such other corporation has outstanding obligations secured by an Encumbrance which, by reason of an after-acquired property clause or similar provision, would extend to any Principal Plant owned by the Parent Guarantor or such Restricted Subsidiary immediately prior thereto, the Parent Guarantor or such Restricted Subsidiary, as the case may be, will in such event be deemed to have created an Encumbrance, within the prohibition of the covenant described above, unless (a) such merger or consolidation involving a Restricted Subsidiary constitutes a disposition by the Parent Guarantor of its interest in the Restricted Subsidiary or (b) (i) at or prior to the effective date of such merger, consolidation, sale or purchase, such Encumbrance shall be released of record or otherwise satisfied to the extent it would extend to such Principal Plant, (ii) prior thereto, the Parent Guarantor or such Restricted Subsidiary shall have created, as security for the debt securities (and, if the Parent Guarantor shall so determine, as security for any other indebtedness of the Parent Guarantor then existing or thereafter created ranking equally with the debt securities and any other indebtedness of such Restricted Subsidiary then existing or thereafter created), a valid Encumbrance which will rank equally and ratably with the Encumbrances of such other corporation on such Principal Plant of the Parent Guarantor or such Restricted Subsidiary, as the case may be, or (iii) such Encumbrance is otherwise permitted or complies with the Covenant described above.

In each instance referred to in the preceding paragraphs where the Parent Guarantor is obligated to provide security for the debt securities (except, for certain issues of indebtedness, in the case of transactions relating to stock of a Restricted Subsidiary), the Parent Guarantor would be required to provide comparable security for other outstanding indebtedness under the indentures and other agreements relating thereto.

***Sale-Leaseback Transactions Relating to Principal Plants***

- a. Except to the extent permitted under paragraph (c) below, and except for any transaction involving a lease for a temporary period, not to exceed three years, by the end of which it is intended that the use of the leased property by the Parent Guarantor or any Restricted Subsidiary will be discontinued and except for any transaction with a state or local authority that is required in connection with any program, law, statute or regulation that provides financial or tax benefits not available without such transaction, the Parent Guarantor shall not sell any Principal Plant as an entirety, or any substantial portion thereof, with the intention of taking back a lease of such property and the Parent Guarantor will not permit any Restricted Subsidiary to sell to anyone other than the Parent Guarantor or a Restricted Subsidiary any Principal Plant as an entirety, or any substantial portion thereof, with the intention of taking back a lease of such property unless:
- b. the net proceeds of such sale (including any purchase money mortgages received in connection with such sale) are at least equal to the fair market value (as determined by an officer of the Parent Guarantor) of such property and
- c. subject to paragraph (d) below, the Parent Guarantor shall, within 120 days after the transfer of title to such property (or, if the Parent Guarantor holds the net proceeds described below in cash or cash equivalents, within two years)
  - (i) purchase, and surrender to the Trustee for retirement as provided in this covenant, a principal amount of debt securities equal to the net proceeds derived from such sale (including the amount of any such purchase money mortgages), or
  - (ii) repay other pari passu indebtedness of the Parent Guarantor or any Restricted Subsidiary in an amount equal to such net proceeds, or
  - (iii) expend an amount equal to such net proceeds for the expansion, construction or acquisition of a Principal Plant, or
  - (iv) effect a combination of such purchases, repayments and plant expenditures in an amount equal to such net proceeds.
- d. At or prior to the date 120 days after a transfer of title to a Principal Plant which shall be subject to the requirements of this covenant, the Parent Guarantor shall furnish to the Trustee:
- e. an Officers' Certificate stating that paragraph (a) of this covenant has been complied with and setting forth in detail the manner of such compliance, which certificate shall contain information as to
  - (i) the amount of debt securities theretofore redeemed and the amount of debt securities theretofore purchased by the Parent Guarantor and cancelled by the Trustee and the amount of debt securities purchased by the Parent Guarantor and then being surrendered to the Trustee for cancellation,
  - (ii) the amount thereof previously credited under paragraph (d) below,
  - (iii) the amount thereof which it then elects to have credited on its obligation under paragraph (d) below, and
  - (iv) any amount of other indebtedness which the Parent Guarantor has repaid or will repay and of the expenditures which the Parent Guarantor has made or will make in compliance with its obligation under paragraph (a), and
- f. a deposit with the Trustee for cancellation of the debt securities then being surrendered as set forth in such certificate.

- g. Notwithstanding the restriction of paragraph (a) above, the Parent Guarantor and any one or more Restricted Subsidiaries may transfer property in sale-leaseback transactions which would otherwise be subject to such restriction if the aggregate amount of the fair market value of the property so transferred and not reacquired at such time, when added to the aggregate principal amount of indebtedness for borrowed money permitted by the last paragraph of the covenant described under “—Limitation on Liens” which shall be outstanding at the time (computed without duplication of the value of property transferred as provided in this paragraph (c)), does not at the time exceed 15% of Net Tangible Assets.
- h. The Parent Guarantor, at its option, shall be entitled to a credit, in respect of its obligation to purchase and retire debt securities under this covenant, for the principal amount of any debt securities deposited with the Trustee for the purpose and also for the principal amount of (i) any debt securities theretofore redeemed at the option of the Parent Guarantor and (ii) any debt securities previously purchased by the Parent Guarantor and cancelled by the Trustee, and in each case not theretofore applied as a credit under this paragraph (d) or as part of a sinking fund arrangement for the debt securities.
- i. For purposes of this covenant, the amount or the principal amount of debt securities which are issued with original issue discount shall be the principal amount of such debt securities that on the date of the purchase or redemption of such debt securities referred to in this covenant could be declared to be due and payable pursuant to the Indenture.

#### **Additional Amounts**

To the extent that any Guarantor is required to make payments in respect of the debt securities, such Guarantor will make all payments in respect of the debt securities without withholding or deduction for or on account of any present or future taxes or duties of whatever nature imposed or levied by way of withholding or deduction at source by or on behalf of any jurisdiction in which such Guarantor is incorporated, organized or otherwise tax resident or any political subdivision or any authority thereof or therein having power to tax (the “Relevant Taxing Jurisdiction”) unless such withholding or deduction is required by law. Where a Guarantor is a Luxembourg resident, please refer to the section entitled “Tax Considerations—Luxembourg Taxation” for a description of tax consequences under Luxembourg law. In such event, such Guarantor will pay to the Holders such additional amounts (the “Additional Amounts”) as shall be necessary in order that the net amounts received by the Holders, after such withholding or deduction, shall equal the respective amounts of principal and interest which would otherwise have been receivable in the absence of such withholding or deduction; except that no such Additional Amounts shall be payable on account of any taxes or duties which:

- (a) are payable by any person acting as custodian bank or collecting agent on behalf of a Holder, or otherwise in any manner which does not constitute a deduction or withholding by the Guarantor from payment of principal or interest made by it;
- (b) are payable by reason of the Holder or beneficial owner having, or having had, some personal or business connection with such Relevant Taxing Jurisdiction and not merely by reason of the fact that payments in respect of the debt securities or the Guarantees are, or for purposes of taxation are deemed to be, derived from sources in, or are secured in the Relevant Taxing Jurisdiction;
- (c) are imposed or withheld by reason of the failure of the Holder or beneficial owner to provide certification, information, documents or other evidence concerning the nationality, residence or identity of the Holder and beneficial owner or to make any valid or timely declaration or similar claim or satisfy any other reporting requirements relating to such matters, whether required or imposed by statute, treaty, regulation or administrative practice, as a precondition to exemption from, or a reduction in the rate of withholding or deduction of, such taxes;
- (d) consist of any estate, inheritance, gift, sales, excise, transfer, personal property or similar taxes;
- (e) are imposed on or with respect to any payment by the applicable Guarantors to the registered Holder if such Holder is a fiduciary or partnership or any person other than the sole beneficial owner of such payment to the extent that taxes would not have been imposed on such payment had such registered Holder been the sole beneficial owner of such debt security;

- (f) are deducted or withheld pursuant to (i) any European Union directive or regulation concerning the taxation of interest income; (ii) any international treaty or understanding relating to such taxation and to which the Relevant Taxing Jurisdiction or the European Union is a party, or (iii) any provision of law implementing, or complying with, or introduced to conform with, such directive, regulation, treaty or understanding;
- (g) are payable by reason of a change in law or practice that becomes effective more than 30 days after the relevant payment of principal or interest becomes due, or is duly provided for and written notice thereof is provided to the Holders, whichever occurs later;
- (h) are payable because any debt security was presented to a particular paying agent for payment if the debt security could have been presented to another paying agent without any such withholding or deduction; or
- (i) are payable for any combination of (a) through (h) above.

References to principal or interest in respect of the debt securities shall be deemed to include any Additional Amounts, which may be payable as set forth in the Indenture.

The preceding covenant regarding Additional Amounts will not apply to any Guarantor at any time when such Guarantor is incorporated in a jurisdiction in the United States; provided, however, that such covenant will apply to the Issuer at any time when it is incorporated in a jurisdiction outside of the United States. The prospectus supplement relating to the debt securities may describe additional circumstances in which the Guarantors would not be required to pay additional amounts.



## American Depositary Shares

This section will summarize the material provisions of the Amended and Restated Deposit Agreement, dated as of March 23, 2018 (the “**Deposit Agreement**”), among AB InBev, The Bank of New York Mellon, as depositary, and the owners and holders of American Depositary Shares (“**ADSs**”) from time to time under the Deposit Agreement. As used in this section headed “—*American Depositary Shares*” all references to the “depositary” are references to The Bank of New York Mellon in its capacity as depositary under the Deposit Agreement, and all references to the “custodian” are to the principal Brussels office of ING Belgium SA/NV in its capacity as custodian under the Deposit Agreement as appointed by the depositary.

We do not, however, describe every aspect of the deposit agreement, which has been filed as Exhibit 4.2 to our registration statement on Form S-8, filed with the SEC on 14 September 2018. You should read the Deposit Agreement for a more detailed description of the terms of the ADRs. You may obtain copies of the Deposit Agreement and any amendments thereto from the SEC’s website at [www.sec.gov](http://www.sec.gov). Copies of the Deposit Agreement are also on file at the ADR depositary’s corporate trust office and the office of the custodian. They are open to inspection by owners and holders during business hours.

Uncertificated ADSs may be registered on the books of the depositary in electronic book-entry form by means of the Direct Registration System (“**DRS**”) operated by The Depository Trust Company (“**DTC**”). Periodic statements will be mailed to our ADS holders that reflect their ownership interest in such ADSs. Alternatively, under the Deposit Agreement, our ADSs may be certificated by ADRs delivered by the depositary to evidence the ADSs. Unless otherwise specified in this description, references to “ADSs” include (i) our uncertificated ADSs, the ownership of which will be evidenced by periodic statements ADS holders will receive, and (ii) our certificated ADSs evidenced by our ADRs.

The depositary’s office is located at 240 Greenwich Street, New York, New York 10286, United States. Because the depositary or its nominee actually holds the underlying Ordinary Shares, ADS holders generally receive the benefit from such underlying AB InBev Ordinary Shares through the depositary. ADS holders must rely on the depositary to exercise the rights of a shareholder on their behalf, including the voting of the Ordinary Shares represented by the ADSs. If a person becomes an owner of our ADSs, it will become a party to the Deposit Agreement and therefore will be bound by its terms and by the terms of the ADSs and the ADRs. The Deposit Agreement specifies the rights and obligations of AB InBev, the ADS holders’ rights and obligations as owners of ADSs and the rights and obligations of the depositary. The Deposit Agreement, the ADSs and the ADRs will be governed by New York law. However, the underlying Ordinary Shares will continue to be governed by Belgian law, which may be different from New York law.

### **General**

The Bank of New York Mellon, as depositary, will register and deliver ADSs. Each ADS will represent one share (or a right to receive one share) deposited with the principal Brussels office of ING Belgium SA/NV, as custodian for the depositary. Each ADS will also represent any other securities, cash or other property which may be held by the depositary. The depositary’s corporate trust office at which the ADSs will be administered is located at 240 Greenwich Street, New York, New York 10286, United States. The Bank of New York Mellon’s principal executive office is located at 240 Greenwich Street, New York, New York 10286, United States.

You may hold ADSs either (A) directly (i) by having an ADR, which is a certificate evidencing a specific number of ADSs, registered in your name, or (ii) by having ADSs registered in your name in the DRS, or (B) indirectly by holding a security entitlement in ADSs through your broker or other financial institution. If you hold ADSs directly, you are a registered ADS holder, also referred to as an ADS holder. This description assumes you are an ADS holder. If you hold the ADSs indirectly, you must rely on the procedures of your broker or other financial institution to assert the rights of ADS holders described in this section. You should consult with your broker or financial institution to find out what those procedures are.

DRS is a system administered by DTC, pursuant to which the depositary may register the ownership of uncertificated ADSs, which ownership shall be evidenced by periodic statements sent by the depositary to the registered holders of uncertificated ADSs.

As an ADS holder, we will not treat you as one of our shareholders and you will not have shareholder rights. Belgian law governs shareholder rights. The depositary will be the holder of the shares underlying your ADSs. As a registered holder of ADSs, you will have ADS holder rights. A deposit agreement among us, the depositary and you, as an ADS holder, and all other persons indirectly holding ADSs sets out ADS holder rights as well as the rights and obligations of the depositary. New York law governs the Deposit Agreement and the ADSs.

### ***Dividends and Other Distributions***

The depositary will agree to pay to ADS holders the cash dividends or other distributions it or the custodian will receive on shares or other deposited securities, after deducting its fees and expenses. Shareholders will receive these distributions in proportion to the number of ordinary shares their ADSs represent.

**Cash.** The depositary will convert, as promptly as practicable, any cash dividend or other cash distribution we pay on the shares into U.S. dollars, if it can do so on a reasonable basis and can transfer the U.S. dollars to the United States. If that is not possible or if any government approval that is required is not filed, sought or obtained in a reasonable period by the depositary, the Deposit Agreement allows the depositary to distribute the foreign currency only to those ADS holders to whom it is possible to do so. It will hold the foreign currency it cannot convert for the account of the ADS holders who have not been paid. It will not invest the foreign currency and it will not be liable for any interest.

The depositary may convert currency itself or through any of its affiliates and, in those cases, acts as principal for its own account and not as agent, adviser, broker or fiduciary on behalf of any other person and earns revenue, including, without limitation, transaction spreads, that it will retain for its own account. The revenue is based on, among other things, the difference between the exchange rate assigned to the currency conversion made under the deposit agreement and the rate that the depositary or its affiliate receives when buying or selling foreign currency for its own account. The depositary makes no representation that the exchange rate used or obtained in any currency conversion under the deposit agreement will be the most favorable rate that could be obtained at the time or that the method by which that rate will be determined will be the most favorable to ADS holders, subject to the depositary's obligations under the deposit agreement. The methodology used to determine exchange rates used in currency conversions is available upon request.

Before making a distribution, any withholding taxes, or other governmental charges that must be paid will be deducted. The depositary will distribute only whole U.S. dollars and cents and will round fractional cents to the nearest whole cent.

**Shares.** The depositary may, and will, if we ask it to in writing, distribute additional ADSs representing any shares we distribute as a dividend or free distribution. The depositary will only distribute whole ADSs. It will sell shares which would require it to deliver a fractional ADS and distribute the net proceeds in the same way as it does with cash. The depositary will not be required to distribute any securities (other than ADSs) to ADS holders unless it receives satisfactory assurance from us that it is legal to make that distribution. If the depositary does not distribute additional ADSs, the outstanding ADSs will also represent the new shares. The depositary may sell a portion of the distributed shares sufficient to pay its fees and expenses in connection with that distribution.

If we declare a distribution in which holders of deposited securities have a right to elect whether to receive cash, shares or other securities, or a right to elect to have a distribution sold on their behalf, the depositary shall endeavor to consult with us and, if we so request in writing, to make that right of election available for exercise by owners of ADSs in any manner the depositary considers to be lawful and practical. The depositary may require satisfactory assurances from us that doing so would not require registration of any securities under the Securities Act.

**Rights to purchase additional shares or other rights.** If we offer holders of our securities any rights to subscribe for additional shares or any other rights, the depositary may, after consulting with us, make these rights available to ADS holders or may sell the rights and distribute the proceeds in the same way as it does with cash. The depositary will allow rights that are not distributed or sold (either due to the terms of such rights offering or for any other reason) to lapse. In circumstances where rights would otherwise not be distributed, if an ADS holder requests a distribution of warrants or other instruments in order to exercise the rights allocable to the ADS of such holder, the depositary will make such right available to such holder upon our written notice that we permit such rights to be exercised and the holder has executed such documents as reasonably required under applicable law.

If the depositary makes rights available to ADS holders, upon the instruction from such ADS holders, it will exercise the rights and purchase the shares on their behalf. The depositary will then deposit the shares and deliver ADSs to the persons entitled to them. It will only exercise rights if you pay it the exercise price and any other charges the rights require you to pay.

U.S. securities laws may restrict transfers and cancellation of the ADSs represented by shares purchased upon exercise of rights. For example, you may not be able to trade these ADSs freely in the United States. In this case, the depository may deliver restricted depository shares that have the same terms as the ADSs described in this section except for changes needed to put the necessary restrictions in place.

**Other Distributions.** The depository will send to ADS holders anything else that we distribute on deposited securities by any means it may reasonably think is legal, equitable and practical. If it cannot make the distribution in that way, the depository has a choice. It may decide to sell what we distributed and distribute the net proceeds, in the same way as it does with cash. However, the depository will not be required to distribute any securities (other than ADSs) to ADS holders unless it receives satisfactory assurance from us that it is legal to make that distribution. The depository will be permitted to sell a portion of the distributed securities or property sufficient to pay its fees and expenses in connection with that distribution.

The depository will not be responsible if it decides that it is unlawful or impractical to make a distribution available to any ADS holders. We will have no obligation to register ADSs, shares, rights or other securities under the Securities Act. We also will have no obligation to take any other action to permit the distribution of ADSs, shares, rights or anything else to ADS holders. See Item 8. Financial Information—A. Consolidated Financial Statements and Other Financial Information—Dividend Policy” in the 2022 Form 20-F for further information on our current dividend policy.

### ***Deposit, Withdrawal, Cancellation and Transfer***

The depository will deliver ADSs if you or your broker deposit shares or evidence of rights to receive shares with the custodian. Upon payment of its fees and expenses and of any taxes or charges, such as stamp taxes or stock transfer taxes or fees, the depository will register the appropriate number of ADSs in the names you request and will deliver the ADSs to or upon the order of the person or persons that made the deposit.

You may surrender your ADSs at the depository’s corporate trust office. Upon payment of its fees and expenses and of any taxes or charges, such as stamp taxes or stock transfer taxes or fees, the depository will deliver the shares and any other deposited securities underlying the ADSs to the ADS holder or a person the ADS holder designates at the office of the custodian. Or, at your request, risk and expense, the depository will deliver the deposited securities at its corporate trust office, if feasible.

You may surrender your ADR to the depository for the purpose of exchanging your ADR for uncertificated ADSs. The depository will cancel that ADR and will send to the ADS holder a statement confirming that the ADS holder is the registered holder of uncertificated ADSs. Alternatively, upon receipt by the depository of a proper instruction from a registered holder of uncertificated ADSs requesting the exchange of uncertificated ADSs for certificated ADSs, the depository will execute and deliver to the ADS holder an ADR evidencing those ADSs.

ADSs evidenced by an ADR, when the ADR is properly endorsed or accompanied by proper instruments of transfer, shall be transferable as certificated registered securities under the laws of the State of New York. ADSs not evidenced by ADRs shall be transferable as uncertificated registered securities under the laws of the State of New York. The depository, notwithstanding any notice to the contrary, may treat the owner of ADSs as the absolute owner thereof for the purpose of determining the person entitled to distribution of dividends or other distributions or to any notice provided for in this Deposit Agreement and for all other purposes, and neither the depository nor AB InBev shall have any obligation or be subject to any liability under this Deposit Agreement to any holder of ADSs (but instead only to the owner of those ADSs).

### ***Voting Rights***

ADS holders may instruct the depository to vote the number of deposited shares their ADSs represent. The depository will notify ADS holders of shareholders’ meetings and arrange to deliver at our expense, except as we may otherwise agree with the depository, our voting materials to them if we so request. Those materials will describe the matters to be voted on and explain how ADS holders may instruct the depository how to vote. For instructions to be valid, they must reach the depository by a date set by the depository (the “**Instruction Cutoff Date**”).

The depositary will try, as far as practical, subject to the laws of Belgium and of our articles of association or similar documents, to vote or to have its agents vote the shares or other deposited securities as instructed by ADS holders (assuming such instruction was received prior to the Instruction Cutoff Date). The depositary will only vote or attempt to vote as instructed, or as provided below.

If (a) we made a request to the depositary and gave the depositary notice of the meeting, details concerning the matters to be voted upon and copies of materials to be made available to holders of ordinary shares in connection with the meeting at least 30 days prior to the meeting date and (b) no instructions are received by the depositary from an owner of ADSs with respect to an amount of deposited securities represented by ADSs of that owner and a matter on or before the Instruction Cutoff Date, the depositary shall deem that owner to have instructed the depositary to give, and the depositary shall give, a discretionary proxy to a person designated by us with respect to that amount of deposited securities to vote that amount of deposited securities as to that matter in accordance with any of our recommendations (including any recommendation by us to vote deposited securities on any issue in accordance with the majority shareholders' vote on that issue) as determined by the appointed proxy, except that such instruction shall not be deemed to have been given and the depositary shall not give a discretionary proxy with respect to any matter as to which we inform the depositary (and we agree to provide that information as promptly as practicable in writing, if applicable) that (i) we do not wish to receive a discretionary proxy, (ii) substantial opposition exists or (iii) the matter materially and adversely affects the rights of holders of ordinary shares.

We cannot assure you that you will receive the voting materials in time to ensure that you can instruct the depositary to vote your shares. In addition, the depositary and its agents are not responsible for failing to carry out voting instructions or for the manner of carrying out voting instructions.

#### ***Amendment and Termination***

The form of ADRs and any provisions of the Deposit Agreement may at any time and from time to time be amended by agreement between the us and the depositary without the consent of owners or holders of ADSs in any respect which we may deem necessary or desirable. Any amendment which shall impose or increase any fees or charges (other than taxes and other governmental charges, registration fees, telex or facsimile transmission costs, delivery costs or other such expenses), or which shall otherwise prejudice any substantial existing right of owners of ADSs, shall, however, not become effective as to outstanding ADSs until the expiration of 30 days after notice of such amendment shall have been disseminated to the owners of outstanding ADSs. Every owner and holder of ADSs, at the time any amendment so becomes effective, shall be deemed, by continuing to hold such ADSs or any interest therein, to consent and agree to such amendment and to be bound by the Deposit Agreement as amended thereby. In no event shall any amendment impair the right of the owner of ADSs to surrender ADSs and receive therefor the ordinary shares represented thereby, except in order to comply with mandatory provisions of applicable law.

We may terminate the Deposit Agreement by instructing the depositary to mail notice of termination to the owners of ADSs then outstanding at least 30 days prior to the termination date included in such notice. The depositary may likewise terminate the Deposit Agreement, if at any time 90 days shall have expired after the depositary delivered to us a written resignation notice and if a successor depositary shall not have been appointed and accepted its appointment as provided in the Deposit Agreement; in such case the depositary shall disseminate a notice of termination to the owners of ADSs then outstanding at least 30 days prior to the termination date. On and after the date of termination, the owner of ADSs will, upon (a) surrender of such ADSs, (b) payment of the fee of the depositary for the surrender of ADSs referred, and (c) payment of any applicable taxes or governmental charges, be entitled to delivery, to him or upon his order, of the amount of ordinary shares represented by those ADSs.

If any ADSs shall remain outstanding after the date of termination, the depositary thereafter shall discontinue the registration of transfers of ADSs, shall suspend the distribution of dividends to the owners thereof, and shall not give any further notices or perform any further acts under the Deposit Agreement, except that the depositary shall continue to collect dividends and other distributions pertaining to the ordinary shares, shall sell rights and other property as provided in the Deposit Agreement, and shall continue to deliver ordinary shares, together with any dividends or other distributions received with respect thereto and the net proceeds of the sale of any rights or other property, upon surrender of ADSs (after deducting, in each case, the fee of the depositary for the surrender of ADSs, any expenses for the account of the owner of such ADSs in accordance with the terms and conditions of the Deposit Agreement, and any applicable taxes or governmental charges). At any time after the expiration of four months from the date of termination, the depositary may sell the ordinary shares then held under the Deposit Agreement and may thereafter hold uninvested the net proceeds of any such sale, together with any other cash then held by it thereunder, unsegregated and without liability for interest, for the pro rata benefit of the owners of ADSs that have not theretofore been surrendered, such owners thereupon becoming general creditors of the depositary with respect to such net proceeds and that other cash. After making such sale, the depositary shall be discharged from all obligations under the Deposit Agreement, except to account for such net proceeds and other cash (after deducting, in each case, the fee of the depositary for the surrender of ADSs, any expenses for the account of the owner of such ADSs in accordance with the terms and conditions of the Deposit Agreement, and any applicable taxes or governmental charges). Upon the termination of the Deposit Agreement, the Company shall be discharged from all obligations under the Deposit Agreement except for its obligations to the depositary with respect to indemnification, charges, and expenses.

### ***Liability of AB InBev and the Depositary***

Neither AB InBev nor the depositary, nor any of their respective directors, employees, agents or affiliates shall incur any liability to any owner or holder of ADSs:

- (i) if by reason of (A) any provision of any present or future law or regulation or other act of the government of the United States, any State of the United States or any other state or jurisdiction, or of any governmental or regulatory authority or stock exchange; (B) (in the case of the depositary only) any provision, present or future, of the articles of association or similar document of AB InBev, or by reason of any provision of any securities issued or distributed by us, or any offering or distribution thereof; or (C) any event or circumstance, whether natural or caused by a person or persons, that is beyond the ability of the depositary, its agents or us, as the case may be, to prevent or counteract by reasonable care or effort (including, but not limited to earthquakes, floods, severe storms, fires, explosions, war, terrorism, civil unrest, labor disputes or criminal acts; interruptions or malfunctions of utility services, internet or other communications lines or systems; unauthorized access to or attacks on computer systems or websites; or other failures or malfunctions of computer hardware or software or other systems or equipment), the depositary or the Company is, directly or indirectly, prevented from, forbidden to or delayed in, or could be subject to any civil or criminal penalty on account of doing or performing and therefore does not do or perform, any act or thing that, by the terms of the Deposit Agreement or the deposited securities, it is provided shall be done or performed;
- (ii) for any exercise of, or failure to exercise, any discretion provided for in the Deposit Agreement (including any determination by the depositary to take, or not take, any action that the Deposit Agreement provides the depositary may take);
- (iii) for the inability of any owner or holder of ADSs to benefit from any distribution, offering, right or other benefit that is made available to holders of deposited securities but is not, under the terms of the Deposit Agreement, made available to owners or holders of ADSs; or
- (iv) for any special, consequential or punitive damages for any breach of the terms of the Deposit Agreement.

Where, by the terms of a distribution of cash, shares or other distributions, or an offering or distribution of rights to subscribe for additional shares, or for any other reason, such distribution or offering may not be made available to owners of ADRs, and the depositary may not dispose of such distribution or offering on behalf of such owners and make the net proceeds available to such owners, then the depositary shall not make such distribution or offering, and shall allow any rights, if applicable, to lapse. Neither we nor the depositary assume any obligation or shall be subject to any liability under the Deposit Agreement to owners or holders of ADSs, except that they agree to perform their obligations specifically set forth in the Deposit Agreement without negligence or bad faith. The depositary shall not be a fiduciary or have any fiduciary duty to owners or holders of ADSs. The depositary shall not be subject to any liability with respect to the validity or worth of the deposited securities. Neither we nor the depositary shall be under any obligation to appear in, prosecute or defend any action, suit, or other proceeding in respect of any deposited securities or in respect of the ADSs, on behalf of any owner or holder of ADSs or other person. Neither we nor the depositary shall be liable for any action or nonaction by it in reliance upon the advice of or information from legal counsel, accountants, any person presenting ordinary shares for deposit, any owner or holder of ADSs, or any other person believed by it in good faith to be competent to give such advice or information.

Each of the depositary and AB InBev may rely, and shall be protected in relying upon, any written notice, request, direction or other document believed by it to be genuine and to have been signed or presented by the proper party or parties. The depositary shall not be liable for any acts or omissions made by a successor

depository whether in connection with a previous act or omission of the depository or in connection with a matter arising wholly after the removal or resignation of the depository, provided that in connection with the issue out of which such potential liability arises, the depository performed its obligations without negligence or bad faith while it acted as depository. The depository shall not be liable for the acts or omissions of any securities depository, clearing agency or settlement system in connection with or arising out of book-entry settlement of deposited securities or otherwise. The depository shall not be responsible for any failure to carry out any instructions to vote any of the deposited securities or for the manner in which any such vote is cast or the effect of any such vote, provided that any such action or nonaction is in good faith. The depository shall not be liable for the inability or failure of an owner or holder of ADSs to obtain the benefit of a foreign tax credit, reduced rate of withholding or refund of amounts withheld in respect of tax or any other tax benefit.

No disclaimer of liability under the Securities Act of 1933 is intended by any provision of the Deposit Agreement.

### ***Notices and reports***

If we take or decide to take any corporate action related to cash dividends, share distributions, the offering of rights to subscribe for additional shares, or other distributions, or that effects or will effect a change of our name or legal structure, or that effects or will effect a change to our ordinary shares, we shall notify the depository and the custodian of that action or decision as soon as it is lawful and reasonably practical to give that notice.

We will arrange for the translation into English, if not already in English, to the extent required pursuant to any regulations of the SEC, and the prompt transmittal by us to the depository and the custodian of such notices and any other reports and communications which are made generally available by us to holders of our ordinary shares. If we so request in writing, the depository will disseminate, at our expense (except as otherwise agreed between us), of copies of such notices, reports and communications to all owners of ADSs or otherwise make them available to owners of ADSs in a manner that we specify as substantially equivalent to the manner in which those communications are made available to holders of ordinary shares and compliant with the requirements of any securities exchange on which the ADSs are listed. We will timely provide the depository with the quantity of such notices, reports, and communications, as requested by the depository from time to time, in order for the depository to effect that dissemination. The depository will disseminate to any owner of ADSs upon its request a copy of our most recent annual report, to the extent the Company has supplied copies of that report to the depository for that purpose.

### ***Changes Affecting Deposited Securities***

Upon any change in par value, split-up, consolidation or any other reclassification of deposited securities, or upon any recapitalization, reorganization, merger or consolidation or sale of assets affecting us or to which we are a party, or upon the redemption or cancellation by us of the deposited securities, any securities, cash or property which shall be received by the depository or a custodian in exchange for, in conversion of, in lieu of or in respect of deposited securities, shall be treated as new deposited securities under the Deposit Agreement, and ADSs shall thenceforth represent, in addition to the existing deposited securities, the right to receive the new deposited securities so received, unless additional ADSs are delivered pursuant to the following sentence. In any such case the depository may, and shall, if we so request in writing, deliver additional ADSs as in the case of a dividend in ordinary shares, or call for the surrender of outstanding ADRs to be exchanged for new ADRs specifically describing such new deposited securities.

### ***Your Right to Transfer ADSs or Receive the Shares Underlying Your ADRs***

ADS holders will have the right to transfer or cancel their ADSs and withdraw the underlying shares at any time except:

- when temporary delays arise because: (i) the depository has closed its transfer books or we have closed our transfer books; (ii) the transfer of shares is blocked to permit voting at a shareholders' meeting or (iii) we are paying a dividend on our shares;
- when you owe money to pay fees, taxes and similar charges; or

- when it is necessary to prohibit withdrawals in order to comply with any laws or governmental regulations that apply to ADSs or to the withdrawal of shares or other deposited securities.

This right of withdrawal may not be limited by any other provision of the Deposit Agreement.

#### ***Pre-release of ADSs***

The Deposit Agreement permits the depository to deliver ADSs before deposit of the underlying shares. This is called a pre-release of the ADSs. The depository may also deliver shares upon cancellation of pre-released ADSs (even if the ADSs are canceled before the pre-release transaction has been closed out). A pre-release will be closed out as soon as the underlying shares are delivered to the depository. The depository may receive ADSs instead of shares to close out a pre-release. The depository may pre-release ADSs only under the following conditions: (i) before or at the time of the pre-release, the person to whom the pre-release is being made represents to the depository in writing that it or its customer owns the shares or ADSs to be deposited; (ii) the pre-release is fully collateralized with cash or other collateral that the depository considers appropriate; (iii) the depository must be able to close out the pre-release on not more than five business days' notice; and (iv) subject to such further indemnities and credit regulation as the depository deems appropriate. In addition, the depository will limit the number of ADSs that may be outstanding at any time as a result of pre-release, although the depository may disregard the limit from time to time, if it thinks it is appropriate to do so.

#### ***Direct Registration System***

In the Deposit Agreement, all parties to the Deposit Agreement acknowledge that the DRS and Profile Modification System (“**Profile**”) will apply to uncertificated ADSs upon acceptance thereof to DRS by DTC. DRS is the system administered by DTC pursuant to which the depository may register the ownership of uncertificated ADSs, which ownership shall be evidenced by periodic statements sent by the depository to the registered holders of uncertificated ADSs. Profile is a required feature of DRS which allows a DTC participant, claiming to act on behalf of a registered holder of ADSs, to direct the depository to register a transfer of those ADSs to DTC or its nominee and to deliver those ADSs to the DTC account of that DTC participant without receipt by the depository of prior authorization from the ADS holder to register that transfer.

In connection with and in accordance with the arrangements and procedures relating to DRS/Profile, the parties to the Deposit Agreement understand that the depository will not verify, determine or otherwise ascertain that the DTC participant which is claiming to be acting on behalf of an ADS holder in requesting registration of transfer and delivery described in the paragraph above has the actual authority to act on behalf of the ADS holder (notwithstanding any requirements under the Uniform Commercial Code). In the Deposit Agreement, the parties will agree that the depository's reliance on and compliance with instructions received by the depository through the DRS/Profile and in accordance with the Deposit Agreement shall not constitute negligence or bad faith on the part of the depository.

#### **Shareholder Communications; Inspection of Register of Holders of ADSs**

The depository will make available for your inspection at its office all communications that it receives from us as a holder of deposited securities that we make generally available to holders of deposited securities. The depository will send you copies of those communications if we ask it to. You have a right to inspect the register of holders of ADSs, but not for the purpose of contacting those holders about a matter unrelated to our business or the ADSs.

I, Michel Doukeris, certify that:

- 1) I have reviewed this annual report on Form 20-F of Anheuser-Busch InBev SA/NV (the “Company”);
- 2) Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
- 3) Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Company as of, and for, the periods presented in this report;
- 4) The Company’s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Company and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the Company’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the Company’s internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the Company’s internal control over financial reporting; and
- 5) The Company’s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Company’s auditors and the audit committee of the Company’s Board of Directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Company’s ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the Company’s internal control over financial reporting.

Date: 17 March 2023

By: /s/ Michel Doukeris

Name: Michel Doukeris

Title: Chief Executive Officer



I, Fernando Tennenbaum, certify that:

- 1) I have reviewed this annual report on Form 20-F of Anheuser-Busch InBev SA/NV (the “Company”);
- 2) Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
- 3) Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Company as of, and for, the periods presented in this report;
- 4) The Company’s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Company and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the Company’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the Company’s internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the Company’s internal control over financial reporting; and
- 5) The Company’s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Company’s auditors and the audit committee of the Company’s Board of Directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Company’s ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the Company’s internal control over financial reporting.

Date: 17 March 2023

By: /s/ Fernando Tennenbaum

Name: Fernando Tennenbaum

Title: Chief Financial Officer

**Exhibit 13.1**

Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (subsections (a) and (b) of Section 1350, Chapter 63 of Title 18, United States Code), each undersigned officer of Anheuser-Busch InBev SA/NV (the “**Company**”), hereby certifies, to such officer’s knowledge, that:

The Annual Report on Form 20-F for the year ended 31 December 2022 (the “**Form 20-F**”) of the Company fully complies with the requirements of Section 13(a) or Section 15(d), as applicable, of the Securities Exchange Act of 1934 and information contained in the Form 20-F fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: 17 March 2023

By: /s/ Michel Doukeris

Name: Michel Doukeris

Title: Chief Executive Officer

Date: 17 March 2023

By: /s/ Fernando Tennenbaum

Name: Fernando Tennenbaum

Title: Chief Financial Officer



**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We hereby consent to the incorporation by reference in the Registration Statement on Form F-3 (No. 333-254516) and Registration Statements on Form S-8 (Nos. 333-268582, 333-250930, 333-237367, 333-231556, 333-227335, 333-221808, 333-165065, 333-165566, 333-169272, 333-171231, 333-172069, 333-178664, 333-188517, 333-192806, 333-201386 and 333-208634) of Anheuser-Busch InBev SA/NV of our report dated March 14, 2023 relating to the financial statements and the effectiveness of internal control over financial reporting, which appears in this Form 20-F.

Diegem, Belgium, March 17, 2023

PwC Bedrijfsrevisoren BV / Reviseurs d'Entreprises SRL  
Represented by

/s/ Koen Hens  
Koen Hens  
Statutory Auditor

### Guarantors and Issuers of Guaranteed Securities

Each of the following securities issued by Anheuser-Busch InBev Worldwide Inc., a wholly owned subsidiary of Anheuser-Busch InBev SA/NV, is fully and unconditionally guaranteed by Anheuser-Busch InBev SA/NV and jointly and severally guaranteed by Anheuser-Busch InBev Finance Inc., Anheuser-Busch Companies, LLC, Brandbrew S.A., Brandbev S.à r.l. and Cobrew NV, each wholly owned subsidiaries of Anheuser-Busch InBev SA/NV, on a full and unconditional basis:

**6.375% Notes due 2040**  
**8.200% Notes due 2039**  
**3.750% Notes due 2042**  
**4.950% Notes due 2042**  
**6.625% Notes due 2033**  
**5.875% Notes due 2035**  
**4.439% Notes due 2048**  
**4.000% Notes due 2028**  
**4.375% Notes due 2038**  
**4.600% Notes due 2048**  
**4.750% Notes due 2058**  
**Floating Rate Notes due 2024**  
**4.750% Notes due 2029**  
**4.900% Notes due 2031**  
**5.450% Notes due 2039**  
**5.550% Notes due 2049**  
**5.800% Notes due 2059**  
**3.500% Notes due 2030**  
**4.350% Notes due 2040**  
**4.500% Notes due 2050**  
**4.600% Notes due 2060**

Each of the following securities issued by Anheuser-Busch InBev Finance Inc., a wholly owned subsidiary of Anheuser-Busch InBev SA/NV, is fully and unconditionally guaranteed by Anheuser-Busch InBev SA/NV and jointly and severally guaranteed by Anheuser-Busch InBev Worldwide Inc., Anheuser-Busch Companies, LLC, Brandbrew S.A., Brandbev S.à r.l. and Cobrew NV, each wholly owned subsidiaries of Anheuser-Busch InBev SA/NV, on a full and unconditional basis:

**4.000% Notes due 2043**  
**4.625% Notes due 2044**  
**4.700% Notes due 2036 (issued January 2016)**  
**4.900% Notes due 2046 (issued January 2016)**

Each of the following securities co-issued by Anheuser-Busch InBev Worldwide Inc. and Anheuser-Busch Companies, LLC,, each wholly owned subsidiaries of Anheuser-Busch InBev SA/NV, is fully and unconditionally guaranteed by Anheuser-Busch InBev SA/NV and jointly and severally guaranteed by Anheuser-Busch InBev Finance Inc., Brandbrew S.A., Brandbev S.à r.l. and Cobrew NV, each wholly owned subsidiaries of Anheuser-Busch InBev SA/NV, on a full and unconditional basis:

**3.650% Notes due 2026 (issued May 2019)**  
**4.700% Notes due 2036 (issued May 2019)**  
**4.900% Notes due 2046 (issued May 2019)**