Unaudited Interim Report for the 6 month period ended 30 June 2009

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1. Management report

Anheuser-Busch InBev is a publicly traded company (Euronext: ABI) based in Leuven, Belgium and has established an American depositary receipt facility in respect of its ordinary shares (OTC: AHBIY). 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 that includes global flagship brands Budweiser, Stella Artois and Beck's, fast growing multi-country brands like Leffe and Hoegaarden, and strong "local jewels" such as Bud Light, Skol, Brahma, Quilmes, Michelob, Harbin, Sedrin, Klinskoye, Sibirskaya Korona, Chernigivske, and Jupiler, among others. In addition, the company owns a 50 percent equity interest in the operating subsidiary of Grupo Modelo, Mexico's leading brewer and owner of the global Corona brand. Anheuser-Busch InBev's dedication to heritage and quality is rooted in brewing traditions that originate from the Den Horen brewery in Leuven, Belgium, dating back to 1366 and the pioneering spirit of the Anheuser & Co brewery, established in 1860 in St. Louis, USA. 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. On a combined basis for 2008, the company would have generated revenues of 39 billion US dollar. For more information, please visit: www.ab-inbev.com.

On 18 November 2008, InBev announced the completion of its acquisition of Anheuser-Busch Companies, Inc. ("Anheuser-Busch"), following approval from shareholders of both companies. Anheuser-Busch's results are included in Anheuser-Busch InBev's result as from this date. InBev changed its name to Anheuser-Busch InBev to reflect the heritage and traditions of Anheuser-Busch. Anheuser-Busch became a wholly owned subsidiary of Anheuser-Busch InBev and retained its headquarters in St. Louis, MO. St. Louis also became the North American headquarters for the combined operations in North America.

The following management report should be read in conjunction with Anheuser-Busch InBev's unaudited condensed consolidated interim financial statements.

A number of acquisitions, divestitures and joint ventures influenced Anheuser-Busch InBev's profit and financial profile over the past years. Further details on acquisitions and disposals of subsidiaries and on the purchase of minority interests are disclosed respectively in note 6 *Acquisitions and disposals of subsidiaries* and in note 11 *Goodwill*.

In the rest of this document we refer to Anheuser-Busch InBev as 'AB InBev' or 'the company'.

1.1. Selected financial figures

To facilitate the understanding of AB 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 2008 consolidated volumes and results up to normalized EBIT on a combined basis (including financials of Anheuser-Busch for the first six months of 2008 in the comparative base) and as such the Anheuser-Busch performance is included in the organic growth calculations.

The tables below set out the components of our operating income and our operating expenses, as well as our key cash flow figures.

For the six month period ended 30 June Million US dollar	2009	%	2008 Reported	%	2008 Combined	%
Revenue[1]	**17 698**	**100.0**	**10 563**	**100.0**	**19 302**	**100.0**
Cost of sales	(8 390)	47.4	(4 465)	42.3	(9 623)	49.8
Gross profit	**9 308**	**52.6**	**6 098**	**57.7**	**9 679**	**50.2**
Distribution expenses	(1 276)	7.2	(1 296)	12.3	(1 713)	8.9
Sales and marketing expenses	(2 271)	12.8	(1 694)	16.0	(2 726)	14.1
Administrative expenses	(1 090)	6.2	(730)	6.9	(1 177)	6.1
Other operating income/(expenses)	350	2.0	184	1.7	219	1.1
Normalized profit from operations (Normalized EBIT)	**5 021**	**28.4**	**2 562**	**24.2**	**4 282**	**22.2**
Non-recurring items	(93)	0.5	(54)	0.5		
Profit from operations (EBIT)	**4 928**	**27.9**	**2 508**	**23.7**		
Depreciation, amortization and impairment	**1 362**	**7.7**	**835**	**7.9**	**1 427**	**7.4**
Normalized EBITDA	**6 383**	**36.1**	**3 397**	**32.1**	**5 709**	**29.6**
EBITDA	**6 290**	**35.6**	**3 343**	**31.6**		
Normalized profit attributable to equity holders of AB InBev	**1 918**	**10.8**	**1 247**	**11.8**		
Profit attributable to equity holders of AB InBev	**1 787**	**10.1**	**1 207**	**11.4**		

[1] Turnover less excise taxes. In many jurisdictions, excise taxes make up a large proportion of the cost of beer charged to our customers.

Whenever used in this document, the term "normalized" refers to performance measures (EBITDA, EBIT, Profit, and 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.

For the six month period ended 30 June Million US dollar	2009	2008 Reported
Operating activities		
Profit	2 343	1 766
Net finance costs, income tax expense and other non cash items included in profit	4 059	1 748
Cash flow from operating activities before changes in working capital and use of provisions	**6 402**	**3 514**
Change in working capital	(45)	(498)
Use of provisions	(279)	(206)
Interest and taxes (paid)/received	(1 011)	(981)
Cash flow from operating activities	**5 067**	**1 829**
Investing activities		
Net capex	(508)	(1 074)
Acquisition and sale of subsidiaries, net of cash acquired/disposed of, and purchase of minority interests	(533)	(928)
Proceeds from the sale of associates	901	10
Other	297	(27)
Cash flow from investing activities	**157**	**(2 019)**
Financing activities		
Dividends paid	(673)	(2 212)
Purchase of treasury shares	-	(1 080)
Net proceeds from/(repayments of) borrowings	(942)	3 181
Other	163	(219)
Cash flow from financing activities	**(1 452)**	**(330)**
Net increase/(decrease) in cash and cash equivalents	**3 772**	**(520)**

1.2. Financial performance

The table below summarizes the volume and normalized results evolution. All comments relating to volume and financial performance are based on organic numbers, unless otherwise indicated. The 2008 volumes and results are combined volumes and results and include the Anheuser-Busch volumes and results for the comparative period of 2008.

AB INBEV WORLDWIDE	Combined 2008	Scope	Currency translation	Organic growth	2009	Organic growth %
Total volumes (thousand hls)	200 922	(351)	-	(296)	200 274	(0.1)%
Revenue	19 302	(5)	(2 167)	568	17 698	2.9%
Cost of sales......................................	(9 623)	94	843	295	(8 390)	3.1%
Gross profit	9 679	89	(1 324)	863	9 308	8.9%
Distribution expenses	(1 713)	(30)	233	235	(1 276)	13.5%
Sales and marketing expenses.............	(2 726)	2	318	136	(2 271)	5.0%
Administrative expenses	(1 177)	15	164	(93)	(1 090)	(7.9)%
Other operating income/(expenses)	219	164	(35)	2	350	0.8%
Normalized EBIT	4 282	241	(644)	1 143	5 021	26.7%
Normalized EBITDA	5 709	243	(813)	1 244	6 383	21.8%
Normalized EBITDA margin	29.6%				36.1%	541 bp

Both from an accounting and managerial perspective, AB 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 US beer business and Modelo are reported in zone North America, the UK business is reported in zone Western Europe, the Harbin, Budweiser China business and Tsingtao are reporting in zone Asia Pacific and the Export, Entertainment and Packaging businesses are reported in the Global Export and Holding Companies segment.

VOLUMES

The table below summarizes the volume evolution per zone and the related comments are based on organic numbers. The 2008 volumes are combined volumes and include the Anheuser-Busch volumes for the comparative period of 2008. Volumes include not only brands that we own or license, but also third party brands that we brew as a subcontractor and third party products that we sell through our distribution network, particularly in Western Europe. Volumes sold by the global export business are shown separately. Our pro-rata stake of volumes in Modelo is not included in the reported volumes.

Thousand hectoliters	Combined 2008	Scope	Organic growth	2009	Organic growth %
North America	70 521	(1 457)	(218)	68 846	(0.3)%
Latin America North	47 244	(602)	3 318	49 960	7.1%
Latin America South	15 789	251	(198)	15 841	(1.3)%
Western Europe	17 355	307	(1 204)	16 458	(6.8)%
Central and Eastern Europe	22 422	-	(1 685)	20 736	(7.5)%
Asia Pacific..	26 219	-	(266)	25 953	(1.0)%
Global Export and Holding Companies.................................	1 374	1 151	(43)	2 481	(1.7)%
AB InBev worldwide...	**200 922**	**(351)**	**(296)**	**200 274**	**(0.1)%**

In the first six months of 2009 ("HY09"), total volumes decreased 0.1%, with own beer volumes down 0.4%, and soft drink volumes up 4.9%. Our Focus Brand volumes increased 2.4%, ahead of own beer volumes, led by Brahma, Harbin, Skol, and the Bud Light family.

North American total volumes fell 0.3% in HY09. Shipment volumes in the United States declined 0.2% in the first half of the year. Domestic US beer selling-day adjusted sales-to-retailer (STRs) grew 0.5%. While the import segment continued to show weakness, shipments of Stella Artois increased 13.4% in HY09. Busch and Natural performed well as some consumers switched to value brands. At the same time, premium products like Bud Light Lime and Stella Artois partially offset down-trading, reflecting their brand strength and effective marketing efforts. Overall, the strength of our diverse portfolio enabled us to gain market share.

In Canada, beer volume grew 0.5% in the first half. Budweiser and the Bud Light family posted a strong performance, with Bud Light family volumes up almost 50% driven by the successful introduction of Bud Light Lime.

Latin America North delivered strong volume growth of 7.1%, with beer volumes up 6.2% and soft drinks growing 9.4%. In Brazil, volume growth for beer and soft drinks resulted from the successful launch of new packaging innovations under enhanced marketing efforts, supported by higher consumer disposable income resulting from minimum wage increases and food inflation deceleration, and a favorable Carnival calendar. Better weather compared to the same period last year also contributed. Our market share has expanded by 1.9 pp to 68.9% since the beginning of the year.

Latin America South volumes decreased 1.3% in HY09, mainly due to industry weakness throughout most of the zone, especially in soft drinks. In Argentina, beer volume increased 2.2%, with market share gains while the industry continued to decelerate.

Western Europe own beer volumes declined 3.5%, while total zone volume declined 6.8%, mainly resulting from a significant decrease in subcontracting volumes reflecting our strategy to focus on own beer products, as well as industry weakness in all Western European markets. In Belgium, own beer volumes declined 0.6%, but our market share increased. In Germany, own beer volumes fell 5.1%, driven largely by a deteriorating industry. In the United Kingdom, own beer volumes declined 4.8%, reflecting weak industry conditions. Following the launch of the Stella Artois 4% line extension and the new creative strategy, Stella Artois continued to achieve share gains. The brand's volumes grew 3.7% in HY09.

Central & Eastern Europe volumes decreased 7.5% in HY09. In Russia, volumes fell 12.3% due to soft industry demand and share loss in the value segment. In the Ukraine, beer volume decreased 1.7%, while we continued to gain market share.

Asia Pacific volumes fell 1.0% in the first half of 2009. China experienced a decline of 1.7% as growth in the North East was more than offset by reduced volumes in the South East. Volumes in South Korea grew 3.4% in HY09, ahead of the industry, leading to significant market share gains. This positive performance was driven mainly by the Cass brand, which grew 8.3% in the first half.

OPERATING ACTIVITIES BY ZONE

The tables below provide a summary of the performance of each geographical zone, for the six month period ended 30 June 2009 (in million US dollar, except volumes in thousand hectoliters).

AB INBEV WORLDWIDE	Combined 2008	Scope	Currency translation	Organic growth	2009	Organic growth %
Total volumes (thousand hls)	200 922	(351)	-	(296)	200 274	(0.1)%
Of which AB InBev own beer	178 634	(1 169)	-	(666)	176 799	(0.4)%
Revenue	19 302	(5)	(2 167)	568	17 698	2.9%
Cost of sales	(9 623)	94	843	295	(8 390)	3.1%
Gross profit	9 679	89	(1 324)	863	9 308	8.9%
Distribution expenses	(1 713)	(30)	233	235	(1 276)	13.5%
Sales and marketing expenses	(2 726)	2	318	136	(2 271)	5.0%
Administrative expenses	(1 177)	15	164	(93)	(1 090)	(7.9)%
Other operating income/(expenses)	219	164	(35)	2	350	0.8%
Normalized EBIT	4 282	241	(644)	1 143	5 021	26.7%
Normalized EBITDA	5 709	243	(813)	1 244	6 383	21.8%
Normalized EBITDA margin	29.6%				36.1%	541 bp

NORTH AMERICA	Combined 2008	Scope	Currency translation	Organic growth	2009	Organic growth %
Volumes (thousand hls)	70 521	(1 457)	-	(218)	68 846	(0.3)%
Revenue	7 742	-	(173)	302	7 871	3.9%
Cost of sales	(3 911)	57	46	24	(3 785)	0.6%
Gross profit	3 831	57	(127)	326	4 086	8.5%
Distribution expenses	(571)	-	33	140	(398)	24.6%
Sales and marketing expenses	(918)	-	17	109	(793)	11.9%
Administrative expenses	(461)	19	10	134	(297)	29.1%
Other operating income/(expenses)	(33)	164	-	(58)	73	(177.3)%
Normalized EBIT	1 849	240	(68)	651	2 672	35.2%
Normalized EBITDA	2 309	240	(77)	666	3 137	28.8%
Normalized EBITDA margin	29.8%				39.9%	715 bp

LATIN AMERICA – NORTH	Combined 2008	Scope	Currency translation	Organic growth	2009	Organic growth %
Volumes (thousand hls)	47 244	(602)	-	3 318	49 960	7.1%
Revenue	3 731	(23)	(941)	344	3 111	9.3%
Cost of sales	(1 301)	17	285	14	(986)	1.1%
Gross profit	2 430	(6)	(656)	358	2 126	14.8%
Distribution expenses	(437)	6	90	19	(323)	4.3%
Sales and marketing expenses	(415)	5	121	(125)	(414)	(30.5)%
Administrative expenses	(223)	-	67	(76)	(232)	(34.2)%
Other operating income/(expenses)	101	-	(28)	17	90	16.6%
Normalized EBIT	1 456	5	(407)	193	1 247	13.2%
Normalized EBITDA	1 672	5	(462)	225	1 440	13.4%
Normalized EBITDA margin	44.8%				46.3%	173 bp

LATIN AMERICA - SOUTH	Combined 2008	Scope	Currency translation	Organic growth	2009	Organic growth %
Volumes (thousand hls)	15 789	251	-	(198)	15 841	(1.3)%
Revenue	812	9	(101)	163	883	20.1%
Cost of sales	(344)	(5)	44	(45)	(351)	(13.1)%
Gross profit	468	3	(57)	118	532	25.2%
Distribution expenses	(65)	(4)	11	(19)	(78)	(29.5)%
Sales and marketing expenses	(91)	(1)	11	5	(77)	5.1%
Administrative expenses	(28)	-	4	(9)	(34)	(30.5)%
Other operating income/(expenses)	5	-	-	(8)	(2)	(149.3)%
Normalized EBIT	288	(1)	(33)	88	342	30.4%
Normalized EBITDA	351	(1)	(42)	104	412	29.5%
Normalized EBITDA margin	43.2%				46.6%	340 bp

WESTERN EUROPE	Combined 2008	Scope	Currency translation	Organic growth	2009	Organic growth %
Total volumes (thousand hls)	17 355	307	-	(1 204)	16 458	(6.8)%
Of which AB InBev own beer	14 880	307	-	(530)	14 657	(3.5)%
Revenue	2 548	1	(419)	(81)	2 049	(3.2)%
Cost of sales	(1 210)	-	212	76	(922)	6.3%
Gross profit	1 338	1	(207)	(6)	1 127	(0.4)%
Distribution expenses	(323)	-	46	49	(228)	15.2%
Sales and marketing expenses	(543)	(2)	74	92	(379)	16.8%
Administrative expenses	(189)	(1)	33	(27)	(182)	(14.0)%
Other operating income/(expenses)	(100)	9	(6)	45	(52)	49.2%
Normalized EBIT	183	8	(60)	153	285	80.3%
Normalized EBITDA	433	8	(94)	123	469	27.8%
Normalized EBITDA margin	17.0%				22.9%	554 bp

CENTRAL AND EASTERN EUROPE	Combined 2008	Scope	Currency translation	Organic growth	2009	Organic growth %
Volumes (thousand hls)	22 422	-	-	(1 685)	20 736	(7.5)%
Revenue	1 576	-	(436)	82	1 222	5.2%
Cost of sales	(799)	-	219	(4)	(584)	(0.5)%
Gross profit	777	-	(217)	78	638	10.0%
Distribution expenses	(203)	-	44	38	(122)	18.6%
Sales and marketing expenses	(328)	-	77	26	(226)	7.8%
Administrative expenses	(79)	(1)	26	(33)	(88)	(41.2)%
Other operating income/(expenses)	(77)	-	(1)	15	(62)	19.8%
Normalized EBIT	89	(1)	(72)	123	140	139.9%
Normalized EBITDA	255	(1)	(126)	163	291	64.0%
Normalized EBITDA margin	16.2%				23.8%	902 bp

ASIA PACIFIC	Combined 2008	Scope	Currency translation	Organic growth	2009	Organic growth %
Volumes (thousand hls)	26 219	-	-	(266)	25 953	(1.0)%
Revenue	1 090	6	(75)	53	1 074	4.8%
Cost of sales	(588)	32	24	(40)	(571)	(7.3)%
Gross profit	503	38	(50)	13	503	2.3%
Distribution expenses	(50)	(32)	7	(2)	(76)	(2.2)%
Sales and marketing expenses	(288)	(1)	12	22	(256)	7.5%
Administrative expenses	(55)	(6)	3	(20)	(77)	(33.4)%
Other operating income/(expenses)	(2)	-	1	7	7	-
Normalized EBIT	108	-	(27)	20	100	18.2%
Normalized EBITDA	209	-	(28)	25	205	11.9%
Normalized EBITDA margin	19.2%				19.1%	128 bp

GLOBAL EXPORT AND HOLDING COMPANIES	Combined 2008	Scope	Currency translation	Organic growth	2009	Organic growth %
Volumes (thousand hls)	1 374	1 151	-	(43)	2 481	(1.7)%
Revenue	1 803	2	(23)	(295)	1 487	(16.4)%
Cost of sales	(1 470)	(6)	13	272	(1 191)	18.5%
Gross profit	333	(4)	(9)	(24)	296	(7.1)%
Distribution expenses	(64)	-	3	10	(51)	15.7%
Sales and marketing expenses	(142)	1	7	9	(126)	6.2%
Administrative expenses	(143)	4	22	(63)	(180)	(45.0)%
Other operating income/(expenses)	324	(9)	(1)	(17)	297	(5.3)%
Normalized EBIT	308	(9)	21	(84)	236	(27.9)%
Normalized EBITDA	480	(7)	16	(60)	429	(12.8)%

REVENUE

Consolidated revenue in HY09 grew 2.9%, reaching 17 698 million US dollar. The increase in revenue per hectoliter of 5.0% (excluding US Entertainment and Packaging activities) reflects effective revenue management programs.

COST OF SALES

Cost of Sales (CoS) in HY09 decreased 3.1% to 8 390 million US dollar, and CoS per hl, which excludes US entertainment and packaging activities, slightly decreased 0.2% due to procurement best practices and brewery productivity enhancements (VPO). The CoS per hl benefited from favorable geographic mix as Latin America North, with a lower CoS per hl than the group average, grew faster than zones with higher CoS. In the second quarter of 2009, we began to benefit from lower spot prices for non-hedgeable input costs, and favorable transactional currency impacts.

OPERATING EXPENSES

Operating expenses decreased 5.2% in HY09. Distribution expenses decreased 13.5% due to synergy generation in North America, lower tariffs in Central and Eastern Europe, and lower fuel and transportation costs in most zones except Latin America South. Sales and marketing expenses decreased 5.0%, driven by significant media and advertising cost deflation, favorable timing of marketing activities, as well as the absence of a number of product launches and costs related to the Olympic Games in the prior year, all offsetting higher sales and marketing expenses in Latin America North. Administrative expenses increased 7.9% as most operating zones took higher accruals for variable compensation than in 2008, when most zones accrued for lower variable compensation as a result of the business performance at that time. Other operating income/expenses increased 0.8% to 350 million US dollar.

NORMALIZED PROFIT FROM OPERATIONS BEFORE DEPRECIATION AND AMORTIZATION (NORMALIZED EBITDA)

Normalized EBITDA grew 21.8% to 6 383 million US dollar, and normalized EBITDA margin was 36.1% compared to 29.6% last year, up 541 bp on an organic basis, i.e. after eliminating the effects of currency translation and scope changes. In the half year, all operating zones delivered organic EBITDA margin expansion.

- **North America** EBITDA was 3 137 million US dollar, representing an organic growth of 28.8%. EBITDA margin increased from 29.8% on a combined basis to 39.9%, driven by continued revenue growth and synergy generation in line with our expectations. The implementation of Zero-Based Budgeting (ZBB) drove operating costs lower. Decreased transport and fuel costs continued to reduce distribution expenses. Sales and marketing expenses fell due to media deflation allowing us to buy more with less, and the timing and effectiveness of our sales and marketing programs
- **Latin America North** EBITDA was 1 440 million US dollar, an organic increase of 13.4%, with margin expansion from 44.8% in HY08 to 46.3% this year. The operating performance of the zone was influenced by gross profit growth, partly offset by higher sales and marketing expenses as a result of investments behind our brands and innovation launches
- **Latin America South** EBITDA rose to 412 million US dollar, an organic increase of 29.5%, with EBITDA margin improvement from 43.2% to 46.6% in the first half, primarily a result of revenue gains, as well as good fixed cost management, while increases in labor and transportation costs above inflation continued to impact distribution expenses.
- **Western Europe** EBITDA grew 27.8% to 469 million US dollar. EBITDA margin increased from 17.0% on a combined basis to 22.9% in the first half, driven by lower CoS and sound fixed cost management. Sales and Marketing expenses were reduced due to marketing and promotion synergies in the UK, costs related to the Olympic Games in the previous year, the non-recurrence of product launches in Germany, and media and advertising cost deflation.
- **Central and Eastern Europe** EBITDA was 291 million US dollar, an organic increase of 64.0%, and the EBITDA margin increased from 16.2% to 23.8% on the back of strong revenue growth driven by price and mix improvements, lower CoS, and lower distribution expenses as transport tariffs decreased compared to last year.
- **Asia Pacific** EBITDA rose 11.9% to 205 million US dollar. The EBITDA margin was 19.1% in the first half, an increase of 128bp, driven by revenue growth and fixed cost management.

PROFIT

Normalized profit attributable to equity holders of Anheuser-Busch InBev was 1 918 million US dollar in HY09, compared to 1 247 million US dollar in HY08 on a reported basis. Net finance costs were 1 993 million US dollar compared to 513 million US dollar last year. The increase results from interest on the existing Anheuser-Busch debt and the senior facilities to fund the acquisition, the amortization of the arrangement fees paid on the senior facilities, and the amortization of the fair value adjustment on the Anheuser-Busch debt. Share of result in associates was 228 million US dollar in HY09 compared to 3 million US dollar in HY08 on a reported basis, attributable to the result of Grupo Modelo in Mexico. Income tax expense was 820 million US dollar with an effective tax rate of 27.9% in HY09. The income tax expense is impacted by the results of AB USA that are taxed at a marginal rate of 40%, and higher realized profits at AmBev Brazil which are taxed at a marginal tax rate of 34%. Profit attributable to minority interests was 556 million US dollar in HY09 as compared to 559 million US dollar in HY08.

IMPACT OF FOREIGN CURRENCIES

Foreign currency exchange rates have a significant impact on our financial statements. In the first half of 2009, 47.3% (2008 Combined – 43.7%) of our revenue was realized in US dollar, 16.7% (2008 Combined – 18.5%) in Brazilian real, 8.5% (2008 Combined – 9.5%) in Euro, 5.0% (2008 Combined – 5.2%) in Canadian dollars, 4.5% (2008 Combined – 3.9%) in Chinese yuan, 3.6% (2008 Combined – 4.3%) in Pound sterling, 3.2% (2008 Combined – 2.7%) in Argentinean peso, 3.0% (2008 Combined – 3.9%) in Russian ruble, 1.6% (2008 Combined – 1.8%) in South Korean won and 1.2% (2008 Combined – 1.4%) in Ukrainian hryvnia.

The fluctuation of the foreign currency rates had a negative translation impact on our 2009 revenue of 2 167m US dollar (versus a positive impact in 2008 Combined of 2 418m US dollar), a negative translation impact on normalized EBITDA of 813m US dollar (versus a positive impact in 2008 Combined of 831m US dollar) and a negative translation impact on normalized profit from operations of 644m US dollar (versus a positive impact in 2008 Combined of 643m US dollar).

Our profit has been negatively affected by the fluctuation of foreign currencies for 352m US dollar (versus a positive impact in 2008 Reported of 456m US dollar), while the effect on our EPS base (profit attributable to equity holders of AB InBev) is (204)m US dollar or (0.13) US dollar per share (versus a positive effect in 2008 Reported of 305m US dollar or 0.32 US dollar per share).

The impact of the fluctuation of the foreign currencies on our net debt is 640m US dollar (increase of net debt) and on equity 1 465m US dollar (increase of equity). For the first half year of 2008 there was an impact of 529m US dollar (increase of net debt) and 891m US dollar (increase of equity), respectively.

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.

Details on the nature of the non-recurring items are disclosed in note 7 *Non-recurring items*.

1.3. Liquidity position and capital resources

CASH FLOWS

Our cash flow from operating activities increased from 1 829m US dollar in the first half of 2008 to 5 067m US dollar in the first half of 2009, mainly explained by the higher profit following the acquisition of Anheuser-Busch, partly offset by an increase in interests paid. AB InBev devotes substantial efforts to the more efficient use of its working capital especially those elements of working capital that are perceived as 'core' (including trade receivables, inventories and trade payables). The changes in working capital resulted in (45)m US dollar cash flow impact in the first half of 2009 as compared to year-end 2008. The change in working capital includes (357)m US dollar cash outflow from derivatives. Excluding the impact of derivatives, the change in working capital would have resulted in a 312m US dollar cash impact despite the significant reduction on total spent.

The evolution of the cash used in investment activities from (2 019)m US dollar in the first half of 2008 to 157m US dollar in the first half of 2009 is mainly explained by lower purchases of minority interests and lower acquisition of property, plant and equipment than in the same period last year. Furthermore, the proceeds from the sale of associates increased compared to the same period last year as a result of the sale of Tsingtao in the first half of 2009. We spent 529m US dollar in the first six months of 2009 on acquiring businesses compared to 76m US dollar acquisition expenditures during the same period last year. 508m US dollar of acquired business during the first half of 2009 represents the settlement of the outstanding consideration payable to former Anheuser-Busch shareholders whom did not claim the proceeds by year end 2008 as well as the settlement of transaction cost related to the Anheuser-Busch acquisition. Further details on the acquisition of new businesses are disclosed in note 6 *Acquisitions and disposals of subsidiaries.*

Our net capital expenditures amounted to 508m US dollar in the first six months of 2009 and 1 074m US dollar in the first six months of 2008. Out of the total capital expenditures of the first half of 2009 approximately 72% was used to improve our production facilities while 18% was used for logistics and commercial investments. Approximately 10% was used for improving administrative capabilities and purchase of hardware and software.

The cash outflow from our financing activities went from (330)m US dollar in the first half of 2008 to (1 452)m US dollar in the first half of 2009.

Our cash and cash equivalents less bank overdrafts as at 30 June 2009 amounted to 6 189 million US dollar. As of 30 June 2009, we had an aggregate of 321 million US dollar available to us under committed short-term credit facilities and an aggregate of 4 431 million US dollar available to us under committed long-term credit facilities. Although we may borrow such amounts to meet our liquidity needs, we principally rely on cash flows from operating activities to fund our continuing operations.

CAPITAL RESOURCES AND EQUITY

AB InBev's net debt decreased to 53 136m US dollar as of June 2009, from 56 661m US dollar as of December 2008. Apart from operating results net of capital expenditures, the net debt is impacted by dividend payments to shareholders of AB InBev (559m US dollar); dividend payments to minority shareholders of AmBev (94m US dollar); the payment to former shareholders of Anheuser-Busch and transaction costs (508m US dollar); the net proceeds from the sale of Tsingtao (901m US dollar) and the impact of changes in foreign exchange rates (640m US dollar).

To finance the acquisition of Anheuser-Busch, AB InBev entered into a 45 billion US dollar senior facilities agreement (of which 44 billion US dollar was ultimately drawn) and a 9.8 billion US dollar bridge facility agreement, enabling us to consummate the acquisition, including the payment of 52.5 billion US dollar to shareholders of Anheuser-Busch, refinancing certain Anheuser-Busch indebtedness, payment of all transaction charges, fees and expenses and accrued but unpaid interest to be paid on Anheuser-Busch's outstanding indebtedness. On 18 December 2008, AB InBev repaid the debt it incurred under the bridge facility with the net proceeds of the rights issue and cash proceeds received by AB InBev from pre-hedging the foreign exchange rate between the euro and the US dollar in connection with the rights issue. As of June 2009, AB InBev has refinanced approximately 12.6 billion US dollar of the 44 billion US dollar debt incurred under the senior credit facility with the proceeds of several debt capital markets offerings and the proceeds from the Tsingtao disposal. In addition, AB InBev may, in the future, dispose of certain assets or businesses and expects to utilize proceeds from any such disposals to repay indebtedness incurred to finance the acquisition.

Consolidated equity attributable to equity holders of AB InBev as at 30 June 2009 was 25 586m US dollar, compared to 22 442m US dollar at the end of 2008. The combined effect of the strengthening of mainly the closing rates of the Brazilian real, the Canadian dollar, the Euro, the Pound sterling, the Mexican peso, the South Korean won and the Ukrainian hryvnia and the weakening of mainly the closing rates of the Argentinean peso, the Chinese yuan and the Russian ruble resulted in a foreign exchange translation adjustment of 1 320m US dollar. Further details on equity movements can be found in the unaudited condensed consolidated interim statement of changes in equity.

Further details on interest bearing loans and borrowings, repayment schedules and liquidity risk, are disclosed in note 16 *Interest-bearing loans and borrowings* and note 18 *Risks arising from financial instruments*.

1.4. Risks and uncertainties

Under the explicit understanding that this is not an exhaustive list, AB InBev's major risk factors and uncertainties are listed below. There may be additional risks which AB InBev is unaware of. There may also be risks AB InBev now believes to be immaterial, but which could turn out to have a material adverse effect. The sequence in which the risk factors are presented below is not indicative of their likelihood of occurrence or of the potential magnitude of their financial consequence.

RISKS RELATING TO AB INBEV AND THE BEER AND BEVERAGE INDUSTRY

AB InBev relies on the reputation of its brands and its success depends on its ability to maintain and enhance the image and reputation of its existing products and to develop a favorable image and reputation for new products. An event, or series of events, that materially damages the reputation of one or more of AB InBev's brands could have an adverse effect on the value of that brand and subsequent revenues from that brand or business. In addition, AB InBev may not be able to protect its current and future brands and products and defend its intellectual property rights, including trademarks, patents, domain names, trade secrets and know-how.

Certain of AB InBev's operations depend on independent distributors' efforts to sell AB InBev's products and there can be no assurance that such distributors will not give priority to AB InBev's competitors. Further, any inability of AB InBev to replace unproductive or inefficient distributors could adversely impact AB InBev's business, results of operations and financial condition.

Changes in the availability or price of raw materials, commodities and energy could have an adverse effect on AB InBev's results of operations.

AB InBev relies on key third parties, including key suppliers for a range of raw materials for beer and soft drinks, and for packaging material. The termination of or material change to arrangements with certain key suppliers or the failure of a key supplier to meet its contractual obligations could have a material impact on AB InBev's production, distribution and sale of beer and have a material adverse effect on AB InBev's business, results of operations, cash flows or financial condition.

Competition in its various markets could cause AB InBev to reduce pricing, increase capital investment, marketing and other expenditure or lose market share, any of which could have a material adverse effect on AB InBev's business, financial condition and results of operations.

AB InBev could incur significant costs as a result of compliance with, and violations or liabilities under, various regulations that govern AB InBev's operations.

AB InBev's operations are subject to environmental regulations, which could expose it to significant compliance costs and litigation relating to environmental issues.

Antitrust and competition laws and changes in such laws, or in the interpretation and enforcement thereof, could have a material adverse effect on AB InBev's business.

Negative publicity regarding AB InBev's products (e.g. because of concerns over alcoholism, under age drinking or obesity) could result in sales of AB InBev's products decreasing materially.

Demand for AB InBev's products may be adversely affected by changes in consumer preferences and tastes. Consumer preferences and tastes can change in unpredictable ways. Failure by AB InBev to anticipate or respond adequately to changes in consumer preferences and tastes could adversely impact AB InBev's business, results of operations and financial condition.

The beer and beverage industry may be subject to changes in taxation, which makes up a large proportion of the cost of beer charged to consumers in many jurisdictions. Increases in taxation tend to reduce overall consumption and encourage consumers to switch to lower-taxed categories of beverages. An increase in beer excise taxes or other taxes could adversely affect the financial results of AB InBev.

Seasonal consumption cycles and adverse weather conditions in the markets in which AB InBev operates may result in fluctuations in demand for AB InBev's products and therefore may have an impact on AB InBev's operations.

AB InBev is exposed to emerging market risks as a proportion of AB InBev's operations are carried out in emerging European and Latin American markets.

AB InBev is exposed to the risk of a global recession or a recession in one or more of its key markets, and to credit and capital market volatility and economic and financial crisis, which could result in a deterioration in the results of AB InBev's operations, as beer consumption in many of the jurisdictions in which AB InBev operates is closely linked to general economic conditions, and could adversely affect the market price of the shares.

AB InBev is now, and may in the future be, a party to legal proceedings and claims, and significant damages may be asserted against it. Given the inherent uncertainty of litigation, it is possible that AB InBev might incur liabilities as a consequence of the proceedings and claims brought against it. Important contingencies are disclosed in note 19 *Contingencies* of the condensed consolidated financial statements.

RISKS RELATING TO THE ACQUISITION OF ANHEUSER-BUSCH COMPANIES INC

AB InBev has financed the acquisition with debt under its senior facility and available cash and intends to refinance a portion of this debt with the proceeds of one or more debt capital markets offerings. Even after such refinancing, however, AB InBev will have an increased level of debt. Because of the need to dedicate a substantial portion of its cash flow from operations to payments of interest and principal on such debt, AB InBev's increased level of debt after the acquisition could have significant adverse consequences on AB InBev, including increasing its vulnerability to general adverse economic and industry conditions and limiting its ability to fund future working capital and capital expenditure. AB InBev could also be at a competitive disadvantage compared to other companies that have less debt. AB InBev's ability to repay its outstanding indebtedness will depend upon market conditions; unfavorable conditions could increase costs beyond what is currently anticipated. Further, AB InBev expects to reduce the amount of dividends it will pay in the first two to three years after the closing of the acquisition, and may have to make further reductions or reduce dividends for a longer period as a result of management's strategy to reduce the leverage of AB InBev and its increased level of debt and the effect of the financial covenants in its debt facilities entered into to fund the acquisition.

Ratings agencies may downgrade AB InBev's or Anheuser-Busch's credit ratings below their current levels as a result of the merger and the incurrence of the related financial indebtedness, and this would adversely affect AB InBev's refinancing capacity and business.

AB InBev and Anheuser-Busch may not be able to retain their senior managers or employees. The key employees of either AB InBev or Anheuser-Busch could leave their employment because of the uncertainties about their roles in AB InBev, difficulties related to the combination, or because of a general desire not to remain with AB InBev for other reasons.

The integration process resulting from the acquisition involves inherent costs and uncertainties, and there is no assurance that the acquisition will achieve the business growth opportunities, cost savings, increased profits, synergies and other benefits that AB InBev currently anticipates.

If the combination of the businesses meets with unexpected difficulties, or if the business of AB InBev does not develop as expected, impairment charges on goodwill or other intangible assets may be incurred in the future which could be significant and which could have an adverse effect on AB InBev's results of operations and financial condition.

AB InBev may not be able to complete any restructuring or divestitures in connection with the acquisition promptly, or at all, and may not be able to utilize proceeds from any such disposals to repay indebtedness incurred to finance the acquisition.

RISKS ARISING FROM FINANCIAL INSTRUMENTS

Note 30 of the 2008 consolidated financial statements and note 18 of the condensed consolidated interim financial statements on *Risks arising from financial instruments* contain detailed information on the company’s exposures to financial risks and its risk management policies.

1.5. Events after the balance sheet date

Please refer to note 21 *Events after the balance sheet date* of the unaudited condensed consolidated interim financial statements.

2. Statement of the Board of Directors

The board of directors of Anheuser-Busch InBev NV/SA certifies, on behalf and for the account of the company, that, to the best of their knowledge, (a) the condensed interim financial statements which have been prepared in accordance with the International Financial Reporting Standard on interim financial statements (IAS 34), as adopted by the European Union, give a true and fair view of the assets, liabilities, financial position and profit or loss of the company and the entities included in the consolidation as a whole and (b) the interim management report includes a fair overview of the information required under Article 13, §§ 5 and 6 of the Royal Decree of November 14, 2007 on the obligations of issuers of financial instruments admitted to trading on a regulated market.

3. Report of the statutory auditor

Report of the statutory auditor to the shareholders of Anheuser-Busch InBev NV/SA on the review of the condensed consolidated interim financial statements as of June 30, 2009 and for the six month period then ended

Introduction

We have reviewed the accompanying condensed consolidated interim statement of financial position of Anheuser-Busch InBev NV/SA (the 'Company') as at June 30, 2009, and the related condensed consolidated interim statements of income, comprehensive income, changes in equity and cash flows for the six month period then ended, and explanatory notes. The Company's Board of Directors is responsible for the preparation and presentation of these condensed consolidated interim financial statements in accordance with International Financial Reporting Standard IAS 34, "*Interim Financial Reporting*" ('IAS 34') as adopted by the European Union. Our responsibility is to express a conclusion on these condensed consolidated interim financial statements based on our review.

Scope of Review

We conducted our review in accordance with the International Standard on Review Engagements 2410, "*Review of Interim Financial Information Performed by the Independent Auditor of the Entity*" as well as in accordance with the recommendations of the "Institut des Réviseurs d'Entreprises/Instituut der Bedrijfsrevisoren" applicable to review engagements. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with International Standards on Auditing ("ISA") or with the auditing standards of the "Institut des Réviseurs d'Entreprises/Instituut der Bedrijfsrevisoren" and, consequently, does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Conclusion

Based on our review, nothing has come to our attention that causes us to believe that the accompanying condensed consolidated interim financial statements as at June 30, 2009 are not prepared, in all material respects, in accordance with IAS 34, as adopted by the European Union.

Brussels, 12 August 2009

KPMG Bedrijfsrevisoren – Réviseurs d'Entreprises

Statutory auditor
represented by

Jos Briers
Réviseur d'Entreprises/Bedrijfsrevisor

4. Unaudited condensed consolidated interim financial statements

4.1. Unaudited condensed consolidated interim income statement

For the six month period ended 30 June Million US dollar, except earnings per share in US dollar	Notes	2009	2008
Revenue		**17 698**	**10 563**
Cost of sales		(8 390)	(4 465)
Gross profit		**9 308**	**6 098**
Distribution expenses		(1 276)	(1 296)
Sales and marketing expenses		(2 271)	(1 694)
Administrative expenses		(1 090)	(730)
Other operating income/(expenses)		350	184
Profit from operations before non-recurring items		**5 021**	**2 562**
Restructuring (including impairment losses)	7	(140)	(48)
Business and asset disposal	7	47	(6)
Profit from operations		**4 928**	**2 508**
Finance cost	8	(2 239)	(631)
Finance income	8	246	118
Net finance cost		**(1 993)**	**(513)**
Share of result of associates		228	3
Profit before tax		**3 163**	**1 998**
Income tax expense	9	(820)	(232)
Profit		**2 343**	**1 766**
Attributable to:			
Equity holders of AB InBev		1 787	1 207
Minority interests		556	559
Basic earnings per share[1]		1.13	1.26
Diluted earnings per share[1]		1.12	1.25

4.2. Unaudited condensed consolidated interim statement of comprehensive income

For the six month period ended 30 June Million US dollar	2009	2008
Profit	**2 343**	**1 766**
Other comprehensive income:		
Exchange differences on translation of foreign operations (gains/(losses))	1 465	891
Cash flow hedges		
Recognized in equity	616	210
Removed from equity and included in profit or loss	74	(161)
Removed from equity and included in the initial cost of inventories	(132)	(50)
Actuarial gains/(losses)	(2)	-
Other comprehensive income, net of tax	**2 021**	**890**
Total comprehensive income	**4 364**	**2 656**
Attributable to:		
Equity holders of AB InBev	**3 683**	**1 960**
Minority interests	**681**	**696**

The accompanying notes are an integral part of these condensed consolidated interim financial statements.

[1] 2008 Basic and diluted earnings per share restated in accordance with IAS33 (refer to note 15 *Changes in equity and earnings per share*).

4.3. Unaudited condensed consolidated interim statement of financial position

As at Million US dollar	Notes	30 June 2009	31 December 2008
ASSETS			
Non-current assets			
Property, plant and equipment	10	18 937	19 674
Goodwill	11	50 391	49 556
Intangible assets	12	23 694	23 673
Investments in associates		6 472	6 868
Investment securities		273	239
Deferred tax assets		1 059	932
Employee benefits		11	8
Trade and other receivables		1 432	1 228
		102 269	**102 178**
Current assets			
Investment securities		1	270
Inventories		2 602	2 903
Income tax receivable		344	580
Trade and other receivables		4 333	4 242
Cash and cash equivalents	13	6 339	2 936
Assets held for sale	14	1 811	51
		15 430	**10 982**
Total assets		**117 699**	**113 160**
EQUITY AND LIABILITIES			
Equity			
Issued capital	15	1 731	1 730
Share premium		17 492	17 477
Reserves		(1 258)	(3 247)
Retained earnings		7 621	6 482
Equity attributable to equity holders of AB InBev		**25 586**	**22 442**
Minority interests		2 413	1 989
		27 999	**24 431**
Non-current liabilities			
Interest-bearing loans and borrowings	16	55 663	48 025
Employee benefits		2 841	3 009
Deferred tax liabilities		11 908	12 076
Trade and other payables		2 283	2 891
Provisions		903	796
		73 598	**66 797**
Current liabilities			
Bank overdrafts	13	150	765
Interest-bearing loans and borrowings	16	3 880	11 301
Income tax payable		1 119	405
Trade and other payables		10 317	9 003
Provisions		390	458
Liabilities held for sale	14	246	-
		16 102	**21 932**
Total equity and liabilities		**117 699**	**113 160**

The accompanying notes are an integral part of these condensed consolidated interim financial statements.

4.4. Unaudited condensed consolidated interim statement of changes in equity

Million US dollar	Issued capital	Share premium	Treasury shares	Share-based payment reserves	Translation reserves	Hedging reserves	Actuarial gains/ losses	Other reserves	Retained earnings	Total	Minority interest	Total equity
	Attributable to equity holders of AB InBev											
As per 1 January 2008	**559**	**8 802**	**(703)**	**117**	**4 893**	**89**	**(292)**	**(25)**	**6 617**	**20 057**	**1 892**	**21 949**
Profit	-	-	-	-	-	-	-	-	1 207	1 207	559	1 766
Other comprehensive income												
Exchange differences on translation of foreign operations gains/(losses))	-	-	-	-	742	-	-	-	-	742	149	891
Cash flow hedges	-	-	-	-	-	14	-	-	-	14	(15)	(1)
Actuarial gains/losses	-	-	-	-			(3)	-	-	(3)	3	-
Total comprehensive income	**-**	**-**	**-**	**-**	**742**	**14**	**(3)**	**-**	**1 207**	**1 960**	**696**	**2 656**
Shares issued	1	35	-	-	-	-	-	-	-	36	-	36
Dividends	-	-	-	-	-	-	-	-	(2 001)	(2 001)	(254)	(2 255)
Share-based payments	-	-	-	(6)	-	-	-	-	-	(6)	-	(6)
Treasury shares	-	-	(1 043)	-	-	-	-	(6)	-	(1 049)	(3)	(1 052)
Other	-	-	-	-	-	-	-	(2)	-	(2)	9	7
Scope changes	-	-	-	-	-	-	-	-	22	22	(273)	(251)
As per 30 June 2008	**560**	**8 837**	**(1 746)**	**111**	**5 635**	**103**	**(295)**	**(33)**	**5 845**	**19 017**	**2 067**	**21 084**

Million US dollar	Issued capital	Share premium	Treasury shares	Share-based payment reserves	Translation reserves	Hedging reserves	Actuarial gains/ losses	Other reserves	Retained earnings	Total	Minority interest	Total equity
	Attributable to equity holders of AB InBev											
As per 1 January 2009	**1 730**	**17 477**	**(997)**	**123**	**1 027**	**(2 242)**	**(712)**	**(446)**	**6 482**	**22 442**	**1 989**	**24 431**
Profit	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**1 787**	**1 787**	**556**	**2 343**
Other comprehensive income												
Exchange differences on translation of foreign operations (gains/(losses))	-	-	-	-	1 320	-	-	-	-	1 320	145	1 465
Cash flow hedges	-	-	-	-	-	578	-	-	-	578	(20)	558
Actuarial gains/losses	-	-	-	-	-	-	(2)	-	-	(2)	-	(2)
Total comprehensive income	**-**	**-**	**-**	**-**	**1 320**	**578**	**(2)**	**-**	**1 787**	**3 683**	**681**	**4 364**
Shares issued	1	15	-	-	-	-	-	-	-	16	-	16
Dividends	-	-	-	-	-	-	-	-	(678)	(678)	(267)	(945)
Share-based payments	-	-	-	78	-	-	-	-	-	78	6	84
Treasury shares	-	-	32	-	-	-	-	(17)	-	15	(2)	13
Other	-	-	-	-	-	-	-	-	28	28	10	38
Scope changes	-	-	-	-	-	-	-	-	2	2	(4)	(2)
As per 30 June 2009	**1 731**	**17 492**	**(965)**	**201**	**2 347**	**(1 664)**	**(714)**	**(463)**	**7 621**	**25 586**	**2 413**	**27 999**

The accompanying notes are an integral part of these condensed consolidated interim financial statements.

4.5. Unaudited condensed consolidated interim statement of cash flows

For the six month period ended 30 June Million US dollar	2009	2008
OPERATING ACTIVITIES		
Profit	2 343	1 766
Depreciation, amortization and impairment	1 361	842
Impairment losses on receivables and inventories	58	29
Additions/(reversals) in provisions and employee benefits	21	109
Net financing cost	1 993	513
Loss/(gain) on sale of property, plant and equipment and intangible assets	(107)	(3)
Loss/(gain) on sale of subsidiaries and associates	(1)	-
Loss/(gain) on assets held for sale	-	(19)
Equity-settled share-based payment expense	97	46
Income tax expense	820	232
Other non-cash items included in the profit	45	2
Share of result of associates	(228)	(3)
Cash flow from operating activities before changes in working capital and use of provisions	**6 402**	**3 514**
Decrease/(increase) in trade and other receivables	(126)	(137)
Decrease/(increase) in inventories	96	(259)
Increase/(decrease) in trade and other payables	(15)	(102)
Use of provisions	(279)	(206)
Cash generated from operations	**6 078**	**2 810**
Interest paid	(1 004)	(574)
Interest received	45	59
Income tax paid	(52)	(466)
CASH FLOW FROM OPERATING ACTIVITIES	**5 067**	**1 829**
INVESTING ACTIVITIES		
Proceeds from sale of property, plant and equipment and of intangible assets	166	41
Proceeds from sale of associates	901	10
Sale of subsidiaries, net of cash disposed of	(4)	6
Acquisition of subsidiaries, net of cash acquired	(529)	(76)
Purchase of minority interests	-	(858)
Acquisition of property, plant and equipment and of intangible assets	(674)	(1 115)
Net proceeds/(acquisition) of other assets	291	(30)
Net repayments/(payments) of loans granted	6	3
CASH FLOW FROM INVESTING ACTIVITIES	**157**	**(2 019)**
FINANCING ACTIVITIES		
Proceeds from the issue of share capital	33	36
Purchase of treasury shares	-	(1 080)
Proceeds from borrowings	10 598	8 083
Payments on borrowings	(11 540)	(4 902)
Cash net financing costs other than interests	132	(251)
Payment of finance lease liabilities	(2)	(4)
Dividends paid	(673)	(2 212)
CASH FLOW FROM FINANCING ACTIVITIES	**(1 452)**	**(330)**
Net increase/(decrease) in cash and cash equivalents	**3 772**	**(520)**
Cash and cash equivalents less bank overdrafts at beginning of period	2 171	1 831
Effect of exchange rate fluctuations	246	(150)
Cash and cash equivalents less bank overdrafts at end of period	**6 189**	**1 161**

The accompanying notes are an integral part of these condensed consolidated interim financial statements.

4.6. Notes to the unaudited condensed consolidated interim financial statements

1. CORPORATE INFORMATION

Anheuser-Busch InBev is a publicly traded company (Euronext: ABI) based in Leuven, Belgium and has established an American depositary receipt facility in respect of its ordinary shares (OTC: AHBIY). 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 that includes global flagship brands Budweiser, Stella Artois and Beck's, fast growing multi-country brands like Leffe and Hoegaarden, and strong "local jewels" such as Bud Light, Skol, Brahma, Quilmes, Michelob, Harbin, Sedrin, Klinskoye, Sibirskaya Korona, Chernigivske, and Jupiler, among others. In addition, the company owns a 50 percent equity interest in the operating subsidiary of Grupo Modelo, Mexico's leading brewer and owner of the global Corona brand. Anheuser-Busch InBev's dedication to heritage and quality is rooted in brewing traditions that originate from the Den Horen brewery in Leuven, Belgium, dating back to 1366 and the pioneering spirit of the Anheuser & Co brewery, established in 1860 in St. Louis, USA. 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. On a combined basis for 2008, the company would have generated revenues of 39 billion US dollar. For more information, please visit: www.ab-inbev.com.

On 18 November 2008, InBev announced the completion of its acquisition of Anheuser-Busch Companies, Inc. ("Anheuser-Busch"), following approval from shareholders of both companies. Anheuser-Busch's results are included in Anheuser-Busch InBev's result as from this date. InBev changed its name to Anheuser-Busch InBev to reflect the heritage and traditions of Anheuser-Busch. Anheuser-Busch became a wholly owned subsidiary of Anheuser-Busch InBev and retained its headquarters in St. Louis, MO. St. Louis also became the North American headquarters for the combined operations in North America.

The unaudited condensed consolidated interim financial statements of the company for the period ended 30 June 2009 comprise the company and its subsidiaries (together referred to as "AB InBev" or the "company") and the company's interest in associates and jointly controlled entities. The unaudited condensed consolidated interim financial statements as of 30 June 2009 and for the six months ended 30 June 2009 and 30 June 2008 are unaudited, however in the opinion of the company, the interim data include all adjustments, consisting of only normally recurring adjustments, necessary for a fair statement of the results for the interim period.

The unaudited condensed consolidated interim financial statements were authorized for issue by the board of directors on 12 August 2009.

2. STATEMENT OF COMPLIANCE

The unaudited condensed consolidated interim financial statements have been prepared in accordance with International Financial Reporting Standard (IFRS) IAS 34 *Interim Financial Reporting* as issued by the International Accounting Standard Board (IASB) and as adopted by the European Union. They do not include all of the information required for full annual financial statements, and should be read in conjunction with the consolidated financial statements of the company as at and for the year ended 31 December 2008. AB InBev has not applied IFRS requirements that were not yet effective in 2009.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The accounting policies applied are consistent with those applied in the annual consolidated financial statements ended 31 December 2008, except as described below.

(A) FUNCTIONAL AND PRESENTATION CURRENCY

Effective 1 January 2009, the company changed the presentation currency of the consolidated financial statements from the euro to the US dollar, reflecting the post-Anheuser-Busch acquisition profile of the company's revenue and cash flows, which are now primarily generated in US dollar and US dollar-linked currencies. AB InBev believes that this change provides greater alignment of the presentation currency with AB InBev's most significant operating currency and underlying financial performance. For comparability purposes, the company has restated the historical financial statements as of and for the year ended 31 December 2008 and as of and for the six months ended 30 June 2008, from the euro to the US dollar. Unless otherwise specified, all financial information included in these financial statements have been stated in US dollar and has been rounded to the nearest million.

(B) SUMMARY OF CHANGES IN ACCOUNTING POLICIES

The following new standards and amendments to standards are mandatory for the first time for the financial year beginning 1 January 2009.

IAS 1 (revised) *Presentation of financial statements*

The revised standard prohibits the presentation of items of income and expenses (that is 'non-owner changes in equity') in the statement of changes in equity, requiring 'non-owner changes in equity' to be presented separately from owner changes in equity. All 'non-owner changes in equity' are required to be shown in a performance statement.

Entities can choose whether to present one performance statement (the statement of comprehensive income) or two statements (the income statement and statement of comprehensive income).

AB InBev has elected to present two statements: an income statement and a statement of comprehensive income. The interim financial statements have been prepared under the revised disclosure requirements.

IFRS 8 *Operating Segments*

Effective from 1 January 2009 onwards, this standard replaces IAS 14 *Segment Reporting*. It requires AB InBev's external segment reporting to be based on its internal reporting to its "chief operating decision maker", which makes decisions on the allocation of resources and assesses the performance of the reportable segments. The application of this new standard did not have an effect on how AB InBev presents its segments.

For more details on the basis on which the segment information is prepared and reconciled to the amounts presented in the income statement and balance sheet, refer to Note 5 *Segment reporting* in the financial statements of this report.

IAS 23 *Borrowing Costs – amended*

In March 2007, the IASB issued amendments to IAS 23, *Borrowing Costs*. The main change from the previous version is the removal of the option of immediately recognizing as an expense borrowing costs that relate to assets that take a substantial period of time to get ready for use or sale. The cost of an asset will in future include all costs incurred in getting it ready for use or sale. The company prospectively adopted the amendment as of 1 January 2009 with no material effect on its financial result or financial position.

IFRS 2 *Share-based Payment – amended*

In January 2008, the IASB issued an amendment to IFRS 2, *Share-based Payment*. The amendment clarifies that vesting conditions are service conditions and performance conditions only. Other features of a share-based payment are not vesting conditions. It also specifies that all cancellations, whether by the entity or by other parties, should receive the same accounting treatment. The company adopted the amendment as of 1 January 2009 with no material effect on its financial result or financial position.

IFRIC 13 *Customer Loyalty Programs*

In June 2007, the IFRIC issued IFRIC 13, *Customer Loyalty Programs*. IFRIC 13 addresses how companies, that grant their customers loyalty award credits (often called "points") when buying goods or services, should account for their obligation to provide free or discounted goods or services if and when the customers redeem the points. Customers are implicitly paying for the points they receive when they buy other goods or services. Some revenue should be allocated to the points. Therefore, IFRIC 13 requires companies to estimate the value of the points to the customer and defer this amount of revenue as a liability until they have fulfilled their obligations to supply awards. AB InBev adopted the interpretation as of 1 January 2009 with no material effect on its financial result or financial position.

IFRIC 16 *Hedges of a Net Investment in a Foreign Operation*

In July 2008, the IFRIC issued IFRIC 16 *Hedges of a Net Investment in a Foreign Operation*. IFRIC 16 provides guidance on:

- identifying the foreign currency risks that qualify as a hedged risk in the hedge of a net investment in a foreign operation;
- where, within a group, hedging instruments that are hedges of a net investment in a foreign operation can be held to qualify for hedge accounting; and
- how an entity should determine the amounts to be reclassified from equity to profit or loss for both the hedging instrument and the hedged item.

IFRIC 16 concludes that the presentation currency does not create an exposure to which an entity may apply hedge accounting. Consequently, a parent entity may designate as a hedged risk only the foreign exchange differences arising from a difference between its own functional currency and that of its foreign operation. In addition, the hedging instrument(s) may be held by any entity or entities within the group. While IAS 39 must be applied to determine the amount that needs to be reclassified to profit or loss from the foreign currency translation reserve in respect of the hedging instrument, IAS 21 must be applied in respect of the hedged item. The interpretation is mandatory for annual periods beginning on or after October 1, 2008. It does not have a material effect on the company's financial result or financial position.

(C) FOREIGN CURRENCIES

FOREIGN CURRENCY TRANSACTIONS

Foreign currency transactions are accounted for at exchange rates prevailing at the date of the transactions. Monetary assets and liabilities denominated in foreign currencies are translated at the balance sheet date rate. Gains and losses resulting from the settlement of foreign currency transactions and from the translation of monetary assets and liabilities denominated in foreign currencies are recognized in the income statement. Non-monetary assets and liabilities denominated in foreign currencies are translated at the foreign exchange rate prevailing at the date of the transaction. Non-monetary assets and liabilities denominated in foreign currencies that are stated at fair value are translated to US dollar at foreign exchange rates ruling at the dates the fair value was determined.

EXCHANGE RATES

The following exchange rates have been used in preparing the financial statements.

1 US dollar equals:	Closing rate 30 June 2009	Closing rate 31 December 2008	Closing rate 30 June 2008
Argentinean peso	3.795208	3.449805	3.043399
Brazilian real	1.951601	2.337001	1.591902
Canadian dollar	1.151480	1.221383	1.011292
Chinese yuan	6.830670	6.823021	6.854283
Euro	0.707514	0.718546	0.634357
Mexican peso	13.167216	13.818990	10.304527
Pound sterling	0.602873	0.684415	0.502569
Russian ruble	31.002761	29.776885	23.412327
South Korean won	1 274.800000	1 320.856618	1 048.523967
Ukrainian hryvnia	7.609805	7.800109	4.838763

1 US dollar equals:	Average rate 30 June 2009	Average rate 30 June 2008
Argentinean peso	3.580611	3.132669
Brazilian real	2.249458	1.708628
Canadian dollar	1.204165	1.001182
Chinese yuan	6.844261	7.083420
Euro	0.749823	0.653998
Mexican peso	14.063224	10.638611
Pound sterling	0.676322	0.505791
Russian ruble	33.031850	23.981445
South Korean won	1 353.471119	977.575486
Ukrainian hryvnia	7.704241	5.030870

(D) RECENTLY ISSUED IFRS

To the extent that new IFRS requirements are expected to be applicable in the future, they have been summarized hereafter. For the period ended 30 June 2009, they have not been applied in preparing these unaudited condensed consolidated financial statements.

Revised IFRS 3 *Business Combinations (2008)*

Revised IFRS 3 *Business Combinations (2008)* incorporates the following changes that are likely to be relevant to AB InBev's operations:

- The definition of a business has been broadened, which is likely to result in more acquisitions being treated as business combinations.
- Contingent consideration will be measured at fair value, with subsequent changes therein recognized in profit or loss.
- Transaction costs, other than share and debt issue costs, will be expensed as incurred.
- Any pre-existing interest in the acquiree will be measured at fair value with the gain or loss recognized in profit or loss.
- Any non-controlling (minority) interest will be measured at either fair value, or at its proportionate interest in the identifiable assets and liabilities of the acquiree, on a transaction-by-transaction basis.

Revised IFRS 3, which becomes mandatory for AB InBev's 2010 consolidated financial statements, will be applied prospectively and therefore there will be no impact on prior periods in AB InBev's 2010 consolidated financial statements.

Amended IAS 27 *Consolidated and Separate Financial Statements (2008)*

Amended IAS 27 *Consolidated and Separate Financial Statements (2008)* requires accounting for changes in ownership interests by AB InBev in a subsidiary, while maintaining control, to be recognized as an equity transaction. When AB InBev loses control of a subsidiary, any interest retained in the former subsidiary will be measured at fair value with the gain or loss recognized in profit or loss. The amendments to IAS 27, which become mandatory for AB InBev's 2010 consolidated financial statements, are not expected to have a material impact on the consolidated financial statements.

IFRIC 17 *Distributions of Non-cash Assets to Owners*

IFRIC 17 *Distributions of Non-cash Assets to Owners* addresses the treatment of distributions in kind to shareholders. Outside the scope of IFRIC 17 are distributions in which the assets being distributed are ultimately controlled by the same party or parties before and after the distribution (common control transactions). A liability has to be recognized when the dividend has been appropriately authorized and is no longer at the discretion of the entity, to be measured at the fair value of the non-cash assets to be distributed. IFRIC 17, which becomes mandatory for AB InBev's 2010 consolidated financial statements, with prospective application, is not expected to have a material impact on the consolidated financial statements.

IFRIC 18 *Transfers of Assets from Customers*

IFRIC 18 *Transfers of Assets from Customers* addresses the accounting by access providers for property, plant and equipment contributed to them by customers. Recognition of the assets depends on who controls it. When the asset is recognized by the access provider, it is measured at fair value upon initial recognition. The timing of the recognition of the corresponding revenue depends on the facts and circumstances. IFRIC 18, which becomes mandatory for AB InBev's 2010 consolidated financial statements, with prospective application, is not expected to have a material impact on the consolidated financial statements.

Amendment to IAS 39 *Financial Instruments: Recognition and Measurement – Eligible Hedged Items*

Amendment to IAS 39 *Financial Instruments: Recognition and Measurement – Eligible Hedged Items* provides additional guidance concerning specific positions that qualify for hedging ("eligible hedged items"). The amendment to IAS 39, which becomes mandatory for AB InBev's 2010 consolidated financial statements, with retrospective application, is not expected to have a material impact the consolidated financial statements.

Improvements to IFRSs (2009)

Improvements to IFRSs (2009) is a collection of minor improvements to existing standards. This collection, which has various adoption dates, is not expected to have a material impact on the consolidated financial statements.

4. USE OF ESTIMATES AND JUDGMENTS

The preparation of financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

Although each of its significant accounting policies reflects judgments, assessments or estimates, AB InBev believes that the following accounting policies reflect the most critical judgments, estimates and assumptions that are important to its business operations and the understanding of its results: business combinations, intangible assets, goodwill, impairment, provisions, share-based payments, employee benefits and accounting for current and deferred tax.

The fair values of acquired identifiable intangibles are based on an assessment of future cash flows. Impairment analyses of goodwill and indefinite-lived intangible assets are performed annually and whenever a triggering event has occurred, in order to determine whether the carrying value exceeds the recoverable amount. These calculations are based on estimates of future cash flows.

The company uses its judgment to select a variety of methods including the discounted cash flow method and option valuation models and make assumptions about the fair value of financial instruments that are mainly based on market conditions existing at each balance sheet date.

Actuarial assumptions are established to anticipate future events and are used in calculating pension and other postretirement benefit expense and liability. These factors include assumptions with respect to interest rates, expected investment returns on plan assets, rates of increase in health care costs, rates of future compensation increases, turnover rates, and life expectancy.

Judgments made by management in the application of IFRS that have a significant effect on the financial statements and estimates with a significant risk of material adjustment in the next year are discussed in the relevant notes hereafter.

In preparing these unaudited condensed consolidated interim financial statements, the significant judgments made by management in applying the company's accounting policies and the key sources of estimating uncertainty were the same as those that applied to the consolidated financial statements as at and for the year ended 31 December 2008, except as for the recognition of a curtailment following the amendment of certain pensions and post-retirement healthcare benefits going forward as part of the Anheuser-Busch integration. The effect of these changes was estimated by actuaries and led to an increase of profit from operations and of profit by 240m US dollar and 147m US dollar, respectively, for the six months ended 30 June 2009.

5. SEGMENT REPORTING

Segment information is presented by geographical segments, consistent with the information that is available and evaluated regularly by the chief operating decision maker. AB InBev operates its business through seven zones. Regional and operating company management is responsible for managing performance, underlying risks, and effectiveness of operations. Internally, AB InBev management uses performance indicators such as normalized profit from operations (normalized EBIT) and normalized EBITDA as measures of segment performance and to make decisions regarding allocation of resources. These measures are reconciled to segment profit in the tables presented.

For the six month period ended 30 June (balance sheet comparatives at 31 December 2008) Million US dollar, except volume (million hls)	North America		Latin America North		Latin America South		Western Europe		Central and Eastern Europe		Asia Pacific		Global export and holding companies		Consolidated	
	2009	2008	2009	2008	2009	2008	2009	2008	2009	2008	2009	2008	2009	2008	2009	2008
Volume	**69**	**6**	**50**	**47**	**16**	**16**	**16**	**17**	**21**	**23**	**26**	**17**	**2**	**2**	**200**	**128**
Revenue	**7 871**	**1 122**	**3 111**	**3 731**	**883**	**812**	**2 049**	**2 427**	**1 222**	**1 576**	**1 074**	**685**	**1 487**	**210**	**17 698**	**10 563**
Cost of goods sold	(3 785)	(363)	(986)	(1 301)	(351)	(344)	(922)	(1 141)	(584)	(799)	(571)	(361)	(1 191)	(156)	(8 390)	(4 465)
Distribution expenses	(398)	(212)	(323)	(437)	(78)	(65)	(228)	(310)	(122)	(203)	(76)	(46)	(51)	(23)	(1 276)	(1 296)
Sales and marketing expenses	(793)	(144)	(414)	(415)	(77)	(91)	(379)	(508)	(226)	(328)	(256)	(162)	(126)	(45)	(2 271)	(1 694)
Administrative expenses	(297)	(59)	(232)	(223)	(34)	(28)	(182)	(186)	(88)	(79)	(77)	(46)	(180)	(109)	(1 090)	(730)
Other operating income/(expenses)	73	(3)	90	101	(2)	5	(52)	(101)	(62)	(77)	7	(2)	297	261	350	184
Normalized profit from operations (normalized EBIT)	**2 672**	**342**	**1 247**	**1 456**	**342**	**288**	**285**	**181**	**140**	**89**	**100**	**68**	**236**	**138**	**5 021**	**2 562**
Non-recurring items (refer note 7)	45	(2)	98	(2)	(6)	(1)	(62)	(49)	(1)	-	(15)	(2)	(153)	2	(93)	(54)
Profit from operations (EBIT)	**2 717**	**340**	**1 345**	**1 454**	**335**	**287**	**223**	**132**	**139**	**89**	**86**	**66**	**83**	**140**	**4 928**	**2 508**
Net finance cost	(289)	(30)	(204)	(276)	(33)	(45)	(115)	(253)	(24)	(33)	(8)	(5)	(1 320)	129	(1 993)	(513)
Share of result of associates	228	-	-	-	-	2	-	-	-	-	-	-	-	1	228	3
Profit before tax	**2 656**	**310**	**1 142**	**1 178**	**302**	**245**	**108**	**(121)**	**115**	**56**	**78**	**61**	**(1 237)**	**269**	**3 163**	**1 998**
Income tax expense	(982)	(100)	(153)	(124)	(82)	(74)	11	14	(21)	(24)	(40)	(29)	446	104	(820)	(232)
Profit	**1 674**	**210**	**989**	**1 054**	**220**	**171**	**119**	**(107)**	**94**	**33**	**38**	**32**	**(791)**	**373**	**2 343**	**1 766**
Normalized EBITDA	3 137	402	1 440	1 673	412	351	469	419	291	255	205	141	429	156	6 383	3 397
Non-recurring items	45	(2)	98	(2)	(6)	(1)	(62)	(49)	(1)	-	(15)	(2)	(153)	2	(93)	(54)
Depreciation, amortization, and impairment expense	(465)	(60)	(193)	(217)	(70)	(62)	(185)	(238)	(151)	(166)	(105)	(74)	(193)	(19)	(1 362)	(835)
Net finance costs	(289)	(30)	(204)	(276)	(33)	(45)	(115)	(253)	(24)	(33)	(8)	(5)	(1 320)	129	(1 993)	(513)
Share of results of associates	228	-	-	-	-	2	-	-	-	-	-	-	-	1	228	3
Income tax expense	(982)	(100)	(153)	(124)	(82)	(74)	11	14	(21)	(24)	(40)	(29)	446	104	(820)	(232)
Profit	**1 674**	**210**	**989**	**1 054**	**220**	**171**	**119**	**(107)**	**94**	**33**	**38**	**32**	**(791)**	**373**	**2 343**	**1 766**
EBITDA margin (normalized) in %	39.9%	35.8%	46.3%	44.8%	46.6%	43.2%	22.9%	17.3%	23.8%	16.2%	19.1%	20.6%	-	-	36.1%	32.2%
Segment assets	71 815	69 633	14 240	12 052	3 754	3 841	6 301	6 169	3 736	3 804	4 501	5 344	7 181	8 210	111 528	109 053
Intersegment elimination	-	-	-	-	-	-	-	-	-	-	-	-	-	-	(2 473)	(1 308)
Non-segmented assets	-	-	-	-	-	-	-	-	-	-	-	-	-	-	8 644	5 415
Total assets															**117 699**	**113 160**
Segment liabilities	6 331	6 075	2 663	2 470	942	763	2 756	2 577	937	722	1 357	1 108	2 060	1 389	17 046	15 104
Intersegment elimination	-	-	-	-	-	-	-	-	-	-	-	-	-	-	(2 473)	(1 308)
Non-segmented liabilities	-	-	-	-	-	-	-	-	-	-	-	-	-	-	103 126	99 364
Total liabilities															**117 699**	**113 160**

6. ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES

The table below summarizes the impact of the acquisitions and disposals on the financial position of AB InBev:

For the six month period ended 30 June Million US dollar	2009 Acquisitions	2009 Disposals	2008 Acquisitions	2008 Disposals
Non-current assets				
Property, plant and equipment	15	-	-	-
Intangible assets	12	-	9	-
Deferred tax assets	-	(1)	-	-
Current assets				
Investment in associates	(12)	-	-	-
Inventories	4	(1)	-	-
Trade and other receivables	4	-	-	-
Cash and cash equivalents	6	(5)	-	-
Assets held for sale	-	(42)	-	-
Non-current liabilities				
Interest-bearing loans and borrowings	(2)	-	-	-
Employee benefits	(1)	-		
Trade and other payables	-	-	-	-
Provisions	(1)	-	-	-
Deferred tax liabilities	(1)	-	-	-
Current liabilities				
Interest-bearing loans and borrowings	-	4	-	-
Income tax payable	(2)	-	-	-
Trade and other payables	(12)	3	-	-
Liabilities held for sale	-	42	-	-
Net identifiable assets and liabilities	**10**	**-**	**9**	**-**
Loss/(gain) on disposal	-	(1)	-	-
Goodwill on acquisition	17	-	67	-
Net cash received from last years' disposal	-	-	-	(6)
Net cash paid from last years' acquisition	508	-	-	-
Consideration paid/(received), satisfied in cash	**535**	**(1)**	**76**	**(6)**
Cash (acquired)/disposed of	(6)	5	-	-
Net cash outflow/(inflow)	**529**	**4**	**76**	**(6)**

The following main transactions took place in the first half of 2009:

- In March 2009, the company acquired Corporacion Boliviano de Bebidas for a total cash consideration of 27m US dollar. The amounts recognized at the acquisition date for each class of the company's assets and liabilities are included in the column '2009 Acquisitions' of the above table. Costs directly attributable to the acquisition were less than 1m US dollar. Goodwill recognized on this transaction amounts to 9m US dollar.
- The company also acquired local distributors. As these distributors are immediately integrated in the AB InBev operations, no separate reporting is maintained on their contributions to the AB InBev profit. Goodwill recognized on these transactions amounted to 8m US dollar.
- Net cash paid from last year's acquisition of 508m US dollar mainly reflects the settlement of the outstanding consideration payable to former Anheuser-Busch shareholders who had not yet claimed the proceeds as at 2008 year end, as well as the settlement of transaction costs related to the Anheuser-Busch acquisition. The company is still in the process of finalizing the allocation of the purchase price to the individual assets acquired and liabilities assumed in compliance with IFRS 3. The completion of this purchase price allocation will be finalized by November 2009 and may result in further adjustment to the carrying value of Anheuser-Busch's recorded assets and liabilities and the determination of any residual amount that will be allocated to goodwill.
- The sale of our integrated distribution network in France (CafeIn) was closed in the first half of 2009. The amounts derecognized at the selling date for each class of their assets and liabilities represent the main movements in the column '2009 Disposals' of the above table.

7. NON-RECURRING ITEMS

IAS 1 *Presentation of financial statements* requires material items of income and expense to be disclosed separately. Non-recurring items are items, which in management's judgment, need to be disclosed by virtue of their size or incidence in order for the user to obtain a proper understanding of the financial information. The company considers these items to be of significance in nature, and accordingly, management has excluded these from their segment measure of performance as noted in note 5 *Segment Reporting*.

The non-recurring items included in the income statement are as follows:

For the six month period ended 30 June Million US dollar	2009	2008
Profit from operations before non-recurring items	**5 021**	**2 562**
Restructuring (including impairment losses)	(140)	(48)
Business and asset disposal	47	(6)
Profit from operations	**4 928**	**2 508**

The non-recurring restructuring charges for the six-months ended 30 June 2009 total 140m US dollar. The charges are primarily related to the Anheuser-Busch integration, organizational alignments and outsourcing activities in Western Europe and Asia Pacific. These changes aim to eliminate overlap or duplicated processes and activities across functions and zones. These one time expenses as a result of the series of decisions will provide us with a lower cost base besides a stronger focus on AB InBev's core activities, quicker decision-making and improvements to efficiency, service and quality.

The 2009 business and asset disposals of 47m US dollar mainly represent the sale of assets of InBev USA LLC (also doing business under the name Labatt USA) to an affiliate of KPS Capital Partners, LP.

The 2008 non-recurring restructuring charges of 48m US dollar are mainly the result of organizational alignments and outsourcing of activities in Western Europe.

All the above amounts are before income taxes. The 2009 non-recurring items as at 30 June increased income taxes by 6m US dollar, whereas the 2008 non-recurring items as at 30 June decreased income taxes by (13)m US dollar.

8. FINANCE COST AND INCOME

RECOGNIZED IN PROFIT OR LOSS

FINANCE COSTS

For the six month period ended 30 June Million US dollar	2009	2008
Interest expense	(1 785)	(498)
Capitalization of borrowing cost	1	-
Accretion expense	(208)	(10)
Losses on hedging instruments that are not part of a hedge accounting relationship	(113)	(21)
Losses from hedge ineffectiveness	(67)	-
Taxes on financial transactions	(11)	(18)
Net foreign exchange losses	-	(58)
Other financial costs, including bank fees	(56)	(26)
	(2 239)	**(631)**

The increase of the finance costs is mainly explained by the interest charges on the existing Anheuser-Busch debt, the interest charges on the senior facilities to fund the acquisition and the amortization of the arrangement fees paid on the senior facilities. The accretion expense is related to the amortization of the arrangement fees on the senior facility and the amortization of the purchase price allocation on the Anheuser-Busch debt at the acquisition date.

The losses on hedging instruments not part of a hedge accounting relationship are related to the fair value adjustments through profit and loss on the freestanding swaps linked with the US Private Placement and to the recognition of the interest differential in the profit and loss on foreign exchange forwards.

The losses from hedge ineffectiveness are related to commodity hedges in AmBev Brazil and Anheuser-Busch.

FINANCE INCOME

For the six month period ended 30 June Million US dollar	2009	2008
Interest income	53	58
Gains on hedging instruments that are not part of a hedge accounting relationship	108	47
Gains on non-derivative financial instruments at fair value through profit or loss	-	1
Net foreign exchange gains	73	-
Other financial income	12	12
	246	**118**

The increase of the net foreign exchange gains is mainly explained by the realized and unrealized foreign exchange gains on the US dollar assets in the parent companies, following the bond issues in euro, CHF and GBP which were immediately converted to US dollar. These US dollar assets are held temporarily on third party bank accounts and used for repayments on the senior facilities.

9. INCOME TAXES

Income taxes recognized in the income statement can be detailed as follows:

For the six month period ended 30 June Million US dollar	2009	2008
Current tax expense	(1 004)	(353)
Deferred tax (expense)/income	184	121
Total income tax expense in the income statement	**(820)**	**(232)**

The reconciliation of the aggregated weighted nominal tax rate with the effective tax rate can be summarized as follows:

For the six month period ended 30 June Million US dollar	2009	2008
Profit before tax	3 163	1 998
Deduct share of result of associates	(228)	(3)
Profit before tax and before share of result of associates	**2 935**	**1 995**
Adjustments on taxable basis		
Non-deductible impairment of goodwill and intangible assets	1	3
Expenses not deductible for tax purposes	332	163
Taxable intercompany dividends	9	-
Non-taxable financial and other income	(186)	(64)
	3 091	**2 097**
Aggregated weighted nominal tax rate	**35.4%**	**32.1%**
Tax at aggregated weighted nominal tax rate	(1 094)	(673)
Adjustments on tax expense		
Utilization of tax losses not previously recognized	7	135
Write-down of deferred tax assets on tax losses and current year losses for which no deferred tax asset is recognized	(124)	(26)
Over/(under) provided in prior years	31	1
Tax savings from tax credits	333	328
Tax savings from special tax status	80	73
Change in tax rate	(1)	-
Withholding taxes	(39)	(46)
Other tax adjustments	(13)	(24)
	(820)	**(232)**
Effective tax rate	**27.9%**	**11.6%**

The aggregated weighted nominal tax rate increased from 32.1% in the first half of 2008 to 35.4% in the first half of 2009 mainly due to the results of Anheuser-Busch which are taxed at a marginal tax rate of approximately 40%. Furthermore, the non deductible expenses increased from 163m US dollar in 2008 to 332m US dollar in 2009. The increase in expenses not deductible for tax purposes is mainly related to non deductible interest expenses and foreign exchange losses on intra-group borrowings.

The total income tax expense amounts to 820m US dollar in the first half of 2009 or 27.9% of the profit before taxes and share of result of associates, compared to 232m US dollar in 2008, or 11.6%. This increase is primarily linked to the results of Anheuser-Busch which are taxed at a marginal rate of 40% and higher realized profits in AmBev Brazil which are taxed at a marginal tax rate of 34%. Furthermore, the company continues to benefit at the AmBev level from the impact of interest on equity payments and tax deductible goodwill from the merger between InBev Holding Brazil and AmBev in July 2005 and the acquisition of Quinsa in August 2006.

Income taxes were directly recognized in equity as follows:

For the six month period ended 30 June	2009			2008		
Million US dollar	Before tax	Tax (charge) credit	After tax	Before tax	Tax (charge) credit	After tax
Exchange differences on translation of foreign operations (gains/(losses))	1 465	-	1 465	891	-	891
Cash flow hedges	701	(143)	558	(2)	1	(1)
Actuarial gains/(losses)	(3)	1	(2)	-	-	-
Other comprehensive income	**2 163**	**(142)**	**2 021**	**889**	**1**	**890**

10. PROPERTY, PLANT AND EQUIPMENT

As at	30 June 2009					31 December 2008
Million US dollar	Land and buildings	Plant and equipment	Fixtures and fittings	Under construction	Total	Total
Acquisition cost						
Balance at end of previous year	**9 025**	**17 122**	**3 547**	**1 201**	**30 895**	**21 830**
Effect of movements in foreign exchange	226	696	160	26	1 108	(3 521)
Acquisitions	18	156	62	361	597	2 380
Acquisitions through business combinations	10	4	1	-	15	11 143
Disposals	(19)	(179)	(152)	(1)	(351)	(656)
Disposals through the sale of subsidiaries	-	-	(1)	-	(1)	(3)
Transfer to other asset categories	(52)	102	(312)	(715)	(977)	(301)
Other movements	-	3	1	10	14	23
Balance at end of period	**9 208**	**17 904**	**3 306**	**882**	**31 300**	**30 895**
Depreciation and impairment losses						
Balance at end of previous year	**(1 852)**	**(7 254)**	**(2 115)**	**-**	**(11 221)**	**(12 071)**
Effect of movements in foreign exchange	(104)	(447)	(110)	-	(661)	1 896
Disposals	10	147	136	-	293	529
Disposals through the sale of subsidiaries	-	-	1	-	1	-
Depreciation	(212)	(823)	(174)	-	(1 209)	(1 677)
Impairment losses	-	(29)	(2)	-	(31)	(76)
Transfer to other asset categories	116	404	(56)	-	464	203
Other movements	-	-	1	-	1	(25)
Balance at end of period	**(2 042)**	**(8 002)**	**(2 319)**	**-**	**(12 363)**	**(11 221)**
Carrying amount						
at 31 December 2008	**7 173**	**9 868**	**1 432**	**1 201**	**19 674**	**19 674**
at 30 June 2009	**7 166**	**9 902**	**987**	**882**	**18 937**	**-**

The transfer to other asset categories mainly relates to the separate presentation in the statement of financial position of property, plant and equipment held for sale in accordance with IFRS 5 *Non-current Assets Held for Sale and Discontinued Operations*.

11. GOODWILL

As at Million US dollar	30 June 2009	31 December 2008
Acquisition cost		
Balance at end of previous year	**49 563**	**20 365**
Effect of movements in foreign exchange	1 598	(3 823)
Acquisitions through business combinations	17	32 320
Transfer to assets held for sale	(780)	-
Purchases of minority interests	-	708
Other movements	-	(7)
Balance at end of period	**50 398**	**49 563**
Impairment losses		
Balance at end of previous year	**(7)**	**-**
Impairment losses	-	(7)
Balance at end of period	**(7)**	**(7)**
Carrying amount		
at 31 December 2008	**49 556**	**49 556**
at 30 June 2009	**50 391**	**-**

The business combinations that took place during the first 6 months of 2009 are the acquisition of several local businesses throughout the world – see note 6 *Acquisitions and disposals of subsidiaries*. These transactions resulted in recognition of goodwill of 17m US dollar.

With designation of certain businesses as assets held for sale, 780m US dollar in goodwill was transferred to the Assets held for sale caption of the statement of financial position.

The business combinations that took place during 2008 reflect primarily the Anheuser-Busch acquisition resulting in the recognition of goodwill of 32 235m US dollar. The other business combinations that took place during 2008 are the acquisitions of several local distributors throughout the world resulting in recognition of goodwill of 85m US dollar.

As a result of a share buy-back program of AmBev shares during 2008, AB InBev increased its interest percentage in AmBev from 61.01% to 61.75%. Other purchases of minority interests relate to the buy out of AB InBev Shiliang (Zhejiang) Brewery and to the closing of AmBev's tender offer for Quinsa shares resulting in an increase of AmBev's economic interest in Quinsa to 99.83%. The increase of goodwill by 708m US dollar stems from these transactions for which the total cash consideration amounted to 853m US dollar. As the related subsidiaries were already fully consolidated, the purchases did not impact AB InBev's profit, but reduced the minority interests and thus impacted the profit attributable to equity holders of AB InBev. AmBev did not perform any share buy-backs during the first half of 2009.

AB InBev's annual goodwill impairment testing is performed during the fourth quarter of the year.

12. INTANGIBLE ASSETS

As at	30 June 2009					31 December 2008
Million US dollar	Brands	Supply and distribution rights	Software	Other	Total	Total
Acquisition cost						
Balance at end of previous year	**22 267**	**1 226**	**720**	**153**	**24 366**	**2 485**
Effect of movements in foreign exchange	(31)	13	32	(1)	13	(184)
Acquisitions through business combinations	12	-	-	-	12	21 875
Acquisitions and expenditures	-	40	36	1	77	238
Disposals	-	(5)	(1)	-	(6)	(68)
Transfer to other asset categories	-	2	24	29	55	26
Other movements	-	1	-	-	1	(6)
Balance at end of period	**22 248**	**1 277**	**811**	**182**	**24 518**	**24 366**
Amortization and impairment losses						
Balance at end of previous year	**-**	**(360)**	**(301)**	**(32)**	**(693)**	**(645)**
Effect of movements in foreign exchange	-	(4)	(23)	-	(27)	66
Amortization	-	(39)	(76)	(6)	(121)	(159)
Disposals	-	4	-	-	4	22
Transfer to other asset categories	-	13	(2)	2	13	14
Other movements	-	-	-	-	-	9
Balance at end of period	**-**	**(386)**	**(402)**	**(36)**	**(824)**	**(693)**
Carrying value						
at 31 December 2008	**22 267**	**866**	**419**	**121**	**23 673**	**23 673**
at 30 June 2009	**22 248**	**891**	**409**	**146**	**23 694**	**-**

AB InBev is the owner of some of the world's most valuable brands in the beer industry. As a result, certain brands and distribution rights are expected to generate positive cash flows for as long as the company owns the brands and distribution rights. Given AB InBev's more than 600-year history, certain brands and their distribution rights have been assigned indefinite lives.

In April 2009, the company acquired the Budweiser distribution rights in Paraguay for an amount of 24m US dollar. These rights have been assigned an indefinite useful life.

Intangible assets with indefinite useful lives are comprised primarily of brands and certain distribution rights that AB InBev buys back for its own products, and are tested for impairment during the fourth quarter of the year. As of 30 June 2009, the carrying amount of the intangible assets amounted to 23 694m US dollar (31 December 2008: 23 673m US dollar) of which 22 806m US dollar was assigned an indefinite useful life (31 December 2008: 22 791m US dollar) and 888m US dollar a finite life (31 December 2008: 882m US dollar).

13. CASH AND CASH EQUIVALENTS

As at Million US dollar	30 June 2009	31 December 2008
Short term bank deposits	4 453	1 010
Current bank accounts	1 868	1 912
Cash	18	14
Cash and cash equivalents	**6 339**	**2 936**
Bank overdrafts	**(150)**	**(765)**
	6 189	**2 171**

The cash outstanding per 30 June 2009 includes restricted cash for an amount of 96m US dollar. This restricted cash mainly reflects the outstanding consideration payable to former Anheuser-Busch shareholders who had not yet claimed the proceeds. The related payable is recognized as a deferred consideration on acquisitions.

14. ASSETS AND LIABILITIES HELD FOR SALE

As at Million US dollar	30 June 2009	31 December 2008
Assets held for sale	1 811	51
Liabilities held for sale	246	-
	1 565	**51**

The increase of assets and liabilities held for sale as at 30 June 2009 mainly results from the reclassification of the identifiable assets and liabilities of our Korean affiliate and four metal beverage can and lid manufacturing plants from AB InBev's US metal packaging subsidiary, in accordance with IFRS 5 *Non-current Assets Held for Sale and Discontinued Operations*. The disposal of these assets is expected to occur in 2009. No gain and loss with respect to these assets is recognized in the first six months of 2009. The total amount of other comprehensive income accumulated in equity relating to these assets held for sale amounts to (97)m US dollar as at 30 June 2009.

Assets held for sale at 31 December 2008 include 51m US dollar land and buildings, mainly in Brazil and in the US.

15. CHANGES IN EQUITY AND EARNINGS PER SHARE

STATEMENT OF CAPITAL

The tables below summarize the changes in issued capital and treasury shares during the first six months of 2009:

ISSUED CAPITAL	Million US dollar	Million shares
At the end of the previous year	1 730	1 602
Changes during the period	1	1
	1 731	**1 603**

TREASURY SHARES	Million US dollar	Million shares
At the end of the previous year	997	20.6
Changes during the period	(32)	(0.7)
	965	**19.9**

DIVIDENDS

A dividend of 0.28 euro per share that relates to the period ended 31 December 2008 and that amounts to 659m US dollar was declared in April 2009 (2008: 2 012m US dollar).

EARNINGS PER SHARE

The calculation of basic earnings per share is based on the profit attributable to equity holders of AB InBev of 1 787m US dollar (1 207m US dollar for the first six months of 2008) and a weighted average number of ordinary shares outstanding for the first six months, calculated as follows:

Million shares	30 June 2009	30 June 2008 restated[1]
Issued ordinary shares at 1 January, net of treasury shares	1 582	969
Effect of shares issued / share buy-back programs	-	(9)
Weighted average number of ordinary shares at 30 June	**1 582**	**960**

The calculation of diluted earnings per share is based on the profit attributable to equity holders of AB InBev of 1 787m US dollar (1 207m US dollar for the first six months of 2008) and a weighted average number of ordinary shares (diluted) outstanding for the first six months, calculated as follows:

Million shares	30 June 2009	30 June 2008 restated[1]
Weighted average number of ordinary shares at 30 June	1 582	960
Effect of share options and warrants	8	3
Weighted average number of ordinary shares (diluted) at 30 June	**1 590**	**963**

The calculation of earnings per share before non-recurring items is based on the profit before non-recurring items, attributable to equity holders of AB InBev, calculated as follows:

Million US dollar	30 June 2009	30 June 2008
Profit attributable to equity holders of AB InBev	1 787	1 207
Non-recurring items, after taxes, attributable to equity holders of AB InBev	131	40
Profit before non-recurring items, attributable to equity holders of AB InBev	**1 918**	**1 247**

[1] In accordance with IAS33, historical data per share have been adjusted by an adjustment ratio of 0.6252 following the capital increase in December 2008.

The table below sets out our EPS calculation:

As at Million US dollar	30 June 2009	30 June 2008 restated[1]
Profit attributable to equity holders of AB InBev	1 787	1 207
Weighted average number of ordinary shares	1 582	960
Basic EPS	**1.13**	**1.26**
Profit before non-recurring items, attributable to equity holders of AB InBev	1 918	1 247
Weighted average number of ordinary shares	1 582	960
EPS before non-recurring items	**1.21**	**1.30**
Profit attributable to equity holders of AB InBev	1 787	1 207
Weighted average number of ordinary shares (diluted)	1 590	963
Diluted EPS	**1.12**	**1.25**
Profit before non-recurring items, attributable to equity holders of AB InBev	1 918	1 247
Weighted average number of ordinary shares (diluted)	1 590	963
Diluted EPS before non-recurring items	**1.21**	**1.29**

The average market value of the company's shares for purposes of calculating the dilutive effect of share options was based on quoted market prices for the period that the options were outstanding. 12m share options were anti-dilutive and not included in the calculation of the dilutive effect.

16. INTEREST-BEARING LOANS AND BORROWINGS

NON-CURRENT LIABILITIES Million US dollar	30 June 2009	31 December 2008
Secured bank loans	100	57
Unsecured bank loans	33 734	39 830
Unsecured bond issues	21 573	7 912
Secured other loans	6	7
Unsecured other loans	204	170
Finance lease liabilities	46	49
	55 663	**48 025**

CURRENT LIABILITIES Million US dollar	30 June 2009	31 December 2008
Secured bank loans	218	50
Unsecured bank loans	2 599	10 723
Unsecured bond issues	1 054	520
Unsecured other loans	4	4
Finance lease liabilities	5	4
	3 880	**11 301**

The current and non-current interest-bearing loans and borrowings amount to 59 543m US dollar at June 2009, compared to 59 326m US dollar at year end 2008.

AB InBev's net debt decreased to 53 136m US dollar as of June 2009, from 56 661m US dollar as of December 2008. Net debt is defined as non-current and current interest-bearing loans and borrowings and bank overdrafts minus debt securities and cash. Net debt is a financial performance indicator that is used by our management to highlight changes in the company's overall liquidity position. The company believes that net debt is meaningful for investors as it is one of the primary measures management uses when evaluating progress towards deleveraging.

The following table provides a reconciliation of our net debt as of the dates indicated:

As at Million US dollar	30 June 2009	31 December 2008
Non-current interest bearing loans and borrowings	55 663	48 025
Current interest bearing loans and borrowings	3 880	11 301
	59 543	**59 326**
Bank overdrafts	150	765
Cash and cash equivalents	(6 339)	(2 936)
Interest bearing loans granted (included within Trade and other receivables)	(91)	(97)
Debt securities (included within Investment securities)	(127)	(397)
Net debt	**53 136**	**56 661**

Apart from operating results net of capital expenditures, the net debt is impacted by dividend payments to shareholders of AB InBev (559m US dollar); dividend payments to minority shareholders of AmBev (94m US dollar); the payment to former shareholders of Anheuser-Busch and transaction costs (508m US dollar); the net proceeds from the sale of Tsingtao (901m US dollar) and the impact of changes in foreign exchange rates (640m US dollar).

To finance the acquisition of Anheuser-Busch, we entered into a 45 billion US dollar senior debt facilities agreement and a 9.8 billion US dollar bridge facility agreement, enabling us to consummate the acquisition, including the payment of 52.5 billion US dollar to shareholders of Anheuser-Busch, refinancing certain Anheuser-Busch indebtedness, payment of all transaction charges, fees and expenses and accrued but unpaid interest to be paid on Anheuser-Busch's outstanding indebtedness, which together amounted to approximately 54.8 billion US dollar.

On 18 December 2008, we repaid the debt we had incurred under the bridge facility with the net proceeds of the rights offering and cash proceeds we received from pre-hedging the foreign exchange rate between the euro and the US dollar in connection with the rights offering.

As of 30 June 2009, the amounts outstanding under our 45 billion US dollar senior debt facilities (of which 44 billion US dollar was ultimately drawn) entered into in connection with the Anheuser-Busch acquisition had been reduced to 31.4 billion US dollar. AB InBev refinanced the debt incurred under the senior facility with cash generated from its operations, with the proceeds of disposals and with the proceeds of the following debt capital market offerings:

- On 12 January 2009, we issued three series of notes in an aggregate principal amount of 5.0 billion US dollar, consisting of 1.25 billion US dollar aggregate principal amount of notes due 2014, 2.5 billion US dollar aggregate principal amount of notes due 2019 and 1.25 billion US dollar aggregate principal amount of notes due 2039 bearing interest at a rate of 7.20%, 7.75% and 8.20%, respectively. The net proceeds from the January Notes offering were used to repay 5.0 billion US dollar of the senior facility.
- In the first half of 2009, we completed the issuance of eight series of notes, consisting of 750m euro aggregate principal amount of notes due 2013, 750m euro aggregate principal amount of notes due 2014, 600m euro aggregate principal amount of notes due 2017, 550m Pound sterling aggregate principal amount of notes due 2024, 600m Swiss franc aggregate principal amount notes due 2014, 250m euro aggregate principal amount of notes due June 2015 and 750m Pound sterling aggregate principal amount of notes due June 2017 bearing interest at a rate of 7.375%, 6.57%, 8.625%, 9.75%, 4.5%, 5.75% and 6.5%, respectively and a note consisting of 50m euro aggregate principal amount of notes due 2014 and bearing interest at a floating rate of 3 month EURIBOR plus 3.90%. The net proceeds from the notes were used to repay approximately 2.5 billion US dollar of the senior facility and approximately 1.1 billion US dollar of other short term indebtedness.
- On 14 May 2009, we issued three series of notes in an aggregate principal amount of 3.0 billion US dollar , consisting of 1.55 billion US dollar aggregate principal amount of notes due 2014, 1.0 billion US dollar aggregate principal amount of notes due 2019 and 0.450 billion US dollar aggregate principal amount of notes due 2039 bearing interest at a rate of 5.375%, 6.875% and 8.0%, respectively. The net proceeds from the May Notes offering were used to repay approximately 3 billion of the senior facility.

As of 30 June 2009, our outstanding debt had the following maturity dates:

TERMS AND DEBT REPAYMENT SCHEDULE 30 JUNE 2009 Million US dollar	Total	1 year or less	1-2 years	2-3 years	3-5 years	More than 5 years
Secured bank loans	318	218	61	20	12	7
Unsecured bank loans	36 333	2 599	5 814	13 573	14 172	175
Unsecured bond issues	22 627	1 054	474	989	5 709	14 401
Secured other loans	6	-	-	-	6	-
Unsecured other loans	208	4	26	91	22	65
Finance lease liabilities	51	5	5	4	2	35
	59 543	**3 880**	**6 380**	**14 677**	**19 923**	**14 683**

17. SHARE-BASED PAYMENTS

Different share option programs allow company senior management and members of the board of directors to acquire shares of AB InBev or AmBev. The fair value of these share-based payment compensations is estimated at grant date, using the binomial Hull model, modified to reflect the IFRS 2 *Share-based Payments* requirement that assumptions about forfeiture before the end of the vesting period cannot impact the fair value of the option.

The fair value of options granted is expensed over the vesting period. The options granted under the bonus plan and issued during the second quarter of 2009 cliff vest after 5 years. AB InBev issued a total of 0.4m of such options representing a fair value of approximately 5.9m US dollar. In addition 1.1m options were granted to members of the board of directors. These options gradually vest over a period of 3 years (one third on 1 January of 2011, one third on 1 January 2012 and one third on 1 January 2013) and represent a fair value of approximately 16.3m US dollar.

The company offered additional stock options to a small group of senior executives on 25 November 2008. AB InBev believes that the selected executives will help implement a successful integration of Anheuser-Busch Companies, Inc. and AB InBev, which will underpin AB InBev's ability to quickly deleverage. The final number of options offered was 28.4m, with an estimated fair value of 233m US dollar.

The company also offered 5.9m options with a fair value of 53m US dollar following the approval of the AB InBev shareholders meeting and 5.0m options with a fair value of 47m US dollar to approximately 50 executives.

The weighted average fair value of the options and assumptions used in applying the AB InBev option pricing model for the 2009 grants are as follows:

Amounts in US dollar unless otherwise indicated[1]	Six months ended 30 June 2009	Year ended 31 December 2008	2007
Fair value of options and warrants granted	13.33	38.17	31.15
Share price	25.36	90.58	77.59
Exercise price	18.25	86.62	72.53
Expected volatility	34%	24%	20%
Expected dividends	0.76%	0.16%	0.16%
Risk-free interest rate	3.49%	4.47%	4.47%

Since the acceptance period of the options is 2 months, the fair value was determined as the average of the fair values calculated on a weekly basis during the two months offer period.

Expected volatility is based on historical volatility calculated using 1 410 days of historical data. The binomial Hull model assumes that all employees would immediately exercise their options if the AB InBev share price is 2.5 times above the exercise price. As a result, no single expected option life applies.

The total number of outstanding options developed as follows:

Million options and warrants	Six months ended 30 June 2009	Year ended 31 December 2008	2007
Options and warrants outstanding at 1 January	8.8	6.3	7.6
Options and warrants issued during the period	35.9	1.1	1.0
Options and warrants exercised during the period	(0.8)	(1.2)	(1.6)
Options and warrants forfeited during the period	(0.3)	(0.4)	(0.7)
Additional options and warrants granted as a result of the December 2008 rights issue	-	3.0	-
Options outstanding at end of period	**43.6**	**8.8**	**6.3**

As a consequence of the rights issue that took place in November 2008, the exercise price and the number of options were adjusted according to the ratio method proposed by Euronext-Liffe in order to compensate for the dilutive effect of the rights issue. The adjustment ratio is 0.6252. The adjusted exercise price of the subscription rights equals the original exercise price multiplied by the adjustment ratio. The adjusted number of subscription rights equals the original number of subscription rights divided by the adjustment ratio. As a result during the fourth quarter of 2008, 3.0m additional options were granted to employees in order to compensate for the dilutive effect of the rights issue.

The range of exercise prices of the outstanding options is between 10.29 US dollar and 82.42 US dollar while the weighted average remaining contractual life is 9.6 years.

Of the 43.6m outstanding options 3.9m options are vested at 30 June 2009.

The weighted average exercise price of the options is as follows:

Amounts in US dollar[1]	Six months ended 30 June 2009	Year ended 31 December 2008	2007
Options and warrants outstanding at 1 January	34.42	46.50	35.48
Granted during the period (pre rights issue)	18.16	76.92	79.38
Granted during the period (adjustment factor)	-	32.87	-
Forfeited during the period	37.30	56.63	45.00
Exercised during the period	20.72	32.76	35.52
Outstanding at the end of the period	21.46	34.42	46.50
Exercisable at the end of the period	23.90	23.66	36.39

For share options exercised during 2009 the weighted average share price at the date of exercise was 30.72 US dollar.

Under an equivalent 5 year cliff vesting plan, AmBev has issued during the second quarter of 2009 0.5m options for which the fair value amounts to approximately 27m US dollar. The fair value of the options and assumptions used in applying a binomial option pricing model for the 2009 AmBev grant are as follows:

Amounts in US dollar unless otherwise indicated[1]	Six months ended 30 June 2009	Year ended 31 December 2008	2007
Fair value of options granted	33.94	44.51	25.03
Share price	50.18	71.48	61.83
Exercise price	49.95	71.48	61.83
Expected volatility	48%	33%	26%
Risk-free interest rate	11.8%	12.50%	10.60%

As the AmBev options are dividend protected, the dividend yield used for the fair value calculation was 0%.

[1] Amounts have been converted to US dollar at the closing rate of the respective period.

During the second half of 2007, AmBev performed a reverse stock split in the ratio of 100:1. Consequently the 2007 figures have been restated to consider the impact of this adjustment.

The total number of outstanding AmBev options developed as follows:

Million options	Six months ended 30 June 2009	Year ended 31 December 2008	Year ended 31 December 2007
Options outstanding at 1 January	2.8	2.2	2.4
Options issued during the period	0.5	0.8	0.8
Options exercised during the period	-	(0.1)	(0.6)
Options forfeited during the period	(0.2)	(0.1)	(0.4)
Options outstanding at end of period	**3.1**	**2.8**	**2.2**

The range of exercise prices of the outstanding options is between 27.43 US dollar and 66.70 US dollar while the weighted average remaining contractual life is 3.1 years.

Of the 3.1m outstanding options 0.5m options are vested at 30 June 2009.

The weighted average exercise price of the options is as follows:

Amounts in US dollar	Six months ended June 2009	Year ended 31 December 2008	Year ended 31 December 2007
Options outstanding at 1 January	50.02	49.21	30.54
Granted during the period	50.18	57.42	61.45
Forfeited during the period	50.20	33.69	32.22
Exercised during the period	29.58	40.62	35.95
Outstanding at the end of the period	50.34	42.07	49.21
Exercisable at the end of the period	29.62	23.62	28.60

During the fourth quarter of 2008, a limited number of AmBev shareholders who are part of the senior management of AB InBev were given the opportunity to exchange AmBev shares against a total of 0.9m AB InBev shares (2007: 1.8m – 2006: 1.5m) at a discount of 16.7% provided that they stay in service for another five years. The fair value of this transaction amounts to approximately 11m US dollar (2007: 25m US dollar – 2006: 13m US dollar) and is expensed over the five years service period. The fair values of the AmBev and AB InBev shares were determined based on the market price. 19m US dollar of cost was reported in the first half of 2009 related to the acceleration of the vesting of the AmBev share swap for selected employees.

Since 2005, variable compensation granted to company employees and management is partially settled in shares.

The above described share-based payment transactions resulted in a total expense of 97m US dollar for the first six months 2009, 62m US dollar for the year 2008 and 72m US dollar for the year 2007.

18. RISKS ARISING FROM FINANCIAL INSTRUMENTS

Changes in market conditions that give rise to market risk include changes in interest rates, commodity prices and foreign exchange rates. At 30 June 2009, no material changes are warranted to our disclosures made in note 30 *Risks arising from financial instruments* of our 31 December 2008 annual financial statements, except for the foreign exchange swaps which AB InBev entered into with the objective to hedge the conversion of the bonds proceeds, as detailed in note 16 *Interest-bearing loans and borrowings,* to US dollar.

LIQUIDITY RISK

The following are the contractual maturities of non-derivative financial liabilities including interest payments and derivative financial assets and liabilities:

	30 June 2009						
Million US dollar	Carrying amount	Contrac-tual cash flows	Less than 1 year	1-2 years	2-3 years	3-5 years	More than 5 years
Non-derivative financial liabilities							
Secured bank loans	318	(357)	(236)	(68)	(25)	(19)	(9)
Unsecured bank loans	36 333	(40 805)	(3 768)	(7 023)	(14 431)	(15 376)	(207)
Unsecured bond issues	22 627	(42 229)	(2 704)	(2 099)	(2 470)	(8 385)	(26 571)
Secured other loans	6	(9)	(1)	(1)	(1)	(6)	-
Unsecured other loans	208	(220)	(7)	(33)	(94)	(24)	(62)
Finance lease liabilities	51	(128)	(6)	(12)	(7)	(6)	(97)
Bank overdraft	150	(150)	(150)	-	-	-	-
Trade & other payables	9 126	(9 147)	(8 649)	(376)	(24)	(7)	(91)
	68 819	**(93 045)**	**(15 521)**	**(9 612)**	**(17 052)**	**(23 823)**	**(27 037)**
Derivative financial liabilities							
Interest rate derivatives	2 127	(2 242)	(857)	(829)	(652)	102	(6)
Foreign exchange derivatives	(230)	217	(14)	164	67	-	-
Interest rate and foreign exchange derivatives	266	(576)	(14)	(60)	(181)	(218)	(103)
Commodity derivatives	71	(73)	(99)	26	-	-	-
Other derivatives	(1)	-	-	-	-	-	-
	2 233	**(2 674)**	**(984)**	**(699)**	**(766)**	**(116)**	**(109)**
Of which: directly related to cash flow hedges	1 456	(1 475)	(703)	(461)	(412)	101	-

19. CONTINGENCIES

Certain subsidiaries of AmBev have received tax assessments totaling 4 804m Brazilian real including accrued interest and penalties, related to corporate Brazilian taxation of income generated outside Brazil. In 2005 and 2008, AmBev was officially notified of administrative Lower Court decisions, recognizing that a substantial portion of the amount of the tax assessment mentioned above was incorrect. These decisions, of which some were appealed, reduced the amount of such tax assessments to 2 098m Brazilian real (including interest and penalties). AmBev disputes the validity of these tax assessments and intends to vigorously defend its case. No provision has been recorded related to these tax assessments.

Certain holders of warrants issued by AmBev in 1996 for exercise in 2003 proposed lawsuits to subscribe correspondent shares for an amount lower than AmBev considers as established upon the warrant issuance. In case AmBev loses the totality of these lawsuits, the issuance of 5 536 919 preferred shares and 1 376 344 common shares would be necessary. AmBev would receive in counterpart funds that are materially lower than the current market value. This could result in a dilution of about 1% to all AmBev shareholders. Furthermore, the holders of these warrants claim to receive the dividends relative to these shares since 2003 (approximately 130m real excluding legal fees). AmBev disputes these claims and intends to vigorously defend its case.

AmBev, together with other Brazilian brewers, is party to a lawsuit whereby the Federal Public Prosecutor's office: (i) claims collective damages of approximately 2.8b Brazilian real (out of which 2.1b Brazilian real allocated to AmBev); and (ii) requests that the defendants are ordered to allocate to treatment of the harms caused by alcohol the same amounts invested in advertisement in the future. Plaintiff argues that advertising campaigns of defendants increase total consumption of alcohol and, as a result, public health and social security costs, traffic accidents, criminality and underage consumption. AmBev believes that the claim is without merit, will vigorously defend this litigation and has classified the chances of loss as being remote, in accordance with IFRS.

Shortly after the above lawsuit was filed, a consumer-protection association applied to be admitted as a joint-plaintiff. The association has made further requests in addition to the ones made by Public Prosecutor. They include: (i) claim for "collective moral damages" in an amount to be ascertained by the court; however, it suggests that it should be equal to the initial request of 2.8b Brazilian real (therefore, it doubles the initial amount involved); (ii) destination of the amounts to specific public accounts; (iii) obligation to defendants to give full publicity of the future court decision; (iv) as a subsidiary claim, direct indemnification to public entities in charge of public health system and social security; (v) interest and monetary adjustment on amounts due; (vi) defendants to pay court and attorney fees; (vii) burden of proof to lie on defendants; and (viii) exemption of court fees to the association. The court has admitted the association as joint--plaintiff and has agreed to hear the new claims. Process has not been served so far. AmBev intends to vigorously defend this litigation.

On 16 October 2008, Grupo Modelo, Diblo S.A. de C.V. and the Grupo Modelo series A shareholders filed a notice of arbitration, under the arbitration rules of the United Nations Commission on International Trade Law, against Anheuser-Busch, Anheuser-Busch International Inc. and Anheuser-Busch International Holdings Inc ('ABIH'). The notice of arbitration claimed the transaction between Anheuser-Busch and InBev violated provisions of the 1993 investment agreement, governed by the law of the United Mexican States, between the Anheuser-Busch entities, Grupo Modelo, Diblo and the series A shareholders. The arbitration will take place in New York City in the State of New York in the United States. It seeks post-closing relief, including (i) a declaration that Anheuser-Busch breached the 1993 investment agreement, (ii) rescission of certain continuing rights and obligations under the 1993 investment agreement, (iii) a permanent injunction against Anheuser-Busch or its successors from exercising governance rights under the 1993 investment agreement, (iv) suspension of Anheuser-Busch's right to exercise a right of first refusal to purchase the stock of Grupo Modelo held by the series A shareholders, (v) "rectification" of the 1993 investment agreement to add additional restrictions on the Anheuser-Busch entities and (vi) money damages of up to 2.5b US dollar. The respondents believe that the claims are without merit because, among other things, there is no change of control clause in the investment agreement and no sale or transfer of the shares of Grupo Modelo and Diblo held by ABIH occurred. However, the relief sought by Grupo Modelo, Diblo and its series A shareholders in the arbitral proceeding or any other equitable or other relief they may seek may have an adverse effect on Anheuser-Busch or AB InBev. The final arbitration proceeding is scheduled for August 2009.

On 10 September 2008, an action brought under Section 7 of the Clayton Antitrust Act styled Ginsburg et al. v. InBev NV/SA et al., C.A. No. 08-1375, was filed against InBev NV/SA, Anheuser-Busch Companies, Inc. and Anheuser-Busch, Inc. in the United States District Court for the Eastern District of Missouri. The plaintiffs in the Ginsburg action allege that the merger between Anheuser-Busch and InBev will have certain anticompetitive effects and consequences on the beer industry and will create a monopoly in the production and sale of beer in the United States. The plaintiffs sought declaratory relief that the merger violates Section 7 of the Clayton Antitrust Act, injunctive relief to prevent consummation of the merger and fees and expenses. On 18 November 2008 plaintiffs' request for injunctive relief was denied. On 3 August 2009 the Court granted defendants Motion to Dismiss plaintiffs claims with prejudice. On 4 August 2009 the Court entered judgment in favor of the defendants. Plaintiffs have 30 days from the entry of judgment to file an appeal. AB InBev will continue to vigorously defend against these claims.

On 22 July 2009, CADE, the Brazilian antitrust authority issued its ruling in Administrative Proceeding No. 08012.003805/2004-1. This proceeding was initiated in 2004 as a result of a complaint filed by Schincariol (a South American brewery and beverage maker based in Brazil) and has, as its main purpose, the investigation of our conduct in the market, in particular our customer loyalty program known as "Tô Contigo" and which is similar to airline frequent flyer and other mileage programs. During its investigation, the Secretariat of Economic Law of the Ministry of Justice ("SDE") concluded that the program should be considered anticompetitive unless certain adjustments were made. These adjustments have already been substantially incorporated into the current version of the Program. The SDE opinion did not threaten any fines and recommended that the other accusations be dismissed. After the SDE opinion, the proceeding was sent to CADE, which issued a ruling that, among other things, imposed a fine in the amount of 352m Brazilian real. Based on the judgment transcription, we believe that the decision is not proper - including with regard to the amount of the penalty – and we intend to appeal in the administrative and judicial courts. According to our advisors' analysis, a loss is possible (but not probable), and therefore we have not established a provision in our interim financial statements. We are also involved in other administrative proceedings before CADE and SDE, relating to the investigation of certain conduct, none of which we believe contravenes applicable competition rules and regulations.

20. RELATED PARTIES

TRANSACTIONS WITH DIRECTORS AND EXECUTIVE BOARD MANAGEMENT MEMBERS (KEY MANAGEMENT PERSONNEL)

In addition to short-term employee benefits (primarily salaries), AB InBev's executive board management members are entitled to post-employment benefits. More particular, members of the executive board management participate in the pension plan of their respective country. Finally, key management personnel is eligible for the company's share option and/or share swap program. Total directors and executive board management compensation included in the income statement can be detailed as follows:

For the six month period ended 30 June Million US dollar	2009 Directors	 Executive board management	2008 Directors	 Executive board management
Short-term employee benefits	2	42	2	23
Post-employment benefits	-	1	-	2
Termination benefits	-	-	-	-
Share-based payments	1	30	1	13
	3	**73**	**3**	**38**

Directors' compensation consists mainly of directors' fees (tantièmes). Key management personnel was not engaged in any transaction with AB InBev and did not have any significant outstanding balances with the company, with the exception of a consultancy agreement entered into between AB InBev and Mr. Busch IV in connection with the merger and which will continue until 31 December 2013. Under the terms of the consultancy agreement Mr. Busch IV received a lump sum cash payment of 10.3m US dollar. During the consultancy period Mr. Busch IV will be paid a fee of approximately 120 000 US dollar per month and Mr. Busch IV will be provided with an appropriate office in St Louis, Missouri, administrative support and certain employee benefits that are materially similar to those provided to full-time salaried employees of Anheuser-Busch.

JOINTLY CONTROLLED ENTITIES

AB InBev reports its interest in jointly controlled entities using the line-by-line reporting format for proportionate consolidation. Significant interests in joint ventures include two distribution entities in Canada and three entities in Brazil. None of these joint ventures are material to the company. Aggregate amounts of AB InBev's interest are as follows (for the six month period ended 30 June, except for balance sheet comparatives at 31 December):

Million US dollar	2009	2008
Non-current assets	72	68
Current assets	32	31
Non-current liabilities	91	85
Current liabilities	26	28
Result from operations	5	6
Profit attributable to equity holders	1	2

TRANSACTIONS WITH ASSOCIATES

AB InBev's transactions with associates were as follows (for the six month period ended 30 June, except for balance sheet comparatives at 31 December):

Million US dollar	2009	2008
Revenue	28	8
Non-current assets	16	31
Current assets	13	14
Current liabilities	17	14

Revenue from associates primarily consists of sales to Grupo Modelo as well as other distributors in which AB InBev has a non-controlling interest.

21. EVENTS AFTER THE BALANCE SHEET DATE

On 1 July 2009 AB InBev announced that it had entered into a definitive agreement with Ball Corporation, one of the world's leading suppliers of metal and plastic packaging to the beverage and food industries, whereby Ball will acquire four metal beverage can and lid manufacturing plants from AB InBev's US metal packaging subsidiary, Metal Container Corporation (MCC), for an aggregate purchase price of 577m US dollar in cash, approximately 7.5x 2008 EBITDA. As part of the transaction, Ball Corporation will enter into a long-term supply agreement to continue to supply AB InBev with metal beverage cans and lids from the divested plants. Ball has committed, as part of the acquisition agreement, to offer employment to each active employee of the plants.

On 1 July 2009, AB InBev announced that it has established a Level 1 American Depository Receipt (ADR) program in the US. Each ADR represents one ordinary share of AB InBev common stock and trades over-the-counter under the ticker symbol "AHBIY". AB InBev ordinary shares continue to trade on Euronext Brussels under the symbol "ABI".

On 22 July 2009, the Brazilian antitrust authority CADE issued its ruling in a 2004 complaint filed by Schincariol, imposing a 352m Brazilian real (180m US dollar) fine. The ruling was based on an investigation conducted by the Secretariat of Economic Law of the Ministry of Justice ("SDE"). SDE concluded that AmBev's customer loyalty program should be considered anticompetitive unless certain adjustments were made, which have already been substantially incorporated into the program's current version. The

SDE opinion did not suggest any fines and recommended that accusations be dismissed. AmBev intends to appeal in the administrative and judicial courts.

On 24 July 2009 AB InBev announced that it completed the previously announced sale of its Korean subsidiary Oriental Brewery ("OB") to an affiliate of Kohlberg Kravis Roberts & Co. L.P. ("KKR") for 1.8b US dollar. Under the terms of the agreement, AB InBev will continue its relationship with OB through granting OB exclusive licenses to distribute certain brands in South Korea including Budweiser, Bud Ice and Hoegaarden and by having an ongoing interest in OB through an agreed earnout. In addition, AB InBev has the right but not the obligation to reacquire OB after five years at predetermined financial terms.

5. Glossary

AGGREGATED WEIGHTED NOMINAL TAX RATE
Calculated by applying the statutory tax rate of each country on the profit before tax of each entity and by dividing the resulting tax charge by the total profit before tax of the company.

DEBT EQUITY RATIO
Net debt divided by equity attributable to equity holders of AB InBev.

DILUTED EPS
Profit attributable to equity holders of AB InBev divided by the fully diluted weighted average number of ordinary shares.

DILUTED WEIGHTED AVERAGE NUMBER OF ORDINARY SHARES
Weighted average number of ordinary shares, adjusted by the effect of share options on issue.

EBIT
Profit from operations.

EBITDA
Profit from operations plus depreciation, amortization and impairment.

EPS
Profit attributable to equity holders of AB InBev divided by the weighted average number of ordinary shares.

INVESTED CAPITAL
Includes property, plant and equipment, goodwill and intangible assets, investments in associates and equity securities, working capital, provisions, employee benefits and deferred taxes.

MARKETING EXPENSES
Include all costs relating to the support and promotion of the brands. They include among others operating costs (payroll, office costs, etc.) of the marketing department, advertising costs (agency costs, media costs, etc.), sponsoring and events, and surveys and market research.

NET CAPEX
Acquisitions of property, plant and equipment and of intangible assets, minus proceeds from sale.

NET DEBT
Non-current and current interest-bearing loans and borrowings and bank overdrafts, minus debt securities and cash.

NON-RECURRING ITEMS
Items of income or expense which do not occur regularly as part of the normal activities of the company.

NORMALIZED
The term "normalized" refers to performance measures (EBITDA, EBIT, Profit, EPS) before non-recurring items. Non-recurring items are items of income or expense which do not occur regularly as part of the normal activities of the company and which warrant separate disclosure because they are important for the understanding of the underlying results of the company due to their size or nature. AB InBev believes that the communication and explanation of normalized measures is essential for readers of its financial statements to understand fully the sustainable performance of the company. 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.

NORMALIZED DILUTED EPS
Diluted EPS adjusted for non-recurring items.

NORMALIZED EBIT
Profit from operations adjusted for non-recurring items.

NORMALIZED EBITDA
Profit from operations adjusted for non-recurring items, plus depreciation, amortization and impairment.

NORMALIZED EPS
EPS adjusted for non-recurring items.

NORMALIZED PROFIT
Profit adjusted for non-recurring items.

NORMALIZED PROFIT FROM OPERATIONS
Profit from operations adjusted for non-recurring items.

PAY OUT RATIO
Gross dividend per share multiplied by the number of outstanding ordinary shares at year-end, divided by profit attributable to equity holders of AB InBev.

REVENUE
Gross revenue less excise taxes and discounts.

SALES EXPENSES
Include all costs relating to the selling of the products. They include among others the operating costs (payroll, office costs, etc.) of the sales department and the sales force.

SCOPE
Financials are analyzed eliminating the impact of changes in currencies on translation of foreign operations, and scopes. A scope represents the impact of acquisitions and divestitures, the start up or termination of activities, or the transfer of activities between segments.

WEIGHTED AVERAGE NUMBER OF ORDINARY SHARES
Number of shares outstanding at the beginning of the period, adjusted by the number of shares cancelled, repurchased or issued during the period multiplied by a time-weighing factor.

WORKING CAPITAL
Includes inventories, trade and other receivables and trade and other payables, both current and non-current.