AB InBev

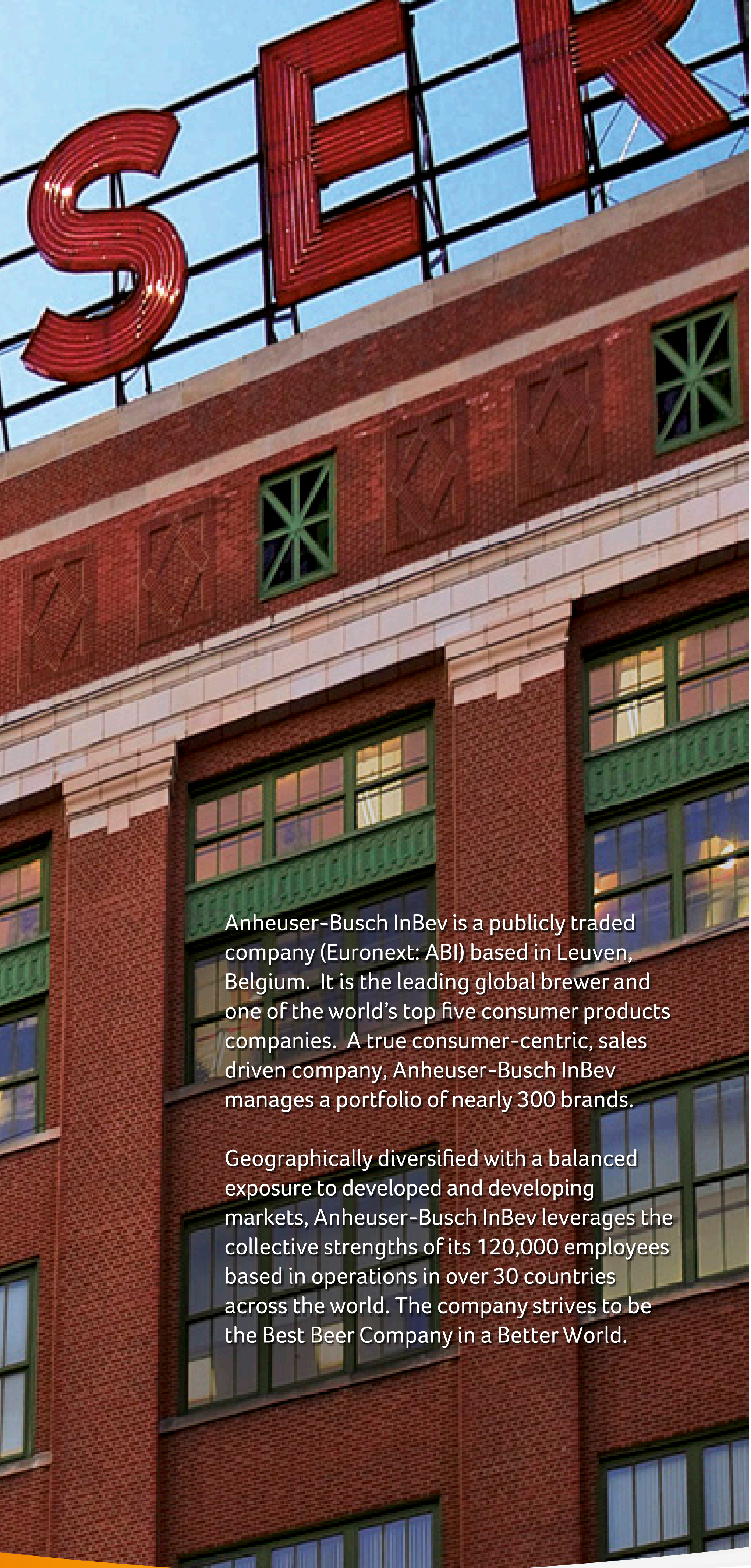
Our dream is to become

The Best Beer Company in a Better World

Annual Report 2008

Anheuser-Busch InBev

In November 2008 we closed the combination with Anheuser-Busch, creating Anheuser-Busch InBev, a world class consumer goods company with a pro-forma EBITDA of approximately 8.2 billion euro in 2008. The combined business has four of the top ten selling beers in the world, and has a number one or number two position in over 20 markets.



Anheuser-Busch InBev is a publicly traded company (Euronext: ABI) based in Leuven, Belgium. It is the leading global brewer and one of the world's top five consumer products companies. A true consumer-centric, sales driven company, Anheuser-Busch InBev manages a portfolio of nearly 300 brands.

Geographically diversified with a balanced exposure to developed and developing markets, Anheuser-Busch InBev leverages the collective strengths of its 120,000 employees based in operations in over 30 countries across the world. The company strives to be the Best Beer Company in a Better World.

'Anheuser-Busch and InBev both have rich brewing traditions and a commitment to quality and integrity. We will succeed by celebrating and integrating both companies' strong brands, heritages and values and by incorporating the best practices of both to create opportunities for all of our stakeholders worldwide.'

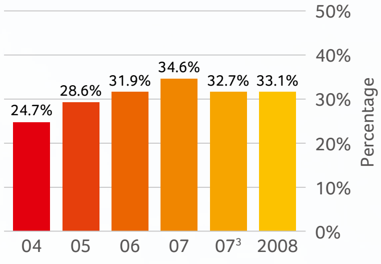
Chief Executive Officer

Key figures[1]

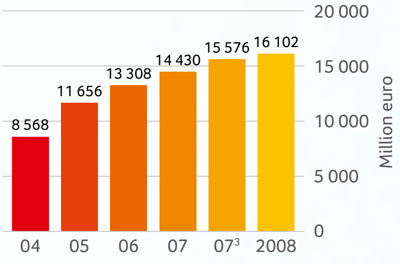
Million euro, unless stated otherwise	2004[2]	2005	2006	2007 reported	2007 restated[3]	2008
Volumes (million hls)	162	224	247	271	286	285
Revenue	8 568	11 656	13 308	14 430	15 576	16 102
Normalized EBITDA	2 116	3 339	4 239	4 992	5 091	5 334
EBITDA	2 329	3 132	4 223	5 324	5 423	4 928
Normalized profit from operations	1 255	2 439	3 223	3 920	3 933	4 022
Normalized profit attributable to equity holders of Anheuser-Busch InBev	621	1 024	1 522	1 863	1 886	1 711
Profit attributable to equity holders of Anheuser-Busch InBev	719	904	1 411	2 198	2 221	1 288
Net financial debt	3 271	4 867	5 563	5 093	n.a.	40 713
Cash flow from operating activities	1 384	2 405	3 287	4 064	n.a.	4 189
Normalized earnings per share before goodwill (euro)	1.69	1.71	2.50	3.05	1.91	1.71
Dividend per share (euro)	0.39	0.48	0.72	2.44	2.44	0.28
Pay out ratio (%)[4]	36.2	28.5	29	79	78	26.3
Weighted average number of ordinary shares (million shares)	480	600	608	610	976	999
Share price high (euro)	29.1	37.5	49.9	69.0	43.1	39.1
Share price low (euro)	20.3	24.6	35.0	47.7	29.8	10.0
Year-end share price (euro)	28.5	36.8	49.9	57.0	35.6	16.58
Market capitalization	16 442	22 355	30 611	34 770	n.a.	16 563

1 Refer to Glossary.
2 2004 as published, restated for the impact of the adoption of IFRS 2 Share-based payment (reduction of profit attributable to equity holders of Anheuser-Busch InBev by 9m euro) and for the impact of the early adoption of the IAS 19 Employee benefits option to recognize actuarial gains and losses in full in the period in which they occur in the statement of recognized gains and losses (increase of profit attributable to equity holders of Anheuser-Busch InBev by 9m euro).
3 Including pro-forma financials of Anheuser-Busch for the last 6 weeks of 2007 as the comparative basis for FY 2008.
4 Based on gross annual dividend by normalized profit attributable to equity holders of the company.

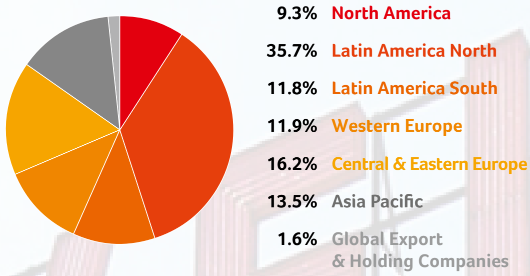
To facilitate the understanding of Anheuser-Busch InBev's underlying performance, the comments in this management report, unless otherwise indicated, are based on organic and normalized numbers. Given the transformational nature of the transaction with Anheuser-Busch we are presenting in this management report the 2007 consolidated volumes and results up to EBIT on a pro-forma basis (including pro-forma financials of Anheuser-Busch for the last 6 weeks of 2007 in the comparative base) and as such these financials are included in the organic growth calculations. The profit, cash flow and balance sheet are presented on a non pro-forma basis.



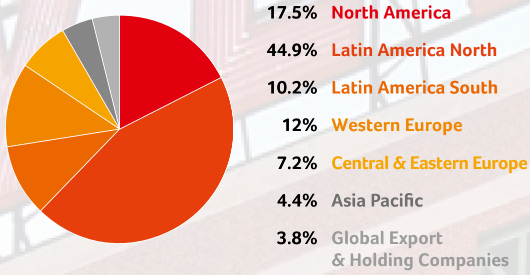
Normalized EBITDA



Revenue



2008 Volumes



2008 Normalized EBITDA

Brief overview

In 2008 we grew EBITDA* 4.6% in what was a tough year for us and for the industry as a whole, with overall volumes failing to meet forecasts in many markets and rising commodity costs and inflation for much of the year.

Our EBITDA margin decreased 15 bps, closing the year at 33.1%. Consolidated volumes were flat with our own beer volumes decreasing 0.3% and soft drinks volume growing of 4.9%.

Our top line grew 5.2% compared to the previous year driven to a great extent by price and revenue management initiatives combined with high quality marketing and sales execution in the marketplace.

Our decision to focus on and invest in a smaller number of higher value, or focus brands has produced encouraging results this year with these brands delivering volume growth of 2.6%.

In November 2008 we closed the combination with Anheuser-Busch, creating Anheuser-Busch InBev, a world class consumer goods company with a pro-forma EBITDA of approximately 8.2 billion euro in 2008. The combined business has four of the top ten selling beers in the world, and a number one or number two position in over 20 markets.

Since closing the transaction on 18 November, 2008 the integration process has progressed quickly delivering 250 million USD of synergies in 2008. We now feel confident enough to increase our synergy projection from the original 1.5 billion USD to 2.25 billion USD, with approximately 1 billion USD of which can be captured in 2009 and the balance in the following two years. Our teams are highly motivated and in full delivery mode.

* Whenever used in this report, the term 'normalized' refers to performance measures (EBITDA, EBIT, Profit, EPS) before non-recurring items. Non-recurring items are either income or expenses which do not occur regularly as part of the normal activities of the company. They are presented separately because they are important for the understanding of the underlying sustainable performance of the company due to their size or nature. Normalized measures are additional measures used by management and should not replace the measures determined in accordance with IFRS as an indicator of the company's performance.

'In 2008 we took great strides forward in creating significant opportunities through the combination of InBev and Anheuser-Busch. Our focus going forward is on expanding EBITDA, executing our divestiture plan and carefully managing key cash flow drivers in order to deleverage the business as quickly as possible.'

Chief Financial Officer

Guide to our business (full year pro-forma 2008 for Anheuser-Busch and InBev)

	Volume All Products 2008 full year (Mio HL)	Market Position (9) December 2008	Market Share 2008 (6)	Number of Beverage Plants	Trading Names
Global	**456.8**			**151**	
North America[10]	166.7			21	
USA[1]	128.4	Nº. 1	49.9%	12	Anheuser-Busch, InBev International, Labatt USA
Mexico (Modelo)[2]	26.2	Nº. 1	55.0%		Grupo Modelo
Canada	9.9	Nº. 1	42.9%	8	Labatt Brewering Company
Cuba	1.1	Nº. 2	45.1%	1	Bucanero
Export/Licenses handled by North America Zone [3]	1.2				Anheuser-Busch, Labatt Brewering Company
Latin America North	101.5			35	
Brazil - Beer	70.0	Nº. 1	67.5%	23	Cia de Bebidas das Americas-AmBev
Brazil - Soft Drinks	25.1	Nº. 2	18.0%	5	Cia de Bebidas das Americas-AmBev
Venezuela - Beer	1.0	Nº. 3	4.1%	1	CACN
Venezuela - Soft Drinks	0.1	-	-	-	CACN
Peru - Beer	1.0	Nº. 2	10.0%	1	Cia Cerv. AmBev Peru SA
Peru - Soft Drinks	2.2	Nº. 2	13.1%	1	Cia Cerv. AmBev Peru SA
Ecuador	0.2	Nº. 2	8.9%	1	Cervesur SA
Dominican Republic - Beer	0.4	Nº. 2	11.3%	1	Embodom C. por A.
Dominican Republic - Soft Drinks	1.2	Nº. 1	39.5%	1	Embodom C. por A.
Guatemala	0.2	Nº. 2	15.7%	1	Ind.del Atlântico S.A.
Latin America South	33.7			19	
Argentina - Beer	12.9	Nº. 1	74.4%	5	Cia y Malteria Quilmes SAICA y G
Argentina - Soft Drinks	12.6	Nº. 2	22.0%	5	Cia y Malteria Quilmes SAICA y G
Paraguay	2.4	Nº. 1	93.1%	1	Cia Paraguay SA
Bolivia	3.5	Nº. 1	97.1%	5	Cia Boliviana National SA
Chile	0.8	Nº. 2	13.3%	1	Cia Chile SA
Uruguay - Beer	0.9	Nº. 1	97.1%	2	FNC SA
Uruguay - Soft Drinks	0.7	-	-	-	FNC SA
Western Europe	35.0			16	
Belgium	5.9	Nº. 1	57.7%	4	InBev Belgium
France	2.1	Nº. 3	9.7%	-	InBev France
Luxemburg	0.2	Nº. 1	48.5%	1	Brasseries de Luxembourg Mousel-Diekirch S.A.
The Netherlands	2.5	Nº. 3	15.7%	2	InBev Nederland
U.K. [4]	11.9	Nº. 3	21.8%	4	InBev U.K.
Germany - Beer	9.0	Nº. 2	9.6%	5	InBev Germany
Germany - Soft Drinks	0.6	-	-	-	InBev Germany
Italy	1.3	Nº. 3	7.8%	-	InBev Italia
Export/Licenses handled by Western Europe Zone	1.5			-	
Central & Eastern Europe	46.1			24	
Bulgaria	1.5	Nº. 2	26.6%	2	Kamenitza
Croatia	1.5	Nº. 1	39.7%	1	Zagrebacka Pivovara
Czech Republic	2.6	Nº. 2	15.6%	2	Pivovary Staropramen
Hungary	1.9	Nº. 3	25.1%	1	Borsodi Sorgyar
Serbia	3.0	Nº. 1	54.3%	1	Apatin
Montenegro	0.5	Nº. 1	92.3%	1	Trebjesa
Romania	4.0	Nº. 3	19.2%	3	InBev Romania
Russia	18.6	Nº. 2	18.4%	10	SUN InBev
Ukraine	10.8	Nº. 1	37.5%	3	SUN InBev
Export/Licenses handled by Central & Eastern Europe Zone	1.8	-	-	-	
Asia Pacific[10]	71.0			36	
China [5]	63.6	Nº. 2	15.4%	33	Anheuser-Busch InBev China Zhujiang
South Korea[7]	7.4	Nº. 2	41.1%	3	Oriental Brewery
Global Exports/Licenses	2.8	-	-	-	-

(1) Includes Anheuser-Busch and Labatt USA full year 2008 volumes.
(2) Volume represents 50.2% stake in total Modelo volumes including exports. Market share is total Modelo Market share in Mexico based on 2007 Plato Logic estimate.
(3) Includes Anheuser-Busch and Labatt exports.
(4) Includes Anheuser-Busch full year 2008 volumes. Market share based on U.K. domestic market volume defined by BBPA - Sales Volume Survey.
(5) Includes Anheuser-Busch full year 2008 volumes, a 27% pro-rata stake in Tsingtao (14,549khl) and excludes Zhujiang. Total China market share based on market volumes from Plato Logic.

Global brands			Multi-country brands	Main local brands
Beck's	Stella Artois	Budweiser	Leffe, Hoegaarden, Staropramen	Bud Light, Bud Light Lime, Bud Ice, Budweiser Select, Michelob Ultra, Busch, Busch Light, Natural Light, Rolling Rock, Bass, Boddingtons, Labatt Blue, Brahma
		Budweiser		Corona, Bud Light
Beck's	Stella Artois	Budweiser	Leffe, Hoegaarden, Staropramen	Labatt Blue, Labatt Blue Light, Labatt Lite, Kokanee, Alexander Keith's, Bud Light, Brahma
Beck's				Bucanero[8], Cristal[8], Mayabe[8]
		Budweiser		Labatt Blue
	Stella Artois	Budweiser	Leffe, Hoegaarden	Antarctica, Bohemia, Skol, Brahma
				Guaraná Antarctica, Pepsi [9]
				Brahma Light, Brahma Ice, Brahma
				Malta Caracas
				Brahma
				Concordia[9], Pepsi[9], Triple Kola[9]
		Budweiser		Brahma
		Budweiser		Brahma
				Pepsi[9], 7UP[9], Red Rock
				Brahma
	Stella Artois	Budweiser		Andes, Norte, Quilmes Cristal, Pataporia, Brahma
				7UP[9], Pepsi[9], H2Oh[9]
Beck's	Stella Artois	Budweiser		Baviera, Ouro Fino, Pilsen, Brahma
	Stella Artois			Ducal, Paceña, Taquiña
	Stella Artois	Budweiser		Baltica, Becker, Brahma
	Stella Artois	Budweiser		Norteña, Patricia, Pilsen
Beck's	Stella Artois	Budweiser	Leffe, Hoegaarden	Belle-Vue, Jupiler, Brahma
Beck's	Stella Artois	Budweiser	Leffe, Hoegaarden	Boomerang, La Bécasse, Loburg, Brahma
Beck's	Stella Artois		Leffe	Belle-Vue, Diekirch, Jupiler, Mousel, Brahma
Beck's	Stella Artois	Budweiser	Leffe, Hoegaarden	Dommelsch, Jupiler, Hertog Jan, Brahma
Beck's	Stella Artois	Budweiser	Leffe, Hoegaarden, Staropramen	Bass, Boddingtons, Castlemaine XXXX[9], Tennent's, Brahma
Beck's	Stella Artois		Leffe, Staropramen	Diebels, Franziskaner, Haake-Beck, Hasseröder, Löwenbräu
Beck's	Stella Artois	Budweiser	Leffe, Staropramen	Tennent's Super, Brahma, Löwenbräu
Beck's	Stella Artois	Budweiser	Leffe, Hoegaarden, Staropramen	Bass, Boddingtons
Beck's	Stella Artois		Leffe, Hoegaarden, Staropramen	Kamenitza
Beck's	Stella Artois		Leffe, Hoegaarden, Staropramen	Ožujsko
Beck's	Stella Artois		Leffe, Hoegaarden, Staropramen	Branik, Kelt, Měštan, Ostravar, Vratislav, Velvet
Beck's	Stella Artois		Leffe, Hoegaarden, Staropramen	Borsodi
Beck's	Stella Artois			Jelen Pivo, Apatinsko Pivo
Beck's	Stella Artois			Niksicko
Beck's	Stella Artois		Leffe, Hoegaarden	Bergenbier, Noroc, Löwenbräu
Beck's	Stella Artois	Budweiser	Leffe, Hoegaarden, Staropramen	Bagbier, Klinskoye, Sibirskaya Korona, T, Tinkoff, Tolstiak, Brahma, Löwenbräu
Beck's	Stella Artois		Leffe, Hoegaarden, Staropramen	Chernigivske, Rogan, Taller, Yantar, Brahma
			Staropramen	
Beck's		Budweiser		Harbin, Sedrin, Double Deer, Jingling, KK, Zhujiang[8], Brahma
Beck's	Stella Artois	Budweiser	Leffe, Hoegaarden	Cass, Cafri, OB, Brahma
Beck's	Stella Artois	Budweiser	Leffe, Hoegaarden, Staropramen	Brahma

(6) Domestic Own Beer Market share. Brazil, Russia, Guatemala, Ecuador, Peru and Hungary based on 3rd Party retail Audit. All others based on Industry association or Plato Logic total market volumes.

(7) Market share based on Korean Alcohol & Liquor Industry Association reporting.

(8) Registered brands owned by our partners.

(9) Brewed under license or bottled under exclusive bottling agreement.

(10) Includes the pro-rata stake in the volumes of our associates Modelo and Tsingtao which are consolidated under the equity pick up method in our financial statements.

Letter to Shareholders

Our dream is to become the Best Beer Company in a Better World.

This dream took a significant step towards becoming a reality with the creation of Anheuser-Busch InBev in November of 2008. We are now not just the largest and most profitable beer company in the world, but we are also one of the world's leading consumer goods companies with a pro forma EBITDA of approximately 8.2 billion euro in full year 2008. This accomplishment was made possible by the strengths generated from the prior combination of AmBev and Interbrew just five years ago. As we look forward to the next five years we are even more optimistic about the potential created by the combination of Anheuser-Busch and InBev. Our confidence is supported not just by the enhancement of our global position, but by our ability to attract talented people who share our dream and further enhance our unique culture. Our constant and relentless pursuit of excellence gives us confidence as we look forward during these challenging times.

On the operational side, we delivered EBITDA growth of 4.6% while our EBITDA margin decreased 15 bps, closing the year at 33.1%. Since InBev's creation in 2004, our EBITDA margin has increased as follows: 24.7% in 2004, 28.6% in 2005, 31.9% in 2006, 32.7% in 2007 including pro forma financials of Anheuser-Busch for the last six weeks of 2007, to 33.1% in 2008.

Our top line grew 5.2% compared to the previous year. This was primarily achieved through price and revenue management initiatives, as industry volumes were weak throughout our markets.

Consolidated volumes were essentially flat with own beer volumes decreasing 0.3% and soft drinks volume growing 4.9%. Importantly, our focus brands grew 2.6%. Our focus brands are those with the highest growth potential within each relevant consumer segment and where we make the greatest marketing investment.

2008 was a year in which we saw good progress in our top 10 markets and with our focus brands:

U.S.: Anheuser-Busch gained 0.5 pp of market share. Bud Light Lime was ranked as the number one product launch in the entire consumer goods industry by IRI (Information Resources, Inc.) in 2008.

Brazil: We closed the year with an average market share of 67.5%, a contraction of 0.3 pp as year-end 2008 price increases were not immediately followed by competitors.

Canada: Our business posted a share gain of 0.2 pp, after many years of share decline. Budweiser and Bud Light continued to grow and achieved record share levels.

Argentina: We had a good year of market share growth in Argentina, up 1.9 pp compared to the previous year. Stella Artois is the number one international beer brand in Argentina.

Belgium: We increased our share by 0.2 pp. The Jupiler family performed well. Jupiler Tauro was launched and achieved good acceptance by our consumers.

U.K.: Our market share grew 0.4 pp of which the Stella Artois family represented 0.2 share points. Stella Artois 4% was a very successful launch.

Russia: We lost 0.8 pp of market share as we shifted emphasis to the premium segment.

South Korea: We gained 1.2 pp of market share. Cass is the fastest growing top five beer brand in South Korea for the second year in a row.

China: In the three provinces that represent more than 80% of our business (Zhejiang, Fujian and Jiangxi) our market share fell slightly, however Harbin showed a good performance in the Northeast.

Germany: We increased our share 0.4 pp and Beck's posted another year of great performance with volume growth of 5%.

On the cost side, our operating expenses increased 3.6%, below the average inflation rate of 5-6% for 2008. Cost of Sales (CoS) per hl increased 9.1%, which is 3.1% above the upper-end of our previous expectation, which was 5-6%. This performance was primarily driven by the combined effects of lower than expected volume growth in Zones with below average CoS/hl (Latin America North and Central & Eastern Europe) and the spread of industrial fixed costs over lower than expected volumes.

As a result of missing our targets in 2008, the CEO and most members of our Executive Board of Management will not receive a bonus this year. This is a concrete example of the ownership culture that we believe in at Anheuser-Busch InBev - that management incentives must be totally aligned with shareholders' interests.

2008 was, however, also a memorable year for all of us. The combination between Anheuser-Busch and InBev was not only an unprecedented transaction that reshaped the beer industry, but it also created a world class consumer goods company that ranks in the top tier globally in terms of sales and EBITDA.

An Integration Committee was established in July 2008 following the signing of the merger agreement. The mandate of the committee was to identify prior to closing, subject to all applicable legal restrictions, best practices from InBev and Anheuser-Busch.

Since closing the transaction on 18 November 2008, the integration process has progressed quickly delivering 250 million USD of synergies in 2008. We now feel confident enough to increase our synergy projection from the original 1.5 billion USD to 2.25 billion USD with approximately 1 billion USD captured in 2009, and the balance in the following two years. Our teams are highly motivated and in full delivery mode.

At the time of the creation of InBev in 2004, EBITDA margin expansion was identified as the ultimate metric to measure the successful integration of Interbrew and AmBev.

In integrating InBev and Anheuser-Busch, the metric by which we will judge ourselves in the first five years will be the Net Debt to EBITDA ratio, which will have a significant impact on our variable pay.

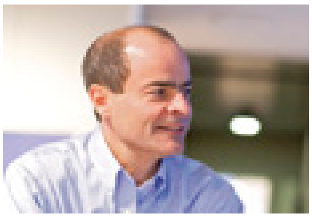
The Net Debt to EBITDA ratio not only measures EBITDA growth and EBITDA margin expansion, but also relevant drivers of cash flow generation, fully consistent with our commitment to quickly deleverage our company.

Looking out on 2009, our fundamentals remain strong, and we expect our margins to expand. Thus far, our pricing actions are holding and overall volume performance remains stable. To achieve these results, we will move with greater pace and urgency in 2009:

- Over-delivering on the synergies to be captured in 2009 as compared to our original expectations.
- Maintaining pricing discipline in relevant markets while continuing to support our focus brands.
- Continuing to execute at least 7 billion USD in divestitures.
- Reducing 2009 Capital Expenditure by at least 1 billion USD from pro forma 2008 while not compromising the quality of our products and the safety of our people.
- Continuing to strive for working capital improvements at the former InBev while releasing at least 500 million USD in working capital from the former Anheuser-Busch.
- Enhancing the maturity and currency profile of our outstanding debt.
- Optimizing the effective tax rate of the combined company towards the 25-27% range.

In 2009 we will continue to build on the platforms of our business model: our Dream/People/Culture platform, market execution capabilities, brand building skills, strict cost control and cash flow generation. While current market conditions pose significant challenges, demand for beer in our two major markets remains stable and our market share high. Moreover, we have strong market share momentum in most of our key regions, led by our focus brands and enhanced marketing efforts. Our People are our primary sustainable competitive advantage. The combination of Anheuser-Busch and InBev has significantly strengthened our talent pipeline and enriched our culture.

In summary, despite the challenging conditions in 2008, our people are energized and excited about our future and the pursuit of our dream of building the Best Beer Company in a Better World.



Carlos Brito
Chief Executive Officer

Peter Harf
Chairman of the Board

The new Anheuser-Busch InBev identity reflects the vision of our new organization. It is designed to represent drive, authenticity and friendship. It is also meant as a source of pride, which aims to motivate and inspire employees, engage with partners, and demonstrate our determination to become the Best Beer Company in a Better World.

Anheuser-Busch: The story so far

Heritage

- Anheuser-Busch traces its origins back to the Bavarian Brewery in St. Louis, which was established in 1852.
- In 1860 the struggling brewery was acquired by Eberhard Anheuser, a successful soap manufacturer, who later teamed up with his son-in-law, Adolphus Busch. The company was later renamed Anheuser-Busch .
- Through innovative marketing and new technologies - among them the introduction of pasteurization and artificial refrigeration - they transformed the local brewery into an industry leader.
- Budweiser was the brewery's first national beer brand, introduced in 1876. Twenty years later, Busch introduced Michelob, America's first specialty beer.

Operations & Investments

- By 2008 Anheuser-Busch operated 12 breweries in the U.S., 15 in China, one in India and one in the U.K.
- Budweiser is also locally brewed in nine other countries outside the U.S. under the direct supervision of Anheuser-Busch brewmasters. They are: Argentina, Canada, Ireland, Italy, Japan, Panamá, Russia, South Korea and Spain.
- Equity investments include a 50% direct and indirect interest in Mexico's Grupo Modelo, owner of the global Corona brand.

Brands

- Anheuser-Busch's passion for beer and commitment to quality have allowed the company to offer a diverse range of beers and beverages, loved by consumers in the U.S. and around the world.
- The company produces more than 100 beers including the Budweiser, Bud Light and Michelob brands, and offers a dozen non-alcoholic brews and soft drinks.
- Budweiser and Bud Light are two of the three largest-selling beers in the world.
- Budweiser, Bud Light, Michelob ULTRA, Busch, Natural Light and O'Doul's each hold the number one positions in their respective U.S. market segments.

Beer in the U.S.

- Beer is the most popular alcoholic beverage in the U.S. which has an 83% share of alcohol on a liquid basis, but a 56% share of alcohol beverage servings. The U.S. is the world's largest profit pool for beer, and in 2008, Anheuser-Busch had a market share of 49.2% of this market.
- The distribution system for beer is different from most other countries. After prohibition was repealed in 1933 a three-tier system of alcohol beverage distribution was established, in which producers sell to wholesalers, who then sell to retailers. At the same time, the ability to legislate in relation to the regulation of beer was delegated to a state level, leading to local legal variations.
- Despite being a developed market, the U.S. beer market has shown consistent growth over the past generation, with stable pricing. Over the past five years compound annual growth has been running at around 1%.

'Anheuser-Busch brewmasters have some of the highest quality standards in the industry. From selecting the finest, all-natural ingredients, to tasting the final beer, a rigorous and detailed quality assurance program is followed wherever Budweiser is brewed - to guarantee that each bottle, can or keg of Budweiser is the highest-quality beer possible, and that every Budweiser has the same refreshingly drinkable taste, wherever it is sold.'

Rick Shippey
Brewmaster, St. Louis Brewery

Success in China

China is the largest-volume and among the fastest-growing beer market in the world. Anheuser-Busch first invested in China in 1993. In 1995 the company began brewing in the Budweiser Wuhan International Brewery; in 2004 it acquired Harbin Brewery Group Ltd, China's oldest brewery, and the market share leader in the Northeast region of the country; in 2005 it increased its equity interest in Tsingtao Brewery Co. to 27% with the government retaining the majority share.

- The company's key brands in China are Budweiser, Budweiser Genuine Draft, Bud Ice, Harbin and Harbin Premium Brands. Anheuser-Busch also has exclusive import rights for Corona.
- Anheuser-Busch's key presence in China is in the Northeast of the country, whereas InBev's primary presence is in the Southeast, creating two highly complementary footprints with excellent potential for national reach and efficiencies of scale.

Citizenship and environmental performance

Anheuser-Busch is the U.S. industry leader in corporate social responsibility. The company has a longstanding commitment to ensuring its products are enjoyed responsibly by adults, including campaigns with the tagline 'Budweiser Means Moderation' that date to the early 1900s. Since 1982, the company and its nationwide network of wholesalers have invested more than three-quarters of a billion U.S. dollars in community-based programs and national advertising campaigns that promote responsible drinking and fight alcohol abuse.

Anheuser-Busch also has an exceptional tradition of environmental stewardship. More than 20 years ago, Anheuser-Busch pioneered Bio-Energy Recovery Systems (BERS) technology, a process that reclaims wastewater from the brewing process to create renewable energy that now provides up to 15 percent of the fuel for nine of its U.S. breweries, as well as its brewery in Wuhan, China. The company recycles more than 99% of its solid waste, and has reduced U.S. brewery water usage by almost 7% over the past five years, saving more than 4.7 billion liters of water. Anheuser-Busch Recycling Corp. recycles more than 27 billion cans annually, 25% more than the company puts on the market.

Budweiser and Bud Light are the two largest-selling beers in the world. Bud Light Lime, launched in spring 2008, was ranked as the number one product launch in the entire consumer goods industry in the U.S.

The Language we speak

Cost-Connect-Win : A winning model

- The cost element challenges us to continuously **reduce our cost-base**, enabling us to stay ahead of the game in a highly competitive marketplace.
- By realizing savings, we can invest more in connecting with consumers, **turning non-working money into working money**. The key is disciplined investment behind our brands, sales, and marketing capabilities to help us create sustainable revenue growth.
- Winning for us is about achieving **long-term, profitable, growth**. But not just volume growth regardless of the margin.

People are at the center of this virtuous circle. They represent our only long-term sustainable competitive advantage.

World-class efficiency

World-class efficiency drives every part of our production, supply, planning and sales cycle, wherever we do business, and whatever the wider economic circumstances.

We are constantly sharing lessons between teams, brands and Zones, and building processes to leverage our learnings and drive continuous improvement. Many of these processes reached unprecedented levels of maturity in 2008, measurable in terms of 'depth' of hold on the business, breadth of geographical reach, and direct contribution to the bottom line.

The three long-term objectives of our business are: to deliver volume growth ahead of industry growth; to grow revenue ahead of volumes while at the same time maintaining strong financial discipline; and to ensure that costs remain below inflation. All are necessary conditions if we are to fulfill our long-term goal of becoming the best beer company in the industry measured by profitability.

Behind these long-term objectives are key focal areas, which are the hallmarks of our business model, and which unite us in working towards our dream:

- Connecting with consumers
- Execution in the marketplace
- Financial and operational efficiency

'In the face of extremely volatile market conditions and accelerating inflation, we have achieved strong revenue growth per hectoliter in 2008 while maintaining or growing share in most key markets. This is a testament to the strength of our brands and the management of our sales processes.'

Chief Strategy & Sales Officer

Connecting with consumers

Our focus brands

Anheuser-Busch InBev is a portfolio player, in the business of building high quality brands for which consumers will pay a premium. In 2008 we continued to make clear brand choices, enabling us to put the right resources behind our focus brands - the brands we believe will most effectively build deep connections with consumers. They include our global brands and some of our multi-country brands and 'local jewels' that together account for two-thirds of our total volume. In 2008 we saw a significant improvement in the performance of these focus brands.

We also work hard to understand the values, lifestyles, and preferences of today's and tomorrow's consumers, building fresh appeal and competitive advantage through innovative products and services tailored to meet those needs.

Values Based Brands: Our recipe for success

All of our brands must have clearly defined and consistently communicated values, making them Values Based Brands (VBB). The process of defining these values is a key discipline for all marketing activities in our business and is proving particularly powerful in renovating and innovating our premium brands around the real and changing habits and preferences of consumers. Every one of our brands goes through a rigorous iteration of the VBB process.

VBB drives results: Cass in South Korea

The phenomenal success of Cass in South Korea in 2008 provides a good illustration of the correct implementation of our VBB process. Our consumer-centric approach to positioning Cass on the South Korean market used the VBB positioning system - in brand and consumer character definition, in distilling the essence of the brand, and in execution and refinement.

We repositioned Cass three years ago, and we invested in the brand in accordance with the company's leading marketing processes. The brand is now in excellent health and yielding great results, particularly during 2008. Cass consumer brand preference went from being 10 points behind the market leader in December 2007 to surpassing the number one beer brand in South Korea by the end of 2008.

Execution in the marketplace

World Class Commercial Program

Anheuser-Busch InBev is a consumer-centric and sales driven company, and we are continually working towards best in class marketing and sales. We have to outpace and out-execute our competitors with a sense of urgency to win with consumers at the Point of Connection.

Our World Class Commercial Program (WCCP) is an integrated marketing and sales Excellence Program. It is designed to continuously improve the quality of our marketing capabilities and processes by ensuring they are understood and consistently followed. It also aims to help all our sales teams to implement the right processes in eight core categories to help drive volume, market share and EBITDA.

WCCP Marketing covers three main processes: defining the country brand portfolio, planning and activating connections, and renovating and innovating.

WCCP Sales covers eight core categories and the links between them; management; people; field sales management; wholesaler management; key accounts; pricing; market programs, and cost-to-serve. The program is also a best practice training and sharing platform designed to establish a cycle of continuous improvement across all markets. At the heart of its growth is Point of Connection research followed by analysis, followed by action. WCCP Sales is not just about selling; it is about selling in the right way with the right processes.

The single biggest achievement of WCCP in 2008 was effective global alignment, in which all of our top ten markets shared processes that really helped them to achieve results. If one of our marketing and sales people moves from Russia to Argentina, they recognize the WCCP marketing and sales process immediately.

World-class efficiency drives every part of our production, supply, planning, sales and marketing cycle, wherever we do business, and whatever the wider economic circumstances.

Financial and operational efficiency

Keeping a tight grip on costs enables us to be leaner and fitter to face the challenges of the marketplace, and to invest more in our focus brands.

Zero-Based Budgeting

Zero-Based Budgeting (ZBB) is the basis for our financial efficiency. It is being implemented in the U.S. after having achieved a high level of maturity in most of the other Zones in 2008, positioning us well for tough times. For our employees, ZBB has now become a way of life. Implemented correctly, the ZBB process is the perfect companion to our VBB strategy, enabling us to partly feed savings and revenue directly into the market by putting it behind our most successful focus brands.

ZBB in action: Latin America South

A number of best practice processes which were launched in Latin America South in 2007 started to have a positive impact in terms of savings and budgeting flexibility in 2008. These included a Business Service Center (BSC), a Procurement Center and the ZBB process.

These processes gave the sales and marketing team additional flexibility, which helped to turn a good year into a great one. Savings were reinvested in the marketplace and marketing to create a virtuous cycle of growth.

Investment in the sales and marketing processes increased by 20%, accelerating a raft of point of sale placements, new TV campaigns for Quilmes Red and making the Quilmes Rock event even bigger and better.

ZBB: Four years on (Canada)

Although 2008 was the fourth year of ZBB in Canada, there were still many new people given package ownership and a number of new cost-saving measures implemented. A Local Package Owners program was launched, bringing 125 people into ZBB ownership. In addition, the Business Service Center (BSC) drove new efficiencies, and monthly meetings were held to analyze results and challenge unfavorable variances.

Business Service Center Excellence Program
At the heart of our drive for world-class efficiency in financial management are the Anheuser-Busch InBev Business Service Centers (BSC), which now operate across all Zones. BSCs focus on the transactional and support activities within Anheuser-Busch InBev, allowing other parts of the company to focus on their core functions: brewing, distributing, marketing and selling beer.

Not only did the BSC network expand in 2008 with new centers in Kharkiv in the Ukraine and Putian in China, but a new KPI-driven BSC Excellence Program was rolled out globally, standardizing working practices and identifying, celebrating and disseminating best practice.

The program has already driven remarkable performance improvements.

Voyager Plant Optimization

Voyager Plant Optimization (VPO) is Anheuser-Busch InBev's program to drive greater efficiency and standardization in our brewing operations and generate cost savings, while at the same time improving quality, safety and the environment. It also entails continuous assessment of our procurement processes to maximize purchasing power, helping us achieve the best results when we are purchasing a whole range of goods and services. Every year plants compete to qualify for the program and for the honor of being the company's top performing brewery.

Each element of the VPO program is embedded in the company culture, emphasizing the importance of everyone sharing goals while respecting our standards of business integrity and the leading principles that define our company culture. Training is a key element in enshrining these principles in the daily routine.

In 2008 the VPO program went global, as it extended into the recently integrated Latin America South Zone for the first time. Our Central & Eastern Europe Zone also made notable progress. At the beginning of 2008 there were eight plants certified for VPO in this Zone. By the end of 2008, 17 out of 24 plants were certified for VPO and another five are on schedule to be certified by April 2009.

Globally, by the end of 2008, 83 of our 131 plants had completed the rigorous certification process for Voyager Plant Optimization. We are still on track to achieve total VPO certification by 2010.

'We must do what is good for the beer industry as a whole at all the points at which it affects the world at large. We need to be fully committed to helping our industry deliver better performance, particularly in environmental areas. We should be proud of the progress we are making in areas such as water consumption and renewable energy but there is still a very long way to go.'

Claudio Braz Ferro

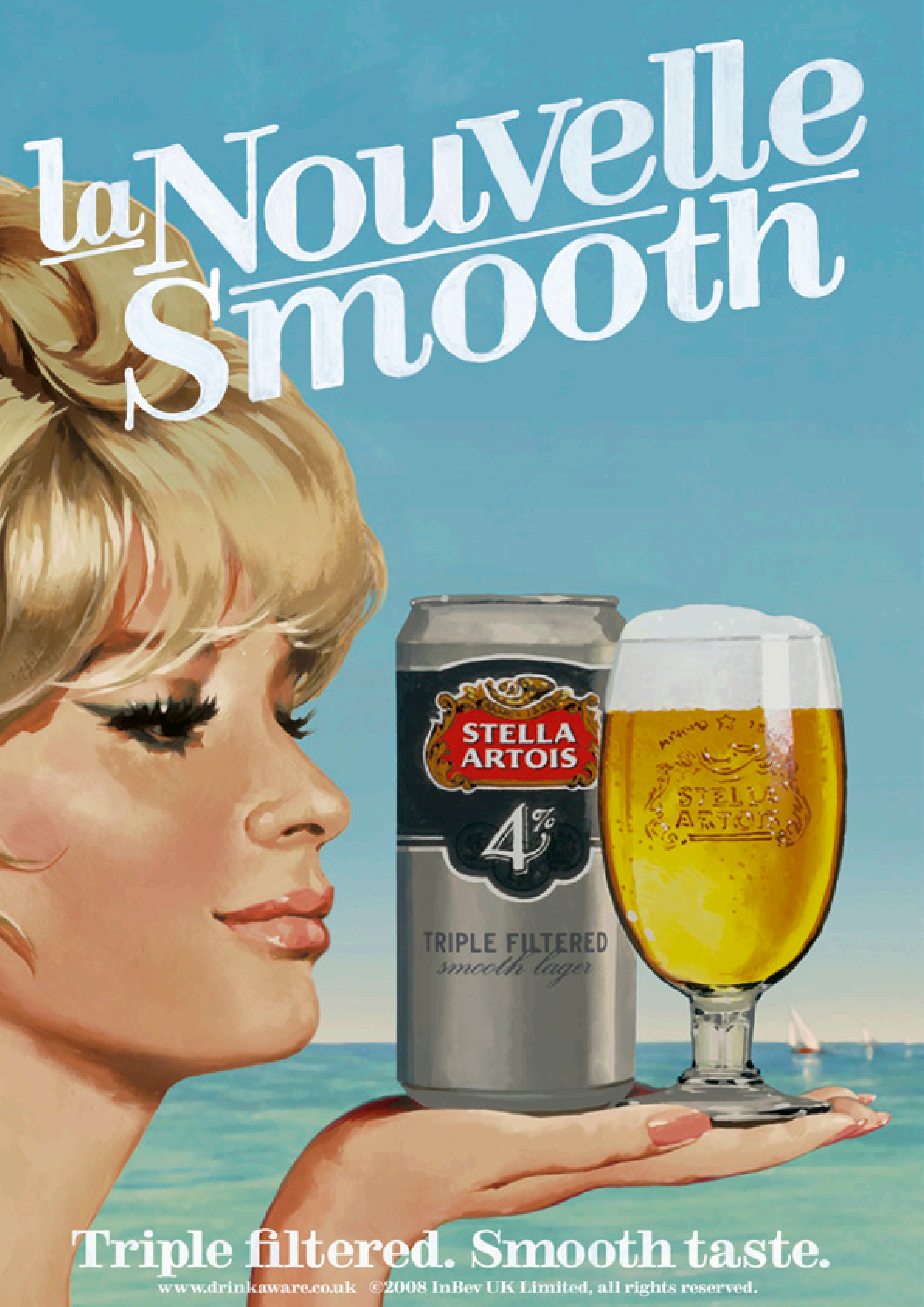
Chief Supply Officer

Champions in supply
In 2008 the Global Supply function teamed up with Local Supply experts to launch the multidisciplinary, multi-Zone Champions Project. The project has set out to identify efficiencies across borders and capture and share best practices. Already, projects in purchasing, inventory management, supplier management and hedge and risk management have been put in motion.

'Champions can best be seen as a huge Anheuser-Busch InBev umbrella, covering direct material savings initiatives in all Zones. It is allowing us to see for the very first time ever all the actions that all the Zones are taking to reduce costs. It has grown into a global database of initiatives which are being actively used by all Zones as they drive efficiencies for the business.'

Ingrid De Ryck

Director Packaging Procurement, Western Europe



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The Brands that define us

World-class marketing capability

Our company is and always will be a **sales-driven organization**. However, in 2008, the first of many new steps were taken to ensure we become a truly **consumer-centric company**. As a relative newcomer to the world's top five consumer product companies, Anheuser-Busch InBev needs to continue to build a truly world class marketing capability, to create sustainable shareholder value.

We continuously search and reapply global best practices, both internally and externally. We adjust everything to our needs, quantify where possible to track clear progress, and implement globally with characteristic Anheuser-Busch InBev speed and discipline.

Fewer bigger bets

We know focus works. This is why we have rigorously reinforced our focus brands strategy. Focus brands are those in which we invest most of our marketing money. Out of nearly 300 brands, and following a bottom-up exercise in all key countries, we are prioritizing a small group with greater growth potential within each relevant consumer segment. These focus brands, including our three global brands, key multi-country brands, and selected 'local jewels', account for two-thirds of our total volume.

One way of marketing - globally

In 2008 we created and successfully implemented one marketing language. We have given it a comprehensive definition, including metrics within our World Class Commercial Program (WCCP), shared by both the marketing and sales functions. For each country we translated our marketing ability into an objectively quantifiable component of our target setting and performance culture, allowing for cross-country comparison, best practice sharing, and targeted training and development. This integrated way of marketing has been shared from senior management through to brand management, aligning the entire company. As we integrate Anheuser-Busch and InBev, we will further upgrade this language and its tools, leveraging the best of both.

Addressing global trends with global brands

Our global brands have had a good year. Particularly in the more developed markets this achievement was the result of the focus placed on the brands that are able to address changing tastes globally. While our 'local jewels' remain the backbone of our company and capture local needs very well, there is a growing and very vibrant group of consumers who are behaving more and more like global citizens, with shared tastes and values.

Innovation and renovation

Strong brands, whether local or global ones, depend on a constant stream of innovation. Our pipelines for new variants, new packaging, and new equipment solutions are now well filled for the future. However, equally important for strong brands is the ability to renovate their core. The core variants need to stay relevant and vibrant to remain appealing to new generations of beer lovers. Systematically, we therefore measure marketing elements like packaging and labels. As necessary, and after solid testing, we carefully evolve them.

Within the new 'one way of marketing' we have created one global way to manage our innovation and renovation pipeline. 2008 saw new brands and varieties creating a wave of success, with innovations such as Stella Artois 4% (U.K.), Stella Artois Légère (Canada), Quilmes Red (Argentina), Jupiler Tauro (Belgium), Chernigivske non-alcoholic (Ukraine) and Brahma Fresh (Brazil). By the end of 2008, in partnership with Philips, we have sold a total of about 600,000 'PerfectDraft' dispensers, in five European countries, with mini-keg sales for home use reaching a record high. Renovation examples include Skol in Brazil, Jupiler in Belgium, and Stella Artois and Beck's globally.

Responsible Cool

In our journey to achieve our dream of becoming the Best Beer Company in a Better World, we must do our utmost to encourage responsible drinking. In 2008, together with public and private partners from different backgrounds and geographies, we leveraged our leading brands to encourage the right consumption behavior; regular, but moderate and with a full understanding of the negative personal and social consequences of excessive drinking. As an industry leader, we need to convince young adults of legal drinking age that 'Responsible Cool' is the new cool.

'Anheuser-Busch InBev's unique brands are a testimony to our deep brewing heritage and global passion for beer. There is an old word that captures our passion for beer culture and friendship perfectly: Zythology. It is to beer what Oenology is to wine. What could the world look like with a bit more Zythology?'

Chief Marketing Officer

Externally, we are seeing breakthroughs, particularly in the U.S. where Stella Artois is being showcased as a perfect accompaniment to *haute cuisine* at some of the most high profile gastronomic events in the country.

I ♥ AB INBEV BEERS!

Internally, 2008 saw the launch of the 'I Love Anheuser-Busch InBev Beers' program, inspiring employees to become true *Zythologists*, or beer connoisseurs; to appreciate the fine art of brewing, to gain a better understanding of the process as well as the ingredients, food pairing and the role of beer in gastronomy and culture at large, and to understand how to enjoy beer responsibly.

Global brands

Budweiser

Budweiser was introduced in 1876 when Adolphus Busch set out to create the United States' first truly national beer brand - brewed to be universally popular and transcend regional tastes. Each batch of Budweiser stays true to the original family recipe used by five generations of Busch family brewmasters. Budweiser, the 'Great American Lager' is a medium-bodied, flavorful, crisp and pure beer with blended layers of premium American and European hop aromas, brewed for the perfect balance of flavor and refreshment.

In 2008, Budweiser continued its strong performance in our North American Zone. The Budweiser family of brands had 11.6% share of the U.S. market and remained the number one brand in Canada.

Due to the global impact of many of its marketing campaigns, Budweiser is in the exceptional position of having strong brand equity in markets where it is not currently available. This represents a major opportunity for the new combined business to leverage Anheuser-Busch InBev's broader reach.

Beck's

True to its original recipe, Beck's has been brewed in the same way using four key natural ingredients for more than 125 years. Every bottle of Beck's is brewed according to the traditional German Reinheitsgebot (Purity law). It is a tribute to Beck's strong commitment to this heritage, that the brand has had only six brewmasters in a 125 year history.

Beck's is the number one German beer in the world, present in more than 100 countries. In 2008 it achieved very strong global growth, gaining or maintaining market share in four out if its five top markets.

Germany, its largest market, grew in both volume and share, despite a general downturn in beer consumption. In the U.K., Beck's had another strong year, delivering impressive double-digit growth in both market share and volume, helped by the successful expansion of Beck's Vier. In Romania, the leading Beck's market in the Central & Eastern European Zone, the brand's volumes were also up.

Much of this international growth was due to powerful brand innovations. The brand's progressive international image was given a boost with a completely new global packaging look and feel together with the launch of a unique and effective advertising campaign, reflecting its 'Different by Choice' identity. The launch of Beck's Green Lemon in Romania and Beck's Ice in Germany helped to drive sales, and at the same time Beck's continued to successfully leverage the 'Beck'sperience' music platform, engaging hundreds of thousands of consumers in Germany, the U.K., Central & Eastern Europe and Australia.

Stella Artois

Stella Artois is the premium lager, renowned the world over for its quality, and for the rich heritage of the brand which dates back to Leuven, Belgium in 1366. Stella Artois is a brand with a well-known international profile. It is currently distributed in more than 80 countries, and it has very strong global appeal.

Stella Artois had an excellent year globally, in terms of brand health as well as volume and share performance. Particularly in the U.K., a critically important market for the brand, we grew market share for the first time in five years. Furthermore, we delivered strong double-digit growth in Canada and the brand also grew particularly well in the U.S. where it is building such a sophisticated image that it has become the only beer brand that can be displayed alongside wine in the off-trade.

2008 also saw the fruition of a perfect example of how the Values Based Brands (VBB) approach can drive the business forward. Following the full implementation of the VBB process and consistently excellent in-market execution, Stella Artois became the number one international beer brand in Argentina, only 31 months after launch.

Stella Artois Légère

In 2008, we launched Stella Artois Légère in Canada, with extensive media support and intensive brand activation. The new launch reinforced the entire Stella Artois family, driving both volumes and preference for the mother brand. In Canada, which had a remarkable year in 2008, investment in focus brands rose by over a third across the year.

Stella Artois 4%

In August 2008, Stella Artois 4% was launched in the U.K. supported by a new advertising campaign, 'La Nouvelle Smooth'. The new brand catered to growing demand in the 4% segment in the U.K. and exceeded initial volume and distribution targets. This success was achieved despite competing in parallel with Beck's Vier, another 4% beer which we launched in 2007. The success of the two brands in the same segment shows how we can position brands next to each other in a fast-growing category to build broader market share.

Beck's Ice

Beck's Ice is a transparent beer with a unique lime and mint flavor. In 2008 it was launched in Germany - the first time a clear beer had been launched in this market. In less than six months over 125,000 hectoliters were sold, driving Beck's market share in the beer-mix segment in Germany from 9.4% to 10.9%.

Stella Artois World Draught Master

In 2008, a record number of countries entered the 12th Stella Artois World Draught Master competition - a competition that rewards the world's best pourer of Belgian beers. Tommy Goukens from Belgium was the winner, making it the sixth time a Belgian has won this global event. Clair Dong from China was runner-up, an excellent performance for her, and the first ever appearance of a Draught Master from China. Volodymyr Vavryk from the Ukraine came third.

Beck's was revitalized with powerful new global packaging in 2008.

Multi-country brands

Hoegaarden

Hoegaarden is a unique and authentic Belgian wheat (or 'white') beer. First brewed in 1445, this top fermented beer is refermented in the bottle or keg, leading to its distinctive cloudy white appearance. The unique taste of Hoegaarden delivers an appealing sweet and sour beer with a note of bitterness- slightly spicy, with a strong touch of coriander and a hint of orange.

With volume growth of over 20% in 2008 in the fast-growing white beer segment, Hoegaarden became the fastest-growing brand in the focus brand portfolio.

In 2008, considerable investments were made in the Hoegaarden brewery in Belgium to optimize production to meet the rising demand for Belgium's favorite white beer. In addition, a new Hoegaarden variety - Hoegaarden Citron was successfully launched.

One of 2008's key innovations was Leffe Christmas; an abbey beer to be enjoyed as much before or after the meal, as an aperitif with some cheese or toast or simply while having a calm and peaceful moment.

We are continually innovating around our key brands to create new ways for consumers to appreciate our beers.

Leffe

Leffe makes the extraordinary just perfect, bringing people together to share and savor special moments. The Leffe family of beers are rich and full bodied. Made from only the highest quality ingredients, they provide a recipe for rich moments in life that deserve to be savored. Leffe's unique brewing heritage is now shared and enjoyed by consumers in more than 60 countries worldwide.

Overall volume increased by 5.1% compared to 2007 driven by Leffe's strong performance in France. Leffe also saw its market share increase in both France and Belgium while at the same time increasing its brand awareness among consumers in all of its major markets through the year.

For the fourth time in a row, Leffe was given the Crystal Taste Award by the International Taste and Quality Institute, a leading, independent chef and sommelier based organization dedicated to judging, honoring, and promoting superior tasting food and drinks from around the world.

Local champions

Bud Light (U.S.)

Bud Light has become the world's best-selling beer. The American-style light lager appeals to consumers who like their beer cold and refreshing and appreciate Bud Light's ability to enhance the good times and lighter side of life. In the U.S., its share of the premium-light segment is 50% (more than the combined share of the next two premium-light brands) and its volume has grown more than any other Top 10 beer brand over recent years. Since 1997 Bud Light has grown market share among adults of the legal drinking age across virtually every age, gender and demographic group in the U.S.

Skol

The leading beer brand in the Brazilian market and the world's fourth-best selling brand, Skol has always invested in pioneering and innovation. In spring and summer 2008, Skol was repackaged in unique proprietary 630 ml and 1 liter returnable glass bottles and new 269 ml aluminum cans, in a successful move to offer value and continue to move the brand forward. The new packaging also includes a cool-sensitive ink which indicates to consumers when the beer has reached the ideal temperature for consumption.

Quilmes

The Quilmes varieties Stout and Bock over-performed in volume in 2008. And Quilmes Red Lager was successfully launched in the spring of 2008.

Harbin

Brewed at Harbin Brewery Group, the oldest and largest brewers in China with a leading position in the country's Northeast region, Harbin premium brands expanded to more than 30 new cities outside the Northeast in 2008. The further growth of Harbin brands, such as Harbin Ice and Harbin 1900, will be supported by a larger, relocated brewery in Tangshan which will be finished in late 2009 and have an initial capacity of approximately 3 million hectoliters with room for expansion.

Brahma Fresh

Launched in the Northeastern region of Brazil at the beginning of 2008, Brahma Fresh was well received by consumers and captured around 1% of the total Brazilian market by year end.

Jupiler

The market leader in Belgium for the last two decades, Jupiler continues to grow both volume and market share in Belgium, and has also now become the fastest growing beer brand in the Netherlands. In 2008 the brand was renovated with new packaging and Jupiler Tauro was successfully launched.

Bud Light (Canada)

Our new 'Keep the Good Times Going' campaign helped drive Bud Light up to the number five brand spot, making it the fastest growing brand in the Canadian beer market.

Chernigivske

In the Ukraine, Chernigivske non-alcoholic beer was launched successfully in cans and returnable glass bottles.

Cass

In 2008, Cass reached new heights in the South Korean market due to the disciplined application of our Values Based Brands strategy over the past two years. Cass delivered double-digit top line growth once again and consumer brand preference went from being 10 points behind the market leader in December 2007 to surpassing the number one beer brand in South Korea by the end of 2008.

Klinskoye

In 2008, Klinskoye, the number two beer brand in the Russian market, increased its market share by 0.2 pp and grew volume by 1.1% versus 2007. Named Brand of the Year by the EFFIE Awards, Klinskoye was also recognized as one of Russia's top 100 best products of 2008.

Siberian Crown

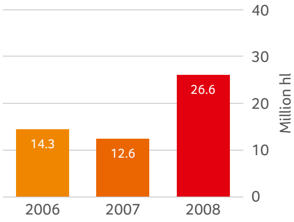
Siberian Crown (Sibirskaya Korona) has continued to grow both volume and market share, and was repackaged in 2008. Now in the top five Russian premium brands, it is on track to fulfill its potential as a powerful national brand.

The Zones that drive us

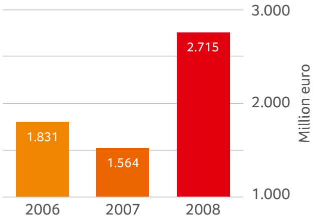
2008 - A year of mixed performances*

- In **North America**, Anheuser-Busch gained 0.5 pp of market share in the U.S. In Canada, after many years of decline, we posted a share gain of 0.2 pp. **Budweiser** and **Bud Light** continued to grow and achieved record share levels in Canada.
- In **Latin America North** we experienced a slight contraction of market share due to a difficult economic environment and price increases that were implemented towards the end of 2008.
- **Latin America South** had an exceptional year, with record market share growth in Argentina up 1.9 pp. **Stella Artois** became Argentina's number one international beer brand.
- In **Western Europe** a number of markets and brands performed well, with the **Stella Artois family** regaining share in the U.K.; **Beck's** posting strong volume growth in Germany; and **Jupiler** performing well in Benelux.
- We lost market share in Russia, but share was stable for **Central & Eastern Europe** overall.
- In **Asia Pacific** we gained 1.2 pp of market share in South Korea. **Cass** is the fastest growing top five beer brand in South Korea for the second year in a row.

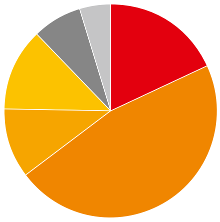
* Both from an accounting and managerial perspective, Anheuser-Busch InBev is organized along seven business Zones. Upon the acquisition of Anheuser-Busch, the Anheuser-Busch businesses are reported according to their geographical presence in the following segments: the U.S. and Packaging business and Modelo are reported in Zone North America; the U.K. business is reported in Zone Western Europe; the Harbin, Budweiser China business and Tsingtao are reported in Zone Asia Pacific; and the Export and Entertainment business are reported in the Global Export and Holding Companies segment.



Volumes



Revenue



Normalized EBITDA contribution of 17.5 %

North America

In 2008, market share grew in both the U.S. and Canada. Anheuser-Busch gained 0.5 pp of market share in the U.S. and Canada demonstrated excellent performance. Market share grew after many years of share decline and key brand preference scores continued to show strength. Organic net revenue per hectoliter gains kept ahead of inflation, despite inflationary pressure and high commodity prices. Key to our success in the Zone was the investment of people, thought and energy behind key focus brands in parallel with strong innovation, improved trade marketing execution and careful cost management.

In the U.S., Bud Light Lime was ranked the number one product launch in the entire consumer goods industry by IRI. In Canada, Budweiser remained the number one brand and performed well as did Stella Artois, Alexander Keith's and Lakeport. The Bud Light brand helped drive up our share of the light segment for the second year in a row, after years of decline, and gained 0.9 overall market share points versus 2007. It continued its sharp rise in popularity- from number 11 in 2005 to number 5 in 2008 - making it the fastest growing top 20 beer brand in Canada. Successful launches included Stella Artois Légère and Keith's Stag Head Stout.

The Zone team followed the Values Based Brands (VBB) approach closely, and transformed their trade marketing programs implementing our World Class Commercial Program (WCCP) sales methodology.

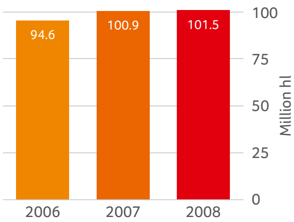
'The rigorous application of our brand marketing, people and in-market execution processes really paid off in 2008, and we raised share, net revenues and EBITDA simultaneously.'

Zone President Latin America South
Zone President North America 2008

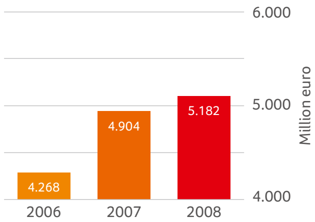
'Since Anheuser-Busch Recycling came into operation in 1978, we have recycled more than 430 billion aluminum beverage containers. Over the years, our employees have become recycling experts and enjoy working with local communities to develop creative solutions and educational programs. We try to show people that we can each make a difference to the environment by recycling, even if it is only one can at a time.'

Vice President Anheuser-Busch Recycling Corporation

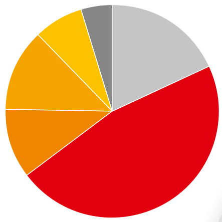
Latin America North



Volumes



Revenue



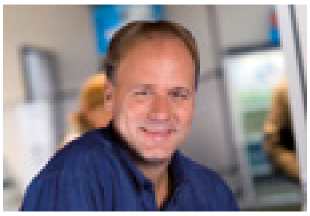
Normalized EBITDA contribution of 44.9 %

2008 was a challenging year for beer in the Latin America North (LAN) Zone, partly due to an early Carnival holiday, colder and wetter weather than normal and high food inflation which impacted consumer purchasing power. Brazil closed the year with an average market share of 67.5%, a contraction of 0.3 pp as year end 2008 price increases were not immediately followed by competitors.

However, 2008 was a strong year for innovations. We introduced successful packaging and promotional innovations around our biggest brand, Skol, which helped to maintain the brand's momentum. We also launched Brahma Fresh in the Northeast of Brazil at the beginning of the year, and by the end of the year it had already achieved a 4% share in the region and around 1% in the country as a whole. Hoegaarden, Leffe and Stella Artois were also launched to all key markets, building our strength in the premium import segment.

Our soft drinks operation performed well in 2008. Driven by a range of innovations it achieved 3.6% volume growth across the Zone and share growth of 0.2 pp in the key Brazilian market.

‘In the face of a tough market environment we have successfully focused our energy on innovation, strengthening and extending our brand portfolio and enhancing the bonds between our brands and consumers.’



Zone President North America
Zone President Latin America North 2008

A company of owners

‘Quality control is vital in producing only the highest quality beers for our consumers. As the manager of beer processes at our Rio de Janeiro plant, I am proud to say that Brahma, Skol, Bohemia, and Antarctica have all achieved a top three rating as part of our Corporate Quality brand ratings in 2008. As a whole, the Rio de Janeiro plant was rated first place along with three other plants in Brazil. In a span of 19 months, we had no product returns.’

Regional Process Manager, Brazil

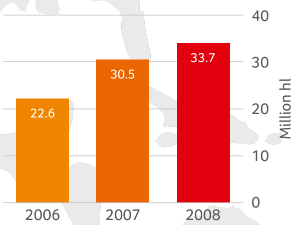
Latin America South

2008 was an exceptional year for every country in the Latin America South (LAS) Zone. EBITDA growth was in the high 30s, compared to 29.1 % normalized growth last year. At the heart of the Zone's remarkable performance was Argentina, where the portfolio of brands was expanded, creating stronger overall demand, and impressive EBITDA growth. The company was also extremely careful in managing the cost base.

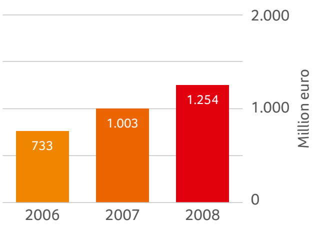
This year, for the first time in many years, the beer industry grew more than the soft drinks category. Primarily due to the effective promotion of a range of our beers - Stella Artois, Brahma, and four Quilmes varieties - market share also grew in 2008. This helped to dilute fixed costs through increased volume, positioning us well for the future. This year Stella Artois became the number one international beer brand - having grown almost every month since its launch less than three years ago. Quilmes Red was launched in Latin America South in spring 2008 supported by the first ever TV campaign for a specialty beer. Sales surpassed target volumes by a factor of four.

'We had an exceptional year in our region. In 2008, we were able to improve on our great success in 2007 by keeping costs down and transforming new revenue into focused investment in the most promising areas for future growth.'

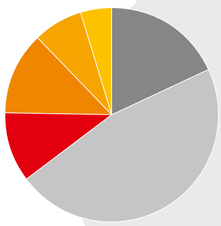
Zone President Latin America North
Zone President Latin America South 2008



Volumes



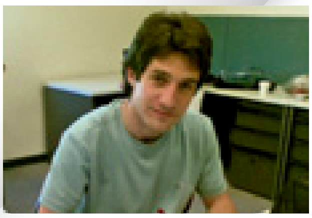
Revenue



Normalized EBITDA contribution of 10.2 %

A company of opportunities

'Anheuser-Busch InBev's Global Management Trainee Program lets you rotate through the different functional areas of the world's leading brewer. The global induction at the Global Headquarters in Belgium was a great experience. We got to know the fundamentals of Anheuser-Busch InBev's culture and 10 principles and learned how you can develop your career within the company - a company that is looking for only the very best people! I am now working back in my Zone and my assignment gives me the feeling that what I am doing is really having a positive impact on the success of our company.'



Global Management Trainee,
Latin America South

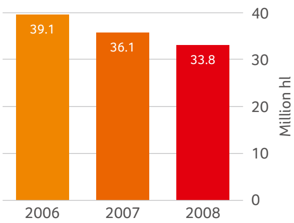
Western Europe

In 2008 we bucked the trend in Western Europe and geared the business for higher value growth, with some exceptional performances from our global and multi-country brands. In 2008, most countries increased their market share compared to last year. We continued to put our efforts behind our focus brands; building fewer stronger brands in the upper core and premium segments. In some cases this meant exiting high volume, low value private label agreements, leading to a slight decrease in volume.

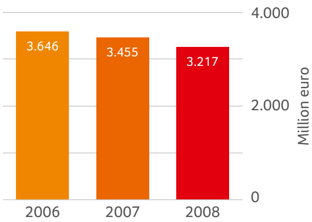
Own beer volumes grew, primarily driven by Beck's, Leffe, Hoegaarden and Jupiler. In the U.K. Stella Artois grew market share for the first time after many years of decline. The successful launch of Stella Artois 4% fueled brand equity improvement among target consumers and key stakeholders. Beck's also grew share and volume impressively. In Germany, we were the only brewer to grow volume in a declining market, with Beck's performing particularly well. In 2008, Jupiler was the fastest growing brand in the Netherlands. Multi-country brands Leffe and Hoegaarden also continued to grow both in Belgium and France.

'In 2008, we maintained or delivered market share growth in all markets, an exceptional performance and turn-around driven by our global and multi-country brands.'

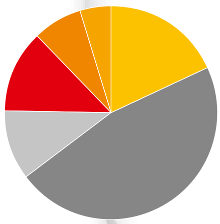
Zone President Western Europe



Volumes



Revenue



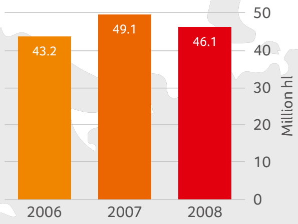
Normalized EBITDA contribution of 12.0 %

A company of owners

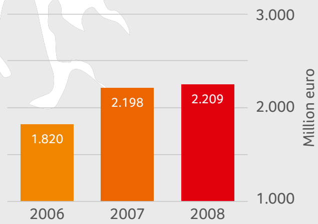
'Increasing efficiency is vital to our daily operations. I devised a color-coded pallet system for forklift drivers which makes them more efficient in implementing the FIFO (first-in first-out) system of loading trucks at the same time as decreasing the chances of loading the wrong beers.'

Warehouse Supervisor, Germany

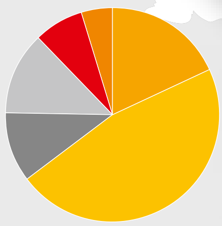
Central & Eastern Europe



Volumes



Revenue



Normalized EBITDA contribution of 7.2 %

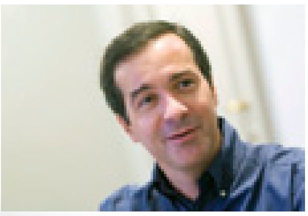
In 2008, volume decline in Central & Eastern Europe (CEE) of 6.1% is largely attributable to continued volume reductions in the less profitable brands in Russia and the Ukraine, as well as industry slowdown. The enhanced focus on growing the share of higher margin and premium brands has not yet fully offset the decline in the more affordable brands, but we are starting to see some early signs of recovery, especially in Ukraine. Overall, the industry as a whole continues to grow, but at a much slower rate than the expectations at the beginning of 2008. Market share remained stable for the Zone overall.

Serbia was the most successful market, with share growth of almost 7 points. Some excellent cost management kept logistics costs flat despite fuel increases, and Zero-Based Budgeting, now in its third year in Serbia, is on track to achieve improvements in fixed costs of over 20% since implementation.

Beck's performed well across the Zone and Beck's Green Lemon was rolled out successfully in Romania, helping to drive brand growth of 3.6% in this market. Klinskoye and Siberian Crown were repackaged. In the Ukraine, Chernigivske non-alcoholic beer was launched successfully, and the Chernigivske mother brand performed much more strongly towards the end of the year, strengthening its number one position in the market.

On the production side, the strategically located Angarsk brewery started production in March, providing around 10% of the supply for the Russian market.

'In a tough and competitive environment, we were able to protect our market share while building a stronger base for the future.'

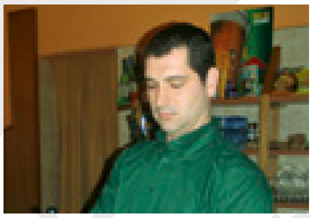


Francisco Sá

Zone President Central & Eastern Europe

A company of owners

'As a sales representative, it is important to understand your customers and how their business works. In an effort to really understand how my potential client's business functioned, I spent an entire day working as a waiter in his establishment and, in the end, gained a new account.'



Zdeněk Chaloupka

Sales Representative, Czech Republic

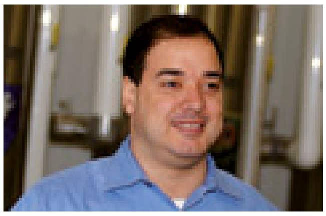
Asia Pacific

Volumes grew in Asia Pacific despite a challenging year. South Korea provided a number of highlights, increasing market share by more than a full market share point and growing volumes overall. This was mainly due to the success of the Cass brand, where consumer brand preference went from being 10 points behind the market leader in December 2007 to surpassing the number one beer brand in South Korea by the end of 2008.

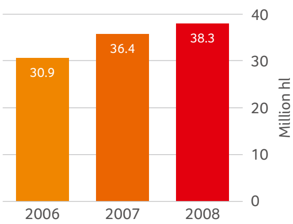
The local portfolio in South Korea was also expanded and strengthened, including Hoegaarden, Stella Artois, and Bud Ice which all experienced double digit growth. Our market share fell slightly in the three provinces that represent more than 80% of our business in China (Zhejiang, Fujian and Jiangxi), however Harbin showed a good performance in the Northeast. Global efficiency programs including Zero-Based Budgeting and the Voyager Plant Optimization program were launched and took a strong hold in the market during the year.

In China the integration with Anheuser-Busch will bring significant opportunities for scale, which is critical in such a fragmented and large market. The integration, which is already underway, will bring together a strong talent pool and two perfectly complementary footprints, creating a powerful portfolio which includes the Sedrin, Pearl River, Budweiser and Harbin brands.

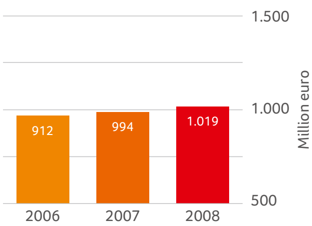
'In what was a mixed year across the Zone we saw some remarkable results from South Korea, and good systemic improvements in China.'



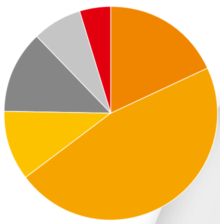
Zone President Asia Pacific



Volumes



Revenue

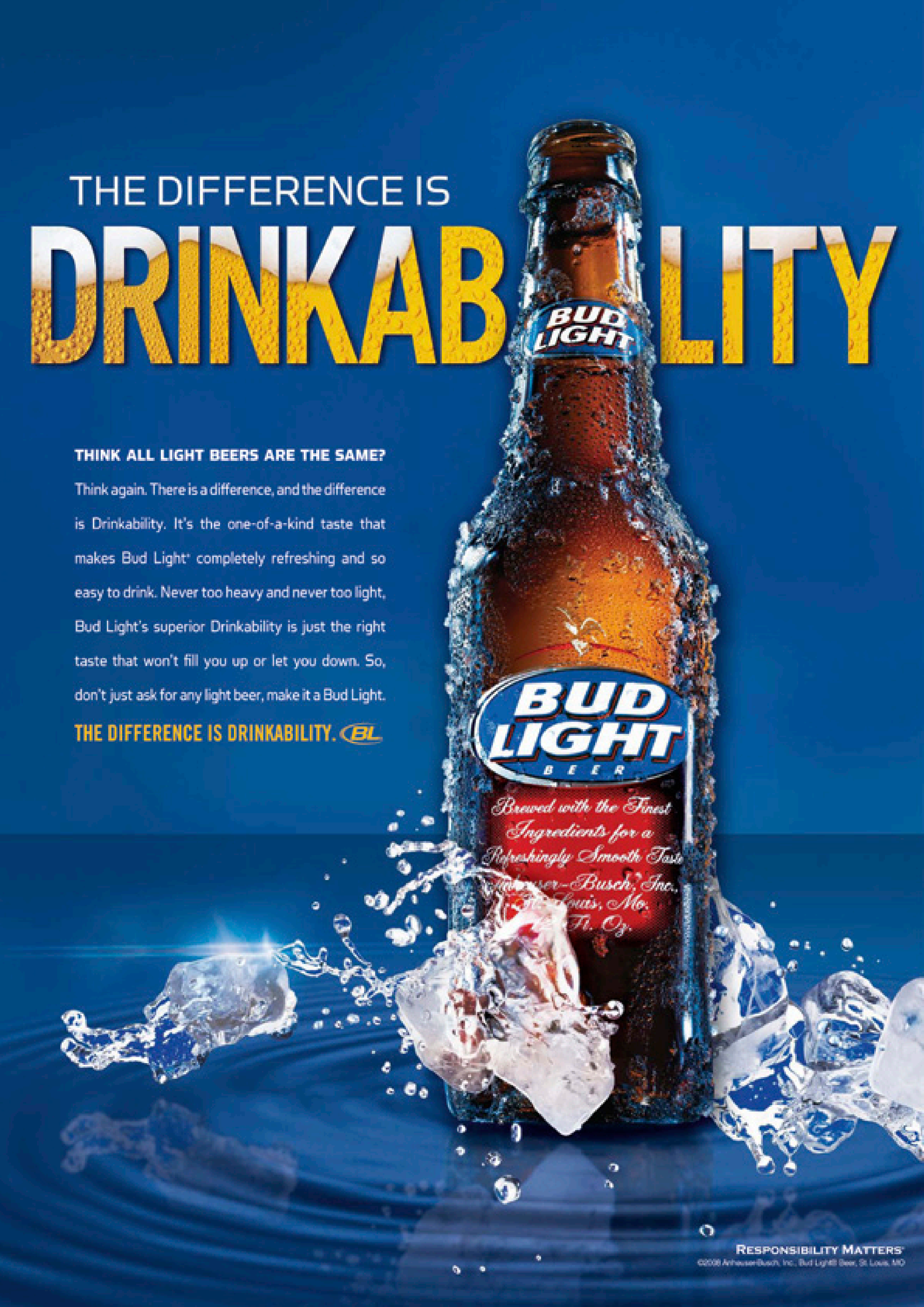


Normalized EBITDA contribution of 4.4%

A company of owners

'I took the initiative to design forms for the SAP rollout in our brewery. The systems are user-friendly and faster than any commercially available packages which will also allow for a faster rollout of SAP to other breweries in our market.'

SAP Operator, Zhejiang Brewery, China



THE DIFFERENCE IS
DRINKABILITY
BUD LIGHT
THINK ALL LIGHT BEERS ARE THE SAME?
Think again. There is a difference, and the difference is Drinkability. It's the one-of-a-kind taste that makes Bud Light® completely refreshing and so easy to drink. Never too heavy and never too light, Bud Light's superior Drinkability is just the right taste that won't fill you up or let you down. So, don't just ask for any light beer, make it a Bud Light.
THE DIFFERENCE IS DRINKABILITY.
BUD LIGHT
BEER
Brewed with the Finest
Ingredients for a
Refreshingly Smooth Taste
RESPONSIBILITY MATTERS

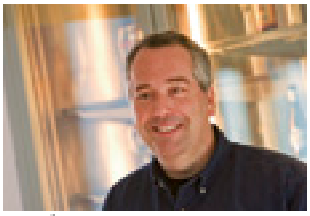
The People that make the difference

People : Our sustainable competitive advantage

We can only achieve our dream of becoming the Best Beer Company in a Better World if we have the best people. Talented people who are engaged and thrive in our culture represent our most important, and indeed only, sustainable competitive advantage.

We are united behind the same **culture** and **10 principles** wherever we do business.

'2008 proved that people are our top priority. We saw the coming of age of our key people initiatives, with increased and talented applicants, new training strands, and higher levels of ownership and engagement than ever before.'



Chief People & Technology Officer

2008 was a year in which our people programs came of age. For instance, our Global Management Trainee Program, which was launched worldwide in 2005, has reached an exceptionally high level in terms of both applicant numbers and, most importantly, applicant quality. We cast the employee engagement net more widely than ever before. And we launched a new Excellence Training Program which will have major problem-solving, team building and developmental potential for the company.

Global Management Trainees

165 Global Management Trainees have been hired and 90% retained throughout the business from recruitments we made in 2006-2007; of these more than 70% have been promoted. We hired 127 Global Management Trainees across all six Zones in 2008, who were selected from a pool of 78,000 applicants; an increase of almost 100% versus the 2007 pool.

Employee engagement

In December, 2008, we continued to expand the scope of our global engagement survey, and more than 52,000 employees participated. Engagement itself, on the basis of internationally accepted key indicators, also continued to increase, this year by more than 10% versus a year ago.

Ownership

Ownership is an important part of who we are and how we behave. It begins with the mindset of everyone who works here - our people really own this company and treat it as if it were their own. We want to attract and retain the very best, and look for owners, not just employees. We set ambitious but achievable targets so that everyone knows what their goals are. Outstanding results are well rewarded, but rewards are not an automatic entitlement - they have to be earned.

In line with our strategy of promoting, attracting and retaining top talent, we appointed 139 new 'partners' in 2008, enabling 139 new members of our top talent pool to receive shares as part of our long-term retention program.

Owners Program

Our annual Owners Program continued to enable employees throughout the company to recognize the actions of their colleagues that best represent our principles in action. The program consists of stories - of individuals and teams - which are submitted throughout the year. The best ones are selected by global function and Zone management committees for review by the CEO. Three stories from each of the Zones and Global Headquarters are then presented at the annual Senior Leaders Convention and told throughout the year, providing vivid examples of people going the extra mile to help us achieve our dream of becoming the Best Beer Company in a Better World.

New training program

White and Green Belt Training programs were launched in most Zones this year, based on the well-know Six Sigma business management strategy. The 'Belt Program' has been implemented with great success in AmBev since 1999.

The program goal is to enhance team capabilities and problem solving and analytical skills, and is an integral part of the employee development plan. In the last six months of 2008 almost 300 employees were trained and certified as 'White Belts' and around 120 as 'Green Belts.' We are committed to having 95% of our employees complete white belt training over the next three years.

Best practice competition

The company holds several leadership conventions every year, gathering global, Zone, and country leaders together. One of the highlights of the company's Senior Leaders Convention in 2008 was Best Practice presentations from across all Zones and functions. The most relevant Best Practice came from Brazil with an example of low cost Biomass Energy use which will be implemented across the business.

In 2008, Anheuser-Busch and InBev ranked no. 1 and no. 2 respectively among beverage companies in the Fortune 500 list of the World's Most Admired Companies.

Dream, People, Culture: Our 10 guiding principles

Our mission is to get the right people in the right roles at the right time, drawing on their capabilities in an engaging professional environment. Our 'People' principles, which were reviewed and refined in 2008 as a precursor to the integration of InBev and Anheuser-Busch, underpin our entire culture.

Our dream

1. Our shared dream energizes everyone to work in the same direction: to be the Best Beer Company in a Better World.

Our people

2. Great people, allowed to grow at the pace of their talent and compensated accordingly, are the most valuable assets of our company.

3. We must select people who, with the right development, challenges and encouragement, can be better than ourselves. We will be judged by the quality of our teams.

Our culture

4. We are never completely satisfied with our results, which are the fuel of our company. Focus and zero-complacency guarantee lasting competitive advantage.

5. The consumer is the Boss. We connect with our consumers through meaningful brand experiences, balancing heritage and innovation, and always in a responsible way.

6. We are a company of owners. Owners take results personally.

7. We believe common sense and simplicity are usually better guidelines than unnecessary sophistication and complexity.

8. We manage our costs tightly, to free up resources that will support top-line growth.

9. Leadership by personal example is the best guide to our culture. We do what we say.

10. We don't take shortcuts. Integrity, hard work, quality and consistency are keys to building our company.

1

2

3

4

L'amitié recette pour 4 pers.

1. Choisir de véritables amis pour partager un bon moment.
2. Offrir le meilleur de vous et quelques zakouskis maison.
3. Servir au choix une Leffe Blonde ou Brune dans les verres adéquats.
4. Faire que cet apéritif soit le début de grands moments à venir.

Leffe. Et l'apéritif prend tout son goût.

Une bière brassée avec savoir se déguste avec sagesse.

The World around us

Our vision of a Better World

Our dream is to become the **Best Beer Company in a Better World**. And we have a plan to achieve our dream.

We want to build a company for the **long-term**, with a legacy to be proud of - for the people who work for us and with us; for **future generations and the environment** in which they live; and above all for **our consumers**, who we hope will always be as proud to choose our products, as we are to create them. It is our responsibility to protect our long heritage which spans some **600 years** and ensure that it continues well into the future.

We are making a difference because of the integrity of our business conduct; our sustainable approach to the use of key natural resources; and the ways in which we engage with consumers in the promotion of responsible drinking. Our approach has three pillars, which relate to our key strategies and work alongside our continuous investment in our most valuable sustainable advantage, our people.

1. Generating economic benefits

With operations in over 30 countries the company has a far-reaching economic impact through the jobs we create, the wages and taxes we pay and the significant investments we make in the communities in which we operate. These contributions are the foundation of how we make a positive impact on society. Without a competitive well-managed company generating long-term value, all of our other activities would be impossible. During difficult economic times the real value of an employer with a sustainable approach to building the business becomes even clearer.

2. Promoting responsible drinking

Our primary responsibility to our consumers is to make sure that our products are of the highest quality. However, as a leader in the beer industry we recognize that we have additional responsibilities relating to encouraging the responsible enjoyment of our products. We take a three-pronged approach to this:

- First, we help address and prevent alcohol-related problems through targeted campaigns. In 2008 we conducted three times more campaigns than ever before.
- Second, we ensure that our own marketing and sales activities support our position on responsible drinking and do not encourage alcohol misuse.
- We also added a third focus area in 2008: the development of global standards that need to be reflected in local employee Responsible Drinking policies.

3. Improving our environmental performance

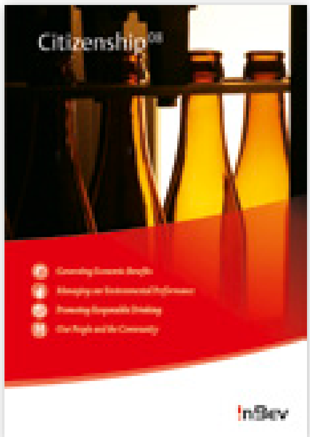
The sustainability of our business and sustainability of the environment go hand in hand. Since our products come from the earth, we understand that what's good for the environment is also good for business. In practice this means being as efficient as possible in our use of natural resources, such as the water we use to brew our beers; recycling our byproducts and waste; and taking on the shared challenges of the future, such as climate change, by reducing our carbon footprint. In 2008 we made significant progress, not just in terms of achieving environmental targets, but in embedding our environmental processes more firmly within the business.

'As part of our vision to be the Best Beer Company in a Better World, we are committed to ensuring that the responsible enjoyment of beer is an accepted part of everyday life and that we make a significant contribution to making the environment in which we operate safer and cleaner.'

Sabine Chalmers

Chief Legal & Communications Officer

Global Citizenship Report
You can find out full details of our environmental commitments and progress in our annual Citizenship Reports, available online at **www.ab-inbev.com/citizenship**



Generating economic benefits*

Wider economic impact

- In 2007, Anheuser-Busch InBev created a value added of approximately 5.7 billion euro, the leader in the European beverage industry, up from second in 2006.
- Foundations associated with Anheuser-Busch InBev invested over 37 million euro in supporting our employees, their families and the communities in which they live.
- In 2008, we invested approximately 1.8 billion euro in our operations around the globe - generating enormous economic benefits for the communities where we do business[1].

A key aim for Anheuser-Busch InBev is to create value for shareholders and stakeholders, especially our employees and the communities in which we operate. We are proud of the positive and meaningful impact our business has, in particular through our significant capital expenditures. We are improving our production facilities, modernizing logistics and commercial investments, creating jobs, as well as paying taxes and excise duties. By constantly improving our operations, we aspire to continue creating new jobs, improving economic standards and adding value to the communities where we work.

Anheuser-Busch InBev's value added

According to the U.K. Government's 2008 Value Added Scoreboard, Anheuser-Busch InBev ranked first in the European beverage industry. In 2007, our value added increased by 25%[2].

Value Added Performance for European Beverage Companies 2008

Rank 06/07 (05/06)	Company Name	Value Added (million pounds sterling)	Change over 1 year
1 (2)	InBev, Belgium	4 554.5	25 %
2 (1)	Diageo, U.K.	3 471.0	-1 %
3 (3)	Heineken, The Netherlands	3 317.7	8 %
4 (4)	SABMiller, U.K.	3 046.8	18 %
5 (6)	Pernod Ricard, France	1 841.4	55 %

Value Added is the value of a company's sales less the cost of its bought-in goods and services, which measures the amount of wealth created by a company. It provides a broader perspective on a company's economic contribution than operating profit and is a way of understanding its wider economic benefits.

This measurement does not account for the jobs the company creates throughout its supply chain. Research carried out in 2006 shows that for each job in the brewing sector in Europe, two jobs are created in the supply sector, two in retail and almost 12 in hospitality[3].

Winning with integrity

In 2008 we took great steps forward in integrating and reinforcing the company's Code of Business Conduct and Ethics globally. This included expansion of an online and telephone-based reporting tool from Western Europe and Asia Pacific to AmBev, North America and Latin America South. In addition we rolled out a web-based training tool to 3 000 senior employees in six languages. The 'Winning with integrity' training includes guidance on how to apply company ethics and values to the job; conflicts of interest and how to identify them; and how to handle confidential company information. The scope of all of our compliance tools will be broadened in terms of reach and language versions during 2009.

* Where 2008 data is used, this refers to 2008 InBev data, excluding Anheuser-Busch data.
1 Includes Anheuser-Busch data from 18 November 2008.
2 Source : U.K. Government Department for Innovation, Skills and Universities. The 2008 Value Added Scoreboard - The top 800 U.K. and 750 European companies by Value Added. Commentary & Analysis and Company Data documents. www.innovation.gov.uk/value_added/
3 Ernst and Young Netherlands (2006) 'The contribution made by Beer to the European Economy : Employment, Value Added and Tax.'

Promoting responsible drinking

Threefold increase inresponsible drinking initiatives

Beer is enjoyed responsibly by the vast majority of consumers, but we recognize that alcohol misuse can cause harm. As a leading brewer, we work hard to ensure that we do not encourage or condone inappropriate behavior. We also run programs which actively promote the responsible enjoyment of our products.

In 2008, as part of our Better World approach, we developed and promoted responsible drinking programs in 30 key markets in 2008, a threefold increase compared to 2007. Where possible, partnerships with public organizations were established, and to maximize focus we chose three universal themes to focus on: drinking and driving, binge drinking and underage drinking. Furthermore, in 2008 we established global employee responsible drinking standards, creating an online resource which gives our employees worldwide more information and advice on the subject.

Why we believe in responsible drinking

It is in our long-term business interest to ensure that our consumers' wellbeing is protected and we are committed to promoting responsible drinking patterns and reducing alcohol misuse. This is why responsible drinking is an area of primary focus for our Better World approach.

It is our aim to create a Better World in which our products are enjoyed responsibly :

- Not excessively,
- Not by people who are too young to drink,
- Not when driving,
- Not when pregnant, and
- Not with medication.

Our complete position, including support for legal restrictions on drinking age, and support for the enforcement of blood alcohol restrictions to prevent drinking and driving, can be found in our 2008 Global Citizenship Report.

New: Employee Responsible Drinking Policy

In early 2008 we ran an internal survey on responsible drinking. Employee responses showed that they welcomed the company providing them with more guidance and education in relation to responsible drinking, as well as providing them with more detail on our policies and consumer-facing programs. So we established a global set of responsible drinking standards for employees and set up a website where our employees can find out more about responsible drinking and why it is important.

Now that we have implemented our standards, we will roll out local programs to support them over the coming years. We will also repeat our internal responsible drinking survey in early 2009 to assess the impact of the program to date on employee awareness.

Argentina - Let's Live Responsibly

The Quilmes sales force extended their highly successful '18+ = Responsible Sales' campaign to seaside locations during the summer months of January and February, running events aimed at helping teenagers' parents to understand the issues around young people and alcohol. www.vivamosresponsablemente.com

Bulgaria - Alcohol is a Bad Driver

An anti drink driving campaign was launched in major Bulgarian cities on October 13th - the European day of road safety. This program included joint activities with the police force and simulated driving to demonstrate the effects of alcohol on concentration, with a website complete with a blood alcohol concentration (BAC) calculator. www.alcoholbaddriver.bg

China - Don't Drink and Drive

In October we launched the first 'Don't drink and drive' campaign in China, in partnership with the Shanghai Traffic Police Department. Interactive games and displays based on the Canadian Make a Plan campaign were set up to educate people on how to avoid Drunk driving. The program involved outdoor billboards and distribution of more than 100,000 road safety leaflets to drivers in Shanghai and Beijing.

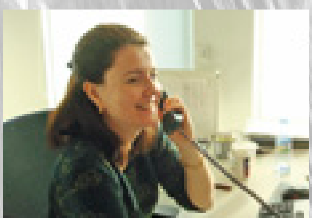
Our Commercial Communications Code

We have a single global Commercial Communications Code which ensures that commercial communications about our products do not encourage inappropriate behavior; are not directed at those under the legal drinking age; and promote drinking in moderation.

The Code covers not only advertising, but all forms of brand marketing and commercial communications, including sponsorship, outdoor events, promotions, website content, relationship marketing, consumer PR, packaging and labeling claims for all Anheuser-Busch InBev beers above 0.5% alcohol by volume (ABV) and any other alcoholic products manufactured and/or marketed by us.

The Code is the minimum standard we apply wherever we do business. If local rules are less strict than the Code, then the Code prevails. If local rules are more precise, then those are applied. In many cases our Code goes well beyond existing legal frameworks.

'After conducting surveys in our local markets, it became very clear that our employees would welcome more information about what exactly responsible drinking is. Going forward, tackling this is one of the main goals of the Corporate Affairs team. Our colleagues need to be proud of the great beers they help market or sell but at the same time, they also need to realize the importance of enjoying our beers in a way which contributes positively to their health, safety, and lifestyle.'



Director Global Corporate Affairs

Improving our environmental performance*

2010 environmental targets

- Increase our waste and byproduct recycling to 98%.
- Reduce water use for beer and soft drinks plants to an industry leading 3.75 hl/hl.
- Reduce energy use per hectoliter by 10%.
- Reduce CO_2 emissions per hectoliter by 10%.

In 2008 we shared publicly, for the first time, targets on key measures such as water and energy use, as well as carbon emission reductions. Our targeted reductions in carbon emissions alone are the equivalent of taking more than 110,000 cars off the road. For more detailed information and updates please visit www.ab-inbev.com/citizenship.

Improving environmental performance

- In 2008, we recycled 97.88% of our waste and brewing byproducts, up from 95.1% in 2005.
- We reduced water usage by 3%; a 9% improvement in the last three years.
- We reduced energy consumption per hectoliter by 1.2%.
- We cut CO_2 emissions per hectoliter of production by 1.9%.

Our beers are based on natural ingredients, we use pure water in the brewing process, and we package and distribute our products for the enjoyment of consumers around the world. In addition to being efficient and avoiding waste - which is an important part of our culture - we need to stay in tune with the world around us and play our part in tackling shared challenges such as climate change.

Environmental Key Performance Indicators (KPIs) and targets are fully integrated into Anheuser-Busch InBev's Voyager Plant Optimization (VPO) global management system which is designed to bring greater efficiency to our brewery operations and generate cost savings, while at the same time improving quality and ensuring safety. The Environment Pillar in VPO guarantees that environmental management is done in accordance with our Environmental Policy and Strategy and the ISO 14001 norms.

* Where 2008 data is used, this refers to 2008 InBev data, excluding Anheuser-Busch data.

Reducing emissions is a key focus, and in 2008 we commissioned a comprehensive carbon study to assess CO_2 emissions across Anheuser-Busch InBev's U.K. and China operations as well as a detailed analysis of the Stella Artois brand in the U.K. The study covered every aspect of our operations, from raw materials through packaging and transport to consumption and disposal and recycling. Its conclusions enabled us to identify practical measures to help us towards our global target of a 10% reduction in CO_2 emissions by 2010.

In 2008 we also implemented a step change in global Green House Gas (GHG) measurements. As of January 2009 our reporting for the measurement of kilos of CO_2 emitted per liter per plant will move from a yearly to a monthly basis.

Getting the correct energy mix is key to maximizing efficiency and minimizing the impact of our business on the environment. We continued with our plan of increasing biomass utilization in Latin America. In 2008, in our Latin America North Zone, biomass represented 34% of total heating fuel use, up from 1% in 2004. In 2009 we plan to continue rolling out this proven technology across all Zones.

Recycling the byproducts of the brewing process has a long history, and we are constantly pushing the boundaries of what and where we can recycle. Where possible we also resell these byproducts, which provides a valuable indicator of efficiency, as well as cash to the business. During 2008 our global revenues from byproducts increased by 23%, or well in excess of 11 million euro.

One Drop Foundation

In 2008 Anheuser-Busch InBev established a partnership with the One Drop Foundation, a non-profit organization to fight poverty worldwide by ensuring that everyone across the planet has access to water, now and in the future. A key element of our agreement will be the engagement of our employees as ambassadors to raise awareness in developed countries about issues surrounding access to safe water and the responsible use of this precious resource. A collaborative work plan will be developed in 2009.

Recovering energy from wastewater treatment (Western Europe)

Innovation in wastewater treatment h as been rapid over recent years and we have invested in anaerobic wastewater treatment which is more energy efficient than other techniques. Anaerobic treatment has the added advantage of producing biogas as a byproduct which can be used in on-site boilers to generate heat or electricity. In our Western European Zone, seven of our 14 plants are running anaerobic wastewater treatment. Between 2004 and 2007 the total biogas production from these sites increased by 83%. Across the globe, additional biogas energy production capacity is already planned.

Labatt leads change (Canada)

Labatt has a powerful heritage, with a 160-year tradition of supporting Canadian communities and charities, and a history of environmental innovation. Since 2002 in Canada, we have reduced Labatt's water usage by 33%, electricity usage by 15%, and fuel usage by 24%, which in turn resulted in a reduction of over 30,000 tons of Green House Gas in the form of CO_2 emissions.

We also launched The Labatt Fresh Water Alliance, a long-term effort focused on water, one of Canada's most valuable, yet fragile resources. Our initial program supports the Canadian Land Trust Alliance, a national network of lands devoted to public use that are all located within watersheds.

Biodiversity (Brazil)

Our Guarulhos brewery received an environmental award from the local government, for its project in the nearby Atlantic Forest, 'Conservation and Tracking of Wild Animals.' Developed in partnership with the Department of the Environment, the ongoing project catalogues wild animals and rehabilitates injured or sick animals in nurseries built inside the plant, before releasing them back in the forest.

There are 274 species registered, including 52 species of reptiles, 54 mammals, and 168 species of birds. In February of 2008 the plant was also approved as a 'Conservation and Wild Animal Tracking Zone' by Ibama, the National Environmental Agency.

Find out more about our global citizenship and environmental progress at **www.ab-inbev.com/citizenship**

Perfect Party Plan

Great parties include friends, fun and a designated driver to make sure everyone gets home safely. Please join the 137 million American adults who have been or used a designated driver.*

Thanks for Designating a Driver.
RESPONSIBILITY MATTERS®

* Source: TNS Custom Research, Inc. 2008

Registered trademarks

1. The following brands are registered trademarks of Anheuser-Busch InBev SA/NV or one of its affiliated companies:

Global brands:
- Budweiser, Stella Artois and Beck's.

Multi-country brands:
- Leffe, Staropramen and Hoegaarden.

Local brands:
- Alexander Keith's, Alexander Keith's Stag's Head Stout , Andes, Andes Red Lager, Antarctica, Apatinsko Pívo, Astika, Bagbier, Baltica, Bass, Baviera Helles/Dortmund/Marzen, Beck's Green Lemon, Beck's Ice, Beck's Vier, Becker, Belle-Vue, Belgian Beer Café, Bergenbier, Boddingtons, Bohemia, Bohemia Oaken, Boomerang, Borostyán, Borsodi Barna, Borsodi Bivaly, Borsodi Pólό, Borsodi Sör, Brahma, Brahma Ice, Brahma Light, Brahma Extra Light, Brahma Bock, Brahma Fresh, Braník, Bud Ice, Bud Light, Bud Light Lime, Bud Select, Budweiser American Ale, Budweiser Genuine Draft, Burgasko, Busch, Busch Light, Cafri, Caracu, Cass, Cass Lemon, Chernigivske, Chernigivske non-alcoholic, Diebels Alt, Diebels Light, Diekirch, Dimix, Dommelsch, Double Deer, Ducal, Eiken Artois, Franziskaner, Guaraná Antarctica, Haake-Beck, Harbin, Hasseröder, Hertog Jan, Hertog Jan Weizener, Hoegaarden Citron, Iguana, Jelen Pívo, Jinling, John Labatt Summer Cream Ale, Jupiler Tauro, Kamenitza Lev, Kelt, KK, Klinskoye, Kokanee, Kronenbier, Labatt Blue, Labatt Blue Light, Labatt Ice, Labatt Sterling, Labatt Wildcat, La Bécasse, Lakeport, Leffe Christmas, Leffe Ruby, Loburg, Löwenbräu, Malta Caracas, Měšt'an, Michelob, Michelob Ultra, Michelob Irish Red, Mousel, Natural Light, Nik Cool, Nik Gold, Niksicko Pivo, Niksicko Tamno, Noroc, Norte, Norteña, OB, Ostravar, Ouro Fino, Ožujsko, Paceña, Patricia, Pikur, Pilsen, Pleven, Polar, Premier, Pure Light, Quilmes Chopp, Quilmes Cristal, Quilmes Red Lager, Rolling Rock, Rifey, Rogan, Sedrin Golden, Serramalte, Sibirskaya Korona 'Life', Skol, Slavena, Spaten, St. Pauli Girl, Staropramen Chill, Stella Artois Légère, Stella Artois 4%, T, Taller, Taquiña, Tennent's, Tennent's 1885, Tennent's Super, Tinkoff, Tolstiak, Velvet, Volzhanin, Vratislav, Whitbread, Yantar, Zolotaya Angara, Zulia.

2. The following brands are registered trademarks:
- Bucanero, Bucanero Malta, Bucanero Fuerte, (Palma)Cristal, Mayabe: joint-venture with Cerveceria Bucanero SA.
- Corona of Grupo Modelo S.A.B. de C.V.
- Tsingtao of Tsingtao Brewery Co., Ltd.
- Pearl River and Zhujiang of the partnership with Zhujiang Beer Group Company.
- PerfectDraft, co-owned with Koninklijke Philips Electronics NV.

3. The following brands are registered brands under license:
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- 7UP is a registered trademark licensed by Seven Up International.
- Castlemaine XXXX is a registered trademark of Castlemaine Perkins Pty Limited.
- Murphy's is a registered trademark of Heineken Ireland Limited.
- Oranjeboom is a registered trademark of United Dutch Breweries BV.

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