

# Financial Report

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# Management Report

Anheuser-Busch InBev is a publicly traded company (Euronext: ABI) based in Leuven, Belgium, with American Depositary Receipts on the New York Stock Exchange (NYSE: BUD). It is the leading global brewer and one of the world's top five consumer products companies. Beer, the original social network, has been bringing people together for thousands of years and the company's portfolio of well over 200 beer brands continues to forge strong connections with consumers. This includes global brands Budweiser®, Corona® and Stella Artois®; international brands Beck's®, Leffe® and Hoegaarden®; and local champions Bud Light®, Skol®, Brahma®, Antarctica®, Quilmes®, Victoria®, Modelo Especial®, Michelob Ultra®, Harbin®, Sedrin®, Klinskoye®, Sibirskaya Korona®, Chernigivske®, Cass® and Jupiler®. Anheuser-Busch InBev's dedication to heritage and quality originates from the Den Hoorn brewery in Leuven, Belgium dating back to 1366 and the pioneering spirit of the Anheuser & Co brewery, with origins in St. Louis, USA since 1852. Geographically diversified with a balanced exposure to developed and developing markets, Anheuser-Busch InBev leverages the collective strengths of its approximately 155 000 employees based in 25 countries worldwide. In 2014, AB InBev realized 47.1 billion US dollar revenue. The company strives to be the Best Beer Company Bringing People Together For a Better World. For more information, please visit: [www.ab-inbev.com](http://www.ab-inbev.com).

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

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

## ORIENTAL BREWERY ACQUISITION

On 1 April 2014, AB InBev, KKR and Affinity announced that AB InBev successfully completed the acquisition of Oriental Brewery ("OB"), the leading brewer in South Korea.

The acquisition returns OB to the AB InBev portfolio, after AB InBev sold the company in July 2009, following the combination of InBev and Anheuser-Busch, in support of the company's deleveraging commitment.

Once OB has been fully re-integrated into AB InBev, the company expects to drive premium growth by maximizing the combined portfolios of leading beer brands and to achieve improved efficiencies through best-practice sharing. AB InBev also plans to leverage its global platform to export OB brands more widely.

The enterprise value for the transaction was 5.8 billion USD, and as a result of an agreement entered into with KKR and Affinity in 2009, AB InBev also received approximately 320m US dollar in cash at closing from this transaction, subject to closing adjustments according to the terms of the transaction. OB estimates that its EBITDA (not prepared on the same basis as AB InBev EBITDA) in 2013 was approximately 529 billion KRW or approximately 500m US dollar at exchange rates at the date of the announcement.

## 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. "Organic" means the financials are analyzed eliminating the impact of changes in currencies on translation of foreign operations, and scopes. Scopes represent the impact of acquisitions and divestitures, the start-up or termination of activities or the transfer of activities between segments, curtailment gains and losses and year-over-year changes in accounting estimates and other assumptions that management does not consider part of the underlying performance of the business.

Given the transformational nature of the transaction with Grupo Modelo that closed on 4 June 2013, and to facilitate the understanding of AB InBev's underlying performance, AB InBev is presenting in this management report the 2013 consolidated volumes and results up to Normalized EBIT on a 2013 Reference base and as such these financials are included in the organic growth calculation. The 2013 Reference base includes, for comparative purposes, the results of the Grupo Modelo business as if the combination had taken place on 4 June 2012. Accordingly, the 2013 Reference base presented below includes 12 months of the Grupo Modelo combination.

The 2013 Reference base also reflects updates to the 2013 segment reporting for purposes of results announcement and internal review by senior management to reflect changes in the Zone presentation of AB InBev that were effective 1 January 2014. The changes include the combination of AB InBev's Western Europe and Central & Eastern Europe Zones into a single Europe Zone, the transfer of responsibility from Global Export and Holding Companies to the Europe Zone of the company's Spanish operations and the export of Corona to a number of European countries, and the transfer of management responsibility for Cuba to the Zone Latin America North.

Whenever used in this report, the term "normalized" refers to performance measures (EBITDA, EBIT, Profit, EPS, effective tax rate) 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, but rather should be used in conjunction with the most directly comparable IFRS measures.

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

Million US dollar	2014	%	2013 Reported	%	2013 Reference base	%
<b>Revenue<sup>1</sup></b>	<b>47 063</b>	<b>100%</b>	<b>43 195</b>	<b>100%</b>	<b>45 483</b>	<b>100%</b>
Cost of sales	(18 756)	40%	(17 594)	41%	(18 555)	41%
<b>Gross profit</b>	<b>28 307</b>	<b>60%</b>	<b>25 601</b>	<b>59%</b>	<b>26 928</b>	<b>59%</b>
Distribution expenses	(4 558)	10%	(4 061)	9%	(4 286)	9%
Sales and marketing expenses	(7 036)	15%	(5 958)	14%	(6 338)	14%
Administrative expenses	(2 791)	6%	(2 539)	6%	(2 766)	6%
Other operating income/(expenses)	1 386	3%	1 160	3%	1 262	3%
<b>Normalized profit from operations (Normalized EBIT)</b>	<b>15 308</b>	<b>33%</b>	<b>14 203</b>	<b>33%</b>	<b>14 800</b>	<b>33%</b>
Non-recurring items	(197)	–	6 240	14%		
<b>Profit from operations (EBIT)</b>	<b>15 111</b>	<b>32%</b>	<b>20 443</b>	<b>47%</b>		
<b>Depreciation, amortization and impairment</b>	<b>3 354</b>	<b>7%</b>	<b>2 985</b>	<b>7%</b>	<b>3 179</b>	<b>7%</b>
<b>Normalized EBITDA</b>	<b>18 542</b>	<b>39%</b>	<b>17 188</b>	<b>40%</b>	<b>17 943</b>	<b>39%</b>
<b>EBITDA</b>	<b>18 465</b>	<b>39%</b>	<b>23 428</b>	<b>54%</b>		
<b>Normalized profit attributable to equity holders of AB InBev</b>	<b>8 865</b>	<b>19%</b>	<b>7 936</b>	<b>18%</b>		
<b>Profit attributable to equity holders of AB InBev</b>	<b>9 216</b>	<b>20%</b>	<b>14 394</b>	<b>33%</b>		

<sup>1</sup> Turnover less excise taxes. In many jurisdictions, excise taxes make up a large proportion of the cost of beer charged to the company's customers.

Million US dollar	2014	2013
<b>Operating activities</b>		
Profit	11 302	16 518
Revaluation of initial investment in Grupo Modelo	–	(6 415)
Interest, taxes and non-cash items included in profit	7 029	7 135
<b>Cash flow from operating activities before changes in working capital and use of provisions</b>	<b>18 331</b>	<b>17 238</b>
Change in working capital	815	866
Pension contributions and use of provisions	(458)	(653)
Interest and taxes (paid)/received	(4 574)	(4 193)
Dividends received	30	606
<b>Cash flow from operating activities</b>	<b>14 144</b>	<b>13 864</b>
<b>Investing activities</b>		
Net capex	(4 122)	(3 612)
Acquisition and sale of subsidiaries, net of cash acquired/disposed of	(6 700)	(17 397)
Proceeds from the sale of/(investments in) short-term debt securities	(187)	6 707
Net of tax proceeds from the sale of assets held for sale	(65)	4 002
Other	(78)	19
<b>Cash flow from investing activities</b>	<b>(11 152)</b>	<b>(10 281)</b>
<b>Financing activities</b>		
Dividends paid	(7 400)	(6 253)
Net (payments on)/proceeds from borrowings	3 223	4 458
Net proceeds from the issue of share capital	83	73
Cash received for deferred shares instrument	–	1 500
Other (including net finance cost other than interest)	239	563
<b>Cash flow from financing activities</b>	<b>(3 855)</b>	<b>341</b>
<b>Net increase/(decrease) in cash and cash equivalents</b>	<b>(863)</b>	<b>3 924</b>

## Financial Performance

The tables in this management report provide the segment information per zone for the period ended 31 December 2014 and 2013 in the format up to Normalized EBIT level that is used by management to monitor performance. To facilitate the understanding of AB InBev's underlying performance the company is presenting in this management report the 2013 consolidated volumes and results up to Normalized EBIT on a 2013 Reference base and as such these financials are included in the organic growth calculation. The profit, cash flows and balance sheet are presented as reported in 2013.

Both from an accounting and managerial perspective, AB InBev is organized along seven business segments, which includes the Global Export and Holding business as the seventh segment. Upon the combination with Grupo Modelo, the Grupo Modelo businesses are reported according to their geographical presence in the following segments: the Mexico beer and packaging businesses are reported in the new Zone Mexico, the Spanish business is reported in the Zone Europe and the Export business is reported in the Global Export and Holding Companies segment. OB business is reported in the Zone Asia Pacific as from 1 April 2014 as a scope.

The tables below provide a summary of the performance of AB InBev (in million US dollar, except volumes in thousand hectoliters) and the related comments are based on organic numbers.

AB INBEV WORLDWIDE	2013 Reference base	Scope <sup>1</sup>	Currency translation	Organic growth	2014	Organic growth %
Volumes (thousand hectoliters)	445 786	10 522	–	2 494	458 801	0.6%
Revenue	45 483	1 223	(2 307)	2 664	47 063	5.9%
Cost of sales	(18 555)	(480)	820	(541)	(18 756)	(2.9)%
Gross profit	26 928	743	(1 487)	2 123	28 307	7.9%
Distribution expenses	(4 286)	(155)	277	(394)	(4 558)	(9.1)%
Sales and marketing expenses	(6 338)	(285)	285	(699)	(7 036)	(11.0)%
Administrative expenses	(2 766)	(74)	108	(59)	(2 791)	(2.1)%
Other operating income/(expenses)	1 262	177	(65)	13	1 386	1.1%
Normalized EBIT	14 800	406	(882)	984	15 308	6.7%
Normalized EBITDA	17 943	469	(1 039)	1 169	18 542	6.6%
Normalized EBITDA margin	39.4%				39.4%	25bps

In 2014 AB InBev delivered normalized EBITDA growth of 6.6%, while its normalized EBITDA margin increased 25 bps, reaching 39.4%.

Consolidated volumes increased 0.6%, with own beer volumes increasing 0.5% and non-beer volumes increasing 1.3%. Focus Brands volumes grew by 2.2% during 2014. On the same basis, the company's three Global Brands, Budweiser, Corona and Stella Artois, grew by 5.4%. Focus brands are those with the greatest growth potential within each relevant consumer segment and to which AB InBev directs the majority of its marketing resources.

Consolidated revenue grew 5.9% to 47 063m US dollar, with revenue per hectoliter increasing 5.3%. On a constant geographic basis (i.e. eliminating the impact of faster growth in countries with lower revenue per hectoliter), revenue per hectoliter increased 5.7%.

Consolidated Cost of Sales (CoS) increased 2.9%, or 2.4% on a per hectoliter basis. On a constant geographic basis, CoS per hectoliter increased 3.9%.

## Volumes

The table below summarizes the volume evolution per zone and the related comments are based on organic numbers. Volumes include not only brands that AB InBev owns or licenses, but also third party brands that the company brews as a subcontractor and third party products that it sells through AB InBev's distribution network, particularly in Europe. Volumes sold by the Global Export business are shown separately.

Effective 1 April 2014, AB InBev discontinued the reporting of volumes sold to Constellation Brands under the temporary supply agreement (TSA), since these volumes do not form part of the underlying performance of its business. The second, third and fourth quarter 2013 Reference base volumes related to the TSA have therefore been treated as a negative scope.

Thousand hectoliters	2013 Reference base	Scope	Organic growth	2014	Organic growth %
North America	122 116	642	(1 608)	121 150	(1.3)%
Mexico	38 185	–	615	38 800	1.6%
Latin America North	120 427	39	4 952	125 418	4.1%
Latin America South	36 918	–	(91)	36 826	(0.2)%
Europe	47 030	60	(2 812)	44 278	(6.0)%
Asia Pacific	65 787	15 602	1 140	82 529	1.7%
Global Export and Holding Companies	15 323	(5 821)	297	9 800	3.1%
<b>AB InBev Worldwide</b>	<b>445 786</b>	<b>10 522</b>	<b>2 494</b>	<b>458 801</b>	<b>0.6%</b>

**North America** total volumes decreased 1.3%. The company estimates that its shipment volumes in the United States declined by 1.5% and its sales-to-retailers adjusted for the number of selling days declined by 1.7% during 2014 compared to 2013. On the same basis, the company estimates that United States industry sales-to-retailers adjusted for the number of selling days declined by 0.6% compared to an estimated decline of 1.8% during 2013. The company estimates that its market share was down by approximately 50 bps during 2014 compared to 2013, largely due to Budweiser.

<sup>1</sup>See Glossary

In Canada, beer volumes decreased by 0.7% during 2014 compared to the same period last year, mainly driven by very cold weather during the first quarter 2014, partly offset by a better industry performance in the fourth quarter 2014.

**Mexico** total volumes increased 1.6%. The company estimates that the Mexican beer industry volumes grew by 2.6%, driven primarily by a stronger economy. The company estimates that it lost some market share during 2014, driven by regional mix. Industry growth was weaker in the Central region, where the company has a high market share, while growth was much stronger in the North, where the company has a lower, but growing market share, based on estimates. The company's Focus Brands in Mexico grew by 5.6%, with the Corona family continuing to perform well, despite supply shortages during the first half of the year, and Bud Light and Victoria volumes also increasing in 2014 compared to the same period last year.

**Latin America North** volumes increased 4.1%, with beer volumes and soft drinks growing 4.7% and 2.3%, respectively. In Brazil, beer volumes increased by 4.7% and soft drinks increased 1.4%. The company estimates that beer industry volumes grew by approximately 4.3% during 2014, benefiting from a strong summer and the FIFA World Cup. The company estimates that its year-over-year market share increased by approximately 30 bps to 68.2%. Premium brands continued to outperform the rest of the company's portfolio, due to a strong performance by Budweiser.

The consumer environment in Brazil continues to be challenging, and the company's pack price, returnable package and innovation strategies remain major business priorities.

**Latin America South** total volumes decreased 0.2%, with beer volumes flat and non-beer volumes decreasing by 0.6%. Beer volumes in Argentina decreased 1.7% during 2014, with some market share loss, based on the company's estimates, due to competitive pressure.

**Europe** own beer volumes declined 6.1%, while total volumes declined 6.0%, mainly driven by a weak beer industry in Ukraine and Russia, as well as high promotional pressure in Germany. Volume decreases in Europe were partially offset by FIFA World Cup activations in Belgium, Germany and the United Kingdom. Own beer volumes were flat in Belgium, declined by 3.4% in Germany and grew by 1.5% in the United Kingdom.

**Asia Pacific** volumes grew by 1.7%. In China, the company estimates that industry volumes declined by approximately 4%, while the company's volumes increased by 1.6%. The Focus Brands Budweiser, Harbin and Sedrin, which represent nearly 73% of the company's portfolio, grew by 7.8% during 2014. The company estimates that, on an organic basis, it gained approximately 90 bps market share in 2014, reaching 15.9%.

## Operating Activities by Zone

The tables below provide a summary of the performance of each geographical zone (in million US dollar, except volumes in thousand hectoliters) and the related comments are based on organic numbers.

AB INBEV WORLDWIDE	2013 Reference base	Scope	Currency translation	Organic growth	2014	Organic growth %
Volumes	445 786	10 522	–	2 494	458 801	0.6%
Revenue	45 483	1 223	(2 307)	2 664	47 063	5.9%
Cost of sales	(18 555)	(480)	820	(541)	(18 756)	(2.9)%
Gross profit	26 928	743	(1 487)	2 123	28 307	7.9%
Distribution expenses	(4 286)	(155)	277	(394)	(4 558)	(9.1)%
Sales and marketing expenses	(6 338)	(285)	285	(699)	(7 036)	(11.0)%
Administrative expenses	(2 766)	(74)	108	(59)	(2 791)	(2.1)%
Other operating income/(expenses)	1 262	177	(65)	13	1 386	1.1%
Normalized EBIT	14 800	406	(882)	984	15 308	6.7%
Normalized EBITDA	17 943	469	(1 039)	1 169	18 542	6.6%
Normalized EBITDA margin	39.4%				39.4%	25 bps

	2013 Reference base	Scope	Currency translation	Organic growth	2014	Organic growth %
<b>NORTH AMERICA</b>						
Volumes	122 116	642	–	(1 608)	121 150	(1.3)%
Revenue	16 023	159	(123)	35	16 093	0.2%
Cost of sales	(6 519)	(35)	28	135	(6 391)	2.1%
Gross profit	9 504	123	(95)	170	9 702	1.8%
Distribution expenses	(1 235)	(58)	22	(53)	(1 324)	(4.1)%
Sales and marketing expenses	(1 908)	(27)	16	(217)	(2 136)	(11.2)%
Administrative expenses	(497)	(9)	4	28	(473)	5.6%
Other operating income/(expenses)	67	212	(1)	20	299	35.8%
Normalized EBIT	5 932	242	(53)	(52)	6 068	(0.9)%
Normalized EBITDA	6 728	232	(57)	(82)	6 820	(1.2)%
Normalized EBITDA margin	42.0%				42.4%	(60) bps
<b>MEXICO</b>						
Volumes	38 185	–	–	615	38 800	1.6%
Revenue	4 669	(166)	(140)	256	4 619	5.7%
Cost of sales	(1 570)	95	42	59	(1 374)	4.0%
Gross profit	3 099	(71)	(98)	315	3 245	10.4%
Distribution expenses	(443)	15	14	(39)	(453)	(9.0)%
Sales and marketing expenses	(844)	16	24	(4)	(808)	(0.5)%
Administrative expenses	(455)	(7)	13	18	(430)	4.0%
Other operating income/(expenses)	200	(27)	(7)	72	237	41.6%
Normalized EBIT	1 557	(74)	(54)	362	1 791	24.4%
Normalized EBITDA	1 940	(82)	(66)	395	2 186	21.3%
Normalized EBITDA margin	41.5%				47.3%	608 bps
<b>LATIN AMERICA NORTH</b>						
Volumes	120 427	39	–	4 952	125 418	4.1%
Revenue	11 010	5	(948)	1 201	11 269	10.9%
Cost of sales	(3 576)	(2)	306	(468)	(3 741)	(13.1)%
Gross profit	7 434	3	(641)	733	7 528	9.9%
Distribution expenses	(1 351)	–	119	(172)	(1 404)	(12.7)%
Sales and marketing expenses	(1 147)	–	104	(209)	(1 253)	(18.2)%
Administrative expenses	(591)	–	49	(39)	(581)	(6.5)%
Other operating income/(expenses)	807	–	(61)	(57)	689	(7.1)%
Normalized EBIT	5 151	2	(431)	256	4 979	5.0%
Normalized EBITDA	5 858	2	(494)	376	5 742	6.4%
Normalized EBITDA margin	53.2%				51.0%	(216) bps
<b>LATIN AMERICA SOUTH</b>						
Volumes	36 918	–	–	(91)	36 826	(0.2)%
Revenue	3 269	–	(893)	586	2 961	17.9%
Cost of sales	(1 185)	–	322	(218)	(1 081)	(18.4)%
Gross profit	2 084	–	(571)	368	1 881	17.6%
Distribution expenses	(309)	–	104	(85)	(290)	(27.5)%
Sales and marketing expenses	(346)	–	92	(61)	(315)	(17.8)%
Administrative expenses	(112)	–	31	(24)	(106)	(21.6)%
Other operating income/(expenses)	(5)	–	(2)	13	5	–
Normalized EBIT	1 311	–	(346)	210	1 175	16.0%
Normalized EBITDA	1 491	–	(394)	256	1 352	17.1%
Normalized EBITDA margin	45.6%				45.6%	(30) bps

EUROPE	2013 Reference base	Scope	Currency translation	Organic growth	2014	Organic growth %
Volumes	47 030	60	–	(2 812)	44 278	(6.0)%
Revenue	5 021	6	(166)	3	4 865	0.1%
Cost of sales	(2 272)	(5)	98	99	(2 081)	4.3%
Gross profit	2 749	1	(68)	102	2 784	3.7%
Distribution expenses	(503)	(1)	16	10	(477)	2.0%
Sales and marketing expenses	(1 066)	(7)	49	(43)	(1 067)	(4.0)%
Administrative expenses	(364)	5	13	(16)	(362)	(4.4)%
Other operating income/(expenses)	32	–	–	(4)	28	(12.7)%
Normalized EBIT	849	(2)	10	49	906	5.8%
Normalized EBITDA	1 341	(1)	(18)	21	1 343	1.5%
Normalized EBITDA margin	26.7%				27.6%	39 bps

ASIA PACIFIC	2013 Reference base	Scope	Currency translation	Organic growth	2014	Organic growth %
Volumes	65 787	15 602	–	1 140	82 529	1.7%
Revenue	3 354	1 299	(8)	396	5 040	11.8%
Cost of sales	(1 885)	(568)	5	(103)	(2 552)	(5.5)%
Gross profit	1 469	730	(3)	293	2 489	19.9%
Distribution expenses	(302)	(111)	1	(22)	(434)	(7.2)%
Sales and marketing expenses	(833)	(275)	2	(121)	(1 227)	(14.5)%
Administrative expenses	(317)	(59)	1	(25)	(400)	(7.9)%
Other operating income/(expenses)	109	1	–	(20)	90	(18.7)%
Normalized EBIT	127	286	–	104	517	82.2%
Normalized EBITDA	546	366	(1)	156	1 067	28.5%
Normalized EBITDA margin	16.3%				21.2%	244 bps

GLOBAL EXPORT AND HOLDING COMPANIES	2013 Reference base	Scope	Currency translation	Organic growth	2014	Organic growth %
Volumes	15 323	(5 821)	–	297	9 800	3.1%
Revenue	2 138	(79)	(29)	186	2 216	9.1%
Cost of sales	(1 549)	36	19	(44)	(1 538)	(2.9)%
Gross profit	589	(43)	(10)	142	678	26.0%
Distribution expenses	(143)	1	–	(34)	(175)	(23.7)%
Sales and marketing expenses	(194)	9	(2)	(43)	(230)	(23.1)%
Administrative expenses	(430)	(5)	(3)	(2)	(440)	(0.4)%
Other operating income/(expenses)	52	(9)	6	(10)	39	(20.1)%
Normalized EBIT	(126)	(48)	(9)	54	(128)	32.9%
Normalized EBITDA	40	(48)	(8)	48	33	–

## Revenue

Consolidated revenue grew 5.9% to 47 063m US dollar, with revenue per hectoliter growth of 5.3% and 5.7% on a constant geographic basis (i.e. eliminating the impact of faster growth in countries with lower revenue per hectoliter), driven by revenue management initiatives and brand mix improvements from the company's premiumization strategies.

## Cost of Sales

Cost of Sales (CoS) increased 2.9% or 2.4% on a per hectoliter basis, driven primarily by higher depreciation and packaging costs in Brazil, as well as additional bottle costs in Mexico related to higher than expected demand for Corona globally, partly mitigated by procurement savings and efficiency gains. On a constant geographic basis, CoS per hectoliter increased 3.9%.

## Operating Expenses

Total operating expenses increased 9.4% in 2014:

- **Distribution expenses** increased 9.1% in 2014, mainly driven by increases in freight rates in the U.S., increased own distribution in Brazil, which is more than offset by the increase in net revenues, the growth of the company's premium brands in Brazil, increased expenses in Mexico and higher fuel costs and wage increases for unionized workers in Latin America South.
- **Sales and marketing expenses** increased 11.0% in 2014, with increased support for the company's brands, innovations and sales activations in most Zones. The increased investments include the FIFA World Cup activations, particularly in Latin America North and South, Mexico and Europe, as well as investments behind proven trade marketing programs and the new Light summer campaign in the U.S.
- **Administrative expenses** increased by 2.1%.
- **Other operating income** was 1 386m US dollar in 2014 compared to 1 262m US dollar in 2013, mainly due to income from government grants and a one-time positive accounting adjustment of 223m US dollar, following an actuarial reassessment of future liabilities under the company's post-retirement healthcare benefit plans in the US. This adjustment has been reported as a scope change in other operating income, and therefore excluded from organic growth.

## Normalized profit from operations before depreciation and amortization (Normalized EBITDA)

Normalized EBITDA increased 3.3% in nominal terms and increased 6.6% organically to 18 542m US dollar, with an EBITDA margin of 39.4%, an organic growth of 25 bps.

- North America EBITDA decreased 1.2% to 6 820m US dollar, with a margin contraction of 60 bps to 42.4%, as a result of increased investment behind the long term growth of the company's brands, and higher distribution expenses due to increased freight rates.
- Mexico EBITDA grew by 21.3% to 2 186m US dollar, with an EBITDA margin enhancement of 608 bps to 47.3%, driven by the strong revenue performance, partly offset by incremental packaging costs related to higher than expected demand for Corona globally.
- Latin America North EBITDA rose 6.4% to 5 742m US dollar, with margin contraction of 216 bps to 51.0%, driven by a strong volume and top line performance, partially offset by an increase in sales & marketing investments to support the FIFA World Cup activations. The increase in distribution expenses was mainly due to an expansion in the company's own distribution, which is more than offset by the increase in net revenues, and the growth of the company's premium brands.
- Latin America South EBITDA grew 17.1% to 1 352m US dollar, with margin contraction of 30 bps to 45.6%, driven by revenue growth partially offset by high cost inflation.
- Europe EBITDA increased 1.5% to 1 343m US dollar with margin growth of 39 bps to 27.6%, due to the FIFA World Cup activations, partially offset by a weak beer industry in Ukraine and Russia.
- Asia Pacific EBITDA grew 28.5% to 1 067m US dollar with margin growth of 244 bps to 21.2%. This result was driven by strong top-line growth and good cost management, partly offset by higher cost of sales and distribution expenses related to brand mix.
- Global Export and Holding Companies reported EBITDA of 33m US dollar in 2014 (2013: 40m US dollar).

## Reconciliation between Normalized EBITDA and profit attributable to equity holders

Normalized EBITDA and EBIT are measures utilized by AB InBev to demonstrate the company's underlying performance.

Normalized EBITDA is calculated excluding the following effects from profit attributable to equity holders of AB InBev: (i) Non controlling interest, (ii) Income tax expense, (iii) Share of results of associates, (iv) Net finance cost, (v) Non-recurring net finance cost, (vi) Non-recurring items above EBIT (including non-recurring impairment) and (vii) Depreciation, amortization and impairment.

Normalized EBITDA and EBIT are not accounting measures under IFRS accounting and should not be considered as an alternative to Profit attributable to equity holders as a measure of operational performance or as an alternative to cash flow as a measure of liquidity. Normalized EBITDA and EBIT do not have a standard calculation method and AB InBev's definition of normalized EBITDA and EBIT may not be comparable to that of other companies.

Million US dollar	Notes	2014	2013 Reported
<b>Profit attributable to equity holders of AB InBev</b>		<b>9 216</b>	<b>14 394</b>
Non-controlling interest		2 086	2 124
<b>Profit</b>		<b>11 302</b>	<b>16 518</b>
Income tax expense	12	2 499	2 016
Share of result of associates		(9)	(294)
Non-recurring net finance cost	11	(509)	(283)
Net finance cost	11	1 828	2 486
Non-recurring items above EBIT (including non-recurring impairment)	8	197	(6 240)
<b>Normalized EBIT</b>		<b>15 308</b>	<b>14 203</b>
Depreciation, amortization and impairment		3 234	2 985
<b>Normalized EBITDA</b>		<b>18 542</b>	<b>17 188</b>

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 8 *Non-recurring items*.

### Impact of foreign currencies

Foreign currency exchange rates have a significant impact on AB InBev's financial statements. The following table sets forth the percentage of its revenue realized by currency for the years ended 31 December 2014 and 2013:

	2014	2013 Reference base
US dollar	32.4%	33.5%
Brazilian real	22.1%	22.5%
Mexican peso	11.9%	12.2%
Chinese yuan	8.2%	7.3%
Euro	6.6%	6.5%
Canadian dollar	4.2%	4.3%
Argentinean peso	3.6%	4.3%
South Korean won	2.4%	–
Russian ruble	1.7%	2.3%
Other	6.9%	7.1%

The following table sets forth the percentage of its normalized EBITDA realized by currency for the periods ended 31 December 2014 and 2013:

	2014	2013 Reference base
US dollar	33.0%	33.6%
Brazilian real	29.5%	31.8%
Mexican peso	13.6%	12.2%
Canadian dollar	4.3%	4.8%
Argentinean peso	4.1%	4.9%
Chinese yuan	3.9%	3.0%
Euro	3.2%	3.2%
South Korean won	2.0%	–
Russian ruble	0.5%	0.8%
Other	5.9%	5.7%

In 2014, the fluctuation of the foreign currency rates had a negative translation impact of (2 307)m US dollar on AB InBev's revenue (2013: negative impact of (1 373)m US dollar), of (1 039)m US dollar on its normalized EBITDA (2013: negative impact of (753)m US dollar) and of (882)m US dollar on its normalized EBIT (2013: negative impact of (682)m US dollar).

AB InBev's profit (after tax) has been negatively affected by the fluctuation of foreign currencies for (534)m US dollar (2013: negative impact of (389)m US dollar), while the negative translation impact on its EPS base (profit attributable to equity holders of AB InBev) was (316)m US dollar or (0.19) US dollar per share (2013: negative impact of (167)m US dollar or (0.10) US dollar per share).

The impact of the fluctuation of the foreign currencies on AB InBev's net debt amounted to (447)m US dollar (decrease of net debt) in 2014, as compared to an impact of 606m US dollar (increase of net debt) in 2013. The impact of the fluctuation of the foreign currencies on the equity attributable to the equity holders of AB InBev amounted to (4 374)m US dollar (decrease of equity), as compared to an impact of (3 109)m US dollar (decrease of equity) in 2013 on a reported basis.

## Profit

Normalized profit attributable to equity holders of AB InBev was 8 865m US dollar (normalized EPS 5.43 US dollar) in 2014, compared to 7 936m US dollar (normalized EPS 4.91 US dollar) in 2013 - see Note 21 *Changes in equity and earnings per share* for more details. Profit attributable to equity holders of AB InBev for 2014 was 9 216m US dollar, compared to 14 394m US dollar for 2013 and includes the following impacts:

- *Net finance costs (excluding non-recurring net finance items)*: 1 828m US dollar in 2014 compared to 2 486m US dollar in 2013. This decrease was driven by lower interest expenses, currency gains reported in other financial results, and a positive mark-to-market adjustment of 711m US dollar in 2014 linked to the hedging of the company's share-based payment programs, compared to 456m US dollar gains in 2013.
- *Non-recurring net finance income/(cost)*: 509m US dollar in 2014 compared to 283m US dollar in 2013. Non-recurring net finance income in 2014 relates to mark-to market adjustments on derivative instruments entered into to hedge the deferred share instrument issued in a transaction related to the combination with Grupo Modelo. The deferred share instrument had been hedged at an average price of approximately 68 euro per share. Non-recurring net finance costs in 2013 also includes (101)m US dollar commitment and utilization fees incurred for the 2012 Facility agreement entered into to fund the Grupo Modelo combination.
- *Share of result of associates*: 9m US dollar in 2014 compared to 294m US dollar in 2013. In 2013, the share of results of associates reflects the company's equity investment in Grupo Modelo. The results of Grupo Modelo have been fully consolidated since the combination between Grupo Modelo and the company on 4 June 2013.
- *Income tax expense*: 2 499m US dollar with an effective tax rate of 18.1% for 2014 compares with 2 016m US dollar with an effective tax rate of 11.1% in 2013. The increase in the effective tax rate mainly results from the 2013 non-taxable, exceptional gain related to the fair value adjustment on the initial investment held in Grupo Modelo, changes in country profit mix, including the impact resulting from the combination with Grupo Modelo and the OB acquisition. Excluding the effect of non-recurring items, the normalized effective tax rate was 18.8% in 2014 versus 16.6% in 2013.
- *Profit attributable to non-controlling interest*: 2 086m US dollar in 2014, a decrease from 2 124m US dollar in 2013, with improved operating performance in Ambev being offset by currency translation effects.

## Liquidity Position and Capital Resources

### Cash Flows

Million US dollar	2014	2013
Cash flow from operating activities	14 144	13 864
Cash flow from investing activities	(11 152)	(10 281)
Cash flow from financing activities	(3 855)	341
<b>Net increase/(decrease) in cash and cash equivalents</b>	<b>(863)</b>	<b>3 924</b>

### Cash flows from operating activities

Million US dollar	2014	2013
Profit	11 302	16 518
Revaluation of initial investment in Grupo Modelo	–	(6 415)
Interest, taxes and non-cash items included in profit	7 029	7 135
<b>Cash flow from operating activities before changes in working capital and use of provisions</b>	<b>18 331</b>	<b>17 238</b>
Change in working capital	815	866
Pension contributions and use of provisions	(458)	(653)
Interest and taxes (paid)/received	(4 574)	(4 193)
Dividends received	30	606
<b>Cash flow from operating activities</b>	<b>14 144</b>	<b>13 864</b>

AB InBev's cash flow from operating activities reached 14 144m US dollar in 2014 compared to 13 864m US dollar in 2013, mainly explained by the higher profit following the combination with Grupo Modelo, as well as strong working capital management. These increases were partly offset by an increase in interests and taxes paid, and a reduction in dividends received due to the consolidation of the results of Grupo Modelo following the combination in June 2013.

### Cash flow from investing activities

Million US dollar	2014	2013
Net capex	(4 122)	(3 612)
Acquisition and sale of subsidiaries, net of cash acquired/disposed of	(6 700)	(17 397)
Proceeds from the sale of/(investments in) short-term debt securities	(187)	6 707
Net of tax proceeds from the sale of assets held for sale	(65)	4 002
Other	(78)	19
<b>Cash flow from investing activities</b>	<b>(11 152)</b>	<b>(10 281)</b>

Net cash used in investing activities was 11 152m US dollar in 2014 as compared to 10 281m US dollar in 2013. The evolution of the cash used in investing activities in 2014 mainly reflects the acquisition of OB. See also Note 6 *Acquisitions and disposals of subsidiaries*. In 2013, the cash outflow from investing activities includes the combination with Grupo Modelo, offset by the proceeds from the sale of the Piedras Negras brewery to Constellation Brands and the perpetual rights to the Grupo Modelo brands distributed in the US by Crown Imports.

AB InBev's net capital expenditures amounted to 4 122m US dollar in 2014 and 3 612m US dollar in 2013. Out of the total capital expenditures of 2014 approximately 50% was used to improve the company's production facilities while 40% was used for logistics and commercial investments. Approximately 10% was used for improving administrative capabilities and purchase of hardware and software.

### Cash flow from financing activities

Million US dollar	2014	2013
Dividends paid	(7 400)	(6 253)
Net (payments on)/proceeds from borrowings	3 223	4 458
Net proceeds from the issue of share capital	83	73
Cash received for deferred shares instrument	—	1 500
Other (including net finance (cost)/income other than interest)	239	563
<b>Cash flow from financing activities</b>	<b>(3 855)</b>	<b>341</b>

The cash outflow from AB InBev's financing activities amounted to 3 855m US dollar in 2014, as compared to a cash inflow of 341m US dollar in 2013. The cash flow from financing activities in 2014 reflects the funding of the acquisition of OB and higher dividends paid. In 2013, cash inflow from financing activities reflects the funding of the combination with Grupo Modelo and the cash proceeds from the deferred share instruments issued in a transaction related to the combination with Grupo Modelo.

AB InBev's cash, cash equivalents and short-term investments in debt securities less bank overdrafts as of 31 December 2014 amounted to 8 617m US dollar. As of 31 December 2014, the company had total liquidity of 16 617m US dollar, which consisted of 8.0 billion US dollar available under committed long-term credit facilities and 8 617m US dollar of cash, cash equivalents and short-term investments in debt securities less bank overdrafts. Although the company may borrow such amounts to meet its liquidity needs, the company principally relies on cash flows from operating activities to fund the company's continuing operations.

## Capital resources and equity

AB InBev's net debt increased to 42 135m US dollar as at 31 December 2014, from 38 831m US dollar as at 31 December 2013.

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 AB InBev's 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 AB InBev's management uses when evaluating its progress towards deleveraging.

Apart from operating results net of capital expenditures, the net debt is mainly impacted by the acquisition of OB (5.5 billion US dollar), dividend payments to shareholders of AB InBev and Ambev (7.4 billion US dollar) the payment of interests and taxes (4.6 billion US dollar) and the impact of changes in foreign exchange rates (447m US dollar decrease of net debt).

Net debt to normalized EBITDA for the 12 month period ending 31 December 2014 was essentially flat at 2.27x, on a reported basis.

Consolidated equity attributable to equity holders of AB InBev as at 31 December 2014 was 49 972m US dollar, compared to 50 365m US dollar as at 31 December 2013. The combined effect of the weakening of mainly the closing rates of the euro, the Brazilian real, the Argentinean peso, the Mexican peso, the pound sterling, the Russian ruble and the Chinese yuan resulted in a foreign exchange translation adjustment of (4 374)m US dollar. Further details on equity movements can be found in the consolidated statement of changes in equity.

Further details on interest-bearing loans and borrowings, repayment schedules and liquidity risk, are disclosed in Note 22 *Interest-bearing loans and borrowings* and Note 27 *Risks arising from financial instruments*.

## Research and Development

Given its focus on innovation, AB InBev places a high value on research and development. In 2014 AB InBev spent 217m US dollar in research and development (2013: 185m US dollar). Part of this was spent in the area of market research, but the majority is related to innovation in the areas of process optimization and product development.

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

Research and development in product innovation covers liquid, packaging and draft innovation. Product innovation consists of breakthrough innovation, incremental innovation and renovation (that is, implementation of existing technology). The main goal for the innovation process is to provide consumers with better products and experiences. This implies launching new liquid, new packaging and new draught products that deliver better performance both for the consumer and in terms of financial results, by increasing AB InBev's competitiveness in the relevant markets. With consumers comparing products and experiences offered across very different drink categories and the offering of beverages increasing, AB InBev's research and development efforts also require an understanding of the strengths and weaknesses of other drink categories, spotting opportunities for beer and developing consumer solutions (products) that better address consumer need and deliver better experience. This requires understanding consumer emotions and expectations. Sensory experience, premiumization, convenience, sustainability and design are all central to AB InBev's research and development efforts.

Knowledge management and learning is also an integral part of research and development. AB InBev seeks to continuously increase its knowledge through collaborations with universities and other industries.

AB InBev's research and development team is briefed annually on the company's and the business zones' priorities and approves concepts which are subsequently prioritized for development. Launch time, depending on complexity and prioritization, usually falls within the next calendar year.

The Global Innovation and Technology Center ("GITeC"), located in Leuven, accommodates the Packaging, Product, Process Development teams and facilities such as Labs, Experimental Brewery and the European Central Lab, which also includes Sensory Analysis. In addition to GITeC, AB InBev also has Product, Packaging and Process development teams located in each of the six AB InBev geographic regions focusing on the short-term needs of such regions.

## 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. Moreover, if and to the extent that any of the risks described below materialize, they may occur in combination with other risks which would compound the adverse effect of such risks. 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. Further, any restrictions on the permissible advertising style, media and messages used may constrain AB InBev's brand building potential and thus reduce the value of its brands and related revenues.

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, which could have a material adverse effect on its business, results of operations, cash flows or financial condition, and in particular, on AB InBev's ability to develop its business.

Certain of AB InBev's operations depend on independent distributors' or wholesalers' 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 or any limitations imposed on AB InBev to purchase or own any interest in distributors or wholesalers as a result of contractual restrictions, regulatory changes, changes in legislation or the interpretations of legislation by regulators or courts could adversely impact AB InBev's business, results of operations and financial condition.

Changes in the availability or price of raw materials, commodities, energy and water could have an adverse effect on AB InBev's results of operations to the extent that AB InBev fails to adequately manage the risks inherent in such volatility, including if AB InBev's hedging and derivative arrangements do not effectively or completely hedge changes in commodity prices.

AB InBev relies on key third parties, including key suppliers, for a range of raw materials for beer, alcoholic beverages 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, alcoholic beverages and soft drinks and have a material adverse effect on AB InBev's business, results of operations, cash flows or financial condition. In addition, a number of key brand names are both licensed to third-party brewers and used by companies over which AB InBev does not have control. Although AB InBev monitors brewing quality to ensure its high standards, to the extent that one of these key brand names or joint ventures, investments in companies in which AB InBev does not own a controlling interest and AB InBev's licensees are subject to negative publicity, it could have a material adverse effect on AB InBev's business, results of operations, cash flows or financial condition.

Competition in its various markets and increased purchasing power of players in AB InBev's distribution channels could cause AB InBev to reduce pricing, increase capital investment, increase marketing and other expenditures, prevent AB InBev from increasing prices to recover higher cost and thereby cause AB InBev to reduce margins or lose market share. Any dilution of AB InBev's brands as a result of competitive trends could also lead to a significant erosion of AB InBev's profitability. Any of the foregoing could have a material adverse effect on AB InBev's business, financial condition and results of operations. Also, innovation faces inherent risks, and the new products AB InBev introduces may not be successful, while competitors may be able to respond quicker to the emerging trends, such as the increasing consumer preference for "craft beers" produced by smaller microbreweries.

The continued consolidation of retailers in markets in which AB InBev operates could result in reduced profitability for the beer industry as a whole and indirectly adversely affect AB InBev's financial results.

AB InBev could incur significant costs as a result of compliance with, and/or violations of or liabilities under, various regulations that govern AB InBev's operations or the operations of its licensed third parties. Also, public concern about beer, alcoholic beverages and soft drink consumption and any resulting restrictions may cause the social acceptability of beer, alcoholic beverages and soft drinks to decline significantly and consumption trends to shift away from these products, which would have a material adverse effect on AB InBev's business, financial condition and results of 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, as well as being subject to regulatory scrutiny, could affect AB InBev's business or the businesses of its subsidiaries.

In recent years, there has been increased public and political attention directed at the alcoholic beverage and food and soft drinks industries, as a result of health care concerns related to the harmful use of alcohol (including drunk driving and excessive, abusive and underage drinking) and to health concerns such as diabetes and obesity related to the overconsumption of food and soft drinks. Negative publicity regarding AB InBev's products and brands, publication of studies indicating a significant risk in using AB InBev's products or changes in consumer perceptions in relation to AB InBev's products generally could adversely affect the sale and consumption of AB InBev's products and could harm its business, results of operations, cash flows or financial condition.

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 or to developments in new forms of media and marketing could adversely impact AB InBev's business, results of operations and financial condition.

The beer and beverage industry may be subject to adverse changes in taxation, which makes up a large proportion of the cost of beer charged to consumers in many jurisdictions. Increases in excise and other indirect taxes applicable to AB InBev's products tend to adversely affect AB InBev's revenue or margins, both by reducing overall consumption and by encouraging consumers to switch to other categories of beverages. Minimum pricing is another form of fiscal regulation that can affect AB InBev's profitability. Furthermore, AB InBev may be subject to increased taxation on its operations by national, local or foreign authorities, to higher corporate income tax rates or to new or modified taxation regulations and requirements, such as the Base Erosion Profit Shifting project being conducted by the Organization for Economic Co-operation and Development. An increase in beer excise taxes or other taxes could adversely affect the financial results of AB InBev as well as its results of operations.

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 adverse impact on AB InBev's business, results of operations and financial condition.

Climate change, or legal, regulatory or market measures to address climate change, could have a long-term, material adverse impact on AB InBev's business and results of operations. Further, water scarcity or poor water quality may affect AB InBev by increasing production costs and capacity constraints, which could adversely affect AB InBev's business and results of operations. Additionally, AB InBev's inability to meet its compliance obligations under EU emissions trading regulations may also have an adverse impact on AB InBev's business and results of operations.

A substantial portion of AB InBev's operations are carried out in emerging European, Asian and Latin American markets. AB InBev's operations and equity investments in these markets are subject to the customary risks of operating in developing countries, which include, amongst others, political insurrection, external interference, changes in government policy, political and economic changes, changes in the relations between the countries, actions of governmental authorities affecting trade and foreign investment, regulations on repatriation of funds, interpretation and application of local laws and regulations, enforceability of intellectual property and contract rights, local labor conditions and regulations, potential political and economic uncertainty, application of exchange controls, nationalization or expropriation, crime and lack of law enforcement as well as financial risks, which include risk of liquidity, inflation, devaluation, price volatility, currency convertibility and country default. Such emerging market risks could adversely impact AB InBev's business, results of operations and financial condition.

Economic and political events in Argentina may adversely affect the company's Argentinean operations. The political instability, fluctuations in the economy, governmental actions concerning the economy of Argentina, the devaluation of the Argentine peso, inflation and deteriorating macroeconomic conditions in Argentina could indeed have, and may continue to have, a material adverse effect on AB InBev's Latin America South operations, their financial condition and their results. If the economic or political situation in Argentina deteriorates, AB InBev Latin America South operations may be subject to additional restrictions under new Argentinean foreign exchange, export repatriation or expropriation regimes that could adversely affect AB InBev's liquidity and operations, and its ability to access funds from Argentina.

Political events in Ukraine and related sanctions adopted by the European Union and the United States targeting Russia and Crimea may adversely affect AB InBev's operations in Ukraine, Russia and elsewhere in the region. AB InBev owns and operates beer production facilities in Ukraine and Russia. Continued political instability, civil strife, deteriorating macroeconomic conditions, the devaluation of the Russian ruble, the devaluation of the Ukrainian hryvnia and actual or threatened military action in the region could have a material adverse effect on AB InBev's operations in the region and on the results of operations of AB InBev's Europe segment, and may result in impairment charges on goodwill or other intangible assets.

If any of AB InBev's products is defective or found to contain contaminants, AB InBev may be subject to product recalls or other liabilities. Although AB InBev maintains insurance policies against certain product liability (but not product recall) risks, it may not be able to enforce its rights in respect of these policies and any amounts it recovers may not be sufficient to offset any damage it may suffer, which could adversely impact its business, reputation, prospects, results of operations and financial condition.

AB InBev may not be able to obtain the necessary funding for its future capital or refinancing needs and may face financial risks due to its level of debt and uncertain market conditions. AB InBev may be required to raise additional funds for AB InBev's future capital needs or refinance its current indebtedness through public or private financing, strategic relationships or other arrangements and there can be no assurance that the funding, if needed, will be available on attractive terms, or at all. AB InBev has incurred substantial indebtedness by entering into several senior credit facilities and accessing the bond markets from time to time based on its financial needs. The portion of AB InBev's consolidated balance sheet represented by debt will remain significantly higher as compared to its historical position. AB InBev's increased level of debt could have significant adverse consequences on AB InBev, including (i) increasing its vulnerability to general adverse economic and industry conditions, (ii) limiting its flexibility in planning for, or reacting to, changes in its business and the industry in which AB InBev operates; (iii) impairing its ability to obtain additional financing in the future, (iv) requiring AB InBev to issue additional equity (potentially under unfavorable market conditions), and (v) placing AB InBev at a competitive disadvantage compared to its competitors that have less debt. AB InBev's ability to repay and renegotiate its outstanding indebtedness will be dependent upon market conditions. Unfavorable conditions, including recent significant price volatility and liquidity disruptions in the global credit markets, as well as downward pressure on credit capacity for certain issuers without regard to those issuers' underlying financial strength, could increase costs beyond what is currently anticipated. Such costs could have a material adverse impact on AB InBev's cash flows, results of operations or both. Further, AB InBev may restrict the amount of dividends it will pay as a result of AB InBev's level of debt and its strategy to give priority to deleveraging. Also, a credit rating downgrade could have a material adverse effect on AB InBev's ability to finance its ongoing operations or to refinance its existing indebtedness. In addition, a failure of AB InBev to refinance all or a substantial

amount of its debt obligations when they become due, or more generally a failure to raise additional equity capital or debt financing or to realize proceeds from asset sales when needed, would have a material adverse effect on its financial condition and results of operations.

AB InBev's results could be negatively affected by increasing interest rates. Although AB InBev enters into interest rate swap agreements to manage its interest rate risk and also enters into cross-currency interest rate swap agreements to manage both its foreign currency risk and interest-rate risk on interest-bearing financial liabilities, there can be no assurance that such instruments will be successful in reducing the risks inherent in exposures to interest rate fluctuations.

AB InBev's results of operations are affected by fluctuations in exchange rates. Any change in exchange rates between AB InBev's operating companies' functional currencies and the US dollar will affect its consolidated income statement and balance sheet when the results of those operating companies are translated into US dollar for reporting purposes as translational exposures are not hedged. Also, there can be no assurance that the policies in place to manage commodity price and transactional foreign currency risks to protect AB InBev's exposure will be able to successfully hedge against the effects of such foreign exchange exposure, especially over the long-term. Further, the use of financial instruments to mitigate currency risk and any other efforts taken to better match the effective currencies of AB InBev's liabilities to its cash flows could result in increased costs.

AB InBev's shares currently trade on Euronext Brussels in euros and its American Depositary Shares trade on the New York Stock Exchange in US dollars. Fluctuations in the exchange rate between the U.S. dollar and the euro may result in temporary differences between the value of its American Depositary Shares and the value of its ordinary shares, which may result in heavy trading by investors seeking to exploit such differences.

The ability of AB InBev's subsidiaries to distribute cash upstream may be subject to various conditions and limitations. The inability to obtain sufficient cash flows from its domestic and foreign subsidiaries and affiliated companies could adversely impact AB InBev's ability to pay dividends and otherwise negatively impact its business, results of operations and financial condition.

Failure to generate significant cost savings and margin improvement through initiatives for improving operational efficiencies could adversely affect AB InBev's profitability and AB InBev's ability to achieve its financial goals.

AB InBev may not be able to successfully carry out further acquisitions and business integrations or restructuring. AB InBev cannot make further acquisitions unless it can identify suitable candidates and agree on terms with them. AB InBev may not be able to successfully complete such transactions. In addition, such transactions may involve the assumption of certain liabilities, which may have a potential impact on AB InBev's financial risk profile. Further, the price AB InBev may pay in any future acquisition may prove to be too high as a result of various factors.

The combination with Grupo Modelo has exposed AB InBev to risks related to significant costs and potential difficulties in the integration of Grupo Modelo into AB InBev's existing operations and the extraction of synergies from the transaction. Although the anticipated business growth opportunities, cost savings, increased profits, synergies and other benefits contemplated by the Modelo combination are significant, there can be no assurance that the Modelo combination will realize these benefits in the time expected or at all. Any failures, material delays or unexpected costs of the integration process could therefore have a material adverse effect on AB InBev's business, results of operations and financial condition.

AB InBev reached a settlement with the U.S. Department of Justice in relation to the combination with Grupo Modelo, which included a three-year transition services agreement to ensure the smooth transition of the operation of the Piedras Negras brewery as well as certain distribution guarantees for Constellation Brands, Inc. in the fifty states of the United States, the District of Columbia and Guam. AB InBev's compliance with its obligations under the settlement agreement is monitored by the U.S. Department of Justice and the Monitoring Trustee appointed by them. Were AB InBev to fail to fulfill its obligations under the settlement, whether intentionally or inadvertently, AB InBev could be subject to monetary fines.

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.

Although AB InBev's operations in Cuba are quantitatively immaterial, its overall business reputation may suffer or it may face additional regulatory scrutiny as a result of its activities in Cuba based on Cuba's identification as a state sponsor of terrorism and target of US economic and trade sanctions. If investors decide to liquidate or otherwise divest their investments in companies that have operations of any magnitude in Cuba, the market in and value of AB InBev's securities could be adversely impacted. In addition, US legislation known as the "Helms-Burton Act" authorizes private lawsuits for damages against anyone who traffics in property confiscated without compensation by the Government of Cuba from persons who at the time were, or have since become, nationals of the United States. Although this section of the Helms-Burton Act is currently suspended, claims accrue notwithstanding the suspension and may be asserted if the suspension is discontinued. AB InBev has received notice of a claim purporting to be made under the Helms-Burton Act. AB InBev is currently unable to express a view as to the validity of such claims, or as to the standing of the claimants to pursue them.

AB InBev may not be able to recruit or retain key personnel and successfully manage them, which could disrupt AB InBev's business and have an unfavorable material effect on AB InBev's financial position, its income from operations and its competitive position.

Further, AB InBev may be exposed to labor strikes, disputes and work stoppages or slowdown, within its operations or those of its suppliers, or an interruption or shortage of raw materials for any other reason that could lead to a negative impact on AB InBev's costs, earnings, financial condition, production level and ability to operate its business. AB InBev's production may also be affected by work stoppages or slowdowns that affect its suppliers, distributors and retail delivery/logistics providers as a result of disputes under existing collective labor agreements with labor unions, in connection with negotiations of new collective labor agreements, as a result of supplier financial distress or for other reasons. A work stoppage or slowdown at AB InBev's facilities could interrupt the transport of raw materials from its suppliers or the transport of its products to its customers. Such disruptions could put a strain on AB InBev's relationships with suppliers and clients and may have lasting effects on its business even after the disputes with its labor force have been resolved, including as a result of negative publicity.

AB InBev relies on information technology systems to process, transmit, and store electronic information. Although AB InBev takes various actions to minimize potential technology disruptions, such disruptions could impact AB InBev's business. For example, if outside parties gained access to AB InBev's confidential data or strategic information and appropriated such information or made such information public, this could harm AB InBev's reputation or its competitive advantage. More generally, technology disruptions could have a material adverse effect on AB InBev's business, results of operations, cash flows or financial condition.

AB InBev's business and operating results could be negatively impacted by social, technical, natural, physical or other disasters.

AB InBev maintains insurance policies to cover various risks and also uses self-insurance in certain areas. Should an uninsured loss (self-insured risks) or a loss in excess of insured limits occur, this could adversely impact AB InBev's business, results of operations and financial condition.

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 financial crisis, which could result in lower revenue and reduced profit, as beer consumption in many of the jurisdictions in which AB InBev operates is closely linked to general economic conditions and changes in disposable income. A continuation or worsening of the levels of market disruption and volatility seen in the recent past could have an adverse effect on AB InBev's ability to access capital, on its business, results of operations and financial condition, and on the market price of its shares and American Depositary Shares.

AB InBev operates its business and markets its products in certain countries that are less developed, have less stability in legal systems and financial markets, and are potentially more corrupt business environments than Europe and the United States, and therefore present greater political, economic and operational risks. Although AB InBev is committed to conducting business in a legal and ethical manner in compliance with local and international statutory requirements and standards applicable to its business, there is a risk that the employees or representatives of AB InBev's subsidiaries, affiliates, associates, joint ventures/operations or other business interests may take actions that violate applicable laws and regulations that generally prohibit the making of improper payments to foreign government officials for the purpose of obtaining or keeping business, including laws relating to the 1997 OECD Convention on Combating Bribery of Foreign Public Officials in International Business Transactions such as the U.S. Foreign Corrupt Practices Act and the U.K. Bribery Act.

The audit report included in AB InBev's annual report is prepared by an auditor who is not inspected by the US Public Company Accounting Oversight Board (PCAOB). This lack of PCAOB inspections in Belgium prevents the PCAOB from regularly evaluating audits and quality control procedures of any auditors operating in Belgium, including AB InBev's auditors. As a result, US and other investors may be deprived of the benefits of PCAOB inspections.

AB InBev is now, and may in the future be, a party to legal proceedings and claims, including collective suits (class actions), 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, including those that are not currently believed by it to be reasonably possible, which could have a material adverse effect on AB InBev's business, results of operations, cash flows or financial position. Important contingencies are disclosed in Note 32 *Contingencies* of the consolidated financial statements.

## **Risks Arising from Financial Instruments**

Note 27 of the 2014 consolidated financial statements on *Risks arising from financial instruments* contains detailed information on the company's exposures to financial risks and its risk management policies.

## Events after the Balance Sheet Date

Please refer to Note 32 *Events after the balance sheet date* of the consolidated financial statements.

## Corporate Governance

For information with respect to Corporate Governance, please refer to the Corporate Governance section, which forms an integral part of AB InBev's annual report.

## Statement of the Board of Directors

The Board of Directors of AB InBev SA/NV certifies, on behalf and for the account of the company, that, to their knowledge, (a) the financial statements which have been prepared in accordance with International Financial Reporting Standards 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 management report includes a fair review of the development and performance of the business and the position of the company and the entities included in the consolidation as a whole, together with a description of the principal risks and uncertainties they face.

# Independent Auditors' Report



## STATUTORY AUDITOR'S REPORT TO THE GENERAL SHAREHOLDERS' MEETING ON THE CONSOLIDATED ACCOUNTS FOR THE YEAR ENDED 31 DECEMBER 2014

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In accordance with the legal requirements, we report to you on the performance of our mandate of statutory auditor. This report includes our opinion on the consolidated financial statements, as well as the required additional statements. The consolidated financial statements comprise the consolidated statement of financial position as at 31 December 2014, the consolidated income statement, the consolidated statement of comprehensive income, consolidated statement of changes in equity and the consolidated cash flow statement for the year 2014 then ended, and notes, comprising a summary of significant accounting policies and other explanatory information.

### Report on the consolidated financial statements – Unqualified opinion

We have audited the consolidated financial statements of Anheuser-Busch Inbev NV/SA (“the Company”) and its subsidiaries (jointly “the group”), prepared in accordance with International Financial Reporting Standards as adopted by the European Union, and with the legal and regulatory requirements applicable in Belgium. The total of the consolidated statement of financial position amounts to USD 142.550 million and the consolidated income statement shows a profit for the year 2014 of USD 11.302 million.

#### *Board of directors' responsibility for the preparation of the consolidated financial statements*

The Company's board of directors is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with International Financial Reporting Standards as adopted by the European Union, and with the legal and regulatory requirements applicable in Belgium, and for such internal control as the board of directors determines, is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

#### *Statutory auditor's responsibility*

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit in accordance with International Standards on Auditing (ISAs). Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.



An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the statutory auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the statutory auditor considers internal control relevant to the group's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the group's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the board of directors, as well as evaluating the overall presentation of the consolidated financial statements.

We have obtained from the board of directors and the company's officials the explanations and information necessary for performing our audit.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### *Unqualified Opinion*

In our opinion, the consolidated financial statements give a true and fair view of the group's net equity and consolidated financial position as at 31 December 2014 and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards as adopted by the European Union, and with the legal and regulatory requirements applicable in Belgium.



### Report on other legal and regulatory requirements

The board of directors is responsible for the preparation and the content of the management report on the consolidated financial statements.

In the context of our mandate and in accordance with the Belgian standard which is complementary to the International Standards on Auditing (ISAs) as applicable in Belgium, our responsibility is to verify, in all material respects, compliance with certain legal and regulatory requirements. On this basis, we provide the following additional statement which does not impact our opinion on the consolidated financial statements:

- The management report on the consolidated financial statements includes the information required by law, is consistent with the consolidated financial statements and does not present any material inconsistencies with the information that we became aware of during the performance of our mandate.

Sint-Stevens-Woluwe, 25 February 2015

The Statutory Auditor  
PwC Bedrijfsrevisoren BCVBA  
Represented by

A large, stylized handwritten signature in blue ink, consisting of a long horizontal line that loops back and ends in a large, circular flourish.

Yves Vandenplas  
Bedrijfsrevisor

# Consolidated Financial Statements

## Consolidated Income Statement

For the year ended 31 December				
Million US dollar, except earnings per shares in US dollar		Notes		
			2014	
			2013	
<b>Revenue</b>			<b>47 063</b>	<b>43 195</b>
Cost of sales			(18 756)	(17 594)
<b>Gross profit</b>			<b>28 307</b>	<b>25 601</b>
Distribution expenses			(4 558)	(4 061)
Sales and marketing expenses			(7 036)	(5 958)
Administrative expenses			(2 791)	(2 539)
Other operating income/(expenses)		7	1 386	1 160
<b>Profit from operations before non-recurring items</b>			<b>15 308</b>	<b>14 203</b>
Restructuring (including impairment losses)		8	(277)	(118)
Business and asset disposal (including impairment losses)		8	157	30
Acquisition costs business combinations		8	(77)	(82)
Fair value adjustments		8	–	6 410
<b>Profit from operations</b>			<b>15 111</b>	<b>20 443</b>
Finance cost		11	(2 797)	(3 047)
Finance income		11	969	561
Non-recurring net finance cost		8	509	283
<b>Net finance cost</b>			<b>(1 319)</b>	<b>(2 203)</b>
Share of result of associates			9	294
<b>Profit before tax</b>			<b>13 801</b>	<b>18 534</b>
Income tax expense		12	(2 499)	(2 016)
<b>Profit</b>			<b>11 302</b>	<b>16 518</b>
Attributable to:				
Equity holders of AB InBev			9 216	14 394
Non-controlling interest			2 086	2 124
Basic earnings per share		21	5.64	8.90
Diluted earnings per share		21	5.54	8.72
Basic earnings per share before non-recurring items <sup>1</sup>		21	5.43	4.91
Diluted earnings per share before non-recurring items <sup>1</sup>		21	5.32	4.81

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

<sup>1</sup>Basic earnings per share and diluted earnings per share before non-recurring items are not defined metrics in IFRS. Refer to Note 21 *Changes in equity and earnings per share* for more details.

## Consolidated Statement of Comprehensive Income

For the year ended 31 December Million US dollar	2014	2013
<b>Profit</b>	<b>11 302</b>	<b>16 518</b>
<b>Other comprehensive income: Items that will not be reclassified to profit or loss:</b>		
Re-measurements of post-employment benefits	(491)	503
	(491)	503
<b>Other comprehensive income: Items that may be reclassified subsequently to profit or loss:</b>		
Translation reserves (gains/(losses))		
Exchange differences on translation of foreign operations	(4 793)	(3 500)
Effective portion of changes in fair value of net investment hedges	33	(66)
Cash flow hedges		
Recognized in equity	314	579
Removed from equity and included in profit or loss	(190)	(36)
Share of other comprehensive results of associates	–	(67)
	(4 636)	(3 090)
<b>Other comprehensive income, net of tax</b>	<b>(5 127)</b>	<b>(2 587)</b>
<b>Total comprehensive income</b>	<b>6 175</b>	<b>13 931</b>
Attributable to:		
Equity holders of AB InBev	4 465	12 285
Non-controlling interest	1 710	1 646

## Consolidated Statement of Financial Position

As at Million US dollar	Notes	2014	2013
<b>Assets</b>			
<b>Non-current assets</b>			
Property, plant and equipment	13	20 263	20 889
Goodwill	14	70 758	69 927
Intangible assets	15	29 923	29 338
Investments in associates		110	187
Investment securities	16	118	193
Deferred tax assets	17	1 058	1 180
Employee benefits	23	10	10
Trade and other receivables	19	1 769	1 252
		<b>124 009</b>	<b>122 976</b>
<b>Current assets</b>			
Investment securities	16	301	123
Inventories	18	2 974	2 950
Income tax receivable		359	332
Trade and other receivables	19	6 449	5 362
Cash and cash equivalents	20	8 357	9 839
Assets held for sale		101	84
		<b>18 541</b>	<b>18 690</b>
<b>Total assets</b>		<b>142 550</b>	<b>141 666</b>
<b>Equity and Liabilities</b>			
<b>Equity</b>			
Issued capital	21	1 736	1 735
Share premium		17 620	17 608
Reserves		(4 558)	18
Retained earnings		35 174	31 004
<b>Equity attributable to equity holders of AB InBev</b>		<b>49 972</b>	<b>50 365</b>
<b>Non-controlling interest</b>		<b>4 285</b>	<b>4 943</b>
		<b>54 257</b>	<b>55 308</b>
<b>Non-current liabilities</b>			
Interest-bearing loans and borrowings	22	43 630	41 274
Employee benefits	23	3 050	2 862
Deferred tax liabilities	17	12 701	12 841
Trade and other payables	26	1 070	3 222
Provisions	25	634	532
		<b>61 085</b>	<b>60 731</b>
<b>Current liabilities</b>			
Bank overdrafts	20	41	6
Interest-bearing loans and borrowings	22	7 451	7 846
Income tax payable		629	1 105
Trade and other payables	26	18 922	16 474
Provisions	25	165	196
		<b>27 208</b>	<b>25 627</b>
<b>Total equity and liabilities</b>		<b>142 550</b>	<b>141 666</b>

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

## Consolidated Statement of Changes in Equity

Million US dollar	Issued capital	Share premium	Treasury shares	Share-based payment reserves
<b>As per 1 January 2013</b>	<b>1 734</b>	<b>17 574</b>	<b>(1 000)</b>	<b>693</b>
<b>Profit</b>	–	–	–	–
<b>Other comprehensive income</b>				
Exchange differences on translation of foreign operations (gains/(losses))	–	–	–	–
Cash flow hedges	–	–	–	–
Re-measurements of post-employment benefits	–	–	–	–
Share of other comprehensive results of associates	–	–	–	–
<b>Total comprehensive income</b>	–	–	–	–
Shares issued	1	34	–	–
Dividends	–	–	–	–
Treasury shares	–	–	126	–
Share-based payments	–	–	–	192
Scope and other changes	–	–	–	–
<b>As per 31 December 2013</b>	<b>1 735</b>	<b>17 608</b>	<b>(874)</b>	<b>885</b>

Million US dollar	Issued capital	Share premium	Treasury shares	Share-based payment reserves
<b>As per 1 January 2014</b>	<b>1 735</b>	<b>17 608</b>	<b>(874)</b>	<b>885</b>
<b>Profit</b>	–	–	–	–
<b>Other comprehensive income</b>				
Exchange differences on translation of foreign operations (gains/(losses))	–	–	–	–
Cash flow hedges	–	–	–	–
Re-measurements of post-employment benefits	–	–	–	–
<b>Total comprehensive income</b>	–	–	–	–
Shares issued	1	12	–	–
Dividends	–	–	–	–
Treasury shares	–	–	55	–
Share-based payments	–	–	–	195
Scope and other changes	–	–	–	–
<b>As per 31 December 2014</b>	<b>1 736</b>	<b>17 620</b>	<b>(819)</b>	<b>1 080</b>

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

<sup>1</sup>As Reported, adjusted to reflect the effects of retrospective application on the revised IAS 19 *Employee Benefits* (see Note 3 *Summary of significant accounting policies*).

Attributable to equity holders of AB InBev <sup>1</sup>							
Translation reserves	Hedging reserves	Re-measurements of post-employment benefits	Deferred share instrument	Retained earnings	Total	Non-controlling interest	Total equity
2 147	(79)	(1 434)	–	21 519	41 154	4 299	45 453
–	–	–	–	14 394	14 394	2 124	16 518
(3 042)	–	–	–	–	(3 042)	(524)	(3 566)
–	534	–	–	–	534	9	543
–	–	466	–	–	466	37	503
(67)	–	–	–	–	(67)	–	(67)
<b>(3 109)</b>	<b>534</b>	<b>466</b>	–	<b>14 394</b>	<b>12 285</b>	<b>1 646</b>	<b>13 931</b>
–	–	–	1 500	–	1 535	–	1 535
–	–	–	(18)	(4 788)	(4 806)	(1 019)	(5 825)
–	–	–	–	–	126	–	126
–	–	–	–	–	192	23	215
–	–	–	–	(121)	(121)	(6)	(127)
<b>(962)</b>	<b>455</b>	<b>(968)</b>	<b>1 482</b>	<b>31 004</b>	<b>50 365</b>	<b>4 943</b>	<b>55 308</b>

Attributable to equity holders of AB InBev							
Translation reserves	Hedging reserves	Re-measurements of post-employment benefits	Deferred share instrument	Retained earnings	Total	Non-controlling interest	Total equity
<b>(962)</b>	<b>455</b>	<b>(968)</b>	<b>1 482</b>	<b>31 004</b>	<b>50 365</b>	<b>4 943</b>	<b>55 308</b>
–	–	–	–	9 216	9 216	2 086	11 302
–	–	–	–	–	–	–	–
(4 374)	–	–	–	–	(4 374)	(386)	(4 760)
–	102	–	–	–	102	22	124
–	–	(479)	–	–	(479)	(12)	(491)
<b>(4 374)</b>	<b>102</b>	<b>(479)</b>	–	<b>9 216</b>	<b>4 465</b>	<b>1 710</b>	<b>6 175</b>
–	–	–	–	–	13	–	13
–	–	–	(75)	(5 244)	(5 319)	(2 296)	(7 615)
–	–	–	–	–	55	–	55
–	–	–	–	–	195	18	213
–	–	–	–	198	198	(90)	108
<b>(5 336)</b>	<b>557</b>	<b>(1 447)</b>	<b>1 407</b>	<b>35 174</b>	<b>49 972</b>	<b>4 285</b>	<b>54 257</b>

## Consolidated Cash Flow Statement

For the year ended 31 December Million US dollar	Notes	2014	2013
<b>Operating Activities</b>			
Profit		11 302	16 518
Depreciation, amortization and impairment	10	3 353	2 985
Impairment losses on receivables, inventories and other assets		108	91
Additions/(reversals) in provisions and employee benefits		(85)	109
Net finance cost	11	1 319	2 203
Loss/(gain) on sale of property, plant and equipment and intangible assets		4	(25)
Loss/(gain) on sale of subsidiaries, associates and assets held for sale		(219)	(85)
Revaluation of initial investment in Grupo Modelo	6	–	(6 415)
Equity-settled share-based payment expense	24	249	240
Income tax expense	12	2 499	2 016
Other non-cash items included in the profit		(190)	(105)
Share of result of associates		(9)	(294)
<b>Cash flow from operating activities before changes in working capital and use of provisions</b>		<b>18 331</b>	<b>17 238</b>
Decrease/(increase) in trade and other receivables		(371)	(25)
Decrease/(increase) in inventories		(354)	(129)
Increase/(decrease) in trade and other payables		1 540	1 020
Pension contributions and use of provisions		(458)	(653)
<b>Cash generated from operations</b>		<b>18 688</b>	<b>17 451</b>
Interest paid		(2 476)	(2 214)
Interest received		273	297
Dividends received		30	606
Income tax paid		(2 371)	(2 276)
<b>Cash flow from operating activities</b>		<b>14 144</b>	<b>13 864</b>
<b>Investing Activities</b>			
Proceeds from sale of property, plant and equipment and of intangible assets		273	257
Sale of subsidiaries, net of cash disposed of	6	426	42
Acquisition of subsidiaries, net of cash acquired	6	(7 126)	(17 439)
Purchase of non-controlling interest	21	(92)	(99)
Acquisition of property, plant and equipment and of intangible assets	13/15	(4 395)	(3 869)
Net of tax proceeds from the sale of assets held for sale		(65)	4 002
Net proceeds from sale/(acquisition) of investment in short-term debt securities	16	(187)	6 707
Net proceeds from sale/(acquisition) of other assets		15	(13)
Net repayments/(payments) of loans granted		(1)	131
<b>Cash flow from investing activities</b>		<b>(11 152)</b>	<b>(10 281)</b>
<b>Financing Activities</b>			
Net proceeds from the issue of share capital	21	83	73
Proceeds from borrowings		18 382	22 464
Payments on borrowings		(15 159)	(18 006)
Cash received for deferred shares instrument		–	1 500
Cash net finance (cost)/income other than interests		239	563
Dividends paid		(7 400)	(6 253)
<b>Cash flow from financing activities</b>		<b>(3 855)</b>	<b>341</b>
<b>Net increase/(decrease) in cash and cash equivalents</b>		<b>(863)</b>	<b>3 924</b>
Cash and cash equivalents less bank overdrafts at beginning of year		9 833	7 051
Effect of exchange rate fluctuations		(654)	(1 142)
<b>Cash and cash equivalents less bank overdrafts at end of period</b>	<b>20</b>	<b>8 316</b>	<b>9 833</b>

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## 1. Corporate Information

Anheuser-Busch InBev is a publicly traded company (Euronext: ABI) based in Leuven, Belgium, with American Depositary Receipts on the New York Stock Exchange (NYSE: BUD). It is the leading global brewer and one of the world's top five consumer products companies. Beer, the original social network, has been bringing people together for thousands of years and the company's portfolio of well over 200 beer brands continues to forge strong connections with consumers. This includes global brands Budweiser®, Corona® and Stella Artois®; international brands Beck's®, Leffe® and Hoegaarden®; and local champions Bud Light®, Skol®, Brahma®, Antarctica®, Quilmes®, Victoria®, Modelo Especial®, Michelob Ultra®, Harbin®, Sedrin®, Klinskoye®, Sibirskaia Korona®, Chernigivske®, Cass® and Jupiler®. Anheuser-Busch InBev's dedication to heritage and quality originates from the Den Hoorn brewery in Leuven, Belgium dating back to 1366 and the pioneering spirit of the Anheuser & Co brewery, with origins in St. Louis, USA since 1852. Geographically diversified with a balanced exposure to developed and developing markets, Anheuser Busch InBev leverages the collective strengths of approximately 155 000 employees based in 25 countries worldwide. In 2014, AB InBev realized 47.1 billion US dollar revenue. The company strives to be the Best Beer Bringing People Together For a Better World.

The consolidated financial statements of the company for the year ended 31 December 2014 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 financial statements were authorized for issue by the Board of Directors on 25 February 2015.

## 2. Statement of Compliance

The consolidated financial statements are prepared in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board ("IASB") and in conformity with IFRS as adopted by the European Union up to 31 December 2014 (collectively "IFRS"). AB InBev did not early apply any new IFRS requirements that were not yet effective in 2014 and did not apply any European carve-outs from IFRS.

## 3. Summary of Significant Accounting Policies

The accounting policies set out below have been applied consistently to all periods presented in these consolidated financial statements by the company and its subsidiaries.

### (A) Basis of preparation and measurement

Depending on the applicable IFRS requirements, the measurement basis used in preparing the financial statements is cost, net realizable value, fair value or recoverable amount. Whenever IFRS provides an option between cost and another measurement basis (e.g. systematic re-measurement), the cost approach is applied.

### (B) Functional and presentation currency

Unless otherwise specified, all financial information included in these financial statements have been stated in US dollar and has been rounded to the nearest million. The functional currency of the parent company is the euro.

### (C) 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.

**(D) Principles of consolidation**

Subsidiaries are those entities controlled by AB InBev. AB InBev controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. In assessing control, potential voting rights are taken into account. Control is presumed to exist where AB InBev owns, directly or indirectly, more than one half of the voting rights (which does not always equate to economic ownership), unless it can be demonstrated that such ownership does not constitute control. The financial statements of subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases. Total comprehensive income of subsidiaries is attributed to the owners of the company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

Associates are undertakings in which AB InBev has significant influence over the financial and operating policies, but which it does not control. This is generally evidenced by ownership of between 20% and 50% of the voting rights. A joint venture is an arrangement in which AB InBev has joint control, whereby AB InBev has rights to the net assets of the arrangement, rather than rights to its assets and obligations for its liabilities. Associates and joint ventures are accounted for by the equity method of accounting, from the date that significant influence or joint control commences until the date that significant influence or joint control ceases. When AB InBev's share of losses exceeds the carrying amount of the associate or joint venture, the carrying amount is reduced to nil and recognition of further losses is discontinued except to the extent that AB InBev has incurred legal or constructive obligations on behalf of the associate or joint venture.

Joint operations arise when AB InBev has rights to the assets and obligations to the liabilities of a joint arrangement. AB InBev accounts for its share of the assets, liabilities, revenues and expenses as from the moment joint operation commences until the date that joint operation ceases.

The financial statements of the company's subsidiaries, joint ventures, joint operations and associates are prepared for the same reporting year as the parent company, using consistent accounting policies. In exceptional cases when the financial statements of a subsidiary, joint venture, joint operation or associate are prepared as of a different date from that of AB InBev (e.g. Modelo prior to the AB InBev and Grupo Modelo combination), adjustments are made for the effects of significant transactions or events that occur between that date and the date of AB InBev's financial statements. In such cases, the difference between the end of the reporting period of these subsidiaries, joint ventures, joint operations or associates from AB InBev's reporting period is no more than three months.

All intercompany transactions, balances and unrealized gains and losses on transactions between group companies have been eliminated. Unrealized gains arising from transactions with joint ventures, joint operations and associates are eliminated to the extent of AB InBev's interest in the entity. Unrealized losses are eliminated in the same way as unrealized gains, but only to the extent that there is no evidence of impairment.

A listing of the company's most important subsidiaries, joint ventures, joint operations and associates is set out in Note 33 *AB InBev companies*.

**(E) Summary of changes in accounting policies**

A number of new standards, amendment to standards and new interpretations became mandatory for the first time for the financial year beginning 1 January 2014, and have not been listed in these consolidated financial statements because of either their non-applicability to or their immateriality to AB InBev's consolidated financial statements.

**(F) 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.

**Translation of the results and financial position of foreign operations** Assets and liabilities of foreign operations are translated to US dollar at foreign exchange rates prevailing at the balance sheet date. Income statements of foreign operations, excluding foreign entities in hyperinflationary economies, are translated to US dollar at exchange rates for the year approximating the foreign exchange rates prevailing at the dates of the transactions. The components of shareholders' equity are translated at historical rates. Exchange differences arising from the translation of shareholders' equity to US dollar at period-end exchange rates are taken to other comprehensive income (translation reserves).

In hyperinflationary economies, re-measurement of the local currency denominated non-monetary assets, liabilities, income statement accounts as well as equity accounts is made by applying a general price index. These re-measured accounts are used for conversion into US dollar at the closing exchange rate. AB InBev did not operate in hyperinflationary economies in 2013 and 2014.

**Exchange rates** The most important exchange rates that have been used in preparing the financial statements are:

1 US dollar equals:	Closing rate		Average rate	
	2014	2013	2014	2013
Argentinean peso	8.552034	6.518027	8.119265	5.446585
Brazilian real	2.656197	2.342604	2.348760	2.157419
Canadian dollar	1.158305	1.063810	1.099011	1.030040
Chinese yuan	6.206895	6.054043	6.165793	6.155014
Euro	0.823655	0.725111	0.747695	0.755485
South Korean won	1 090.93	–	1 045.73	–
Mexican peso	14.718112	13.084394	13.224411	12.836159
Pound sterling	0.641544	0.604525	0.605515	0.640409
Russian ruble	56.256744	32.729000	36.741769	31.859528
Ukrainian hryvnia	15.768560	7.993022	11.426006	7.993027

### (G) Intangible assets

**Research and development** Expenditure on research activities, undertaken with the prospect of gaining new scientific or technical knowledge and understanding, is recognized in the income statement as an expense as incurred.

Expenditure on development activities, whereby research findings are applied to a plan or design for the production of new or substantially improved products and processes, is capitalized if the product or process is technically and commercially feasible, future economic benefits are probable and the company has sufficient resources to complete development. The expenditure capitalized includes the cost of materials, direct labor and an appropriate proportion of overheads. Other development expenditure is recognized in the income statement as an expense as incurred. Capitalized development expenditure is stated at cost less accumulated amortization (see below) and impairment losses (refer accounting policy P).

Amortization related to research and development intangible assets is included within the cost of sales if production related and in sales and marketing if related to commercial activities.

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets are capitalized as part of the cost of such assets.

**Supply and distribution rights** A supply right is the right for AB InBev to supply a customer and the commitment by the customer to purchase from AB InBev. A distribution right is the right to sell specified products in a certain territory.

Acquired customer relationships in a business combination are initially recognized at fair value as supply rights, to the extent that they arise from contractual rights. If the IFRS recognition criteria are not met, these relationships are subsumed under goodwill.

Acquired distribution rights are measured initially at cost or fair value when obtained through a business combination.

Amortization related to supply and distribution rights is included within sales and marketing expenses.

**Brands** If part of the consideration paid in a business combination relates to trademarks, trade names, formulas, recipes or technological expertise these intangible assets are considered as a group of complementary assets that is referred to as a brand for which one fair value is determined. Expenditure on internally generated brands is expensed as incurred.

**Software** Purchased software is measured at cost less accumulated amortization. Expenditure on internally developed software is capitalized when the expenditure qualifies as development activities; otherwise, it is recognized in the income statement when incurred.

Amortization related to software is included in cost of sales, distribution expenses, sales and marketing expenses or administrative expenses based on the activity the software supports.

**Other intangible assets** Other intangible assets, acquired by the company, are recognized at cost less accumulated amortization and impairment losses.

Other intangible assets also include multi-year sponsorship rights acquired by the company. These are initially recognized at the present value of the future payments and subsequently measured at cost less accumulated amortization and impairment losses.

**Subsequent expenditure** Subsequent expenditure on capitalized intangible assets is capitalized only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditures are expensed as incurred.

**Amortization** Intangible assets with a finite life are amortized using the straight-line method over their estimated useful lives. Licenses, brewing, supply and distribution rights are amortized over the period in which the rights exist. Brands are considered to have an indefinite life unless plans exist to discontinue the brand. Discontinuance of a brand can be either through sale or termination of marketing support. When AB InBev purchases distribution rights for its own products the life of these rights is considered indefinite, unless the company has a plan to discontinue the related brand or distribution. Software and capitalized development cost related to technology are amortized over 3 to 5 years.

Brands are deemed intangible assets with indefinite useful lives and, therefore, are not amortized but tested for impairment on an annual basis (refer accounting policy P).

**Gains and losses on sale** Net gains on sale of intangible assets are presented in the income statement as other operating income. Net losses on sale are included as other operating expenses. Net gains and losses are recognized in the income statement when the significant risks and rewards of ownership have been transferred to the buyer, recovery of the consideration is probable, the associated costs can be estimated reliably, and there is no continuing managerial involvement with the intangible assets.

#### **(H) Business combinations**

The company applies the purchase method of accounting to account for acquisitions of businesses. The cost of an acquisition is measured as the aggregate of the fair values at the date of exchange of the assets given, liabilities incurred and equity instruments issued. Identifiable assets, liabilities and contingent liabilities acquired or assumed are measured separately at their fair value as of the acquisition date. The excess of the cost of the acquisition over the company's interest in the fair value of the identifiable net assets acquired is recorded as goodwill.

The allocation of fair values to the identifiable assets acquired and liabilities assumed is based on various assumptions requiring management judgment.

Acquisition-related costs are expensed as incurred.

If the business combination is achieved in stages, the acquisition date carrying value of AB InBev's previously held interest in the acquiree is re-measured to fair value at the acquisition date; any gains or losses arising from such re-measurement are recognized in profit or loss.

#### **(I) Goodwill**

Goodwill is determined as the excess of the consideration paid over AB InBev's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities of the acquired subsidiary, jointly controlled entity or associate recognized at the date of acquisition. All business combinations are accounted for by applying the purchase method.

In conformity with IFRS 3 *Business Combinations*, goodwill is stated at cost and not amortized but tested for impairment on an annual basis and whenever there is an indicator that the cash generating unit to which goodwill has been allocated, may be impaired (refer accounting policy P).

Goodwill is expressed in the currency of the subsidiary or jointly controlled entity to which it relates and is translated to US dollar using the year-end exchange rate.

In respect of associates and joint ventures, the carrying amount of goodwill is included in the carrying amount of the investment in the associate.

If AB InBev's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities recognized exceeds the cost of the business combination such excess is recognized immediately in the income statement as required by IFRS 3 *Business Combinations*.

Expenditure on internally generated goodwill is expensed as incurred.

#### **(J) Property, plant and equipment**

Property, plant and equipment is measured at cost less accumulated depreciation and impairment losses (refer accounting policy P). Cost includes the purchase price and any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management (e.g. nonrefundable tax and transport cost). The cost of a self constructed asset is determined using the same principles as for an acquired asset. The depreciation methods, residual value, as well as the useful lives are reassessed and adjusted if appropriate, annually.

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets are capitalized as part of the cost of such assets.

**Subsequent expenditure** The company recognizes in the carrying amount of an item of property, plant and equipment the cost of replacing part of such an item when that cost is incurred if it is probable that the future economic benefits embodied with the item will flow to the company and the cost of the item can be measured reliably. All other costs are expensed as incurred.

**Depreciation** The depreciable amount is the cost of an asset less its residual value. Residual values, if not insignificant, are reassessed annually. Depreciation is calculated from the date the asset is available for use, using the straight-line method over the estimated useful lives of the assets.

The estimated useful lives are defined in terms of the asset's expected utility to the company and can vary from one geographical area to another. On average the estimated useful lives are as follows:

Industrial buildings – other real estate properties	20 - 33 years
Production plant and equipment:	
Production equipment	10 - 15 years
Storage, packaging and handling equipment	5 - 7 years
Returnable packaging:	
Kegs	2 - 10 years
Crates	2 - 10 years
Bottles	2 - 5 years
Point of sale furniture and equipment	5 years
Vehicles	5 years
Information processing equipment	3 - 5 years

Where parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items of property, plant and equipment.

Land is not depreciated as it is deemed to have an indefinite life.

**Gains and losses on sale** Net gains on sale of items of property, plant and equipment are presented in the income statement as other operating income. Net losses on sale are presented as other operating expenses. Net gains and losses are recognized in the income statement when the significant risks and rewards of ownership have been transferred to the buyer, recovery of the consideration is probable, the associated costs can be estimated reliably, and there is no continuing managerial involvement with the property, plant and equipment.

#### (K) Accounting for leases

Leases of property, plant and equipment where the company assumes substantially all the risks and rewards of ownership are classified as finance leases. Finance leases are recognized as assets and liabilities (interest-bearing loans and borrowings) at amounts equal to the lower of the fair value of the leased property and the present value of the minimum lease payments at inception of the lease. Amortization and impairment testing for depreciable leased assets is the same as for depreciable assets that are owned (refer accounting policies J and P).

Lease payments are apportioned between the outstanding liability and finance charges so as to achieve a constant periodic rate of interest on the remaining balance of the liability.

Leases of assets under which all the risks and rewards of ownership are substantially retained by the lessor are classified as operating leases. Payments made under operating leases are charged to the income statement on a straight-line basis over the term of the lease.

When an operating lease is terminated before the lease period has expired, any payment required to be made to the lessor by way of penalty is recognized as an expense in the period in which termination takes place.

#### (L) Investments

All investments are accounted for at trade date.

**Investments in equity securities** Investments in equity securities are undertakings in which AB InBev does not have significant influence or control. This is generally evidenced by ownership of less than 20% of the voting rights. Such investments are designated as available-for-sale financial assets which are at initial recognition measured at fair value unless the fair value cannot be reliably determined in which case they are measured at cost. Subsequent changes in fair value, except those related to impairment losses which are recognized in the income statement, are recognized directly in other comprehensive income.

On disposal of an investment, the cumulative gain or loss previously recognized directly in other comprehensive income is recognized in profit or loss.

**Investments in debt securities** Investments in debt securities classified as trading or as being available-for-sale are carried at fair value, with any resulting gain or loss respectively recognized in the income statement or directly in other comprehensive income. Fair value of these investments is determined as the quoted bid price at the balance sheet date. Impairment charges and foreign exchange gains and losses are recognized in the income statement.

Investments in debt securities classified as held to maturity are measured at amortized cost.

In general, investments in debt securities with maturities of more than three months when acquired and remaining maturities of less than one year are classified as short-term investments. Investments with maturities beyond one year may be classified as short-term based on their highly liquid nature and because such marketable securities represent the investment of cash that is available for current operations.

**Other investments** Other investments held by the company are classified as available-for-sale and are carried at fair value, with any resulting gain or loss recognized directly in other comprehensive income. Impairment charges are recognized in the income statement.

#### **(M) Inventories**

Inventories are valued at the lower of cost and net realizable value. Cost includes expenditure incurred in acquiring the inventories and bringing them to their existing location and condition. The weighted average method is used in assigning the cost of inventories.

The cost of finished products and work in progress comprises raw materials, other production materials, direct labor, other direct cost and an allocation of fixed and variable overhead based on normal operating capacity. Net realizable value is the estimated selling price in the ordinary course of business, less the estimated completion and selling costs.

Inventories are written down on a case-by-case basis if the anticipated net realizable value declines below the carrying amount of the inventories. The calculation of the net realizable value takes into consideration specific characteristics of each inventory category, such as expiration date, remaining shelf life, slow-moving indicators, amongst others.

#### **(N) Trade and other receivables**

Trade and other receivables are carried at amortized cost less impairment losses. An estimate is made for doubtful receivables based on a review of all outstanding amounts at the balance sheet date.

An allowance for impairment of trade and other receivables is established if the collection of a receivable becomes doubtful. Such receivable becomes doubtful when there is objective evidence that the company will not be able to collect all amounts due according to the original terms of the receivables. Significant financial difficulties of the debtor, probability that the debtor will enter into bankruptcy or financial reorganization, and default or delinquency in payments are considered indicators that the receivable is impaired. The amount of the allowance is the difference between the asset's carrying amount and the present value of the estimated future cash flows. An impairment loss is recognized in the income statement, as are subsequent recoveries of previous impairments.

#### **(O) Cash and cash equivalents**

Cash and cash equivalents include all cash balances and short-term highly liquid investments with a maturity of three months or less from the date of acquisition that are readily convertible into cash. They are stated at face value, which approximates their fair value. For the purpose of the cash flow statement, cash and cash equivalents are presented net of bank overdrafts.

#### **(P) Impairment**

The carrying amounts of financial assets, property, plant and equipment, goodwill and intangible assets are reviewed at each balance sheet date to determine whether there is any indication of impairment. If any such indication exists, the asset's recoverable amount is estimated. In addition, goodwill, intangible assets that are not yet available for use and intangibles with an indefinite useful life are tested for impairment annually at the business unit level (that is one level below a reporting segment). An impairment loss is recognized whenever the carrying amount of an asset or the related cash-generating unit exceeds its recoverable amount. Impairment losses are recognized in the income statement.

**Calculation of recoverable amount** The recoverable amount of the company's investments in unquoted debt securities is calculated as the present value of expected future cash flows, discounted at the debt securities' original effective interest rate. For equity investments classified as available for sale and quoted debt securities the recoverable amount is their fair value.

The recoverable amount of other assets is determined as the higher of their fair value less costs to sell and value in use. For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the cash-generating unit to which the asset belongs. The recoverable amount of the cash generating units to which the goodwill and the intangible assets with indefinite useful life belong is based on discounted future cash flows using a discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded subsidiaries or other available fair value indicators.

Impairment losses recognized in respect of cash-generating units are allocated first to reduce the carrying amount of any goodwill allocated to the units and then to reduce the carrying amount of the other assets in the unit on a pro rata basis.

**Reversal of impairment losses** Non-financial assets other than goodwill and equity investments classified as held for sale that suffered an impairment are reviewed for possible reversal of the impairment at each reporting date. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized.

#### **(Q) Share capital**

**Repurchase of share capital** When AB InBev buys back its own shares, the amount of the consideration paid, including directly attributable costs, is recognized as a deduction from equity under treasury shares.

**Dividends** Dividends are recognized in the consolidated financial statements on the date that the dividends are declared unless minimum statutory dividends are required by local legislation or the bylaws of the company's subsidiaries. In such instances, statutory minimum dividends are recognized as a liability.

**Share issuance costs** Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

#### **(R) Provisions**

Provisions are recognized when (i) the company has a present legal or constructive obligation as a result of past events, (ii) it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and (iii) a reliable estimate of the amount of the obligation can be made. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability.

**Restructuring** A provision for restructuring is recognized when the company has approved a detailed and formal restructuring plan, and the restructuring has either commenced or has been announced publicly. Costs relating to the ongoing activities of the company are not provided for. The provision includes the benefit commitments in connection with early retirement and redundancy schemes.

**Onerous contracts** A provision for onerous contracts is recognized when the expected benefits to be derived by the company from a contract are lower than the unavoidable cost of meeting its obligations under the contract. Such provision is measured at the present value of the lower of the expected cost of terminating the contract and the expected net cost of continuing with the contract.

**Disputes and litigations** A provision for disputes and litigation is recognized when it is more likely than not that the company will be required to make future payments as a result of past events, such items may include but are not limited to, several claims, suits and actions both initiated by third parties and initiated by AB InBev relating to antitrust laws, violations of distribution and license agreements, environmental matters, employment related disputes, claims from tax authorities, and alcohol industry litigation matters.

#### **(S) Employee benefits**

**Post-employment benefits** Post-employment benefits include pensions, post-employment life insurance and post-employment medical benefits. The company operates a number of defined benefit and defined contribution plans throughout the world, the assets of which are generally held in separate trustee-managed funds. The pension plans are generally funded by payments from employees and the company, and, for defined benefit plans taking account of the recommendations of independent actuaries. AB InBev maintains funded and unfunded pension plans.

**a) Defined contribution plans** Contributions to defined contribution plans are recognized as an expense in the income statement when incurred. A defined contribution plan is a pension plan under which AB InBev pays fixed contributions into a fund. AB InBev has no legal or constructive obligations to pay further contributions if the fund does not hold sufficient assets to pay all employees the benefits relating to employee service in the current and prior periods.

**b) Defined benefit plans** A defined benefit plan is a pension plan that is not a defined contribution plan. Typically defined benefit plans define an amount of pension benefit that an employee will receive on retirement, usually dependent on one or more factors such as age, years of service and compensation. For defined benefit plans, the pension expenses are assessed separately for each plan using the projected unit credit method. The projected unit credit method considers each period of service as giving rise to an additional unit of benefit entitlement. Under this method, the cost of providing pensions is charged to the income statement so as to spread the regular cost over the service lives of employees in accordance with the advice of qualified actuaries who carry out a full valuation of the plans at least every three years. The amounts charged to the income statement include current service cost, net interest cost (income), past service costs and the effect of any curtailments or settlements. Past service costs are recognized at the earlier of when the amendment / curtailment occurs or when the company recognizes related restructuring or termination costs. The pension obligations recognized in the balance sheet are measured at the present value of the estimated future cash outflows using interest rates based on high quality corporate bond yields, which have terms to maturity approximating the terms of the related

liability, less the fair value of any plan assets. Re-measurements, comprising of actuarial gains and losses, the effect of the asset ceiling (excluding net interest) and the return on plan assets (excluding net interest) are recognized in full in the period in which they occur in the statement of comprehensive income. Re-measurements are not reclassified to profit or loss in subsequent periods.

Where the calculated amount of a defined benefit liability is negative (an asset), AB InBev recognizes such pension asset to the extent that economic benefits are available to AB InBev either from refunds or reductions in future contributions.

**Other Post-Employment Obligations** Some AB InBev companies provide post-employment medical benefits to their retirees. The entitlement to these benefits is usually based on the employee remaining in service up to retirement age. The expected costs of these benefits are accrued over the period of employment, using an accounting methodology similar to that for defined benefit pension plans.

**Termination benefits** Termination benefits are recognized as an expense at the earlier when the company is demonstrably committed, without realistic possibility of withdrawal, to a formal detailed plan to terminate employment before the normal retirement date and when the company recognizes costs for a restructuring. Termination benefits for voluntary redundancies are recognized if the company has made an offer encouraging voluntary redundancy, it is probable that the offer will be accepted, and the number of acceptances can be estimated reliably.

**Bonuses** Bonuses received by company employees and management are based on pre-defined company and individual target achievement. The estimated amount of the bonus is recognized as an expense in the period the bonus is earned. To the extent that bonuses are settled in shares of the company, they are accounted for as share-based payments.

#### **(T) Share-based payments**

Different share and share option programs allow company senior management and members of the board to acquire shares of the company and some of its affiliates. The fair value of the share options is estimated at grant date, using an option pricing model that is most appropriate for the respective option. Based on the expected number of options that will vest, the fair value of the options granted is expensed over the vesting period. When the options are exercised, equity is increased by the amount of the proceeds received.

#### **(U) Interest-bearing loans and borrowings**

Interest-bearing loans and borrowings are recognized initially at fair value, less attributable transaction costs. Subsequent to initial recognition, interest-bearing loans and borrowings are stated at amortized cost with any difference between the initial amount and the maturity amount being recognized in the income statement (in accretion expense) over the expected life of the instrument on an effective interest rate basis.

#### **(V) Trade and Other Payables**

Trade and other payables are recognized initially at fair value and subsequently measured at amortized cost using the effective interest method.

#### **(W) Income Tax**

Income tax on the profit for the year comprises current and deferred tax. Income tax is recognized in the income statement except to the extent that it relates to items recognized directly in equity, in which case the tax effect is also recognized directly in equity.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted, or substantively enacted, at the balance sheet date, and any adjustment to tax payable in respect of previous years.

In accordance with IAS 12 *Income Taxes* deferred taxes are provided using the so-called balance sheet liability method. This means that, for all taxable and deductible differences between the tax bases of assets and liabilities and their carrying amounts in the balance sheet a deferred tax liability or asset is recognized. Under this method a provision for deferred taxes is also made for differences between the fair values of assets and liabilities acquired in a business combination and their tax base. IAS 12 prescribes that no deferred taxes are recognized i) on initial recognition of goodwill, ii) at the initial recognition of assets or liabilities in a transaction that is not a business combination and affects neither accounting nor taxable profit and iii) on differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future. The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using currently or substantively enacted tax rates.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realize the assets and settle the liabilities simultaneously.

The company recognizes deferred tax assets, including assets arising from losses carried forward, to the extent that future probable taxable profit will be available against which the deferred tax asset can be utilized. A deferred tax asset is reduced to the extent that it is no longer probable that the related tax benefit will be realized.

Tax claims are recorded within provisions on the balance sheet (refer accounting policy R).

**(X) Income recognition**

Income is recognized when it is probable that the economic benefits associated with the transaction will flow to the company and the income can be measured reliably.

**Goods sold** In relation to the sale of beverages and packaging, revenue is recognized when the significant risks and rewards of ownership have been transferred to the buyer, and no significant uncertainties remain regarding recovery of the consideration due, associated costs or the possible return of goods, and there is no continuing management involvement with the goods. Revenue from the sale of goods is measured at the fair value of the consideration received or receivable, net of returns and allowances, trade discounts, volume rebates, discounts for cash payments and excise taxes.

**Rental and royalty income** Rental income is recognized under other operating income on a straight-line basis over the term of the lease. Royalties arising from the use by others of the company's resources are recognized in other operating income on an accrual basis in accordance with the substance of the relevant agreement.

**Government grants** A government grant is recognized in the balance sheet initially as deferred income when there is reasonable assurance that it will be received and that the company will comply with the conditions attached to it. Grants that compensate the company for expenses incurred are recognized as other operating income on a systematic basis in the same periods in which the expenses are incurred. Grants that compensate the company for the acquisition of an asset are presented by deducting them from the acquisition cost of the related asset in accordance with IAS 20 *Accounting for Government Grants and Disclosure of Government Assistance*.

**Finance income** Finance income comprises interest received or receivable on funds invested, dividend income, foreign exchange gains, losses on currency hedging instruments offsetting currency gains, gains on hedging instruments that are not part of a hedge accounting relationship, gains on financial assets classified as trading as well as any gains from hedge ineffectiveness (refer accounting policy Z).

Interest income is recognized as it accrues (taking into account the effective yield on the asset) unless collectability is in doubt.

**Dividend income** Dividend income is recognized in the income statement on the date that the dividend is declared.

**(Y) Expenses**

**Finance costs** Finance costs comprise interest payable on borrowings, calculated using the effective interest rate method, foreign exchange losses, gains on currency hedging instruments offsetting currency losses, results on interest rate hedging instruments, losses on hedging instruments that are not part of a hedge accounting relationship, losses on financial assets classified as trading, impairment losses on available-for-sale financial assets as well as any losses from hedge ineffectiveness (refer accounting policy Z).

All interest costs incurred in connection with borrowings or financial transactions are expensed as incurred as part of finance costs. Any difference between the initial amount and the maturity amount of interest bearing loans and borrowings, such as transaction costs and fair value adjustments, are recognized in the income statement (in accretion expense) over the expected life of the instrument on an effective interest rate basis (refer accounting policy U). The interest expense component of finance lease payments is also recognized in the income statement using the effective interest rate method.

**Research and development, advertising and promotional costs and systems development costs** Research, advertising and promotional costs are expensed in the year in which these costs are incurred. Development costs and systems development costs are expensed in the year in which these costs are incurred if they do not meet the criteria for capitalization (refer accounting policy G).

**Purchasing, receiving and warehousing costs** Purchasing and receiving costs are included in the cost of sales, as well as the costs of storing and moving raw materials and packaging materials. The costs of storing finished products at the brewery as well as costs incurred for subsequent storage in distribution centers are included within distribution expenses.

**(Z) Derivative financial instruments**

AB InBev uses derivative financial instruments to mitigate the transactional impact of foreign currencies, interest rates, equity prices and commodity prices on the company's performance. AB InBev's financial risk management policy prohibits the use of derivative financial instruments for trading purposes and the company does therefore not hold or issue any such instruments for such purposes. Derivative financial instruments that are economic hedges but that do not meet the strict IAS 39 *Financial Instruments: Recognition and Measurement* hedge accounting rules, however, are accounted for as financial assets or liabilities at fair value through profit or loss.

Derivative financial instruments are recognized initially at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value of derivative financial instruments is either the quoted market price or is calculated using pricing models taking into account current market rates. These pricing models also take into account the current creditworthiness of the counterparties.

Subsequent to initial recognition, derivative financial instruments are re-measured to their fair value at balance sheet date. Depending on whether cash flow or net investment hedge accounting is applied or not, any gain or loss is either recognized directly in other comprehensive income or in the income statement.

Cash flow, fair value or net investment hedge accounting is applied to all hedges that qualify for hedge accounting when the required hedge documentation is in place and when the hedge relation is determined to be effective.

**Cash flow hedge accounting** When a derivative financial instrument hedges the variability in cash flows of a recognized asset or liability, the foreign currency risk of a firm commitment or a highly probable forecasted transaction, the effective part of any resulting gain or loss on the derivative financial instrument is recognized directly in other comprehensive income (hedging reserves). When the firm commitment in foreign currency or the forecasted transaction results in the recognition of a non-financial asset or a non-financial liability, the cumulative gain or loss is removed from other comprehensive income and included in the initial measurement of the asset or liability. When the hedge relates to financial assets or liabilities, the cumulative gain or loss on the hedging instrument is reclassified from other comprehensive income into the income statement in the same period during which the hedged risk affects the income statement (e.g. when the variable interest expense is recognized). The ineffective part of any gain or loss is recognized immediately in the income statement.

When a hedging instrument or hedge relationship is terminated but the hedged transaction is still expected to occur, the cumulative gain or loss (at that point) remains in equity and is reclassified in accordance with the above policy when the hedged transaction occurs. If the hedged transaction is no longer probable, the cumulative gain or loss recognized in other comprehensive income is reclassified into the income statement immediately.

**Fair value hedge accounting** When a derivative financial instrument hedges the variability in fair value of a recognized asset or liability, any resulting gain or loss on the hedging instrument is recognized in the income statement. The hedged item is also stated at fair value in respect of the risk being hedged, with any gain or loss being recognized in the income statement.

**Net investment hedge accounting** When a foreign currency liability hedges a net investment in a foreign operation, exchange differences arising on the translation of the liability to the functional currency are recognized directly in other comprehensive income (translation reserves).

When a derivative financial instrument hedges a net investment in a foreign operation, the portion of the gain or the loss on the hedging instrument that is determined to be an effective hedge is recognized directly in other comprehensive income (translation reserves), while the ineffective portion is reported in the income statement.

Investments in equity instruments or derivatives linked to and to be settled by delivery of an equity instrument are stated at cost when such equity instrument does not have a quoted market price in an active market and for which other methods of reasonably estimating fair value are clearly inappropriate or unworkable.

**Offsetting derivative assets with derivative liabilities** A derivative asset and a derivative liability shall be offset and the net amount presented in the statement of financial position when, and only when, the company has a currently legally enforceable right to set off the recognized amounts; and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

### **(AA) Segment reporting**

Operating segments are components of the company's business activities about which separate financial information is available that is evaluated regularly by management.

AB InBev's operating segment reporting format is geographical because the company's risks and rates of return are affected predominantly by the fact that AB InBev operates in different geographical areas. The company's management structure and internal reporting system to the Board of Directors is set up accordingly. A geographical segment is a distinguishable component of the company that is engaged in providing products or services within a particular economic environment, which is subject to risks and returns that are different from those of other segments. In accordance with IFRS 8 *Operating segments* AB InBev's reportable geographical segments were determined as North America, Mexico, Latin America North, Latin America South, Europe, Asia Pacific and Global Export and Holding Companies. The company's assets are predominantly located in the same geographical areas as its customers.

Segment results, assets and liabilities include items directly attributable to a segment as well as those that can be allocated on a reasonable basis. Unallocated assets comprise interest bearing loans granted, investment securities, deferred tax assets, income taxes receivable, cash and cash equivalent and derivative assets. Unallocated liabilities comprise equity and non-controlling interest, interest bearing loans, deferred tax liabilities, bank overdrafts, income taxes payable and derivative liabilities.

Segment capital expenditure is the total cost incurred during the period to acquire property, plant and equipment, and intangible assets other than goodwill.

#### **(BB) Non-recurring items**

Non-recurring items are those that in management's judgment need to be disclosed by virtue of their size or incidence. Such items are disclosed on the face of the consolidated income statement or separately disclosed in the notes to the financial statements. Transactions which may give rise to non-recurring items are principally restructuring activities, impairments, gains or losses on disposal of investments and the effect of the accelerated repayment of certain debt facilities.

#### **(CC) discontinued operations and non-current assets held for sale**

A discontinued operation is a component of the company that either has been disposed of or is classified as held for sale and represents a separate major line of business or geographical area of operations and is part of a single coordinated plan to dispose of or is a subsidiary acquired exclusively with a view to resale.

AB InBev classifies a non-current asset (or disposal group) as held for sale if its carrying amount will be recovered principally through a sale transaction rather than through continuing use if all of the conditions of IFRS 5 are met. A disposal group is defined as a group of assets to be disposed of, by sale or otherwise, together as a group in a single transaction, and liabilities directly associated with those assets that will be transferred. Immediately before classification as held for sale, the company measures the carrying amount of the asset (or all the assets and liabilities in the disposal group) in accordance with applicable IFRS. Then, on initial classification as held for sale, non-current assets and disposal groups are recognized at the lower of carrying amount and fair value less costs to sell. Impairment losses on initial classification as held for sale are included in profit or loss. The same applies to gains and losses on subsequent re-measurement. Non-current assets classified as held for sale are no longer depreciated or amortized.

#### **(DD) 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 year ended 31 December 2014 they have not been applied in preparing these consolidated financial statements.

#### ***IFRS 9 Financial Instruments:***

IFRS 9 *Financial Instruments* is the standard issued as part of a wider project to replace IAS 39. IFRS 9 introduces a logical approach for the classification of financial assets, which is driven by cash flow characteristics and the business model in which an asset is held; defines a new expected-loss impairment model that will require more timely recognition of expected credit losses; and introduces a substantially-reformed model for hedge accounting, with enhanced disclosures about risk management activity. The new hedge accounting model represents a significant overhaul of hedge accounting that aligns the accounting treatment with risk management activities. IFRS 9 also removes the volatility in profit or loss that was caused by changes in the credit risk of liabilities elected to be measured at fair value. IFRS 9 will be effective for annual periods beginning on or after 1 January 2018. Early application is permitted.

#### ***IFRS 15 Revenue from Contracts with Customers:***

The core principle of the new standard is for companies to recognize revenue to depict the transfer of goods or services to customers in amounts that reflect the consideration (that is, payment) to which the company expects to be entitled in exchange for those goods or services. The new standard will also result in enhanced disclosures about revenue, provide guidance for transactions that were not previously addressed comprehensively (for example, service revenue and contract modifications) and improve guidance for multiple-element arrangements. IFRS 15 is effective for an entity's first annual IFRS financial statements for periods beginning on or after 1 January 2017. Early application is permitted.

**Other standards, interpretations and amendments to standards** A number of other amendments to standards are effective for annual periods beginning after 1 January 2014, and have not been listed above because of either their non-applicability to or their immateriality to AB InBev's consolidated financial statements.

## 4. Use of Estimates and Judgments

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

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 makes 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 long-term employee benefit expense and liability. These factors include assumptions with respect to interest rates, rates of increase in health care costs, rates of future compensation increases, turnover rates, and life expectancy.

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

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 further discussed in the relevant notes hereafter.

In preparing these consolidated financial statements, the significant judgments made by management in applying the company's accounting policies and the key sources of estimating uncertainty were the same as those that applied to the consolidated financial statements as at and for the year ended 31 December 2013, except as for the valuation of the individual assets acquired and liabilities assumed as part of the allocation of the OB purchase price. The company is in the process of finalizing the allocation of the purchase price to the individual assets acquired and liabilities assumed in compliance with IFRS 3. Following the acquisition of OB, AB InBev is fully consolidating OB in the AB InBev audited financial statements as of 1 April 2014. Detail is provided in Note 6 – *Acquisitions and disposals of Subsidiaries* of these audited consolidated financial statements. Furthermore, effective 1 January 2014, the company ceased the proportional consolidation of certain operations it has in Canada and started to apply equity reporting as of that date without a material impact on AB InBev's consolidated financial statements.

## 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 business segments. Regional and operating company management is responsible for managing performance, underlying risks, and effectiveness of operations. Internally, AB InBev's 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 (figures may not add up due to rounding).

Given the transformational nature of the transaction with Grupo Modelo that closed on 4 June 2013, and to facilitate the understanding of AB InBev's underlying performance, AB InBev has updated its 2013 segment reporting for purposes of result announcement and internal review by senior management. This presentation (referred to as the "2013 Reference base") includes, for comparative purposes, the results of the Grupo Modelo business as if the combination had taken place on 4 June 2012. Accordingly, the 2013 Reference base presented below includes 12 months of the Grupo Modelo combination.

The 2013 Reference base further reflects updates to the 2013 segment reporting for purposes of result announcement and internal review by senior management to reflect changes in the Zone presentation of AB InBev that were effective 1 January 2014. The changes include the combination of AB InBev's Western Europe and Central & Eastern Europe Zones into a single Europe Zone, the transfer of responsibility from Global Export and Holding Companies to the Europe Zone of the company's Spanish operations and the export of Corona to a number of European countries, and the transfer of management responsibility for Cuba to the Zone Latin America North.

The Grupo Modelo operations are reported according to their geographical presence in the following segments: the Mexico beer and packaging businesses are reported in the Zone Mexico, the Export business is reported in the Global Export and Holding Companies segment and the sale of Modelo brands by AB InBev affiliates are reported in the respective Zones where these affiliates operate. The Oriental Brewery ("OB") business is reported in the Zone Asia Pacific as from 1 April 2014.

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All figures in the tables below are stated in million US dollar, except volume (million hls), Normalized EBITDA margin (in %) and full time equivalents (FTE in units).

#### SEGMENT REPORTING (2013 REFERENCE BASE) – NON-AUDITED

	North America		Mexico		Latin America North	
	2014	2013 Reference base	2014	2013 Reference base	2014	2013 Reference base
<b>Volume</b>	<b>121</b>	<b>122</b>	<b>39</b>	<b>38</b>	<b>125</b>	<b>120</b>
<b>Revenue</b>	<b>16 093</b>	<b>16 023</b>	<b>4 619</b>	<b>4 669</b>	<b>11 269</b>	<b>11 010</b>
Cost of sales	(6 391)	(6 519)	(1 374)	(1 570)	(3 741)	(3 576)
Distribution expenses	(1 324)	(1 235)	(453)	(443)	(1 404)	(1 351)
Sales and marketing expenses	(2 136)	(1 908)	(808)	(844)	(1 253)	(1 147)
Administrative expenses	(473)	(497)	(430)	(455)	(581)	(591)
Other operating income/(expenses)	299	67	237	200	689	807
<b>Normalized profit from operations (EBIT)</b>	<b>6 068</b>	<b>5 932</b>	<b>1 791</b>	<b>1 557</b>	<b>4 979</b>	<b>5 151</b>
Depreciation, amortization and impairment	(752)	(796)	(395)	(383)	(763)	(707)
<b>Normalized EBITDA</b>	<b>6 820</b>	<b>6 728</b>	<b>2 186</b>	<b>1 940</b>	<b>5 742</b>	<b>5 858</b>
<b>Normalized EBITDA margin</b>	<b>42.4%</b>	<b>42.0%</b>	<b>47.3%</b>	<b>41.5%</b>	<b>51.0%</b>	<b>53.2%</b>

#### SEGMENT REPORTING (2013 REPORTED)

	North America		Mexico		Latin America North	
	2014	2013	2014	2013	2014	2013
<b>Volume</b>	<b>121</b>	<b>122</b>	<b>39</b>	<b>22</b>	<b>125</b>	<b>120</b>
<b>Revenue</b>	<b>16 093</b>	<b>16 023</b>	<b>4 619</b>	<b>2 769</b>	<b>11 269</b>	<b>11 010</b>
Cost of sales	(6 391)	(6 519)	(1 374)	(869)	(3 741)	(3 576)
Distribution expenses	(1 324)	(1 235)	(453)	(232)	(1 404)	(1 351)
Sales and marketing expenses	(2 136)	(1 908)	(808)	(484)	(1 253)	(1 147)
Administrative expenses	(473)	(497)	(430)	(234)	(581)	(592)
Other operating income/(expenses)	299	67	237	104	689	807
<b>Normalized profit from operations (EBIT)</b>	<b>6 068</b>	<b>5 932</b>	<b>1 791</b>	<b>1 054</b>	<b>4 979</b>	<b>5 151</b>
Non-recurring items (refer Note 8)	(5)	(5)	(105)	(54)	(21)	(6)
<b>Profit from operations (EBIT)</b>	<b>6 063</b>	<b>5 927</b>	<b>1 685</b>	<b>1 000</b>	<b>4 957</b>	<b>5 145</b>
Net finance (cost)/income	(403)	(494)	(1 371)	(1 059)	(414)	(418)
Share of result of associates	6	278	(2)	11	5	5
<b>Profit/(loss) before tax</b>	<b>5 666</b>	<b>5 710</b>	<b>312</b>	<b>(47)</b>	<b>4 548</b>	<b>4 732</b>
Income tax expense	(1 402)	(1 216)	(362)	(112)	(360)	(397)
<b>Profit/(loss)</b>	<b>4 264</b>	<b>4 495</b>	<b>(49)</b>	<b>(159)</b>	<b>4 188</b>	<b>4 335</b>
Normalized EBITDA	6 820	6 728	2 186	1 281	5 742	5 858
Non-recurring items (including impairment)	(5)	(5)	(105)	(54)	(21)	(6)
Depreciation, amortization and impairment	(752)	(796)	(395)	(226)	(764)	(707)
Net finance (cost)/income	(403)	(494)	(1 371)	(1 059)	(414)	(418)
Share of results of associates	6	278	(2)	11	5	5
Income tax expense	(1 402)	(1 216)	(362)	(112)	(360)	(397)
<b>Profit/(loss)</b>	<b>4 264</b>	<b>4 495</b>	<b>(49)</b>	<b>(159)</b>	<b>4 188</b>	<b>4 335</b>
Normalized EBITDA margin %	42.4%	42.0%	47.3%	46.3%	51.0%	53.2%
Segment assets	63 921	64 639	28 918	30 259	16 538	17 541
Intersegment elimination						
Non-segmented assets						
<b>Total assets</b>						
Segment liabilities	6 321	6 690	5 513	3 653	6 778	5 783
Intersegment elimination						
Non-segmented items						
<b>Total equity and liabilities.</b>						
Gross capex	542	588	439	202	1 464	1 415
Addition to/(reversal of) provisions	90	8	16	(1)	139	188
FTE	15 348	16 852	30 927	34 203	38 381	38 338

Latin America South		Europe		Asia Pacific		Global Export and Holding Companies		Effect of acquisition		Consolidated	
2014	2013 Reference base	2014	2013 Reference base	2014	2013 Reference base	2014	2013 Reference base	2014	2013 Bridge to reported	2014	2013 Reported
37	37	44	47	83	66	10	15		(20)	459	426
2 961	3 269	4 865	5 021	5 040	3 354	2 216	2 138		(2 288)	47 063	43 195
(1 081)	(1 185)	(2 081)	(2 272)	(2 552)	(1 885)	(1 538)	(1 549)		961	(18 756)	(17 594)
(290)	(309)	(477)	(503)	(434)	(302)	(175)	(143)		225	(4 558)	(4 061)
(315)	(346)	(1 067)	(1 066)	(1 227)	(833)	(230)	(194)		380	(7 036)	(5 958)
(106)	(112)	(362)	(364)	(400)	(317)	(440)	(430)		227	(2 791)	(2 539)
5	(5)	28	32	90	109	39	52		(102)	1 386	1 160
1 175	1 311	906	849	517	127	(128)	(126)		(598)	15 308	14 203
(177)	(180)	(437)	(492)	(550)	(419)	(161)	(166)		158	(3 234)	(2 985)
1 352	1 491	1 343	1 341	1 067	546	33	40		(755)	18 542	17 188
45.6%	45.6%	27.6%	26.7%	21.2%	16.3%					39.4%	39.8%

Latin America South		Europe		Asia Pacific		Global Export and Holding Companies		Effect of acquisition		Consolidated	
2014	2013	2014	2013	2014	2013	2014	2013			2014	2013
37	37	44	46	83	66	10	12			459	426
2 961	3 269	4 865	4 932	5 040	3 354	2 216	1 839			47 063	43 195
(1 081)	(1 185)	(2 081)	(2 238)	(2 552)	(1 885)	(1 538)	(1 323)			(18 756)	(17 594)
(290)	(309)	(477)	(497)	(434)	(302)	(175)	(135)			(4 558)	(4 061)
(315)	(346)	(1 067)	(1 049)	(1 227)	(833)	(230)	(191)			(7 036)	(5 958)
(106)	(112)	(362)	(359)	(400)	(317)	(440)	(429)			(2 791)	(2 539)
5	(5)	28	30	90	109	39	48			1 386	1 160
1 175	1 311	906	819	517	127	(128)	(191)			15 308	14 203
(12)	(5)	(132)	(37)	(85)	(26)	165	6 372			(197)	6 240
1 163	1 306	774	782	432	101	37	6 181			15 111	20 443
(230)	(317)	(704)	(672)	(24)	8	1 826	749			(1 319)	(2 203)
–	–	–	–	–	–	–	–			9	294
933	989	70	111	408	109	1 864	6 930			13 801	18 534
(311)	(457)	(71)	37	(142)	(53)	148	181			(2 499)	(2 016)
622	532	(1)	148	266	56	2 012	7 112			11 302	16 518
1 352	1 491	1 343	1 311	1 067	546	33	(25)			18 542	17 188
(12)	(5)	(132)	(37)	(85)	(26)	165	6 372			(197)	6 240
(177)	(180)	(437)	(491)	(550)	(419)	(161)	(165)			(3 234)	(2 985)
(230)	(317)	(704)	(672)	(24)	8	1 826	749			(1 319)	(2 203)
–	–	–	–	–	–	–	–			9	294
(311)	(457)	(71)	37	(142)	(53)	148	181			(2 499)	(2 016)
622	532	(1)	148	266	56	2 012	7 112			11 302	16 518
45.6%	45.6%	27.6%	26.6%	21.2%	16.3%	–	–			39.4%	39.8%
3 508	3 483	7 210	8 359	13 921	6 246	5 728	4 242			139 743	134 769
										(8 338)	(5 171)
										11 145	12 068
										142 550	141 666
1 465	1 228	4 842	4 812	4 018	2 996	2 958	3 133			31 894	28 293
										(8 338)	(5 171)
										118 994	118 544
										142 550	141 666
385	299	445	434	987	817	80	84			4 342	3 839
7	1	15	31	34	11	(2)	(19)			300	219
10 872	10 482	13 865	15 096	42 727	37 680	1 910	1 936			154 029	154 587

Net revenue from the beer business amounted to 43 116m US dollar while the net revenue from the non-beer business (soft drinks and other business) accounted for 3 947m US dollar.

Net revenue from external customers attributable to AB InBev's country of domicile (Belgium) and non-current assets located in the country of domicile represented 896m US dollar and 1 176m US dollar, respectively.

## 6. Acquisitions and Disposals of Subsidiaries

The table below summarizes the impact of acquisitions on the Statement of financial position and cash flows of AB InBev for 31 December 2014 and 2013:

Million US dollar	2014 Acquisitions	2013 Acquisitions	2014 Disposals	2013 Disposals
<b>Non-current assets</b>				
Property, plant and equipment	947	4 818	–	–
Intangible assets	1 255	5 068	–	–
Investment in subsidiaries	–	44	–	–
Investment in associates	–	75	–	–
Investment securities	–	19	–	–
Trade and other receivables	47	65	–	–
Deferred tax assets	56	14	–	–
<b>Current assets</b>				
Inventories	113	605	–	–
Income tax receivable	–	1	–	–
Trade and other receivables	323	676	–	–
Cash and cash equivalents	257	2 674	–	–
Assets held for sale	–	5 385	(365)	–
<b>Non-controlling interest</b>	–	<b>(11)</b>	–	–
<b>Non-current liabilities</b>				
Interest-bearing loans and borrowings	(513)	–	–	–
Trade and other payables	(187)	(566)	–	–
Employee benefits	(31)	(256)	–	–
Provisions	–	(21)	–	–
Deferred tax liabilities	(306)	(1 157)	–	–
<b>Current liabilities</b>				
Bank overdraft	(3)	–	–	–
Interest-bearing loans and borrowings	(96)	(68)	–	–
Income tax payable	(107)	(1 502)	–	–
Trade and other payables	(853)	(1 258)	–	–
Provisions	–	(17)	–	–
<b>Net identifiable assets and liabilities</b>	<b>902</b>	<b>14 588</b>	<b>(365)</b>	–
Goodwill on acquisitions	5 307	19 988	–	–
Loss/(gain) on disposal	–	–	(196)	(42)
Acquisition-date fair value of the previously held equity interest	–	(12 946)	–	–
Shareholdings increases	–	(11)	–	–
Consideration to be paid	–	(1 509)	52	–
Net cash paid on prior years acquisitions	1 021	3	–	–
<b>Consideration paid/(received), satisfied in cash</b>	<b>7 226</b>	<b>20 113</b>	<b>(509)</b>	<b>(42)</b>
Cash (acquired)/ disposed of	(254)	(2 674)	24	–
<b>Net cash outflow / (inflow)</b>	<b>6 976</b>	<b>17 439</b>	<b>(485)</b>	<b>(42)</b>

## 2014 Acquisitions

The following transactions took place in 2014:

### Oriental Brewery acquisition

On 1 April 2014, AB InBev completed the acquisition of OB, the leading brewer in South Korea. The acquisition returned OB to the AB InBev portfolio, after AB InBev sold the company in July 2009, following the combination of InBev and Anheuser-Busch, in support of the company's deleveraging commitment.

The enterprise value for the transaction was 5.8 billion US dollar, and as a result of an agreement entered into in 2009, AB InBev also received approximately 320m US dollar in cash at closing from this transaction, subject to closing adjustments according to the terms of the transaction.

AB InBev financed the transactions with the issuance of bonds during the first half of 2014.

Transaction costs for the combination approximated 0.1 billion US dollar and were reported as incurred in the non-recurring expenses in 2014.

The company is 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 provisional allocation of the purchase price included in the balance sheet and detailed in the table below is based on the current best estimates of AB InBev's management with input from independent third parties. The completion of the purchase price allocation may result in further adjustment to the carrying value of OB's recorded assets and liabilities and the determination of any residual amount that will be allocated to goodwill.

The following table presents the provisional allocation of purchase price to the OB business:

Million US dollar	Before Purchase Price Allocation	Purchase Price Allocation	After Purchase Price Allocation
<b>Non-current assets</b>			
Property, plant and equipment	729	5	734
Goodwill	1 128	(1 128)	–
Intangible assets	313	797	1 110
Trade and other receivables	47	–	47
<b>Current assets</b>			
Inventories	95	–	95
Trade and other receivables	272	(2)	270
Cash and cash equivalent	245	–	245
<b>Non-current liabilities</b>			
Interest-bearing loans and borrowings	(499)	–	(499)
Employee benefits	(27)	(4)	(31)
Deferred tax liabilities	(92)	(192)	(284)
<b>Current liabilities</b>			
Interest-bearing loans and borrowings	(7)	–	(7)
Income tax payable	(94)	–	(94)
Trade and other payables	(523)	(165)	(688)
<b>Net identified assets and liabilities</b>	<b>1 587</b>	<b>(689)</b>	<b>898</b>
Goodwill on acquisition			4 298
<b>Net assets acquired</b>			<b>5 196</b>
Consideration paid (enterprise value minus net debt)			5 519
Cash received as part of the operation			(323)
<b>Net consideration paid, satisfied in cash</b>			<b>5 196</b>
Cash and cash equivalent acquired			(245)
<b>Net cash outflow</b>			<b>4 951</b>

The transaction resulted in 4.3 billion US dollar of goodwill provisionally allocated primarily to the South Korean business. The factors that contributed to the recognition of goodwill include the acquisition of an assembled workforce and expected improved efficiencies through best-practice sharing. Goodwill also arises due to the recognition of deferred tax liabilities in relation to the preliminary fair value adjustments on acquired intangible assets. None of the goodwill recognized is deductible for tax purposes.

The valuation of the property, plant and equipment, intangible assets, employee benefits and other assets and liabilities are based on the current best estimates of AB InBev's management, with input from independent third parties.

The majority of the intangible asset valuation relates to brands with indefinite life. The valuation of the brands with indefinite life is based on a series of factors, including the brand history, the operating plan and the countries in which the brands are sold. The intangibles with an indefinite life mainly include the Cass brand family and have been fair valued for a total amount of 1.1 billion US dollar.

A deferred tax liability has been accrued on most fair value adjustments considering a tax rate of 24.2%.

As of 1 April 2014, the completion date of the transaction, OB contributed 1 142m US dollar to the revenue and 206m US dollar to the profit of AB InBev. If the acquisition date had been 1 January 2014 it is estimated that AB InBev's unaudited combined revenue, profit from operations and profit would have been higher by 318m US dollar, 99m US dollar, and 70m US dollar, respectively. The unaudited combined results do not include any anticipated cost savings or other effects of the planned integration of OB. Accordingly, such amounts are not necessarily indicative of the results if the combination had occurred on 1 January 2014 or that may result in the future.

**Other 2014 Acquisitions** In 2014, AB InBev completed the acquisition of the Siping Ginsber Draft Beer Co., Ltd. ("Ginsber"), which owns the Ginsber brand, as well as it completed a transaction to acquire three breweries in China. The aggregate purchase price of such acquisitions was approximately 868m US dollar. The acquired business had an immaterial impact on profit in 2014. The company is in the process of finalizing the allocation of the purchase price to the individual assets acquired and liabilities assumed in compliance with IFRS 3.

During 2014, AB InBev also acquired the Blue Point brewery (Long Island), 10 Barrel Brewing in the northwest of the United States and two wholesalers in Kentucky and Oregon. The acquired businesses had an immaterial impact on profit in 2014. The company is in the process of finalizing the allocation of the purchase price to the individual assets acquired and liabilities assumed in compliance with IFRS 3.

During 2014, AB InBev purchased 1 046m US dollar Grupo Modelo's shares through the Trust established on 4 June 2013, to accept further tender of shares by Grupo Modelo shareholders over a period of up to 25 months. By 31 December 2014, AB InBev owned approximately 99% of Grupo Modelo's outstanding shares.

During 2014, AB InBev paid 1m US dollar to former Anheuser-Busch shareholders (3m US dollar in 2013). Additionally, 3m US dollar were remitted to U.S. states through an escheatment process, whereby the states become the owner of unclaimed amounts after a period of time specified by the state law. By 31 December 2014, 4m US dollar consideration remains payable to former Anheuser-Busch shareholders whom did not yet claim the proceeds. This payable is recognized as a deferred consideration on acquisitions.

### 2013 Acquisitions

The following transactions took place in 2013:

#### Combination with Grupo Modelo

On 4 June 2013, AB InBev completed the combination with Grupo Modelo pursuant to the Transaction agreement between AB InBev and Grupo Modelo S.A.B de CV announced on 29 June 2012.

The combination was completed through a series of steps that simplified Grupo Modelo's corporate structure, followed by an all-cash tender offer by AB InBev for all outstanding Grupo Modelo shares that it did not own at that time for 9.15 US dollar per share, in a transaction valued at 20.1 billion US dollar. By 4 June 2013 and following the settlement of the tender offer AB InBev owned approximately 95% of Grupo Modelo's outstanding shares. On 4 June 2013, AB InBev established and funded a Trust that will accept further tender of shares by Grupo Modelo shareholders at a price of 9.15 US dollar per share over a period of up to 25 months, during which time Grupo Modelo will continue to be quoted on the Mexican stock exchange. As of 31 December 2014, AB InBev owned approximately 99% of Grupo Modelo's outstanding shares and 0.5 billion US dollar is deposited with the Trust and are reported in these audited financial statements as restricted cash. AB InBev recognized a liability for the Grupo Modelo shares it did not acquire by 31 December 2014 (see also Note 20 *Cash and cash equivalents* and Note 26 *Trade and other payables*).

The transaction resulted in 19.6 billion US dollar of goodwill allocated primarily to the Mexico business. The majority of the intangible asset valuation related to brands with indefinite life. These mainly include the Corona brand family, the Modelo brand family and the Victoria brand family and have been fair valued for a total amount of 4.5 billion US dollar.

A deferred tax liability has been accrued on most fair value adjustments considering a tax rate of 30%.

On 7 June 2013, in a transaction related to the combination of AB InBev and Grupo Modelo, Grupo Modelo completed the sale of its US business to Constellation Brands, Inc. ("Constellation"). The transaction included the sale of Grupo Modelo's 50% stake in Crown Imports for a total consideration of 1.845 billion US dollar and the sale of the Grupo Modelo's Piedras Negras brewery and perpetual rights to Grupo Modelo's brands distributed by Crown in the US for 2.9 billion US dollar, subject to a post-closing adjustment estimated at 558m US dollar and collected in 2014. These assets were recognized as assets held for sale at their after tax net realizable value in the opening balance sheet.

AB InBev and Constellation have established a three-year transition services agreement to ensure the smooth transition of the operations of the Piedras Negras brewery. A temporary supply agreement has also been negotiated as part of the acquisition agreements whereby Constellation can purchase for an initial three-year term inventory from AB InBev under a specified pricing while the Piedras Negras brewery business acquires the necessary capacity to fulfill 100 percent of the US demand. As part of the opening balance sheet AB InBev recognized a liability for prepaid discounts related to the temporary supply agreement. The prepaid discount will be amortized in the consolidated income statement in line with volumes sold to Constellation.

**Other 2013 Acquisitions** On 27 April 2013, AB InBev completed a transaction to acquire four breweries in China with a total capacity of approximately 9 million hectoliters. The aggregated purchase price was approximately 439m US dollar.

During 2013, Ambev acquired different distributors in Brazil for a total consideration of 47m US dollar and 0.92% additional stake in Cervecería Nacional Dominicana S.A. ("CND") for a total consideration of 22m US dollar, as part of the 2012 transaction in which Ambev acquired a controlling interest in CND.

During 2013, AB InBev paid 3m US dollar to former Anheuser-Busch shareholders (14m US dollar in 2012). By 31 December 2013, 8m US dollar consideration remained payable to former Anheuser-Busch shareholders whom did not yet claim the proceeds. This payable was recognized as a deferred consideration on acquisitions.

#### 2014 Disposals

During 2014, AB InBev collected 197m US dollar proceeds from prior years' sale of the Central European operations to CVC Capital Partners.

During 2014, AB InBev sold its investment in the company Comercio y Distribución Modelo ("Extra") and AB InBev completed the sale of its glass production plant and other assets located in Piedras Negras, Coahuila, Mexico, to affiliates of Constellation Brands Inc. The result of such sales was recorded as a non-recurring item – see note 8 *Non-recurring items*.

#### 2013 Disposals

During 2013, AB InBev collected 42m US dollar proceeds from prior years' sale of the Central European operations to CVC Capital Partners.

## 7. Other Operating Income/(expenses)

Million US dollar	2014	2013
Government grants	697	614
License income	123	125
Net (additions to)/reversals of provisions	(10)	(31)
Net gain on disposal of property, plant and equipment, intangible assets and assets held for sale	5	32
Net rental and other operating income	573	420
	<b>1 387</b>	<b>1 160</b>
Research expenses as incurred	217	185

The government grants relate primarily to fiscal incentives given by certain Brazilian states and Chinese provinces, based on the company's operations and developments in those regions.

Net rental and other operating income increased from 420m US dollar in 2013 to 573m US dollar in 2014. This increase results mainly from a one-time positive accounting adjustment of 223m US dollar, following an actuarial reassessment of future liabilities under the company's post-retirement healthcare benefit plans in the US.

In 2014, the company expensed 217m US dollar in research, compared to 185m US dollar in 2013. Part of this was expensed in the area of market research, but the majority is related to innovation in the areas of process optimization especially as it pertains to capacity, new product developments and packaging initiatives.

## 8. 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:

Million US dollar	2014	2013
Restructuring (including impairment losses)	(277)	(118)
Fair value adjustments	–	6 410
Acquisition costs business combinations	(77)	(82)
Business and asset disposal (including impairment losses)	157	30
<b>Impact on profit from operations</b>	<b>(197)</b>	<b>6 240</b>
Non-recurring net finance cost	509	283
Non-recurring taxes	25	(70)
Non-recurring non-controlling interest	14	5
<b>Net impact on profit attributable to equity holders of AB InBev</b>	<b>351</b>	<b>6 458</b>

The non-recurring restructuring charges for 2014 total (277)m US dollar. These charges relate mainly to the integration of Grupo Modelo, organizational alignments in Asia Pacific and Europe and the closure of the Angarsk and Perm breweries in Russia. These changes aim to eliminate overlap or duplicated processes, taking into account the right match of employee profiles with the new organizational requirements. These one-time expenses, as a result of the series of decisions, provide the company with a lower cost base in addition to a stronger focus on AB InBev's core activities, quicker decision making and improvements to efficiency, service and quality.

Acquisition costs of business combinations amount to (77)m US dollar by the end of December 2014 primarily relating to cost incurred for the acquisition of OB that closed on 1 April 2014 – see also Note 6 *Acquisitions and disposals of subsidiaries*.

The business and asset disposals (including impairment losses) resulted in a net gain of 157m US dollar as per 31 December 2014 mainly attributable to the additional proceeds from the sale of the Central European operations to CVC Capital Partners and the disposal of Extra and the glass production plant located in Piedras Negras, Coahuila, Mexico – see also Note 6 *Acquisitions and disposals of subsidiaries*.

The non-recurring restructuring charges for the period ended 31 December 2013 total (118)m US dollar. These charges primarily relate to the integration of Grupo Modelo, the integration of Cervecería Nacional Dominicana S.A. and to organizational alignments in China, Europe, North America and Latin America South.

Fair value adjustments recognized in 2013 for a total of 6 410m US dollar, mainly relate to 6 415m US dollar non-recurring, non-cash impact of revaluing the initial investment held in Grupo Modelo and the recycling to the consolidated income statement of amounts related to the investment, previously recognized in the consolidated statement of comprehensive income in line with IFRS 3.

Acquisition costs of business combinations amount to (82)m US dollar by the end of December 2013 relating to cost incurred for the combination with Grupo Modelo and the acquisition of four breweries in China on 27 April 2013 – see also Note 6 *Acquisitions and disposals of subsidiaries*.

30m US dollar business and asset disposal (including impairment losses) as per 31 December 2013 results mainly from additional proceeds from the sale of the Central European operations to CVC Capital Partners.

The company also incurred non-recurring finance income of 509m US dollar for the period ended 31 December 2014 (31 December 2013: 283m US dollar) – see Note 11 *Finance cost and income*.

All the above amounts are before income taxes. The non-recurring items as of 31 December 2014 decreased income taxes by 25m US dollar (31 December 2013: (70)m US dollar increase of income taxes).

Non-controlling interest on the non-recurring items amounts to 14m US dollar for the period ended 31 December 2014 (31 December 2013: 5m US dollar).

## 9. Payroll and Related Benefits

Million US dollar	2014	2013
Wages and salaries	(3 844)	(4 137)
Social security contributions	(663)	(722)
Other personnel cost	(682)	(807)
Pension expense for defined benefit plans	206	(141)
Share-based payment expense	(251)	(243)
Contributions to defined contribution plans	(145)	(117)
	<b>(5 379)</b>	<b>(6 167)</b>
Number of full time equivalents (FTE)	154 029	154 587

The number of full time equivalents can be split as follows:

	2014	2013
AB InBev NV (parent company)	185	184
Other subsidiaries	153 844	152 441
Proportionally consolidated entities	–	1 962
	<b>154 029</b>	<b>154 587</b>

Effective 1 January 2014, the company discontinued the proportional consolidation of certain operations – see also Note 4 *Use of estimates and judgments*.

Note 5 *Segment reporting* contains the split of the FTE by geographical segment.

## 10. Additional Information on Operating Expenses by Nature

Depreciation, amortization and impairment charges are included in the following line items of the 2014 income statement:

Million US dollar	Depreciation and impairment of property, plant and equipment	Amortization and impairment of intangible assets	Impairment of goodwill
Cost of sales	2 258	12	–
Distribution expenses	127	1	–
Sales and marketing expenses	292	189	–
Administrative expenses	170	180	–
Other operating expenses	–	5	–
Non-recurring items	119	–	–
	<b>2 967</b>	<b>388</b>	<b>–</b>

Depreciation, amortization and impairment charges were included in the following line items of the 2013 income statement:

Million US dollar	Depreciation and impairment of property, plant and equipment	Amortization and impairment of intangible assets	Impairment of goodwill
Cost of sales	2 123	10	–
Distribution expenses	117	1	–
Sales and marketing expenses	253	194	–
Administrative expenses	146	132	–
Other operating expenses	2	7	–
Non-recurring items	–	–	–
	<b>2 641</b>	<b>344</b>	<b>–</b>

The depreciation, amortization and impairment of property, plant and equipment included a full-cost reallocation of 4m US dollar in 2014 from the aggregate depreciation, amortization and impairment expense to cost of goods sold. In 2013 this reallocation was 4m US dollar.

## 11. Finance Cost and Income

### Recognized in profit or loss

#### Finance costs

Million US dollar	2014	2013
Interest expense	(2 008)	(2 043)
Capitalization of borrowing costs	39	38
Net interest on net defined benefit liabilities	(124)	(156)
Accretion expense	(364)	(360)
Net foreign exchange losses (net of the effect of foreign exchange derivative instruments)	–	(295)
Tax on financial transactions	(36)	(47)
Other financial costs, including bank fees	(304)	(184)
	<b>(2 797)</b>	<b>(3 047)</b>
Non-recurring finance income	–	(101)
	<b>(2 797)</b>	<b>(3 148)</b>

Finance costs, excluding non-recurring items, decreased by 250m US dollar from prior year mainly driven by lower net foreign exchange losses.

Borrowing costs capitalized relate to the capitalization of interest expenses directly attributable to the acquisition and construction of qualifying assets mainly in Brazil and China. Interests were capitalized at a borrowing rate ranging from 6% to 8%.

Following the acquisition of the remaining stake in Grupo Modelo, AB InBev recognized a non-recurring expense of 101m US dollar in 2013 mainly composed of utilization fees and accelerated accretion expenses related to the 2012 Facilities Agreement. The accelerated accretion resulted from the repayment and termination of the 2012 Facilities Agreement in June 2013.

Interest expense is presented net of the effect of interest rate derivative instruments hedging AB InBev's interest rate risk – see also Note 27 *Risks arising from financial instruments*.

#### Finance income

Million US dollar	2014	2013
Interest income	335	286
Net foreign exchange gains (net of the effect of foreign exchange derivative instruments)	319	–
Net gains on hedging instruments that are not part of a hedge accounting relationship	275	186
Other financial income	40	89
	<b>969</b>	<b>561</b>
Non-recurring finance income	509	384
	<b>1 478</b>	<b>945</b>

Finance income, excluding non-recurring items, increased mainly due to net foreign exchange gains on US dollar cash held in Mexico and the mark-to-market result on certain derivatives related to the hedging of share-based payment programs which reached net gains of 711m US dollar in 2014 (2013: 456m US dollar income). This result was partially offset by costs of currency hedges. See also Note 27 *Risks arising from financial instruments*.

Non-recurring net finance income was 509m US dollar resulting from mark-to market adjustments on derivative instruments entered into to hedge the deferred share instrument issued in a transaction related to the combination with Grupo Modelo (2013: 384m US dollar income). By 31 December 2014, 100% of the deferred share instrument had been hedged at an average price of approximately 68 euro per share. See also Note 21 *Changes in equity and earnings per share*.

No interest income was recognized on impaired financial assets.

The interest income stems from the following financial assets:

Million US dollar	2014	2013
Cash and cash equivalents	227	209
Investment debt securities held for trading	33	21
Loans to customers	1	2
Other loans and receivables	74	54
	<b>335</b>	<b>286</b>

The interest income on other loans and receivables includes the interest accrued on cash deposits given as guarantees for certain legal proceedings pending resolution.

For further information on instruments hedging AB InBev's foreign exchange risk see Note 27 *Risks arising from financial instruments*.

## 12. Income Taxes

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

Million US dollar	2014	2013
<b>Current tax expense</b>		
Current year	(2 332)	(2 130)
(Underprovided)/overprovided in prior years	18	132
	<b>(2 314)</b>	<b>(1 998)</b>
<b>Deferred tax (expense)/income</b>		
Origination and reversal of temporary differences	(293)	(174)
(Utilization)/recognition of deferred tax assets on tax losses	96	153
Recognition of previously unrecognized tax losses	12	3
	<b>(185)</b>	<b>(18)</b>
<b>Total income tax expense in the income statement</b>	<b>(2 499)</b>	<b>(2 016)</b>

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

Million US dollar	2014	2013 <sup>1</sup>
Profit before tax	13 801	18 534
Deduct share of result of associates	9	294
<b>Profit before tax and before share of result of associates</b>	<b>13 792</b>	<b>18 240</b>
<b>Adjustments on taxable basis</b>		
One-time events related to the Grupo Modelo combination	–	(6 577)
Foreign source income	(523)	(679)
Government incentives	(701)	(638)
Taxable intercompany dividends	331	135
Expenses not deductible for tax purposes	1 186	801
Other non-taxable income	(530)	(649)
	<b>13 555</b>	<b>10 633</b>
<b>Aggregated weighted nominal tax rate</b>	<b>31.6%</b>	<b>33.3%</b>
Tax at aggregated weighted nominal tax rate	(4 288)	(3 545)
<b>Adjustments on tax expense</b>		
Utilization of tax losses not previously recognized	93	16
Recognition of deferred taxes assets on previous years' tax losses	12	3
Write-down of deferred tax assets on tax losses and current year losses for which no deferred tax asset is recognized	(151)	(74)
(Underprovided)/overprovided in prior years	18	132
Deductions from interest on equity	971	610
Deductions from goodwill	113	264
Other tax deductions	1 006	746
Change in tax rate	46	116
Withholding taxes	(436)	(425)
Other tax adjustments	117	141
	<b>(2 499)</b>	<b>(2 016)</b>
<b>Effective tax rate</b>	<b>18.1%</b>	<b>11.1%</b>

The total income tax expense amounts to 2 499m US dollar in 2014 compared to 2 016m US dollar in 2013. The effective tax rate increased from 11.1% to 18.1% from 2013 to 2014, mainly resulting from the 2013 non-taxable, exceptional gain related to the fair value adjustment on the initial investment held in Grupo Modelo, changes in country profit mix, including the impact resulting from the combination with Grupo Modelo and the OB acquisition.

The Company benefits from tax exempted income and tax credits which are expected to continue in the future, except for the one-time benefit realized in 2013 relating to Grupo Modelo, and the tax deductible goodwill in Brazil which will expire in 2017. The Company does not benefit from significantly low tax rates in any particular jurisdiction.

The normalized effective tax rate in 2014 is 18.8% (2013: 16.6%). Normalized effective tax rate is not an accounting measure under IFRS accounting and should not be considered as an alternative to the effective tax rate. Normalized effective tax rate method does not have a standard calculation method and AB InBev's definition of normalized effective rate may not be comparable to other companies.

Income taxes were directly recognized in other comprehensive income as follows:

Million US dollar	2014	2013
<b>Income tax (losses)/gains</b>		
Re-measurements of post-employment benefits	308	(289)
Cash flow hedges	(34)	(12)
Net investment hedges	58	8

<sup>1</sup>Reclassified to conform to the 2014 presentation.

### 13. Property, Plant and Equipment

Million US dollar	2014					2013
	Land and buildings	Plant and equipment	Fixtures and fittings	Under construction	Total	Total
<b>Acquisition cost</b>						
<b>Balance at end of previous year</b>	<b>9 968</b>	<b>22 414</b>	<b>3 660</b>	<b>2 065</b>	<b>38 107</b>	<b>33 108</b>
Effect of movements in foreign exchange	(821)	(2 143)	(477)	(179)	(3 620)	(1 359)
Acquisitions	222	1 161	339	2 088	3 810	3 523
Acquisitions through business combinations	532	363	25	30	950	4 818
Disposals	(123)	(761)	(287)	(17)	(1 188)	(1 697)
Disposals through the sale of subsidiaries	(108)	(153)	(158)	–	(419)	–
Transfer (to)/from other asset categories and other movements <sup>1</sup>	318	1 589	236	(2 299)	(156)	(286)
<b>Balance at end of the period</b>	<b>9 988</b>	<b>22 471</b>	<b>3 338</b>	<b>1 688</b>	<b>37 485</b>	<b>38 107</b>
<b>Depreciation and impairment losses</b>						
<b>Balance at end of previous year</b>	<b>(2 824)</b>	<b>(11 947)</b>	<b>(2 444)</b>	<b>(3)</b>	<b>(17 218)</b>	<b>(16 647)</b>
Effect of movements in foreign exchange	305	1 278	327	5	1 915	549
Disposals	34	631	253	–	918	1 470
Disposals through the sale of subsidiaries	4	22	93	–	119	–
Depreciation	(376)	(2 018)	(414)	–	(2 808)	(2 567)
Impairment losses	(58)	(92)	(1)	(12)	(163)	(70)
Transfer to/(from) other asset categories and other movements <sup>1</sup>	88	(113)	40	1	16	47
<b>Balance at end of the period</b>	<b>(2 826)</b>	<b>(12 240)</b>	<b>(2 147)</b>	<b>(9)</b>	<b>(17 222)</b>	<b>(17 218)</b>
<b>Carrying amount</b>						
<b>at 31 December 2013</b>	<b>7 144</b>	<b>10 467</b>	<b>1 216</b>	<b>2 062</b>	<b>20 889</b>	<b>20 889</b>
<b>at 31 December 2014</b>	<b>7 162</b>	<b>10 231</b>	<b>1 191</b>	<b>1 679</b>	<b>20 263</b>	<b>–</b>

The carrying amount of property, plant and equipment subject to restrictions on title amounts to 37m US dollar.

Contractual commitments to purchase property, plant and equipment amounted to 647m US dollar as at 31 December 2014 compared to 591m US dollar as at 31 December 2013. The increase results from projects mainly in North America and Mexico.

#### Leased Assets

The company leases land and buildings as well as equipment under a number of finance lease agreements. The carrying amount as at 31 December 2014 of leased land and buildings was 151m US dollar (31 December 2013: 155m US dollar).

<sup>1</sup>The transfer (to)/from other asset categories and other movements mainly relates to transfers from assets under construction to their respective asset categories, to contributions of assets to pension plans and to the separate presentation in the balance sheet of property, plant and equipment held for sale in accordance with IFRS 5 *Non-current assets held for sale and discontinued operations*.

## 14. Goodwill

Million US dollar	2014	2013
<b>Acquisition cost</b>		
<b>Balance at end of previous year</b>	<b>69 933</b>	<b>51 773</b>
Effect of movements in foreign exchange	(4 403)	(1 799)
Purchases of non-controlling interest	(5)	(29)
Disposals through the sale of subsidiaries	(60)	–
Acquisitions through business combinations	5 300	19 988
<b>Balance at end of year</b>	<b>70 765</b>	<b>69 933</b>
<b>Impairment losses</b>		
<b>Balance at end of previous year</b>	<b>(7)</b>	<b>(7)</b>
Impairment losses	–	–
<b>Balance at end of year</b>	<b>(7)</b>	<b>(7)</b>
<b>Carrying amount</b>		
<b>at 31 December 2013</b>	<b>69 927</b>	<b>69 927</b>
<b>at 31 December 2014</b>	<b>70 758</b>	<b>–</b>

Goodwill increased from 69 927m US dollar per end of December 2013 to 70 758m US dollar per end of December 2014.

Current year acquisitions through business combinations primarily reflect the OB acquisition in South Korea and the acquisition of Ginsber and three breweries in China – see note 6 *Acquisitions and disposals*.

Disposals through the sale of subsidiaries relate to the sale of the glass production plant in Mexico - see note 6 *Acquisitions and disposals*.

In 2013, the combination with Grupo Modelo resulted in the recognition of goodwill of 19 592m US dollar and the acquisition of four breweries in China, different distributors in Brazil and a wholesaler in United States resulted in the recognition of 380m US dollar goodwill.

The carrying amount of goodwill was allocated to the different business unit levels as follows:

Million US dollar Business unit	2014	2013
USA	32 718	32 654
Mexico	17 100	19 171
Brazil	6 764	7 669
South Korea	4 031	–
China	3 031	2 317
Canada	1 786	1 945
Germany/Italy/Switzerland/Austria	1 352	1 535
Dominican Republic	1 040	1 037
Argentina and other Hispanic Latin America countries	1 031	1 181
Global Export/Spain/Czech Republic	679	731
UK/Ireland	588	624
Russia/Ukraine	547	960
Belgium/Netherlands/France/Luxemburg	91	103
	<b>70 758</b>	<b>69 927</b>

AB InBev completed its annual impairment test for goodwill and concluded, based on the assumptions described below, that no impairment charge was warranted. The company cannot predict whether an event that triggers impairment will occur, when it will occur or how it will affect the asset values reported. AB InBev believes that all of its estimates are reasonable: they are consistent with the internal reporting and reflect management's best estimates. However, inherent uncertainties exist that management may not be able to control. During its valuation, the company ran sensitivity analysis for key assumptions including the weighted average cost of capital and the terminal growth rate, in particular for the valuations of the US, Brazil and Mexico, countries that show the highest goodwill, as well as for Russia and Ukraine due to continued political instability and deteriorating macroeconomic conditions. While a change in the estimates used could have a material impact on the calculation of the fair values and trigger an impairment charge, the company, based on the sensitivity analysis performed is not aware of any reasonably possible change in a key assumption used that would cause a business unit's carrying amount to materially exceed its recoverable amount.

Goodwill impairment testing relies on a number of critical judgments, estimates and assumptions. Goodwill, which accounted for approximately 50% of AB InBev's total assets as at 31 December 2014, is tested for impairment at the business unit level (that is one level below the reporting segments). The business unit level is the lowest level at which goodwill is monitored for internal management purposes. Whenever a business combination occurs, goodwill is allocated as from the acquisition date, to each of AB InBev's business units that are expected to benefit from the synergies of the combination.

AB InBev impairment testing methodology is in accordance with IAS 36, in which a fair-value-less-cost-to-sell and value in use approaches are taken into consideration. This consists in applying a discounted free cash flow approach based on acquisition valuation models for its major business units and the business units showing a high invested capital to EBITDA multiple, and valuation multiples for its other business units.

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

- The first year of the model is based on management's best estimate of the free cash flow outlook for the current year;
- In the second to fourth years of the model, free cash flows are based on AB InBev's strategic plan as approved by key management. AB InBev's strategic plan is prepared per country and is based on external sources in respect of macro-economic assumptions, industry, inflation and foreign exchange rates, past experience and identified initiatives in terms of market share, revenue, variable and fixed cost, capital expenditure and working capital assumptions;
- For the subsequent six years of the model, data from the strategic plan is extrapolated generally using simplified assumptions such as constant volumes and variable cost per hectoliter and fixed cost linked to inflation, as obtained from external sources;
- Cash flows after the first ten-year period are extrapolated generally using expected annual long-term consumer price indices (CPI), based on external sources, in order to calculate the terminal value, considering sensitivities on this metric. For the three main cash generating units, the terminal growth rate applied ranged between 0.0% and 2.0% for the US; 0.0% and 3.2% for Brazil and 0.0% and 2.5% for Mexico;
- Projections are made in the functional currency of the business unit and discounted at the unit's weighted average cost of capital (WACC), considering sensitivities on this metric. The WACC ranged primarily between 6% and 22% in US dollar nominal terms for goodwill impairment testing conducted for 2014. For the three main cash generating units, the WACC applied in US dollar nominal terms ranged between 6% and 8% for the US, 9% and 11% for Brazil, and 8% and 10% for Mexico.
- Cost to sell is assumed to reach 2% of the entity value based on historical precedents.

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

Although AB InBev believes that its judgments, assumptions and estimates are appropriate, actual results may differ from these estimates under different assumptions or market or macro-economic conditions.

## 15. Intangible Assets

Million US dollar	2014					2013
	Brands	Commercial intangibles	Software	Other	Total	Total
<b>Acquisition cost</b>						
<b>Balance at end of previous year</b>	<b>26 491</b>	<b>2 782</b>	<b>1 340</b>	<b>518</b>	<b>31 131</b>	<b>25 868</b>
Effect of movements in foreign exchange	(656)	(172)	(165)	(33)	(1 026)	(240)
Acquisitions through business combinations	1 170	46	5	35	1 256	5 068
Acquisitions and expenditures	5	298	155	74	532	543
Disposals through the sales of subsidiaries	–	(8)	(1)	(1)	(10)	–
Disposals	(1)	(31)	–	(5)	(37)	(286)
Transfer (to)/from other asset categories and other movements	26	(78)	92	(6)	34	178
<b>Balance at end of period</b>	<b>27 035</b>	<b>2 838</b>	<b>1 425</b>	<b>582</b>	<b>31 880</b>	<b>31 131</b>
<b>Amortization and impairment losses</b>						
<b>Balance at end of previous year</b>	<b>–</b>	<b>(830)</b>	<b>(902)</b>	<b>(61)</b>	<b>(1 793)</b>	<b>(1 497)</b>
Effect of movements in foreign exchange	–	75	115	4	194	16
Amortization	–	(194)	(177)	(13)	(384)	(334)
Impairment losses	–	–	–	(4)	(4)	(10)
Disposals through the sales of subsidiaries	–	–	1	–	1	–
Disposals	–	26	–	3	29	52
Transfer to/(from) other asset categories and other movements	–	(9)	8	1	–	(20)
<b>Balance at end of period</b>	<b>–</b>	<b>(932)</b>	<b>(955)</b>	<b>(70)</b>	<b>(1 957)</b>	<b>(1 793)</b>
<b>Carrying value</b>						
<b>at 31 December 2013</b>	<b>26 491</b>	<b>1 952</b>	<b>438</b>	<b>457</b>	<b>29 338</b>	<b>29 338</b>
<b>at 31 December 2014</b>	<b>27 035</b>	<b>1 906</b>	<b>470</b>	<b>512</b>	<b>29 923</b>	<b>–</b>

Current year acquisitions through business combinations primarily reflect the OB acquisition which resulted in the recognition of brands with an indefinite life of 1 104m US dollar and other intangible assets.

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

Acquisitions and expenditures of commercial intangibles mainly represent supply and distribution rights, exclusive multi-year sponsorship rights and other commercial intangibles.

Intangible assets with indefinite useful lives are comprised primarily of brands and certain distribution rights that AB InBev purchases for its own products, and are tested for impairment during the fourth quarter of the year or whenever a triggering event has occurred. As of 31 December 2014, the carrying amount of the intangible assets amounted to 29 923m US dollar (31 December 2013: 29 338m US dollar) of which 28 159m US dollar was assigned an indefinite useful life (31 December 2013: 27 593m US dollar) and 1 764m US dollar a finite life (31 December 2013: 1 745m US dollar).

The carrying amount of intangible assets with indefinite useful lives was allocated to the different countries as follows:

Million US dollar Country	2014	2013
USA	21 468	21 414
Mexico	4 091	4 608
South Korea	1 035	–
China	417	330
Dominican Republic	386	399
Paraguay	186	187
Bolivia	171	171
Argentina	169	220
UK	107	111
Uruguay	41	47
Canada	35	38
Chile	21	24
Germany	17	19
Russia	15	25
	<b>28 159</b>	<b>27 593</b>

Intangible assets with indefinite useful lives have been tested for impairment using the same methodology and assumptions as disclosed in Note 14 *Goodwill*. Based on the assumptions described in that note, AB InBev concluded that no impairment charge is warranted. While a change in the estimates used could have a material impact on the calculation of the fair values and trigger an impairment charge, the company is not aware of any reasonable possible change in a key assumption used that would cause a business unit's carrying amount to exceed its recoverable amount.

## 16. Investment Securities

Million US dollar	2014	2013
<b>Non-current investments</b>		
Investments in unquoted companies – available for sale	97	170
Debt securities held to maturity	21	23
	<b>118</b>	<b>193</b>
<b>Current investments</b>		
Debt securities held for trading	301	123
	<b>301</b>	<b>123</b>

As of 31 December 2014, current debt securities of 301m US dollar mainly represented investments in Brazilian real denominated government debt securities. The company's investments in such short-term debt securities are primarily to facilitate liquidity and for capital preservation.

The securities available for sale consist mainly of investments in unquoted companies and are measured at cost as their fair value cannot be reliably determined.

## 17. Deferred Tax Assets and Liabilities

The amount of deferred tax assets and liabilities by type of temporary difference can be detailed as follows:

Million US dollar	2014		
	Assets	Liabilities	Net
Property, plant and equipment	457	(2 765)	(2 308)
Intangible assets	264	(9 891)	(9 627)
Goodwill	29	(13)	16
Inventories	140	(102)	38
Investment in associates	–	(837)	(837)
Trade and other receivables	51	(98)	(47)
Interest-bearing loans and borrowings	163	(585)	(422)
Employee benefits	899	(51)	848
Provisions	368	(40)	328
Derivatives	50	(6)	44
Other items	585	(651)	(66)
Loss carry forwards	390	–	390
<b>Gross deferred tax assets/(liabilities)</b>	<b>3 396</b>	<b>(15 039)</b>	<b>(11 643)</b>
<b>Netting by taxable entity</b>	<b>(2 338)</b>	<b>2 338</b>	<b>–</b>
<b>Net deferred tax assets/(liabilities)</b>	<b>1 058</b>	<b>(12 701)</b>	<b>(11 643)</b>

Million US dollar	2013		
	Assets	Liabilities	Net
Property, plant and equipment	490	(2 879)	(2 389)
Intangible assets	234	(9 812)	(9 578)
Goodwill	37	(18)	19
Inventories	101	(91)	10
Investment in associates	–	(1 280)	(1 280)
Trade and other receivables	81	(47)	34
Interest-bearing loans and borrowings	90	(517)	(427)
Employee benefits	885	(35)	850
Provisions	286	(24)	262
Derivatives	57	(10)	47
Other items	1 060	(663)	397
Loss carry forwards	394	–	394
<b>Gross deferred tax assets/(liabilities)</b>	<b>3 715</b>	<b>(15 376)</b>	<b>(11 661)</b>
<b>Netting by taxable entity</b>	<b>(2 535)</b>	<b>2 535</b>	<b>–</b>
<b>Net deferred tax assets/(liabilities)</b>	<b>1 180</b>	<b>(12 841)</b>	<b>(11 661)</b>

The change in net deferred taxes recorded in the consolidated statement of financial position can be detailed as follows:

Million US dollar	2014	2013
<b>Balance at 1 January</b>	<b>(11 661)</b>	<b>(10 361)</b>
Recognized in profit or loss	(147)	(18)
Recognized in other comprehensive income	308	(293)
Acquisitions through business combinations	(250)	(1 143)
Other movements and effect of changes in foreign exchange rates	107	154
<b>Balance at 31 December</b>	<b>(11 643)</b>	<b>(11 661)</b>

Most of the temporary differences are related to the fair value adjustment on intangible assets with indefinite useful lives and property, plant and equipment acquired in a business combination. The realization of such temporary differences is unlikely to revert within 12 months.

On 31 December 2014, a deferred tax liability of 283m US dollar (2013: 41m US dollar) relating to investment in subsidiaries has not been recognized because management believes that this liability will not be incurred in the foreseeable future.

Tax losses carried forward and deductible temporary differences on which no deferred tax asset is recognized amount to 2 397m US dollar (2013: 2 282m US dollar). 1 023m US dollar of these tax losses and deductible temporary differences do not have an expiration date, 86m US dollar, 87m US dollar and 94m US dollar expire within respectively 1, 2 and 3 years, while 1 107m US dollar have an expiration date of more than 3 years. Deferred tax assets have not been recognized on these items because it is not probable that future taxable profits will be available against which these tax losses and deductible temporary differences can be utilized and the company has no tax planning strategy currently in place to utilize these tax losses and deductible temporary differences.

## 18. Inventories

Million US dollar	2014	2013
Prepayments	86	78
Raw materials and consumables	1 723	1 717
Work in progress	315	326
Finished goods	795	761
Goods purchased for resale	55	68
	<b>2 974</b>	<b>2 950</b>
<b>Inventories other than work in progress</b>		
Inventories stated at net realizable value	107	29
Carrying amount of inventories subject to collateral	–	–

The cost of inventories recognized as an expense in 2014 amounts to 18 756m US dollar, included in cost of sales (2013: 17 594m US dollar).

Impairment losses on inventories recognized in 2014 amount to 70m US dollar (2013: 59m US dollar).

## 19. Trade and Other Receivables

### Non-current trade and other receivables

Million US dollar	2014	2013
Cash deposits for guarantees	229	240
Loans to customers	40	65
Deferred collection on disposals	26	37
Tax receivable, other than income tax	167	198
Derivatives	507	120
Trade and other receivables	800	592
	<b>1 769</b>	<b>1 252</b>

For the nature of cash deposits for guarantees see Note 29 *Collateral and contractual commitments for the acquisition of property, plant and equipment, loans to customers and other*.

### Current trade and other receivables

Million US dollar	2014	2013
Trade receivables and accrued income	3 363	2 935
Interest receivable	63	38
Tax receivable, other than income tax	505	429
Derivatives	1 737	607
Loans to customers	52	50
Prepaid expenses	554	616
Other receivables	175	687
	<b>6 449</b>	<b>5 362</b>

The fair value of trade and other receivables, excluding derivatives, equals their carrying amounts as the impact of discounting is not significant.

The ageing of the current trade receivables and accrued income, interest receivable, other receivables and current and non current loans to customers can be detailed as follows for 2014 and 2013 respectively:

	Net carrying amount as of 31 December, 2014	Of which: neither impaired nor past due on the reporting date	Of which not impaired as of the reporting date and past due			
			Less than 30 days	Between 30 and 59 days	Between 60 and 89 days	More than 90 days
Trade receivables and accrued income	3 363	3 164	152	28	19	–
Loans to customers	92	89	1	1	1	–
Interest receivable	63	63	–	–	–	–
Other receivables	175	175	–	–	–	–
	<b>3 694</b>	<b>3 492</b>	<b>153</b>	<b>29</b>	<b>20</b>	<b>–</b>

	Net carrying amount as of 31 December, 2013	Of which: neither impaired nor past due on the reporting date	Of which not impaired as of the reporting date and past due			
			Less than 30 days	Between 30 and 59 days	Between 60 and 89 days	More than 90 days
Trade receivables and accrued income	2 935	2 738	139	24	11	23
Loans to customers	115	105	–	1	1	8
Interest receivable	38	38	–	–	–	–
Other receivables	687	687	–	–	–	–
	<b>3 775</b>	<b>3 568</b>	<b>139</b>	<b>25</b>	<b>12</b>	<b>31</b>

In accordance with IFRS 7 *Financial Instruments: Disclosures*, the above analysis of the age of financial assets that are past due as at the reporting date but not impaired also includes the non-current part of loans to customers. Past due amounts were not impaired when collection is still considered likely, for instance because the amounts can be recovered from the tax authorities or AB InBev has sufficient collateral. Impairment losses on trade and other receivables recognized in 2014 amount to 39m US dollar (2013: 85m US dollar).

AB InBev's exposure to credit, currency and interest rate risks is disclosed in Note 27 *Risks arising from financial instruments*.

## 20. Cash and Cash Equivalents

Million US dollar	2014	2013
Short-term bank deposits	5 804	7 109
US Treasury Bills	800	–
Cash and bank accounts	1 753	2 730
<b>Cash and cash equivalents</b>	<b>8 357</b>	<b>9 839</b>
<b>Bank overdrafts</b>	<b>(41)</b>	<b>(6)</b>
	<b>8 316</b>	<b>9 833</b>

The cash outstanding per 31 December 2014 includes restricted cash for an amount of 462m US dollar. This restricted cash includes 458m US dollar deposited with a Trust established and funded on 4 June 2013, following the closing of the AB InBev and Grupo Modelo combination. The Trust will accept further tender of shares by Grupo Modelo shareholders at a price of 9.15 US dollar per share over a period of up to 25 months. AB InBev set up a liability for the Grupo Modelo shares it did not acquire by 31 December 2014 – see also Note 26 *Trade and other payables*.

The restricted cash also includes 4m US dollar for the outstanding consideration payable to former Anheuser-Busch shareholders who did not yet claim the proceeds from the 2008 Anheuser-Busch combination (the related payable is recognized as a deferred consideration on acquisition).

## 21. Changes in Equity and Earnings per Share

### Statement of capital

The tables below summarize the changes in issued capital and treasury shares during the year:

Issued capital	Issued capital	
	Million shares	Million US dollar
At the end of the previous year	1 608	1 735
Changes during the year	–	1
	<b>1 608</b>	<b>1 736</b>

  

Treasury shares	Treasury shares		Result on the use of treasury shares Million US dollar
	Million shares	Million US dollar	
At the end of the previous year	1.6	(97)	(777)
Changes during the year	(0.7)	34	21
	<b>0.9</b>	<b>(63)</b>	<b>(756)</b>

As at 31 December 2014, the total issued capital of 1 736m US dollar is represented by 1 608 242 156 shares without face value, of which 462 932 373 registered shares, and 1 145 309 783 dematerialized shares. As of the AGM of 30 April 2014, all outstanding subscription rights have been converted into options on existing shares further to the approval of the shareholders. Therefore, there are no outstanding subscription rights.

The total of authorized, un-issued capital amounts to 45m US dollar (37m euro).

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the company. In respect of the company's shares that are held by AB InBev, rights are suspended.

The shareholders' structure based on the notifications made to the company pursuant to the Belgian Law of 02 May 2007 on the disclosure of significant shareholdings in listed companies is included in the *Corporate Governance* section of AB InBev's annual report.

### Changes in ownership interests

In compliance with IFRS 10, the acquisition of additional shares in a subsidiary is accounted for as an equity transaction with owners.

During 2014, AB InBev purchased non-controlling interests in subsidiaries for a total consideration of 88m US dollar. As the related subsidiaries were already fully consolidated, the purchases did not impact AB InBev's profit, but reduced the non controlling interests and thus impacted the profit attributable to equity holders of AB InBev.

### Report according to article 624 of the belgian companies code - purchase of own shares

During the year 2014, AB InBev did not purchase any of its shares.

During 2014, the company proceeded with the following sale transactions:

- 34 903 shares were sold to members of the Ambev senior management who were transferred to AB InBev. The sale occurred according to a share exchange program at a price reduced with 16.66% compared to the market price, in order to encourage management mobility;
- 228 200 shares were granted to executives of the group according to the company's executive remuneration policy;
- Finally, 473 930 shares were sold, as a result of the exercise of options granted to employees of the group.

At the end of the period, the group owned 882 230 own shares of which 356 336 were held directly by AB InBev.

The par value of the shares is 0.77 euro. As a consequence, the shares that were sold during the year 2014 represent 689 021 US dollar (567 515 euro) of the subscribed capital and the shares that the company still owned at the end of 2014 represent 824 759 US dollar (679 317 euro) of the subscribed capital.

**Dividends**

On 30 October 2014, an interim dividend of 1.00 euro per share or approximately 1 636m euro was approved by the Board of Directors. This interim dividend was paid out 14 November 2014. On 25 February 2015, in addition to the interim dividend paid on 14 November 2014, a dividend of 2.00 euro per share or approximately 3 279m euro was proposed by the Board of Directors, reflecting a total dividend payment for 2014 fiscal year of 3.00 euro per share or approximately 4 915m euro.

In accordance with IAS 10 *Events after the balance sheet date*, the February 2015 dividend has not been recorded in the 2014 financial statements.

On 30 October 2013, an interim dividend of 0.60 euro per share or approximately 963m euro was approved by the Board of Directors. This dividend was paid out on 18 November 2013. On 30 April 2014, in addition to the interim dividend paid on 18 November 2013, a dividend of 1.45 euro per share or approximately 2 322m euro was approved at the shareholders meeting, reflecting a total dividend payment for 2013 fiscal year of 2.05 euro per share or approximately 3 285m euro. This dividend was paid out on 8 May 2014.

On 24 April 2013, a dividend of 1.70 euro per share or approximately 2 725m euro was approved at the shareholders meeting. This dividend was paid out on 2 May 2013.

**Translation reserves**

The translation reserves comprise all foreign currency exchange differences arising from the translation of the financial statements of foreign operations. The translation reserves also comprise the portion of the gain or loss on the foreign currency liabilities and on the derivative financial instruments determined to be effective net investment hedges in conformity with IAS 39 *Financial Instruments: Recognition and Measurement* hedge accounting rules.

**Hedging reserves**

The hedging reserves comprise the effective portion of the cumulative net change in the fair value of cash flow hedges to the extent the hedged risk has not yet impacted profit or loss – see also Note 27 *Risks arising from financial instruments*.

**Transfers from subsidiaries**

The amount of dividends payable to AB InBev by its operating subsidiaries is subject to, among other restrictions, general limitations imposed by the corporate laws, capital transfer restrictions and exchange control restrictions of the respective jurisdictions where those subsidiaries are organized and operate. Capital transfer restrictions are also common in certain emerging market countries, and may affect AB InBev's flexibility in implementing a capital structure it believes to be efficient. Dividends paid to AB InBev by certain of its subsidiaries are also subject to withholding taxes. Withholding tax, if applicable, generally does not exceed 10%.

**Deferred share instrument**

In a transaction related to the combination with Grupo Modelo, select Grupo Modelo shareholders committed, upon tender of their Grupo Modelo shares, to acquire 23 076 923 AB InBev shares to be delivered within 5 years for consideration of approximately 1.5 billion US dollar. The consideration was paid on 5 June 2013. Pending the delivery of the AB InBev shares, AB InBev will pay a coupon on each undelivered AB InBev share, so that the Deferred Share Instrument holders are compensated on an after tax basis, for dividends they would have received had the AB InBev shares been delivered to them prior to the record date for such dividend.

The deferred share instrument is classified as an equity instrument, in line with IAS 32, as the number of shares and consideration received are fixed. The coupon to compensate for the dividend equivalent is reported through equity. On 14 November 2014, the company paid a coupon of 1.00 euro per share or approximately 31m US dollar. On 30 April 2014, the company paid a coupon of 1.45 euro per share or approximately 44m US dollar.

AB InBev included the weighted average number of shares promised via the deferred share instruments as of 5 June 2013 in the calculation of the basic and diluted earnings per shares.

**Stock lending**

In order to fulfil AB InBev's commitments under various outstanding stock option plans, AB InBev entered into stock lending arrangements for up to 13 million of its own ordinary shares. AB InBev shall pay any dividend equivalent, after tax in respect of the loaned securities. This payment will be reported through equity as dividend.

As of 31 December 2014, 10 million loaned securities were used to fulfil stock option plan commitments.

### Earnings per share

The calculation of basic earnings per share is based on the profit attributable to equity holders of AB InBev of 9 216m US dollar (2013: 14 394m US dollar) and a weighted average number of ordinary shares (including deferred share instruments and stock lending) outstanding during the year, calculated as follows:

Million shares	2014	2013
Issued ordinary shares at 1 January, net of treasury shares	1 607	1 602
Effect of shares issued and share buyback programs	–	2
Effect of stock lending	4	–
Effect of undelivered shares under the deferred share instrument	23	13
<b>Weighted average number of ordinary shares at 31 December</b>	<b>1 634</b>	<b>1 617</b>

The calculation of diluted earnings per share is based on the profit attributable to equity holders of AB InBev of 9 216m US dollar (2013: 14 394m US dollar) and a weighted average number of ordinary shares (diluted) outstanding (including deferred share instruments and stock lending) during the year, calculated as follows:

Million shares	2014	2013
Weighted average number of ordinary shares at 31 December	1 607	1 604
Effect of stock lending	4	–
Effect of undelivered shares under the deferred share instrument	23	13
Effect of share options, warrants and restricted stock units	31	33
<b>Weighted average number of ordinary shares (diluted) at 31 December</b>	<b>1 665</b>	<b>1 650</b>

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

Million US dollar	2014	2013
Profit before non-recurring items, attributable to equity holders of AB InBev	8 865	7 936
Non-recurring items, after taxes, attributable to equity holders of AB InBev (refer Note 8)	(158)	6 175
Non-recurring finance cost, after taxes, attributable to equity holders of AB InBev (refer Note 8)	509	283
<b>Profit attributable to equity holders of AB InBev</b>	<b>9 216</b>	<b>14 394</b>

The table below sets out the EPS calculation:

Million US dollar	2014	2013
Profit attributable to equity holders of AB InBev	9 216	14 394
Weighted average number of ordinary shares	1 634	1 617
<b>Basic EPS</b>	<b>5.64</b>	<b>8.90</b>
Profit before non-recurring items, attributable to equity holders of AB InBev	8 865	7 936
Weighted average number of ordinary shares	1 634	1 617
<b>EPS before non-recurring items</b>	<b>5.43</b>	<b>4.91</b>
Profit attributable to equity holders of AB InBev	9 216	14 394
Weighted average number of ordinary shares (diluted)	1 665	1 650
<b>Diluted EPS</b>	<b>5.54</b>	<b>8.72</b>
Profit before non-recurring items, attributable to equity holders of AB InBev	8 865	7 936
Weighted average number of ordinary shares (diluted)	1 665	1 650
<b>Diluted EPS before non-recurring items</b>	<b>5.32</b>	<b>4.81</b>

The average market value of the company's shares for purposes of calculating the dilutive effect of share options and restricted stock units was based on quoted market prices for the period that the options and restricted stock units were outstanding. 8.5m share options were anti-dilutive and not included in the calculation of the dilutive effect as at 31 December 2014.

## 22. Interest-Bearing Loans and Borrowings

This note provides information about the company's interest-bearing loans and borrowings. For more information about the company's exposure to interest rate and foreign currency risk, refer to Note 27 *Risks arising from financial instruments*.

### Non-current liabilities

Million US dollar	2014	2013
Secured bank loans	169	192
Unsecured bank loans	260	349
Unsecured bond issues	43 014	40 526
Unsecured other loans	57	75
Finance lease liabilities	130	132
	<b>43 630</b>	<b>41 274</b>

### Current liabilities

Million US dollar	2014	2013
Secured bank loans	117	94
Commercial papers	2 211	2 065
Unsecured bank loans	560	345
Unsecured bond issues	4 535	5 327
Unsecured other loans	25	12
Finance lease liabilities	3	3
	<b>7 451</b>	<b>7 846</b>

The current and non-current interest-bearing loans and borrowings amount to 51.1 billion US dollar as of 31 December 2014, compared to 49.1 billion US dollar as of 31 December 2013.

In connection with the announcement of the acquisition of OB, on 27 January 2014, Anheuser-Busch InBev Finance Inc., a subsidiary of AB InBev, issued 5.25 billion US dollar aggregated principal amount of bonds, consisting of 1.2 billion US dollar aggregated principal amount of fixed rate notes due 2017, 0.3 billion US dollar aggregated principal amount of floating rate notes due 2017, 1.25 billion US dollar aggregated principal amount of fixed rate notes due 2019, 0.25 billion US dollar aggregated principal amount of floating rate notes due 2019, 1.4 billion US dollar aggregated principal amount of fixed rate notes due 2024 and 0.85 billion US dollar aggregated principal amount of fixed rate notes due 2044. The fixed rate notes bear interest at an annual rate of 1.125% for the 2017 notes, 2.150% for the 2019 notes, 3.700% for the 2024 notes and 4.625% for the 2044 notes. The floating rate notes bear interest at an annual rate of 19 basis points above three-month LIBOR for the 2017 floating rate notes and 40 basis points above three-month LIBOR for the 2019 floating rate notes.

In addition to the above, on 30 March 2014, AB InBev issued 2.5 billion euro aggregate principal amount of notes, consisting of 850m euro aggregate principal amount of floating rate notes due 2018 bearing interest at an annual rate of 38 basis points above three-month EURIBOR; 650m euro aggregate principal amount of fixed rate notes due 2021 bearing interest at an annual rate of 1.95% and 1.0 billion euro aggregate principal amount of fixed rate notes due 2026 bearing interest at an annual rate of 2.70%. The use of the proceeds of such issuance was for general corporate purposes.

As of 31 December 2014, there are no amounts drawn under the 8.0 billion US dollar 2010 Senior Facilities.

Commercial papers amount to 2.2 billion US dollar as of 31 December 2014 and include programs in US dollar and euro with a total authorized issuance up to 3.0 billion US dollar and 1.0 billion euro, respectively.

AB InBev is in compliance with all its debt covenants as of 31 December 2014. The 2010 Senior Facilities do not include restrictive financial covenants.

<b>Terms and debt repayment schedule at 31 december 2014</b> Million US dollar	<b>Total</b>	<b>1 year or less</b>	<b>1-2 years</b>	<b>2-3 years</b>	<b>3-5 years</b>	<b>More than 5 years</b>
Secured bank loans	286	117	72	28	41	28
Commercial papers	2 211	2 211	–	–	–	–
Unsecured bank loans	820	560	138	63	59	–
Unsecured bond issues	47 549	4 535	2 383	6 682	10 240	23 709
Unsecured other loans	82	25	14	10	13	20
Finance lease liabilities	133	3	4	4	14	108
	<b>51 081</b>	<b>7 451</b>	<b>2 611</b>	<b>6 787</b>	<b>10 367</b>	<b>23 865</b>

<b>Terms and debt repayment schedule at 31 december 2013</b> Million US dollar	<b>Total</b>	<b>1 year or less</b>	<b>1-2 years</b>	<b>2-3 years</b>	<b>3-5 years</b>	<b>More than 5 years</b>
Secured bank loans	286	94	81	46	30	35
Commercial papers	2 065	2 065	–	–	–	–
Unsecured bank loans	694	345	170	142	37	–
Unsecured bond issues	45 853	5 327	4 587	2 465	8 677	24 797
Unsecured other loans	87	12	22	15	10	28
Finance lease liabilities	135	3	3	4	7	118
	<b>49 120</b>	<b>7 846</b>	<b>4 863</b>	<b>2 672</b>	<b>8 761</b>	<b>24 978</b>

<b>Finance lease liabilities</b> Million US dollar	<b>2014</b> Payments	<b>2014</b> Interests	<b>2014</b> Principal	<b>2013</b> Payments	<b>2013</b> Interests	<b>2013</b> Principal
Less than one year	14	11	3	14	11	3
Between one and two years	13	10	3	14	11	3
Between two and three years	14	10	4	13	10	3
Between three and five years	33	19	14	28	20	8
More than 5 years	168	59	109	186	68	118
	<b>242</b>	<b>109</b>	<b>133</b>	<b>255</b>	<b>120</b>	<b>135</b>

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 AB InBev's 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 AB InBev's management uses when evaluating its progress towards deleveraging.

AB InBev's net debt increased to 42.1 billion US dollar as of 31 December 2014, from 38.8 billion US dollar as of 31 December 2013. Apart from operating results net of capital expenditures, the net debt is mainly impacted by the OB acquisition (5.5 billion US dollar), dividend payments to shareholders of AB InBev and Ambev (7.4 billion US dollar), the payment of interests and taxes (4.6 billion US dollar) and the impact of changes in foreign exchange rates (447m US dollar decrease of net debt). – See also note 6 – *Acquisitions and disposals of subsidiaries*.

The following table provides a reconciliation of AB InBev's net debt as of the dates indicated:

<b>Million US dollar</b>	<b>2014</b>	<b>2013</b>
Non-current interest-bearing loans and borrowings	43 630	41 274
Current interest-bearing loans and borrowings	7 451	7 846
	<b>51 081</b>	<b>49 120</b>
Bank overdrafts	41	6
Cash and cash equivalents	(8 357)	(9 839)
Interest bearing loans granted (included within Trade and other receivables)	(308)	(310)
Debt securities (included within Investment securities)	(322)	(146)
<b>Net debt</b>	<b>42 135</b>	<b>38 831</b>

## 23. Employee Benefits

AB InBev sponsors various post-employment benefit plans worldwide. These include pension plans, both defined contribution plans, and defined benefit plans, and other post-employment benefits. In accordance with IAS 19 *Employee Benefits* post-employment benefit plans are classified as either defined contribution plans or defined benefit plans.

### Defined contribution plans

For defined contribution plans, AB InBev pays contributions to publicly or privately administered pension funds or insurance contracts. Once the contributions have been paid, the group has no further payment obligation. The regular contribution expenses constitute an expense for the year in which they are due. For 2014, contributions paid into defined contribution plans for the company amounted to 145m US dollar compared to 117m US dollar for 2013.

### Defined benefit plans

During 2014, the company contributed to 63 defined benefit plans, of which 49 are retirement plans and 14 are medical cost plans. Most plans provide benefits related to pay and years of service. The Belgian, Brazilian, Dominican Republic, Dutch, Canadian, South Korean, Mexican, UK and US plans are partially funded. When plan assets are funded, the assets are held in legally separate funds set up in accordance with applicable legal requirements and common practice in each country. The medical cost plans in Canada, US, and Brazil provide medical benefits to employees and their families after retirement. Many of the defined benefit plans are closed to new entrants.

The present value of funded obligations includes a 210m US dollar liability related to two medical plans in Brazil, for which the benefits are provided through the Fundação Antonio Helena Zerrener ("FAHZ"). The FAHZ is a legally distinct entity which provides medical, dental, educational and social assistance to current and retired employees of Ambev. On 31 December 2014, the actuarial liabilities related to the benefits provided by the FAHZ are fully offset by an equivalent amount of assets existing in the fund. The net liability recognized in the balance sheet is nil.

The employee benefit net liability amounts to 3 039m US dollar as of 31 December 2014 compared to 2 852m US dollar as of 31 December 2013. In 2014, the fair value of the plan assets value decreased by 603m US dollar and the defined benefit obligations decreased by 488m US dollar. The increase in the employee benefit net liability is mainly driven by unfavorable changes in discount rates (mainly in the Eurozone, Mexico, US, UK and Canada) and mortality assumptions in the US, partially offset by positive asset returns and gains on plan amendments of post-retirement pensions and healthcare benefits in the US.

The company's net liability for post-employment and long-term employee benefit plans comprises the following at 31 December:

Million US dollar	2014	2013
Present value of funded obligations	(7 776)	(7 939)
Fair value of plan assets	5 773	6 376
<b>Present value of net obligations for funded plans</b>	<b>(2 003)</b>	<b>(1 563)</b>
Present value of unfunded obligations	(809)	(1 134)
<b>Present value of net obligations</b>	<b>(2 812)</b>	<b>(2 697)</b>
Unrecognized asset	(171)	(137)
<b>Net liability</b>	<b>(2 983)</b>	<b>(2 834)</b>
Other long term employee benefits	(57)	(18)
<b>Total employee benefits</b>	<b>(3 039)</b>	<b>(2 852)</b>
<b>Employee benefits amounts in the balance sheet:</b>		
Liabilities	(3 049)	(2 862)
Assets	10	10
<b>Net liability</b>	<b>(3 039)</b>	<b>(2 852)</b>

The changes in the present value of the defined benefit obligations are as follows:

Million US dollar	2014	2013
<b>Defined benefit obligation at 1 January</b>	<b>(9 073)</b>	<b>(9 055)</b>
Current service costs	(74)	(105)
Interest cost	(438)	(428)
Past service gain/(cost)	334	63
(Losses)/gains on curtailments	–	88
Settlements	176	–
Benefits paid	896	498
Contribution by plan participants	(4)	(4)
Acquisition through business combination	(78)	(942)
Actuarial gains/(losses) – demographic assumptions	(210)	(110)
Actuarial gains/(losses) – financial assumptions	(962)	729
Experience adjustments	(40)	33
Exchange differences	445	160
Transfers and other movements	443	–
<b>Defined benefit obligation at 31 December</b>	<b>(8 585)</b>	<b>(9 073)</b>

Transfers and other movements refer to the fact that, effective 1 January 2014, the company discontinued the proportional consolidation of certain operations – see also Note 4 *Use of estimates and judgments*.

As at the last valuation date, the present value of the defined benefit obligation was comprised of approximately 2.3 billion US dollar relating to active employees, 1.5 billion US dollar relating to deferred members and 4.8 billion US dollar relating to members in retirement.

The changes in the fair value of plan assets are as follows:

Million US dollar	2014	2013
<b>Fair value of plan assets at 1 January</b>	<b>6 376</b>	<b>5 704</b>
Interest income	328	299
Administration costs	(24)	(23)
Return on plan assets exceeding interest income	418	159
Contributions by AB InBev	326	324
Contributions by plan participants	4	4
Benefits paid net of administration costs	(896)	(498)
Acquisition through business combination	51	694
Assets distributed on settlements	(82)	–
Exchange differences	(338)	(141)
Transfers and other movements	(392)	(146)
<b>Fair value of plan assets at 31 December</b>	<b>5 773</b>	<b>6 376</b>

Actual return on plans assets amounted to a gain of 746m US dollar in 2014 compared to a gain of 458m US dollar in 2013. The increase is mainly driven by higher market returns particularly in Brazil, US and UK.

The acquisition through business combinations in 2014 stems from the OB combination.

Transfers and other movements refer to the fact that, effective 1 January 2014, the company discontinued the proportional consolidation of certain operations – see also Note 4 *Use of estimates and judgments*.

The changes in the asset ceiling are as follows:

Million US dollar	2014	2013
<b>Irrecoverable surplus impact at 1 January</b>	<b>(136)</b>	<b>(307)</b>
Interest expense	(12)	(27)
Change in asset ceiling excluding amounts included in interest expense	(22)	197
<b>Irrecoverable surplus impact at 31 December</b>	<b>(171)</b>	<b>(136)</b>

The expense recognized in the income statement with regard to defined benefit plans can be detailed as follows:

Million US dollar	2014	2013
Current service costs	(74)	(105)
Administration costs	(24)	(23)
Past service cost	334	63
(Losses)/gains on settlements or curtailments	94	88
<b>Profit from operations</b>	<b>330</b>	<b>23</b>
Finance cost	(124)	(156)
<b>Total employee benefit expense</b>	<b>206</b>	<b>(132)</b>

The employee benefit expense is included in the following line items of the income statement:

Million US dollar	2014	2013
Cost of sales	(1)	(56)
Distribution expenses	(9)	(3)
Sales and marketing expenses	(14)	(8)
Administrative expenses	(24)	9
Other operating (expense)/income	284	2
Non-recurring items	85	80
Finance Cost	(115)	(156)
	<b>206</b>	<b>(132)</b>

During 2014, the company implemented certain post-retirement pension and healthcare benefits, mainly in the US.

Weighted average assumptions used in computing the benefit obligations at the balance sheet date are as follows:

	2014					
	United States	Canada	Mexico	Brazil	United Kingdom	AB InBev
Discount rate	4.1%	4.1%	6.5%	10.8%	3.8%	4.4%
Price inflation	–	2.0%	3.5%	4.5%	3.0%	2.7%
Future salary increases	2.0%	1.0%	4.7%	5.8%	–	3.6%
Future pension increases	–	–	3.5%	–	2.8%	2.7%
Medical cost trend rate	6.9%-5.0%	4.5%	–	8.2%	–	7.7%-5.8%
Life expectation for a 65 year old male	85	86	82	85	87	85
Life expectation for a 65 year old female	88	89	85	88	89	88

	2013					
	United States	Canada	Mexico	Brazil	United Kingdom	AB InBev
Discount rate	4.9%	4.9%	7.8%	11.3%	4.6%	5.4%
Price inflation	–	2.0%	3.5%	4.5%	3.4%	2.7%
Future salary increases	2.0%	1.3%	4.7%	7.7%	3.4%	3.3%
Future pension increases	–	–	3.5%	–	3.1%	2.7%
Medical cost trend rate	8.1%-5.0%	4.2%-4.5%	–	8.2%	–	7.6%-5.8%
Life expectation for a 65 year old male	83	85	83	85	87	84
Life expectation for a 65 year old female	85	87	83	88	89	87

Through its defined benefit pension plans and post-employment medical plans, the company is exposed to a number of risks, the most significant are detailed below:

#### Asset volatility

The plan liabilities are calculated using a discount rate set with reference to high quality corporate yields; if plan assets underperform this yield, the company's net defined benefit obligation may increase. Most of the company's funded plans hold a significant proportion of equities, which are expected to outperform corporate bonds in the long-term while providing volatility and risk in the short-term. As the plans mature, the company

usually reduces the level of investment risk by investing more in assets that better match the liabilities. However, the company believes that due to the long-term nature of the plan liabilities, a level of continuing equity investment is an appropriate element of the company's long-term strategy to manage the plans efficiently.

### Changes in bond yields

A decrease in corporate bond yields will increase plan liabilities, although this will be partially offset by an increase in the value of the plans' bond holdings.

### Inflation risk

Some of the company's pension obligations, mainly in the UK, are linked to inflation, and higher inflation will lead to higher liabilities. The majority of the plan's assets are either unaffected by or loosely correlated with inflation, meaning that an increase in inflation could potentially increase the company's net benefit obligation.

### Life expectancy

The majority of the plans' obligations are to provide benefits for the life of the member, so increases in life expectancy will result in an increase in the plans' liabilities.

In case of funded plans, the company ensures that the investment positions are managed within an asset-liability matching (ALM) framework that has been developed to achieve long-term investments that are in line with the obligations under the pension schemes. Within this framework, the company's ALM objective is to match assets to the pension obligations by investing in long-term fixed interest securities with maturities that match the benefit payments as they fall due and in the appropriate currency. The company actively monitors how the duration and the expected yield of the investments are matching the expected cash outflows arising from the pension obligation. The company has not changed the processes used to manage its risks from previous periods.

The weighted average duration of the defined benefit obligation is 14.3 years (2013: 13.9 years).

The sensitivity of the defined benefit obligation to changes in the weighted principal assumptions is:

Million US dollar	2014		
	Change in assumption	Increase in assumption	Decrease in assumption
Discount rate	0.50%	(556)	613
Future salary increase	0.50%	28	(26)
Medical cost trend rate	1.00%	49	(43)
Longevity	One year	214	(207)

The above are purely hypothetical changes in individual assumptions holding all other assumptions constant: economic conditions and changes therein will often affect multiple assumptions at the same time and the effects of changes in key assumptions are not linear. Therefore, the above information is not necessarily a reasonable representation of future results.

The fair value of plan assets at 31 December consists of the following:

	2014			2013		
	Quoted	Unquoted	Total	Quoted	Unquoted	Total
Government bonds	29%	–	29%	27%	–	27%
Corporate bonds	26%	–	26%	27%	–	27%
Equity instruments	36%	–	36%	40%	–	40%
Property	–	3%	3%	–	3%	3%
Insurance contracts and others	5%	1%	6%	3%	–	3%
	<b>96%</b>	<b>4%</b>	<b>100%</b>	<b>97%</b>	<b>3%</b>	<b>100%</b>

AB InBev expects to contribute approximately 250m US dollar for its funded defined benefit plans and 68m US dollar in benefit payments to its unfunded defined benefit plans and post-retirement medical plans in 2015.

## 24. Share-Based Payments<sup>1</sup>

Different share and share option programs allow company senior management and members of the Board of Directors to receive or acquire shares of AB InBev or Ambev. AB InBev has three primary share-based compensation plans, the share-based compensation plan ("Share-Based Compensation Plan"), established in 2006 and amended as from 2010, the long-term incentive warrant plan ("LTI Warrant Plan"), established in 1999 and replaced by a long-term incentive stock option plan for directors ("LTI Stock Option Plan Directors") in 2014, and the long-term incentive stock-option plan for executives ("LTI Stock Option Plan Executives"), established in 2009. For all option plans, the fair value of share-based payment compensation is estimated at grant date, using a binomial Hull model, modified to reflect the IFRS 2 *Share based Payment* requirement that assumptions about forfeiture before the end of the vesting period cannot impact the fair value of the option.

Share-based payment transactions resulted in a total expense of 251m US dollar for the year 2014 (including the variable compensation expense settled in shares), as compared to 243m US dollar for the year 2013.

### AB InBev share-based payment programs

#### Share-Based Compensation Plan

As from 1 January 2010, the structure of the Share-Based Compensation Plan for certain executives, including the executive board of management and other senior management in the general headquarters, has been modified. From 1 January 2011, the new plan structure applies to all other senior management. Under this plan, the executive board of management and other senior employees will receive their bonus in cash but have the choice to invest some or all of the value of their bonus in AB InBev shares with a five-year vesting period, referred to as bonus shares. Such voluntary investment leads to a 10% discount to the market price of the shares. The company will also match such voluntary investment by granting three matching shares for each bonus share voluntarily invested in, up to a limited total percentage of each participant's bonus. The percentage of the variable compensation that is entitled to get matching shares varies depending on the position of the executive. The matching is based on the gross amount of the variable compensation invested. The discount shares and matching shares are granted in the form of restricted stock units which have a five-year vesting period. Additionally, the holders of the restricted stock units may be entitled to receive from AB InBev additional restricted stock units equal to the dividends declared since the restricted stock units were granted.

During 2014, AB InBev issued 0.9m of matching restricted stock units in relation to the 2013 bonus granted to company employees and management. These matching restricted stock units are valued at the share price of the day of grant, representing a fair value of approximately 90m US dollar, and cliff vest after five years. During 2013, AB InBev issued 0.8m of matching restricted stock units according to the Share-Based Compensation Plan, with an estimated fair value of approximately 78m US dollar, in relation to the 2012 bonus.

#### LTI Warrant Plan replaced by LTI Stock Option Plan for Directors

Before 2014, the company issued regularly warrants, or rights to subscribe for newly issued shares under the LTI Warrant Plan for the benefit of directors and, until 2006, for the benefit of members of the executive board of management and other senior employees. Each LTI warrant gave its holder the right to subscribe for one newly issued share. The exercise price of LTI warrants is equal to the average price of the company's shares on the regulated market of Euronext Brussels during the 30 days preceding their issue date. LTI warrants granted in the years prior to 2007 (except for 2003) have a duration of ten years; LTI warrants granted as from 2007 (and in 2003) have a duration of five years. LTI warrants are subject to a vesting period ranging from one to three years. Forfeiture of a warrant occurs in certain circumstances when the holder leaves our employment. At the annual shareholders meeting of 30 April 2014, all outstanding LTI warrants under the company's LTI Warrant Plan were converted into LTI stock options, i.e. the right to purchase existing ordinary shares of Anheuser-Busch InBev SA/NV instead of the right to subscribe to newly issued shares. All other terms and conditions of the existing grants under the LTI Warrant Plan remain unchanged.

Since 2007, members of the executive board of management and other employees are no longer eligible to receive warrants under the LTI Warrant Plan, but instead receive a portion of their compensation in the form of shares and options granted under the Share-Based Compensation Plan and the LTI Stock Option Plan Executives.

Since 2014, directors are no longer eligible to receive warrants under the LTI Warrant Plan. Instead, on 30 April 2014, the annual shareholders meeting decided to replace the LTI Warrant Plan by a LTI Stock Option plan for directors. As a result, grants for directors now consist of LTI stock options instead of LTI warrants (i.e. the right to purchase existing shares instead of the right to subscribe to newly issued shares). Grants are made annually at our shareholders meeting on a discretionary basis upon recommendation of the Remuneration Committee. The LTI stock options have an exercise price that is set equal to the market price at the time of the granting, a maximum lifetime of 10 years and an exercise period that starts after 5 years. The LTI stock options cliff vest after 5 years. Unvested options are subject to specific forfeiture provisions in the event that the directorship is not renewed upon the expiry of its term or is terminated in the course of its term, both due to a breach of duty by the director.

AB InBev granted 0.2m stock options to members of the board of directors during 2014 representing a fair value of approximately 4m US dollar. During 2013, 0.2m warrants with a fair value of approximately 3m US dollar were granted under this plan.

<sup>1</sup> Amounts have been converted to US dollar at the average rate of the period.

### LTI Stock Option Plan Executives

As from 1 July 2009, senior employees are eligible for an annual long-term incentive to be paid out in LTI stock options (or, in future, similar share-based instruments), depending on management's assessment of the employee's performance and future potential.

In December 2014 AB InBev issued 4.4m LTI stock options with an estimated fair value of 101m US dollar, whereby 1.3m options relate to American Depositary Shares (ADSs) and 3.1m options to AB InBev shares. In December 2013 AB InBev issued 4.1m LTI stock options with an estimated fair value of 93m US dollar, whereby 1.2m options relate to American Depositary Shares (ADSs) and 2.9m options to AB InBev shares.

### Other Grants

As from 2010 AB InBev has in place three specific long-term restricted stock unit programs. One program allows for the offer of restricted stock units to certain employees in certain specific circumstances, whereby grants are made at the discretion of the CEO, e.g. to compensate for assignments of expatriates in countries with difficult living conditions. The restricted stock units vest after five years and in case of termination of service before the vesting date, special forfeiture rules apply. In 2014, 0.1m restricted stock units with an estimated fair value of 2m US dollar were granted under this program to a selected number of employees. In 2013, 0.4m restricted stock units with an estimated fair value of 36m US dollar were granted under this program.

A second program allows for the exceptional offer of restricted stock units to certain employees at the discretion of the Remuneration Committee of AB InBev as a long-term retention incentive for key employees of the company. Employees eligible to receive a grant under this program receive two series of restricted stock units, the first half of the restricted stock units vesting after five years, the second half after ten years. In case of termination of service before the vesting date, special forfeiture rules apply. In December 2014 0.2m restricted stock units with an estimated fair value of 21m US dollar were granted under this program to a selected number of employees. In December 2013 0.4m restricted stock units with an estimated fair value of 34m US dollar were granted under this program.

A third program allows certain employees to purchase company shares at a discount aimed as a long-term retention incentive for (i) high-potential employees of the company, who are at a mid-manager level ("People bet share purchase program") or (ii) for newly hired employees. The voluntary investment in company shares leads to the grant of 3 matching shares for each share invested. The discount and matching shares are granted in the form of restricted stock units which vest after 5 years. In case of termination before the vesting date, special forfeiture rules apply. In 2014, employees purchased shares under this program for the equivalent of 0.5m US dollar (2013: equivalent of 0.5m US dollar).

In order to maintain consistency of benefits granted to executives and to encourage international mobility of executives, an options exchange program has been executed whereby unvested options are exchanged against restricted shares that remain locked-up until 31 December 2023. In 2014, 0.5m unvested options were exchanged against 0.5m restricted shares. In 2013, 0.6m unvested options were exchanged against 0.5m restricted shares. As a variant to this program, the Remuneration Committee has also approved the early release of the vesting conditions of 0.5m unvested options. The shares that result from the exercise of the options must remain locked-up until 31 December 2023. As the vesting period for these stock options was changed, an accelerated expense was recorded as a result of the modification. Furthermore, certain options granted have been modified whereby the dividend protected feature of these options have been cancelled and compensated by the issuance of new additional options. In 2014 0.1m new options were issued, representing the economic value of the dividend protection feature (2013: 0.6m new options). As there was no change between the fair value of the original award immediately before the modification and the fair value of the modified award immediately after the modification, no additional expense was recorded as a result of the modification.

For further information on share-based payment grants of previous years, please refer to Note 24 *Share-based payments* of the 2013 consolidated financial statements.

The weighted average fair value of the options and assumptions used in applying the AB InBev option pricing model for the 2014 grants of awards described above are as follows:

Amounts in US dollar unless otherwise indicated <sup>1</sup>	2014	2013	2012
Fair value of options and warrants granted	20.70	21.74	19.57
Share price	113.29	103.06	86.87
Exercise price	113.29	103.05	86.83
Expected volatility	24%	24%	25%
Expected dividends	3.00%	2.92%	2.50%
Risk-free interest rate	1.23%	2.06%	1.73%

Expected volatility is based on historical volatility calculated using 2 531 days of historical data. In the determination of the expected volatility, AB InBev is excluding the volatility measured during the period 15 July 2008 until 30 April 2009, in view of the extreme market conditions experienced during that period. 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.

<sup>1</sup> Amounts have been converted to US dollar at the closing rate of the respective period.

The total number of outstanding AB InBev options and warrants developed as follows:

Million options and warrants	2014	2013	2012
Options and warrants outstanding at 1 January	52.5	53.3	54.4
Options and warrants issued during the year	4.5	4.8	4.5
Options and warrants exercised during the year	(10.0)	(4.2)	(3.3)
Options and warrants forfeited during the year	(1.4)	(1.4)	(2.3)
<b>Options and warrants outstanding at the end of December</b>	<b>45.6</b>	<b>52.5</b>	<b>53.3</b>

The range of exercise prices of the outstanding options and warrants is between 10.32 euro (12.53 US dollar) and 96.36 euro (116.99 US dollar) while the weighted average remaining contractual life is 7.34 years.

Of the 45.6m outstanding options and warrants 10.8m are vested at 31 December 2014.

The weighted average exercise price of the AB InBev options and warrants is as follows:

Amounts in US dollar <sup>1</sup>	2014	2013	2012
Options and warrants outstanding at 1 January	45.38	38.31	32.98
Granted during the year	113.29	103.05	87.94
Exercised during the year	24.40	41.07	31.85
Forfeited during the year	45.75	45.18	32.82
Outstanding at the end of December	51.35	45.38	38.31
Exercisable at the end of December	36.21	57.28	40.65

For share options and warrants exercised during 2014, the weighted average share price at the date of exercise was 83.54 euro (101.42 US dollar).

The total number of outstanding AB InBev restricted stock units developed as follows:

Million restricted stock units	2014	2013	2012
Restricted stock units outstanding at 1 January	4.7	3.3	2.3
Restricted stock units issued during the year	1.3	1.6	1.1
Restricted stock units exercised during the year	–	–	–
Restricted stock units forfeited during the year	(0.2)	(0.2)	(0.1)
<b>Restricted stock units outstanding at the end of December</b>	<b>5.8</b>	<b>4.7</b>	<b>3.3</b>

#### Ambev share-based payment programs

Since 2005, Ambev has had a plan which is substantially similar to the Share-based compensation plan under which bonuses granted to company employees and management are partially settled in shares. Under the Share-based compensation plan as modified as of 2010 Ambev issued in March 2014, 5.2m restricted stock units with an estimated fair value of 38m US dollar. In March 2013, Ambev issued 4.3m restricted stock units with an estimated fair value of 35m US dollar.

As from 2010, senior employees are eligible for an annual long-term incentive to be paid out in Ambev LTI stock options (or, in future, similar share-based instruments), depending on management's assessment of the employee's performance and future potential. In 2014, Ambev granted 16.8m LTI stock options with an estimated fair value of 37m US dollar. In 2013, Ambev granted 12.8m LTI stock options with an estimated fair value of 36m US dollar.

In order to encourage the mobility of managers, the features of certain Ambev options granted in previous years have been modified whereby the dividend protection of these options was cancelled and replaced by the issuance of 0.2m options in 2014 representing the economic value of the dividend protection feature. In 2013, 0.2m options were issued representing the economic value of the dividend protection feature. Since there was no change between the fair value of the original award before the modification and the fair value of the modified award after the modification, no additional expense was recorded as a result of this modification.

<sup>1</sup> Amounts have been converted to US dollar at the closing rate of the respective period.

The weighted fair value of the options and assumptions used in applying a binomial option pricing model for the 2014 Ambev grants are as follows:

Amounts in US dollar unless otherwise indicated <sup>1</sup>	2014	2013	2012 <sup>2</sup>
Fair value of options granted	1.96	2.61	2.73
Share price	6.00	7.30	8.34
Exercise price	6.00	7.30	8.34
Expected volatility	32%	33%	33%
Expected dividends	0.00% - 5.00%	0.00% - 5.00%	0.00% - 5.00%
Risk-free interest rate	2.20% - 12.40% <sup>3</sup>	1.90% - 12.60% <sup>3</sup>	2.10% - 11.20% <sup>3</sup>

The total number of outstanding Ambev options developed as follows:

Million options	2014	2013	2012 <sup>2</sup>
Options outstanding at 1 January	147.7	143.9	147.8
Options issued during the year	17.0	13.1	15.5
Options exercised during the year	(34.8)	(7.2)	(12.5)
Options forfeited during the year	(3.8)	(2.1)	(6.9)
<b>Options outstanding at the end of December</b>	<b>126.1</b>	<b>147.7</b>	<b>143.9</b>

Following the decision of the General Meeting of Shareholders of 30 July 2013 effective on 11 November 2013, each common share issued by Ambev was split into 5 shares, without any modification to the amount of the capital stock of Ambev. As a consequence of the split of the Ambev shares with a factor 5, the exercise price and the number of options were adjusted with the intention of preserving the rights of the existing option holders.

The range of exercise prices of the outstanding options is between 1.06 Brazilian real (0.40 US dollar) and 19.14 Brazilian real (7.21 US dollar) while the weighted average remaining contractual life is 6.87 years.

Of the 126.1m outstanding options 35.9m options are vested at 31 December 2014.

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

Amounts in US dollar <sup>1</sup>	2014	2013	2012 <sup>2</sup>
Options outstanding at 1 January	2.69	3.54	3.18
Granted during the year	6.03	7.27	8.39
Exercised during the year	1.45	1.15	1.38
Forfeited during the year	4.25	3.46	1.37
Outstanding at the end of December	3.79	2.69	3.54
Exercisable at the end of December	1.11	1.42	1.85

For share options exercised during 2014, the weighted average share price at the date of exercise was 16.12 Brazilian real (6.07 US dollar).

The total number of outstanding Ambev restricted stock units developed as follows:

Million restricted stock units	2014	2013	2012 <sup>2</sup>
Restricted stock units outstanding at 1 January	15.6	11.5	8.0
Restricted stock units issued during the year	5.2	4.3	5.0
Restricted stock units exercised during the year	(2.3)	–	–
Restricted stock units forfeited during the year	(1.0)	(0.2)	(1.5)
<b>Restricted stock units outstanding at the end of December</b>	<b>17.5</b>	<b>15.6</b>	<b>11.5</b>

<sup>1</sup> Amounts have been converted to US dollar at the closing rate of the respective period.

<sup>2</sup> Amounts have been adjusted for the Ambev share split of 11 November 2013.

<sup>3</sup> The weighted average risk-free interest rates refer to granted ADRs and stock options respectively.

During 2014, 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 0.6m AB InBev shares (0.1m AB InBev shares in 2013) 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 12m US dollar (2.2m US dollar in 2013) 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.

## 25. Provisions

Million US dollar	Restructuring	Disputes	Other	Total
<b>Balance at 1 January 2014</b>	<b>177</b>	<b>535</b>	<b>16</b>	<b>728</b>
Effect of changes in foreign exchange rates	(10)	(40)	(2)	(52)
Provisions made	65	327	1	393
Provisions used	(56)	(130)	(1)	(187)
Provisions reversed	(11)	(79)	(3)	(93)
Other movements	1	10	(1)	10
<b>Balance at 31 December 2014</b>	<b>166</b>	<b>623</b>	<b>10</b>	<b>799</b>

The restructuring provisions are primarily explained by the organizational alignments - see also Note 8 *Non-recurring items*. Provisions for disputes mainly relate to various disputed direct and indirect taxes and to claims from former employees.

The provisions are expected to be settled within the following time windows:

Million US dollar	Total	< 1 year	1-2 years	2-5 years	> 5 years
<b>Restructuring</b>					
Reorganization	<b>166</b>	<b>60</b>	<b>10</b>	<b>83</b>	<b>13</b>
<b>Disputes</b>					
Income and indirect taxes	356	43	247	53	13
Labor	83	25	19	36	3
Commercial	47	26	14	4	3
Other disputes	137	9	95	32	1
	<b>623</b>	<b>103</b>	<b>375</b>	<b>125</b>	<b>20</b>
<b>Other contingencies</b>					
Onerous contracts	1	–	–	1	–
Guarantees given	3	–	1	2	–
Other contingencies	6	2	1	3	–
	<b>10</b>	<b>2</b>	<b>2</b>	<b>6</b>	<b>–</b>
<b>Total provisions</b>	<b>799</b>	<b>165</b>	<b>387</b>	<b>214</b>	<b>33</b>

Since 1 January 2005 AB InBev is subject to the greenhouse gas emission allowance trading scheme in force in the European Union. Acquired emission allowances are recognized at cost as intangible assets. To the extent that it is expected that the number of allowances needed to settle the CO<sub>2</sub> emissions exceeds the number of emission allowances owned, a provision is recognized. Such provision is measured at the estimated amount of the expenditure required to settle the obligation. At 31 December 2014, the emission allowances owned fully covered the expected CO<sub>2</sub> emissions. As such no provision needed to be recognized.

## 26. Trade and Other Payables

### Non-current trade and other payables

Million US dollar	2014	2013
Indirect taxes payable	230	369
Trade payables	305	381
Cash guarantees	11	12
Deferred consideration on acquisitions	138	1801
Derivatives	64	159
Other payables	322	500
	<b>1 070</b>	<b>3 222</b>

**Current trade and other payables**

Million US dollar	2014	2013
Trade payables and accrued expenses	10 913	9 834
Payroll and social security payables	1 030	1 173
Indirect taxes payable	1 849	1 689
Interest payable	850	888
Consigned packaging	715	682
Cash guarantees	64	71
Derivatives	1 013	630
Dividends payable	518	384
Deferred income	53	38
Deferred consideration on acquisitions	1 640	861
Other payables	277	224
	<b>18 922</b>	<b>16 474</b>

Deferred consideration on acquisitions is mainly comprised of 1.2 billion US dollar for the put option included in the shareholders' agreement between Ambev and E. León Jimenes S.A. ("ELJ"), which may result in Ambev acquiring additional Class B shares of Cervecería Nacional Dominicana S.A. ("CND"). The put option granted to ELJ is exercisable as of the first year following the transaction. The valuation of this option is based on the EBITDA of the consolidated operations in Dominican Republic.

The deferred consideration on acquisitions is also comprised of 0.5 billion US dollar liability for the Grupo Modelo shares the company did not acquire by 31 December 2014. On 3 June 2013, AB InBev established and funded a Trust to accept further tender of shares by Grupo Modelo shareholders at a price of 9.15 US dollar per share over a period of up to 25 months.

Derivatives mainly reflect the mark-to-market of interest rate swaps, of forward exchange contracts and of commodity forward contracts entered into to hedge the company's operational exposure (See also Note 27 *Risks arising from financial instruments* of the 31 December 2014 consolidated financial statements).

**27. Risks Arising from Financial Instruments**

AB InBev's activities expose it to a variety of financial risks: market risk (including currency risk, fair value interest rate risk, cash flow interest risk, commodity risk and equity risk), credit risk and liquidity risk. The company analyses each of these risks individually as well as on an interconnected basis, and defines strategies to manage the economic impact on the company's performance in line with its financial risk management policy.

Some of the company's risk management strategies include the usage of derivatives. The main derivative instruments used are foreign currency rate agreements, exchange traded foreign currency futures and options, interest rate swaps and forwards, cross currency interest rate swaps ("CCIRS"), exchange traded interest rate futures, commodity swaps, exchange traded commodity futures and equity swaps. AB InBev's policy prohibits the use of derivatives in the context of speculative trading.

The following table provides an overview of the derivative financial instruments outstanding at year-end by maturity bucket. The amounts included in this table are the notional amounts.

Million US dollar	2014					2013				
	< 1 year	1-2 years	2-3 years	3-5 years	> 5 years	< 1 year	1-2 years	2-3 years	3-5 years	> 5 years
<b>Foreign currency</b>										
Forward exchange contracts	7 554	47	–	–	–	7 530	4	–	–	–
Foreign currency futures	1 822	–	–	–	–	927	–	–	–	–
Other foreign currency derivatives	–	–	–	–	–	415	–	–	–	–
<b>Interest rate</b>										
Interest rate swaps	350	–	113	2 250	787	11 800	350	–	128	–
Cross currency interest rate swaps	1 023	–	1 789	2 373	1 197	683	1 096	–	2 841	827
Interest rate futures	–	139	113	151	–	–	137	13	–	–
<b>Commodities</b>										
Aluminum swaps	1 422	48	–	–	–	1 383	327	–	–	–
Other commodity derivatives	1 374	194	–	–	–	992	293	–	–	–
<b>Equity</b>										
Equity derivatives	4 854	838	–	–	–	4 947	716	–	–	–

### A. Foreign currency risk

AB InBev incurs foreign currency risk on borrowings, investments, (forecasted) sales, (forecasted) purchases, royalties, dividends, licenses, management fees and interest expense/income whenever they are denominated in a currency other than the functional currency of the subsidiary. The main derivative financial instruments used to manage foreign currency risk are foreign currency rate agreements, exchange traded foreign currency futures and cross currency interest rate swaps.

#### Foreign exchange risk on operating activities

As far as foreign currency risk on firm commitments and forecasted transactions is concerned, AB InBev's policy is to hedge operational transactions which are reasonably expected to occur (e.g. cost of goods sold and selling, general & administrative expenses) within the forecast period determined in the financial risk management policy. Operational transactions that are certain are hedged without any limitation in time. Non-operational transactions (such as acquisitions and disposals of subsidiaries) are hedged as soon as they are certain.

The table below provides an indication of the company's main net foreign currency positions as regards firm commitments and forecasted transactions for the most important currency pairs. The open positions are the result of the application of AB InBev's risk management policy. Positive amounts indicate that the company is long (net future cash inflows) in the first currency of the currency pair while negative amounts indicate that the company is short (net future cash outflows) in the first currency of the currency pair. The second currency of the currency pairs listed is the functional currency of the related subsidiary.

Million US dollar	31 December 2014			31 December 2013		
	Total exposure	Total hedges	Open position	Total exposure	Total hedges <sup>1</sup>	Open position
Euro/Brazilian real	(64)	64	–	(38)	38	–
Euro/Canadian dollar	(51)	51	–	(39)	39	–
Euro/Czech koruna	(3)	(9)	(12)	(3)	(10)	(13)
Euro/Hungarian forint	(4)	(13)	(17)	(4)	(14)	(18)
Euro/Mexican peso	(104)	104	–	138	(138)	–
Euro/Pound sterling	(94)	225	131	(161)	259	98
Euro/Russian ruble	(102)	127	25	(97)	97	–
Euro/Ukrainian hryvnia	(72)	–	(72)	(94)	68	(26)
Euro/US dollar	–	127	127	–	–	–
Pound sterling/Euro	(49)	11	(38)	(53)	33	(20)
US dollar/Argentinean peso	(345)	345	–	(282)	282	–
US dollar/Bolivian boliviano	(72)	72	–	(52)	52	–
US dollar/Brazilian real	(1 389)	1 389	–	(1 680)	1 680	–
US dollar/Canadian dollar	(271)	271	–	(184)	184	–
US dollar/Chilean peso	(140)	140	–	(68)	68	–
US dollar/Euro	(145)	120	(25)	101	(147)	(46)
US dollar/Mexican peso	(1 182)	5 795	4 613	(694)	5 316	4 622
US dollar/Paraguayan guarani	(84)	84	–	(48)	48	–
US dollar/Peruvian nuevo sol	(46)	46	–	(57)	57	–
US dollar/Pound sterling	(25)	14	(11)	(31)	27	(4)
US dollar/Russian ruble	(135)	81	(54)	(75)	121	46
US dollar/Ukrainian hryvnia	(44)	–	(44)	(35)	70	35
US dollar/Uruguayan peso	(37)	37	–	(29)	29	–

The US dollar/Mexican peso open long position is mainly related to US dollar cash held in Mexico.

Further analysis on the impact of open currency exposures is performed in the *Currency Sensitivity Analysis* below.

In conformity with IAS 39 hedge accounting rules, these hedges of firm commitments and highly probable forecasted transactions denominated in foreign currency are designated as cash flow hedges.

#### Foreign exchange risk on intragroup loans

In 2012, 2013 and 2014, a series of foreign exchange derivatives were contracted to hedge the foreign currency risk from intercompany loans transacted between group entities with different functional currencies. As of 31 December 2014, intercompany loans with Russia were hedged against US dollar for an amount of 3 300m Russian ruble (5 900m Russian ruble in 2013).

<sup>1</sup> Reclassified to conform to the 2014 presentation.

### Foreign exchange risk on net investments in foreign operations

AB InBev enters into hedging activities to mitigate exposures related to its investments in foreign operations. These strategies are designated as net investment hedges and include both derivative and non-derivative financial instruments.

As of 31 December 2014, designated derivative and non-derivative financial instruments in a net investment hedge relationship amount to 7 012m US dollar equivalent (7 866m US dollar in 2013) in Holding companies and approximately 2 889m US dollar equivalent (2 500m US dollar in 2013) at Ambev level. Those derivatives and non-derivatives are used to hedge foreign operations with functional currencies mainly denominated in Argentinean peso, Brazilian real, Bolivian boliviano, Canadian dollar, Chilean peso, Dominican peso, euro, Mexican peso, pound sterling, South Korean won and US dollar.

### Foreign exchange risk on foreign currency denominated debt

It is AB InBev's policy to have the debt in the subsidiaries as much as possible in the functional currency of the subsidiary. To the extent this is not the case, hedging is put in place unless the cost to hedge outweighs the benefits. Interest rate decisions and currency mix of debt and cash are decided on a global basis and take into consideration the holistic risk management approach.

A description of the foreign currency risk hedging related to the debt instruments issued in a currency other than the functional currency of the subsidiary is further detailed in the *Interest Rate Risk* section below.

### Currency sensitivity analysis

**Currency transactional risk** Most of AB InBev's non-derivative monetary financial instruments are either denominated in the functional currency of the subsidiary or are converted into the functional currency through the use of derivatives. However, the company can have open positions in certain countries for which hedging can be limited as the illiquidity of the local foreign exchange market prevents the company from hedging at a reasonable cost. The transactional foreign currency risk mainly arises from open positions in Czech koruna, Hungarian forint, Mexican peso, pound sterling, Russian ruble and Ukrainian hryvnia against the US dollar and the euro. AB InBev estimated the reasonably possible change of exchange rate, on the basis of the average volatility on the open currency pairs, as follows:

	2014		
	Closing rate 31 December 2014	Possible closing rate <sup>1</sup>	Volatility of rates in %
Pound sterling/Euro	1.28	1.21 – 1.36	5.76%
Euro/Czech koruna	27.73	27.11 – 28.36	2.26%
Euro/Hungarian forint	315.56	294.18 – 336.93	6.77%
Euro/Russian ruble	68.30	49.11 – 87.5	28.10%
Euro/Ukrainian hryvnia	19.14	13.61 – 24.68	28.90%
US dollar/Euro	0.82	0.77 – 0.87	6.14%
US dollar/Mexican peso	14.72	13.69 – 15.75	7.00%
US dollar/Pound sterling	0.64	0.61 – 0.68	5.59%
US dollar/Russian ruble	56.26	41.27 – 71.25	26.65%
US dollar/Ukrainian hryvnia	15.77	11.27 – 20.27	28.54%

  

	2013		
	Closing rate 31 December 2013	Possible closing rate <sup>2</sup>	Possible Volatility of rates in %
Pound sterling/Euro	1.20	1.12 – 1.28	6.96%
Euro/Czech koruna	27.43	25.67 – 29.18	6.39%
Euro/Hungarian forint	297.00	274.46 – 319.54	7.59%
Euro/Ukrainian hryvnia	11.02	10.18 – 11.87	7.64%
US dollar/Euro	0.73	0.67 – 0.78	7.09%
US dollar/Mexican peso	13.08	11.67 – 14.5	10.80%
US dollar/Russian ruble	32.73	30.29 – 35.17	7.45%
US dollar/Ukrainian hryvnia	7.99	7.78 – 8.21	2.72%

<sup>1</sup> Sensitivity analysis is assessed based on the yearly volatility using daily observable market data during 250 days at 31 December 2014.

<sup>2</sup> Sensitivity analysis is assessed based on the yearly volatility using daily observable market data during 250 days at 31 December 2013.

Had the Czech koruna, the Hungarian forint, the Mexican peso, the pound sterling, the Russian ruble and the Ukrainian hryvnia weakened/strengthened during 2014 by the above estimated changes against the euro or the US dollar, with all other variables held constant, the 2014 impact on consolidated profit before taxes would have been approximately 103m US dollar (19m US dollar in 2013) higher/lower.

Additionally, the AB InBev sensitivity analysis<sup>1</sup> to the foreign exchange rates on its total derivatives positions as of 31 December 2014, shows a positive/negative pre-tax impact on equity reserves of 446m US dollar (427m US dollar in 2013).

### Net foreign exchange results

Foreign exchange results recognized on unhedged and hedged exposures and from the related hedging derivative instruments can be summarized per type of hedging relationship as follows:

Million US dollar	2014	2013
Fair value hedges - hedging instruments	–	(2)
Cash flow hedges - hedged items	(60)	2
Cash flow hedges - hedging instruments (reclassified from equity)	53	(1)
Economic hedges - hedged items not part of a hedge accounting relationship	–	(122)
Economic hedges - hedging instruments not part of a hedge accounting relationship	11	125
Other results - not hedged	315	(297)
	<b>319</b>	<b>(295)</b>

### B. Interest rate risk

The company applies a dynamic interest rate hedging approach whereby the target mix between fixed and floating rate debt is reviewed periodically. The purpose of AB InBev's policy is to achieve an optimal balance between cost of funding and volatility of financial results, while taking into account market conditions as well as AB InBev's overall business strategy.

#### Fair value hedge

**Pound sterling bond hedges (foreign currency risk + interest rate risk on borrowings in pound sterling)** In June 2009, the company issued a pound sterling bond for an equivalent of 750m pound sterling. This bond bears interest at 6.50% with maturity in June 2017.

The company entered into several pound sterling fixed/euro floating cross currency interest rate swaps to manage and reduce the impact of changes in the pound sterling exchange rate and interest rate on this bond.

These derivative instruments have been designated in a fair value hedge accounting relationship.

**US dollar fixed rate bond hedges (interest rate risk on borrowings in US dollar)** In May 2009, the company issued a series of fixed rate notes in an aggregate principal amount of 1.0 billion US dollar. These bond bears interest at 6.875% with maturity in November 2019.

In March 2010, the company issued a series of fixed rate notes in an aggregate principal amount of 1.0 billion US dollar. These bond bears interest at 5.00% with maturity in April 2020.

The company entered into several US dollar fixed/floating interest rate swaps to manage and reduce the impact of changes in the US dollar interest rates on the fair value of these bonds.

These derivative instruments have been designated in a fair value hedge accounting relationship.

**Ambev bond hedges (interest rate risk on borrowings in Brazilian real)** In July 2007 Ambev issued a Brazilian real bond ("Bond 17"), which bears interest at 9.5% and is repayable semi-annually with final maturity date in July 2017.

Ambev entered into a fixed/floating interest rate swap to hedge the interest rate risk on such bond. These derivative instruments have been designated in a fair value hedge accounting relationship.

**US dollar fixed rate bond hedges (interest rate risk on borrowings in US dollar)** In January 2014, the company issued a series of fixed rate notes in an aggregate principal amount of 1.25 billion US dollar. This bond bears interest at 2.15% with maturity in February 2019.

<sup>1</sup>Sensitivity analysis is assessed based on the yearly volatility using daily observable market data during 250 days at 31 December 2014.

The company entered into several US dollar fixed/floating interest rate swaps to manage and reduce the impact of changes in the US dollar interest rates on this bond.

These derivative instruments have been designated in a fair value hedge accounting relationship.

#### **Cash flow hedge**

**Floating interest rate risk on borrowings in US Dollar** Following the refinancing and the repayment of the 2008 and 2010 senior facilities the interest rate swaps that were designated for the hedge of the financing of the Anheuser-Busch acquisition became freestanding given the repayment of part of these senior facilities. In order to offset the interest rate risk, the freestanding derivatives were unwound via additional offsetting trades.

As of 31 December 2014 and 2013, there are no remaining open positions covering the interest exposure on the outstanding balance drawn under the 2010 senior facilities and the remaining interest rate swaps matured during the course of 2014.

**Canadian dollar bond hedges (foreign currency risk + interest rate risk on borrowings in Canadian dollar)** In January 2013, the company issued a series of notes in an aggregated principal amount of 1.2 billion Canadian dollar. These bonds bear interest at 2.375% with maturity in January 2018 and 3.375% with maturity in January 2023.

The company entered into several Canadian dollar fixed/euro floating cross currency interest rate swaps to manage and reduce the impact of changes in the Canadian dollar exchange rate and interest rate on these bonds.

These derivative instruments have been designated in a cash flow hedge accounting relationship.

**Pound sterling bond hedges (foreign currency risk + interest rate risk on borrowings in pound sterling)** In September 2013, the company issued a pound sterling bond for an equivalent of 500m pound sterling. This bond bears interest at 4.00% per year with maturity in September 2025.

The company entered into several pound sterling fixed/euro floating cross currency interest rate swaps to manage and reduce the impact of changes in the pound sterling exchange rate and interest rate on this bond.

These derivative instruments have been designated in a cash flow hedge accounting relationship.

#### **Economic hedge**

**Swiss franc bond hedges (foreign currency risk + interest rate risk on borrowings in Swiss franc)** In May 2009, the company issued a Swiss franc bond for an equivalent of 600m Swiss franc. This bond matured in June 2014.

The company entered into a Swiss franc fixed/euro floating cross currency interest rate swap to manage and reduce the impact of changes in the Swiss franc exchange rate and interest rate on this bond.

This derivative instrument was designated in a fair value hedge accounting relationship in 2009. During 2010, although this derivative continues to be considered an economic hedge, hedge accounting designation was discontinued.

As of 31 December 2014, there were no remaining balance and open positions related to Swiss franc bond.

**Marketable debt security hedges (interest rate risk on Brazilian real)** During 2014, Ambev invested in highly liquid Brazilian real denominated government debt securities. Those fixed-rate instruments are included in the held for trading category.

The company also entered into interest rate future contracts in order to offset the Brazilian real interest rate exposure of such government bonds. Since both instruments are measured at fair value with changes recorded into profit or loss, no hedge accounting designation was needed.

**Interest rate sensitivity analysis**

In respect of interest-bearing financial liabilities, the table below indicates their effective interest rates at balance sheet date as well as the split per currency in which the debt is denominated.

31 December 2014	Before hedging		After hedging	
	Effective interest rate	Amount	Effective interest rate	Amount
<b>Interest-bearing financial liabilities</b>				
<b>Million US dollar</b>				
<b>Floating rate</b>				
Brazilian real	7.24%	438	8.74%	668
Euro	0.36%	1 328	2.70%	2 844
Russian ruble	–	–	8.96%	94
US dollar	0.98%	745	2.62%	3 539
Other	11.12%	26	11.12%	26
		<b>2 537</b>		<b>7 171</b>
<b>Fixed rate</b>				
Argentinean peso	23.69%	37	23.69%	37
Brazilian real	7.99%	595	7.96%	457
Canadian dollar	3.14%	1 548	3.22%	1 161
Dominican peso	10.38%	23	10.38%	23
Euro	3.02%	10 246	2.90%	12 822
Pound sterling	6.71%	2 816	9.34%	888
South Korean won	–	–	2.26%	500
US dollar	4.02%	33 312	4.13%	28 055
Other	7.18%	8	7.18%	8
		<b>48 585</b>		<b>43 951</b>

31 December 2013	Before hedging		After hedging	
	Effective interest rate	Amount	Effective interest rate	Amount
<b>Interest-bearing financial liabilities</b>				
<b>Million US dollar</b>				
<b>Floating rate</b>				
Brazilian real	7.17%	535	8.16%	862
Canadian dollar	0.98%	6	0.98%	6
Dominican peso	8.07%	12	8.07%	12
Euro	4.40%	69	5.70%	2 406
Russian ruble	–	–	6.10%	184
US dollar	0.81%	1 229	0.77%	899
		<b>1 851</b>		<b>4 369</b>
<b>Fixed rate</b>				
Brazilian real	7.93%	611	7.55%	492
Canadian dollar	3.14%	1 682	3.22%	1 263
Chinese yuan	7.11%	7	7.11%	7
Dominican peso	13.00%	20	13.00%	20
Euro	3.61%	10 055	3.59%	10 928
Pound sterling	5.69%	3 031	9.75%	890
Swiss franc	4.51%	673	–	–
US dollar	4.21%	31 195	4.18%	31 156
		<b>47 274</b>		<b>44 756</b>

At 31 December 2014, the total carrying amount of the floating and fixed rate interest-bearing financial liabilities before hedging listed above includes bank overdrafts of 41m US dollar.

As disclosed in the above table, 7 171m US dollar or 14.03% of the company's interest bearing financial liabilities bear a variable interest rate. The company estimated that the reasonably possible change of the market interest rates applicable to its floating rate debt after hedging is as follows:

	2014		
	Interest rate 31 December 2014 <sup>1</sup>	Possible interest rate <sup>2</sup>	Volatility of rates in %
Brazilian real	11.11%	10.25% - 11.97%	7.72%
Euro	0.08%	0.04% - 0.11%	43.74%
Russian ruble	23.77%	11.93% - 35.61%	49.79%
US dollar	0.26%	0.23% - 0.28%	9.16%

  

	2013		
	Interest rate 31 December 2013 <sup>1</sup>	Possible interest rate <sup>2</sup>	Volatility of rates in %
Brazilian real	9.44%	8.17%–10.7%	13.41%
Canadian dollar	1.28%	1.27%–1.28%	0.60%
Dominican peso	6.25%	3.61%–8.89%	42.16%
Euro	0.29%	0.24%–0.33%	16.02%
Russian ruble	7.15%	6.68%–7.62%	6.61%
US dollar	0.25%	0.23%–0.26%	7.29%

When AB InBev applies the reasonably possible increase/decrease in the market interest rates mentioned above on its floating rate debt at 31 December 2014, with all other variables held constant, 2014 interest expense would have been 19m US dollar higher/lower (2013: 13m US dollar). This effect would be more than offset by 70m US dollar higher/lower interest income on AB InBev's interest bearing financial assets (2013: 82m US dollar).

### Interest expense

Interest expense recognized on unhedged and hedged financial liabilities and the net interest expense from the related hedging derivative instruments can be summarized per type of hedging relationship as follows:

Million US dollar	2014	2013
Financial liabilities measured at amortized cost – not hedged	(2 236)	(2 066)
Fair value hedges – hedged items	(97)	(106)
Fair value hedges – hedging instruments	42	21
Cash flow hedges – hedged items	(35)	–
Cash flow hedges – hedging instruments (reclassified from equity)	10	(5)
Net investment hedges – hedging instruments (interest component)	192	94
Economic hedges – hedged items not part of a hedge accounting relationship	(9)	(24)
Economic hedges – hedging instruments not part of a hedge accounting relationship	125	43
	<b>(2 008)</b>	<b>(2 043)</b>

### C. Commodity price risk

The commodity markets have experienced and are expected to continue to experience price fluctuations. AB InBev therefore uses both fixed price purchasing contracts and commodity derivatives to minimize exposure to commodity price volatility. The company has important exposures to the following commodities: aluminum, barley, coal, corn grits, corn syrup, corrugated board, fuel oil, glass, hops, labels, malt, natural gas, orange juice, rice, steel and wheat. As of 31 December 2014, the company has the following commodity derivatives outstanding (in notional amounts): aluminum swaps for 1 470m US dollar (2013: 1 710m US dollar), natural gas and energy derivatives for 330m US dollar (2013: 330m US dollar), exchange traded sugar futures for 83m US dollar (2013: 147m US dollar), corn swaps for 285m US dollar (2013: 332m US dollar), exchange traded wheat futures for 648m US dollar (2013: 390m US dollar), rice swaps for 76m US dollar (2013: 70m US dollar) and plastic derivatives for 146m US dollar (2013: 16m US dollar). These hedges are designated in a cash flow hedge accounting relationship.

<sup>1</sup> Applicable 3-month InterBank Offered Rates as of 31 December 2014 and as of 31 December 2013.

<sup>2</sup> Sensitivity analysis is assessed based on the yearly volatility using daily observable market data during 250 days at 31 December 2014 and at December 2013. For the Brazilian real floating rate debt, the estimated market interest rate is composed of the InterBank Deposit Certificate ('CDI') and the Long-Term Interest Rate ('TJLP'). With regard to other market interest rates, the company's analysis is based on the 3-month InterBank Offered Rates applicable for the currencies concerned (e.g. EURIBOR 3M, LIBOR 3M).

### Commodity price sensitivity analysis

The impact of changes in the commodity prices for AB InBev's derivative exposures would have caused an immaterial impact on 2014 profits as most of the company's commodity derivatives are designated in a hedge accounting relationship.

The table below shows the estimated impact that changes in the price of the commodities, for which AB InBev held material derivative exposures at 31 December 2014, would have on the equity reserves.

Million US dollar	2014		
	Volatility of prices in % <sup>1</sup>	Pre-tax impact on equity	
		Prices increase	Prices decrease
Aluminum	15.81%	197	(197)
Sugar	26.74%	53	(53)
Wheat	26.57%	57	(57)
Energy	22.48%	67	(67)
Rice	16.72%	13	(13)
Corn	22.30%	59	(59)

Million US dollar	2013		
	Volatility of prices in % <sup>2</sup>	Pre-tax impact on equity	
		Prices increase	Prices decrease
Aluminum	16.89%	244	(244)
Sugar	18.23%	27	(27)
Wheat	19.73%	1	(1)
Energy	13.77%	46	(46)
Rice	18.19%	11	(11)
Corn	37.72%	93	(93)

### D. Equity price risk

AB InBev entered into a series of derivative contracts to hedge the risk arising from the different share-based payment programs. The purpose of these derivatives is mainly to effectively hedge the risk that a price increase in the AB InBev shares will negatively impact future cash flows related to the share-based payments. Furthermore, AB InBev entered into a series of derivative contracts to hedge the deferred share instrument related to the Modelo combination (see also Note 11 *Finance cost and income* and Note 21 *Changes in equity and earnings per share*). Most of these derivative instruments could not qualify for hedge accounting therefore they have not been designated in any hedging relationships.

As of 31 December 2014, an exposure for an equivalent of 56.7m of AB InBev shares was hedged, resulting in a total gain of 1 220m US dollar recognized in the profit or loss account for the period, of which 711m US dollar related to the company's share-based payment programs and 509m US dollar related to the Modelo transaction (see also Note 11 *Finance cost and income*).

During 2012, 2013 and 2014, AB InBev reset with counterparties certain derivative contracts to market price. This resulted in a cash inflow of 675m US dollar, 515m US dollar and 155m US dollar in 2012, 2013 and 2014, respectively, and a decrease of counterparty risk.

### Equity price sensitivity analysis

The sensitivity analysis on the share-based payments hedging program, calculated based on a 18.29% (2013: 23.47%) reasonable possible volatility<sup>1</sup> of the AB InBev share price and with all the other variables held constant, would show 1 183m US dollar positive/negative impact on the 2014 profit before tax (2013: 1 272m US dollar).

### E. Credit risk

Credit risk encompasses all forms of counterparty exposure, i.e. where counterparties may default on their obligations to AB InBev in relation to lending, hedging, settlement and other financial activities. The company has a credit policy in place and the exposure to counterparty credit risk is monitored.

<sup>1</sup> Sensitivity analysis is assessed based on the yearly volatility using daily observable market data during 250 days at 31 December 2014.

<sup>2</sup> Sensitivity analysis is assessed based on the yearly volatility using daily observable market data during 250 days at 31 December 2013.

AB InBev mitigates its exposure to counterparty credit risk through minimum counterparty credit guidelines, diversification of counterparties, working within agreed counterparty limits and through setting limits on the maturity of financial assets. The company has furthermore master netting agreements with all of the financial institutions that are counterparties to the over the counter (OTC) derivative financial instruments. These agreements allow for the net settlement of assets and liabilities arising from different transactions with the same counterparty. Based on these factors, AB InBev considers the risk of counterparty default per 31 December 2014 to be limited.

AB InBev has established minimum counterparty credit ratings and enters into transactions only with financial institutions of investment grade. The company monitors counterparty credit exposures closely and reviews any downgrade in credit rating immediately. To mitigate pre-settlement risk, minimum counterparty credit standards become more stringent as the duration of the derivative financial instruments increases. To minimize the concentration of counterparty credit risk, the company enters into derivative transactions with different financial institutions.

### Exposure to credit risk

The carrying amount of financial assets represents the maximum credit exposure of the company. The carrying amount is presented net of the impairment losses recognized. The maximum exposure to credit risk at the reporting date was:

Million US dollar	2014			2013		
	Gross	Impairment	Net carrying amount	Gross	Impairment	Net carrying amount
Debt securities held for trading	301	–	301	123	–	123
Available for sale	108	(11)	97	183	(13)	170
Held to maturity	21	–	21	23	–	23
Trade receivables	3 488	(260)	3 228	3 052	(249)	2 803
Cash deposits for guarantees	229	–	229	240	–	240
Loans to customers	121	(30)	91	198	(84)	114
Other receivables	2 281	(128)	2 153	2 885	(162)	2 723
Derivatives	2 244	–	2 244	727	–	727
Cash and cash equivalents	8 357	–	8 357	9 839	–	9 839
	<b>17 150</b>	<b>(429)</b>	<b>16 721</b>	<b>17 270</b>	<b>(508)</b>	<b>16 762</b>

There was no significant concentration of credit risks with any single counterparty per 31 December 2014 and no single customer represented more than 10% of the total revenue of the group in 2014.

### Impairment losses

The allowance for impairment recognized during the period per classes of financial assets was as follows:

Million US dollar	2014					
	Available for sale	Trade receivables	Loans to customers	Other receivables	Cash and cash equivalents	Total
Balance at 1 January	(13)	(249)	(84)	(162)	–	(508)
Impairment losses	(1)	(37)	(1)	–	–	(39)
Derecognition	2	28	38	15	–	83
Currency translation and other	1	(2)	17	19	–	35
<b>Balance at 31 December</b>	<b>(11)</b>	<b>(260)</b>	<b>(30)</b>	<b>(128)</b>	<b>–</b>	<b>(429)</b>

Million US dollar	2013					
	Available for sale	Trade receivables	Loans to customers	Other receivables	Cash and cash equivalents	Total
Balance at 1 January	(48)	(246)	(100)	(134)	–	(528)
Impairment losses	(69)	(53)	–	(1)	–	(123)
Derecognition	104	41	19	2	–	204
Currency translation	–	9	(3)	(29)	–	(23)
<b>Balance at 31 December</b>	<b>(13)</b>	<b>(249)</b>	<b>(84)</b>	<b>(162)</b>	<b>–</b>	<b>(508)</b>

## F. Liquidity risk

AB InBev's primary sources of cash flow have historically been cash flows from operating activities, the issuance of debt, bank borrowings and the issuance of equity securities. AB InBev's material cash requirements have included the following:

- Debt service;
- Capital expenditures;
- Investments in companies;
- Increases in ownership of AB InBev's subsidiaries or companies in which it holds equity investments;
- Share buyback programs; and
- Payments of dividends and interest on shareholders' equity.

The company believes that cash flows from operating activities, available cash and cash equivalent and short term investments, along with the derivative instruments and access to borrowing facilities, will be sufficient to fund capital expenditures, financial instrument liabilities and dividend payments going forward. It is the intention of the company to continue to reduce its financial indebtedness through a combination of strong operating cash flow generation and continued refinancing.

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

Million US dollar	2014						
	Carrying amount <sup>1</sup>	Contractual cash flows	Less than 1 year	1-2 years	2-3 years	3-5 years	More than 5 years
<b>Non-derivative financial liabilities</b>							
Secured bank loans	(286)	(313)	(124)	(82)	(32)	(46)	(29)
Commercial papers	(2 211)	(2 214)	(2 214)	–	–	–	–
Unsecured bank loans	(820)	(889)	(590)	(168)	(69)	(62)	–
Unsecured bond issues	(47 549)	(66 851)	(5 715)	(4 212)	(8 339)	(13 154)	(35 431)
Unsecured other loans	(82)	(175)	(35)	(21)	(18)	(22)	(79)
Finance lease liabilities	(133)	(244)	(14)	(14)	(14)	(34)	(168)
Bank overdraft	(41)	(41)	(41)	–	–	–	–
Trade and other payables	(18 909)	(19 151)	(17 908)	(356)	(215)	(163)	(509)
	<b>(70 031)</b>	<b>(89 878)</b>	<b>(26 641)</b>	<b>(4 853)</b>	<b>(8 687)</b>	<b>(13 481)</b>	<b>(36 216)</b>
<b>Derivative financial assets/(liabilities)</b>							
Interest rate derivatives	33	33	47	21	(11)	(24)	–
Foreign exchange derivatives	(277)	(281)	(281)	–	–	–	–
Cross currency interest rate swaps	319	384	83	41	103	116	41
Commodity derivatives	(166)	(169)	(171)	2	–	–	–
Equity derivatives	1 258	1 246	1 028	218	–	–	–
	<b>1 167</b>	<b>1 213</b>	<b>706</b>	<b>282</b>	<b>92</b>	<b>92</b>	<b>41</b>
Of which: directly related to cash flow hedges	(45)	(47)	(46)	2	41	(43)	(1)

<sup>1</sup>"Carrying amount" refers to net book value as recognized in the balance sheet at each reporting date.

Million US dollar	2013						
	Carrying amount <sup>1</sup>	Contractual cash flows	Less than 1 year	1–2 years	2–3 years	3–5 years	More than 5 years
<b>Non-derivative financial liabilities</b>							
Secured bank loans	(286)	(312)	(104)	(86)	(50)	(34)	(38)
Commercial papers	(2 065)	(2 066)	(2 066)	–	–	–	–
Unsecured bank loans	(694)	(774)	(374)	(206)	(156)	(38)	–
Unsecured bond issues	(45 853)	(65 215)	(6 590)	(6 391)	(4 138)	(11 758)	(36 338)
Unsecured other loans	(87)	(160)	(20)	(27)	(19)	(16)	(78)
Finance lease liabilities	(135)	(256)	(14)	(13)	(14)	(28)	(187)
Bank overdraft	(6)	(6)	(6)	–	–	–	–
Trade and other payables	(18 891)	(19 121)	(15 841)	(1 806)	(271)	(260)	(943)
	<b>(68 017)</b>	<b>(87 910)</b>	<b>(25 015)</b>	<b>(8 529)</b>	<b>(4 648)</b>	<b>(12 134)</b>	<b>(37 584)</b>
<b>Derivative financial assets/(liabilities)</b>							
Interest rate derivatives	(36)	(36)	(30)	1	–	(7)	–
Foreign exchange derivatives	(64)	(74)	(74)	–	–	–	–
Cross currency interest rate swaps	(61)	76	15	4	3	10	44
Commodity derivatives	(149)	(147)	(154)	7	–	–	–
Equity derivatives	248	248	210	38	–	–	–
	<b>(62)</b>	<b>67</b>	<b>(33)</b>	<b>50</b>	<b>3</b>	<b>3</b>	<b>44</b>
Of which: directly related to cash flow hedges	(66)	26	(61)	4	7	32	44

### G. Capital Management

AB InBev is continuously optimizing its capital structure targeting to maximize shareholder value while keeping the desired financial flexibility to execute the strategic projects. AB InBev's capital structure policy and framework aims to optimize shareholder value through cash flow distribution to the company from its subsidiaries, while maintaining an investment-grade rating and minimizing investments with returns below AB InBev's weighted average cost of capital. Besides the statutory minimum equity funding requirements that apply to the company's subsidiaries in the different countries, AB InBev is not subject to any externally imposed capital requirements. When analyzing AB InBev's capital structure the company uses the same debt/equity classifications as applied in the company's IFRS reporting.

### H. Fair value

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. In conformity with IAS 39 all derivatives are recognized at fair value in the balance sheet.

The fair value of derivative financial instruments is either the quoted market price or is calculated using pricing models taking into account current market rates.

The fair value of these instruments generally reflects the estimated amount that AB InBev would receive on the settlement of favorable contracts or be required to pay to terminate unfavorable contracts at the balance sheet date, and thereby takes into account any unrealized gains or losses on open contracts.

<sup>1</sup>"Carrying amount" refers to net book value as recognized in the balance sheet at each reporting date.

The following table summarizes for each type of derivative the fair values recognized as assets or liabilities in the balance sheet:

Million US dollar	Assets		Liabilities		Net	
	2014	2013	2014	2013	2014	2013
<b>Foreign currency</b>						
Forward exchange contracts	420	200	(652)	(322)	(232)	(122)
Foreign currency futures	72	36	(117)	(29)	(45)	7
Other foreign currency derivatives	–	51	–	–	–	51
<b>Interest rate</b>						
Interest rate swaps	41	39	(8)	(75)	33	(36)
Cross currency interest rate swaps	379	100	(60)	(161)	319	(61)
<b>Commodities</b>						
Aluminum swaps	17	11	(53)	(100)	(36)	(89)
Sugar futures	2	1	(27)	(22)	(25)	(21)
Wheat futures	47	14	(16)	(19)	31	(5)
Other commodity derivatives	8	27	(144)	(61)	(136)	(34)
<b>Equity</b>						
Equity derivatives	1 258	248	–	–	1 258	248
	<b>2 244</b>	<b>727</b>	<b>(1 077)</b>	<b>(789)</b>	<b>1 167</b>	<b>(62)</b>

The following table summarizes the carrying amounts of the fixed rate interest-bearing financial liabilities and their fair value. The fair value was assessed using common discounted cash-flow method based on market conditions existing at the balance sheet date. Therefore, the fair value of the fixed interest-bearing liabilities is within level 2 of the fair value hierarchy as set forth by IFRS 13 – *Fair value measurement*. Floating rate interest-bearing financial liabilities and all trade and other receivables and payables, including derivatives financial instruments, have been excluded from the analysis as their carrying amounts are a reasonable approximation of their fair values:

Interest-bearing financial liabilities Million US dollar	2014		2013	
	Carrying amount <sup>1</sup>	Fair value	Carrying amount <sup>1</sup>	Fair value
<b>Fixed rate</b>				
Argentinean peso	(37)	(37)	–	–
Brazilian real	(595)	(591)	(611)	(624)
Canadian dollar	(1 548)	(1 580)	(1 682)	(1 685)
Dominican peso	(23)	(23)	(20)	(20)
Euro	(10 246)	(11 373)	(10 055)	(10 577)
Pound sterling	(2 816)	(3 534)	(3 031)	(3 615)
Swiss franc	–	–	(673)	(687)
US dollar	(33 312)	(37 646)	(31 195)	(35 028)
Other	(8)	(8)	(7)	(7)
	<b>(48 585)</b>	<b>(54 792)</b>	<b>(47 274)</b>	<b>(52 243)</b>

As required by IFRS 13 *Fair value measurement*, the following table provides an analysis of financial instruments that are measured subsequent to initial recognition at fair value, grouped into Levels 1 to 3 based on the degree to which the fair value is observable.

- Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3 fair value measurements are those derived from valuation techniques for which the lowest level of input that is significant to the fair value measurement is unobservable.

<sup>1</sup>“Carrying amount” refers to net book value as recognized in the balance sheet at each reporting date.

Fair value hierarchy 2014 Million US dollar	Quoted (unadjusted) prices - level 1	Observable market inputs - level 2	Unobservable market inputs - level 3
<b>Financial Assets</b>			
Held for trading (non-derivatives)	301	–	–
Derivatives at fair value through profit and loss	37	1 352	–
Derivatives in a cash flow hedge relationship	11	369	–
Derivatives in a fair value hedge relationship	–	140	–
Derivatives in a net investment hedge relationship	34	301	–
	<b>383</b>	<b>2 162</b>	<b>–</b>
<b>Financial Liabilities</b>			
Deferred consideration on acquisitions at fair value	–	–	1 268
Derivatives at fair value through profit and loss	65	459	–
Derivatives in a cash flow hedge relationship	89	336	–
Derivatives in a fair value hedge relationship	–	18	–
Derivatives in a net investment hedge relationship	19	91	–
	<b>173</b>	<b>904</b>	<b>1 268</b>

Fair value hierarchy 2013 Million US dollar	Quoted (unadjusted) prices - level 1	Observable market inputs - level 2	Unobservable market inputs - level 3
<b>Financial Assets</b>			
Held for trading (non-derivatives)	123	–	–
Derivatives at fair value through profit and loss	27	412	–
Derivatives in a cash flow hedge relationship	100	119	–
Derivatives in a fair value hedge relationship	–	25	–
Derivatives in a net investment hedge relationship	–	44	–
	<b>250</b>	<b>600</b>	<b>–</b>
<b>Financial Liabilities</b>			
Deferred consideration on acquisitions at fair value	–	–	1 111
Derivatives at fair value through profit and loss	16	392	–
Derivatives in a cash flow hedge relationship	69	216	–
Derivatives in a fair value hedge relationship	–	68	–
Derivatives in a net investment hedge relationship	13	15	–
	<b>98</b>	<b>691</b>	<b>1 111</b>

#### Derivative instruments

The fair value of exchange traded derivatives (e.g. exchange traded foreign currency futures) is determined by reference to the official prices published by the respective exchanges (e.g. the New York Board of Trade). The fair value of over-the-counter derivatives is determined by commonly used valuation techniques. These are based on market inputs from reliable financial information providers.

#### Non-derivative financial liabilities

As part of the shareholders agreement between Ambev and E. León Jimenes S.A., following the acquisition of Cervecería Nacional Dominicana S.A. ("CND"), a put and call option is in place which may result in Ambev acquiring additional shares in CND. As of 31 December 2014, the put option was valued 1 239m US dollar (2013: 1 076m US dollar) and recognized as a deferred consideration on acquisitions at fair value in "level 3" category above. The variance is mainly explained by accretion and foreign exchange expenses as well as fair value losses. No value was allocated to the call option. The fair value of such deferred consideration is calculated based on commonly-used valuation techniques (i.e. net present value of future principal and interest cash flows discounted at market rate). These are based on market inputs from reliable financial information providers. As the put option may be exercised in the short-term, a portion of the liability is presented as a current liability.

Fair values determined by reference to prices provided by reliable financial information providers are periodically checked for consistency against other pricing sources.

**I. Offsetting financial assets & financial liabilities**

The following financial assets and liabilities are subject to offsetting, enforceable master netting agreements and similar agreements:

Million US dollar	2014					
	Amounts offset			Amounts not offset		Net
	Gross amounts	Gross amounts offset	Net amounts presented	Financial instruments	Cash collateral pledged/ (received)	
Derivative assets	2 244	–	2 244	(922)	(293)	1 029
Derivative liabilities	(1 077)	–	(1 077)	922	19	(136)

Million US dollar	2013					
	Amounts offset			Amounts not offset		Net
	Gross amounts	Gross amounts offset	Net amounts presented	Financial instruments	Cash collateral pledged/ (received)	
Derivative assets	727	–	727	(601)	–	126
Derivative liabilities	(789)	–	(789)	601	21	(167)

For the financial assets and liabilities subject to enforceable master netting agreements or similar agreements above, each agreement between the company and the counterparty allows for net settlement of the relevant financial assets and liabilities when both elect to settle on a net basis. In the absence of such election, financial assets and liabilities will be settled on a gross basis, however, each party to the master net agreement will have the option to settle all such amounts on a net basis in the event of default of the other part.

**28. Operating Leases**

Non-cancelable operating leases are payable and receivable as follows:

Million US dollar	2014					
	Pub leases		Other operational leases			Net lease obligations
	Lessee	Sublease	Lessee	Sublease	Lessor	
Less than one year	(121)	83	(107)	36	3	(106)
Between one and two years	(118)	79	(89)	28	2	(98)
Between two and three years	(115)	75	(70)	24	3	(83)
Between three and five years	(214)	140	(90)	34	4	(126)
More than five years	(704)	186	(118)	21	15	(600)
	<b>(1 272)</b>	<b>563</b>	<b>(474)</b>	<b>143</b>	<b>27</b>	<b>(1 013)</b>

Million US dollar	2013					
	Pub leases		Other operational leases			Net lease obligations
	Lessee	Sublease	Lessee	Sublease	Lessor	
Less than one year	(121)	94	(152)	40	3	(136)
Between one and two years	(117)	90	(116)	31	3	(109)
Between two and three years	(113)	85	(86)	27	3	(84)
Between three and five years	(209)	158	(123)	38	6	(130)
More than five years	(826)	210	(164)	22	7	(751)
	<b>(1 386)</b>	<b>637</b>	<b>(641)</b>	<b>158</b>	<b>22</b>	<b>(1 210)</b>

Following the sale of Dutch and Belgian pub real estate to Cofinimmo in October 2007, AB InBev entered into lease agreements of 27 years. These operating leases maturing in November 2034 represent an undiscounted obligation of 1 272m US dollar. The pubs leased from Cofinimmo are subleased for an average outstanding period of 6 to 8 years and represent an undiscounted right to receive 563m US dollar. These leases are subject to renewal after their expiration date. The impact of such renewal is not reported in the table above.

Furthermore, the company leases a number of warehouses, factory facilities and other commercial buildings under operating leases. The leases typically run for an initial period of five to ten years, with an option to renew the lease after that date. This represents an undiscounted obligation of 474m US dollar. Lease payments are increased annually to reflect market rentals. None of the leases include contingent rentals. Also in this category AB InBev has sublet some of the leased properties, representing an undiscounted right of 143m US dollar.

At 31 December 2014, 276m US dollar was recognized as an expense in the income statement in respect of operating leases as lessee (2013: 255m US dollar), while 148m US dollar was recognized as income in the income statement in respect of subleases (2013: 141m US dollar).

The company also leases out part of its own property under operating leases. At 31 December 2014, 23m US dollar was recognized as income in the income statement in respect of operating leases as lessor (2013: 7m US dollar).

## 29. Collateral and Contractual Commitments for the Acquisition of Property, Plant and Equipment, Loans to Customers and other

Million US dollar	2014	2013
Collateral given for own liabilities	641	559
Collateral and financial guarantees received for own receivables and loans to customers	193	57
Contractual commitments to purchase property, plant and equipment	647	591
Contractual commitments to acquire loans to customers	13	26
Other commitments	1 801	1 021

The collateral given for own liabilities of 641m US dollar at 31 December 2014 contains 198m US dollar cash guarantees. Such cash deposits are a customary feature associated with litigations in Brazil: in accordance with Brazilian laws and regulations a company may or must (depending on the circumstances) place a deposit with a bank designated by the court or provide other security such as collateral on property, plant and equipment. With regard to judicial cases, AB InBev has made the appropriate provisions in accordance with IAS 37 *Provisions, Contingent Liabilities and Contingent Assets* – see also Note 25 *Provisions*. In the company's balance sheet the cash guarantees are presented as part of other receivables – see Note 19 *Trade and other receivables*. The remaining part of collateral given for own liabilities (443m US dollar) contains collateral on AB InBev's property in favor of the excise tax authorities, the amount of which is determined by the level of the monthly excise taxes due, inventory levels and transportation risk, and collateral on its property, plant and equipment with regard to outstanding loans. To the extent that AB InBev would not respect its obligations under the related outstanding contracts or would lose the pending judicial cases, the collateralized assets would be used to settle AB InBev's obligations.

To keep AB InBev's credit risk with regard to receivables and loans to customers as low as possible collateral and other credit enhancements were obtained for a total amount of 193m US dollar at 31 December 2014. Collateral is held on both real estate and debt securities while financial guarantees are obtained from banks and other third parties.

AB InBev has entered into commitments to purchase property, plant and equipment for an amount of 647m US dollar at 31 December 2014.

In a limited number of countries AB InBev has committed itself to acquire loans to customers from banks at their notional amount if the customers do not respect their reimbursement commitments towards the banks. The total outstanding amount of such loans is 13m US dollar at 31 December 2014.

Other commitments amount to 1 801m US dollar at 31 December 2014 and mainly cover guarantees given to pension funds, rental and other guarantees.

As at 31 December 2014, the following M&A related commitments existed with respect to the combination with Grupo Modelo:

- In a transaction related to the combination of AB InBev and Grupo Modelo select Grupo Modelo shareholders committed, upon tender of their Grupo Modelo shares, to acquire 23 076 923 AB InBev shares to be delivered within 5 years for consideration of approximately 1.5 billion US dollar. The consideration was paid on 5 June 2013. Pending the delivery of the AB InBev shares, AB InBev will pay a coupon on each undelivered AB InBev share, so that the Deferred Share Instrument holders are compensated on an after tax basis, for dividends they would have received had the AB InBev shares been delivered to them prior to the record date for such dividend.
- On 7 June 2013, in a transaction related to the combination of AB InBev and Grupo Modelo, AB InBev and Constellation have entered into a three-year transition services agreement by virtue of which Grupo Modelo or its affiliates will provide certain transition services to Constellation to ensure a smooth operational transition of the Piedras Negras brewery. AB InBev and Constellation have also entered into a temporary supply agreement for an initial three-year term, whereby Constellation can purchase inventory from Grupo Modelo or its affiliates under a specified pricing until the Piedras Negras brewery business acquires the necessary capacity to fulfill 100 percent of the US demand.

In order to fulfil AB InBev's commitments under various outstanding stock option plans, AB InBev entered into stock lending arrangements for up to 13 million of its own ordinary shares. AB InBev shall pay any dividend equivalent, after tax in respect of the loaned securities. This payment will be reported through equity as dividend. As of 31 December 2014, 10 million loaned securities were used to fulfil stock option plan commitments.

### 30. Contingencies<sup>1</sup>

The company has contingencies for which, in the opinion of management and its legal counsel, the risk of loss is possible but not probable and therefore no provisions have been recorded. Due to their nature, such legal proceedings and tax matters involve inherent uncertainties including, but not limited to, court rulings, negotiations between affected parties and governmental actions, and as a consequence AB InBev management cannot at this stage estimate the likely timing of resolution of these matters. The most significant contingencies are discussed below.

#### Ambev tax matters

As of 31 December 2014, AB InBev's material tax proceedings related to Ambev and its subsidiaries. Estimates of amounts of possible loss are as follows:

Million US dollar	31 December 2014	31 December 2013
Income tax and social contribution	4 874	4 352
Value-added and excise taxes	2 127	1 625
Other taxes	115	155
	<b>7 116</b>	<b>6 132</b>

The most significant tax proceedings of Ambev are discussed below.

#### Income tax and social contribution

During the first quarter 2005, certain subsidiaries of Ambev received a number of assessments from Brazilian federal tax authorities relating to profits of its foreign subsidiaries. In December 2008, the Administrative Court decided on one of the tax assessments relating to earnings of Ambev's foreign subsidiaries. This decision was partially favorable to Ambev, and in connection with the remaining part, Ambev filed an appeal to the Upper House of the Administrative Court and is awaiting its decision. With respect to another tax assessment relating to foreign profits, the Administrative Court rendered a decision favorable to Ambev in September 2011. In December 2013, Ambev received another tax assessment related to profits of its foreign subsidiaries. As of 31 December 2014, Ambev management estimates the exposure of approximately 4.2 billion Brazilian real (1.6 billion US dollar) as a possible risk, and accordingly has not recorded a provision for such amount, and approximately 35m Brazilian real (13m US dollar) as a probable loss.

In December 2011, Ambev received a tax assessment related to the goodwill amortization resulting from the Inbev Holding Brasil S.A. merger with Ambev. In November 2014 the Lower Administrative Court concluded the judgment and now Ambev awaits the publication of the decision. As this decision was partly favorable, Ambev will present an appeal to the Upper Administrative Court after such publication. Ambev management estimates the amount of possible losses in relation to this assessment to be approximately 4.3 billion Brazilian real (1.6 billion US dollar) as of 31 December 2014. Ambev has not recorded any provision in connection therewith. In the event Ambev would be required to pay these amounts, Anheuser-Busch InBev SA/NV will reimburse Ambev the amount proportional to the benefit received by Anheuser-Busch InBev SA/NV pursuant to the merger protocol, as well as the respective costs.

In October 2013, Ambev also received a tax assessment related to the goodwill amortization resulting from the merger of QUINSA S.A. into Ambev. Ambev filed a defense in November 2013. In December 2014, Ambev filed an appeal against the unfavorable first level administrative decision published in November 2014. Ambev management estimates the amount of possible losses in relation to this assessment to be approximately 1.2 billion Brazilian real (0.5 billion US dollar) as of 31 December 2014. Ambev has not recorded any provision in connection therewith.

Ambev and certain of its subsidiaries received a number of assessments from Brazilian federal tax authorities relating to the consumption of income tax losses in relation to company mergers. After a decision by the CARF and a related appeal presented by the tax authorities on one of those assessments, Ambev management estimates the total exposures of possible losses in relation to these assessments to be approximately of 419m Brazilian real (158m US dollar) as of 31 December 2014.

In December 2014, Ambev received a tax assessment from the Brazilian Federal Tax Authorities related to the disallowance of alleged non-deductible expenses and the deduction of certain losses mainly associated to financial investments and loans. The defense was presented on 27 January 2015. Ambev management estimates the amount of possible losses in relation to this assessment to be approximately 1.2 billion Brazilian real (0.5 billion US dollar) as of 31 December 2014. Ambev has not recorded any provision in connection therewith.

#### ICMS value added tax, ipi excise tax and taxes on net sales

In Brazil, goods manufactured within the Manaus Free Trade Zone intended for consumption elsewhere in Brazil are exempt from IPI excise tax. Ambev's subsidiaries have been registering IPI excise tax presumed credits upon the acquisition of exempted inputs manufactured therein. Since 2009, Ambev has been receiving a number of tax assessments from the Brazilian Federal Tax Authorities relating to the disallowance

<sup>1</sup> Amounts have been converted to US dollar at the closing rate of the respective period.

of such presumed credits and other IPI credits, which are under discussion. Ambev management estimates the possible losses related to these assessments to be approximately 917m Brazilian real (345m US dollar) as of 31 December 2014. Ambev has not recorded any provision in connection therewith.

In 2014, Ambev received tax assessments from the Brazilian Federal Tax Authorities relating to IPI excise tax, supposedly due over remittances of manufactured goods to other related factories, for which the decision from the Upper House of the Administrative Court is still pending. Ambev management estimates the possible losses related to these assessments to be approximately 510m Brazilian real (192m US dollar) as of 31 December 2014. Ambev has not recorded any provision in connection therewith. In 7 January 2015, Ambev received a new tax assessment related to this issue in the amount of 568m Brazilian real (214m US dollar), also considered a possible loss.

Ambev is currently challenging tax assessments from the States of São Paulo, Rio de Janeiro and Minas Gerais, which question the legality of tax credits arising from existing tax incentives received by Ambev in other States. In August 2014, Ambev received other tax assessments related to the same issue. Ambev management estimates the possible losses related to these assessments to be approximately 1.0 billion Brazilian real (390m US dollar) as of 31 December 2014. Ambev has not recorded any provision in connection therewith.

Ambev is currently party to legal proceedings with the State of Rio de Janeiro where it is challenging such State's attempt to assess ICMS with respect to unconditional discounts granted by Ambev from January 1996 to February 1998. These proceedings are currently before the Superior Court of Justice and the Brazilian Supreme Court. In November 2013, Ambev received a similar tax assessments issued by the State of Pará. Ambev management estimates the total exposure in relation to the matter to be approximately 820m Brazilian real (309m US dollar) as of 31 December 2014, of which 704m Brazilian real (265m US dollar) are considered as possible losses, and accordingly Ambev has not recorded a provision for such amount, and approximately 116m Brazilian real (44m US dollar) as a probable loss.

#### **Other tax matters**

During 2014, Anheuser-Busch InBev Worldwide Inc. received a net proposed tax assessment from the United States federal tax authorities (IRS) of 0.3 billion US dollar predominantly involving certain inter-company transactions, related to tax returns for the years 2008 and 2009. Anheuser-Busch InBev Worldwide Inc. has filed protests with the IRS and intends to vigorously defend its position.

#### **Warrants**

Certain holders of warrants issued by Ambev in 1996 for exercise in 2003 proposed lawsuits to subscribe correspondent shares for an amount lower than Ambev considers as established upon the warrant issuance. In case Ambev loses the totality of these lawsuits, the issuance of 172,831,575 shares would be necessary. Ambev would receive in consideration funds that are materially lower than the current market value. This could result in a dilution of about 1% to all Ambev shareholders. Furthermore, the holders of these warrants are claiming that they should receive the dividends relative to these shares since 2003, approximately 572m Brazilian real (215m US dollar) in addition to legal fees. Ambev disputes these claims and intends to continue to vigorously defend its case.

#### **Antitrust matters**

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 had, as its main purpose, the investigation of Ambev's conduct in the market, in particular its customer loyalty program known as "Tô Contigo," 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 had already been substantially incorporated into the then-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 was issued, the proceeding was sent to CADE, which issued a ruling that, among other things, imposed a fine in the amount of 353m Brazilian real (133m US dollar). Ambev believes that CADE's decision was without merit and thus has challenged it before the federal courts, which have ordered the suspension of the fine and other parts of the decision upon its posting of a guarantee. Ambev has already rendered a court bond (letter of credit) for this purpose. According to the opinion of Ambev's management, a loss is possible (but not probable), and therefore Ambev has not established a provision in its financial statements. This possible loss is expected to be limited to the aforementioned fine (which reached 524m Brazilian Real (197m US dollar) as of 31 December 2014, reflecting adjustment for inflation and accrued interests and additional legal fees in connection with this matter. Ambev is also involved in other administrative proceedings before CADE and SDE, relating to the investigation of certain conduct, none of which the company believes contravenes applicable competition rules and regulations.

In August 2011, the German Federal Cartel Office (Bundeskartellamt) launched an investigation against several breweries and retailers in Germany in connection with an allegation of anticompetitive vertical price maintenance by breweries vis-à-vis their trading partners in Germany. Depending on the outcome of the investigation, the company may face fines. The company is taking the appropriate steps in the pending proceedings but has not recorded any provisions for any potential fines at this point in time, as AB InBev management does not know whether the company will eventually face any such fines and, in any event, cannot at this stage reliably estimate the appropriate amount. In addition, the company cannot at this stage estimate the likely timing of the resolution of this matter.

On 12 December 2014, claimants in Canada brought a lawsuit against the Liquor Control Board of Ontario, Brewers Retail Inc. (The Beer Store) and the owners of Brewers Retail Inc. (Molson Coors Canada, Sleeman Breweries Ltd. and Labatt Breweries of Canada LP). The lawsuit, brought pursuant to the Ontario Class Proceedings Act in the Ontario Superior Court of Justice, seeks, among other things: a declaration that the defendants conspired and agreed with each other to allocate sales, territories, customers or markets for the supply of beer sold in Ontario since June 1, 2000, and a declaration that the owners of Brewers Retail Inc. conspired and agreed to fix, increase and/or maintain prices charged to Ontario licensees (on-trade) for beer and the fees charged by The Beer Store to other competitive brewers who wished to sell their products through The Beer Store. The claimants are seeking damages not exceeding 1.4 billion Canadian dollar (1.2 billion US dollar) and punitive, exemplary and aggravated damages of 5 million Canadian dollar. The company believes that there are strong defenses and, accordingly, has not recorded any provision in connection therewith.

### 2009 Dispositions pension litigation

On 1 December 2009, AB InBev and several of its related companies were sued in Federal Court in the Eastern District of Missouri in a lawsuit styled Richard F. Angevine v. AB InBev, et al. The plaintiff sought to represent a class of certain employees of Busch Entertainment Corporation, which was divested on 1 December 2009, and the four Metal Container Corporation plants which were divested on 1 October 2009. He also sought to represent certain employees of any other subsidiary of Anheuser-Busch Companies, Inc. (ABC) which were divested on 1 October 2009. The lawsuit contained claims that the class was entitled to enhanced retirement benefits under sections 4.3 and 19.11(f) of the Anheuser-Busch Companies' Salaried Employees' Pension Plan (the "Plan"). Specifically, plaintiff alleged that the divestitures resulted in his "involuntarily termination" from "ABC and its operating division and subsidiaries" within three years after the 18 November 2008 ABC/InBev merger, which allegedly triggered the enhanced benefits under the Plan. The lawsuit claimed that by failing to provide the class members with these enhanced benefits, AB InBev, et al. breached their fiduciary duties under ERISA. The complaint sought punitive damages and attorneys' fees. On 16 July 2010, the Court ruled that the claims for breach of fiduciary duty and punitive damages were not proper. The Court also found that Angevine did not exhaust his administrative remedies, which he must first do before filing a lawsuit. Angevine filed an appeal of this ruling with the Eighth Circuit Court of Appeals. On 22 July 2011, the Court of Appeals affirmed the decision of the lower court. No further appeals were filed.

On 15 September 2010, AB InBev and several of its related companies were sued in Federal Court for the Southern District of Ohio in a lawsuit entitled Rusby Adams et al. v. AB InBev et al. This lawsuit was filed by four employees of Metal Container Corporation's facilities ("MCC") in Columbus, Ohio, Gainesville, Florida, and Ft. Atkinson, Wisconsin that were divested on 1 October 2009. Similar to the Angevine lawsuit, these plaintiffs seek to represent a class of participants of the Anheuser-Busch Companies' Inc. Salaried Employees' Pension Plan (the "Plan") who had been employed by subsidiaries of Anheuser-Busch Companies, Inc. that had been divested during the period of 18 November 2008 and 17 November 2011. The plaintiffs also allege claims similar to the Angevine lawsuit: (1) that they are entitled to benefits under section 19.11(f) of the Plan; and (2) that the denial of benefits was a breach of fiduciary duty. AB InBev believed that it had defenses to these claims, and filed a motion to dismiss. On 25 April 2011, the Court dismissed the breach of fiduciary duty claims, and the only remaining claim is for benefits under section 19.11(f). On 28 March 2012, the Court certified that the case could proceed as a class action comprised of former employees of the divested MCC operations. On 9 January 2013, the Court granted AB InBev's motion for Judgment on the Administrative Record. The plaintiffs appealed this decision on 5 February 2013. On 11 July 2014, the Court of Appeals for the 6th Circuit reversed the lower court and remanded the case for judgment against AB InBev. On 16 September 2014, AB InBev's Motion for Rehearing En Banc was denied. A Final Order and Judgment was then entered by the District Court on 24 December 2014, which ordered the Plan to provide the enhanced pension benefit under Section 19.11(f) to members of the certified class. The company believes that the total amount of the enhanced pension benefit is approximately 8m US dollar. Plaintiffs are in the process of preparing their attorneys' fee application.

On 10 January 2012, a class action complaint asserting claims very similar to those asserted in the Angevine lawsuit was filed in Federal Court for the Eastern District of Missouri, styled Nancy Anderson et al. v. Anheuser-Busch Companies Pension Plan et al. Unlike the Angevine case, however, the plaintiff in this matter alleges complete exhaustion of all administrative remedies. The company filed a motion to dismiss on 9 October 2012. This was still pending when the Court allowed the complaint to be amended on 19 November 2012 to name four new plaintiffs. AB InBev filed a motion to dismiss on 17 December 2012. While this motion was pending, on 11 March 2013 the Court consolidated the case with the Knowlton case (see below) which had been transferred from California to Missouri.

On 10 October 2012, another class action complaint was filed against Anheuser-Busch Companies, LLC, Anheuser-Busch Companies Pension Plan, Anheuser-Busch Companies Pension Plan Appeals Committee and the Anheuser-Busch Companies Pension Plans Administrative Committee by Brian Knowlton, an employee of the divested Busch Entertainment Corporation ("BEC"). This complaint, filed in Federal Court in the Southern District of California, was amended on 12 October 2012. Like the other lawsuits, it claims that the employees of any divested assets were entitled to enhanced retirement benefits under section 19.11(f) of the Plan. However, it specifically excludes the divested Metal Container Corporation facilities that have been included in the Adams class action. On 6 November 2012, the plaintiffs filed a motion asking the court to move the Anderson case to California to join it with the Knowlton case for discovery. The company filed a motion to dismiss/motion to transfer the case to Missouri on 12 November 2012, which was granted on 30 January 2013. As outlined above, on 11 March 2013, the Knowlton case was then consolidated in Missouri with the Anderson case. On 19 April 2013 a consolidated complaint was filed, and a Motion to Dismiss was filed by the company on 10 May 2013. On 30 October 2013, the court dismissed the breach of fiduciary claims, and an answer was filed on 13 November 2013. On 19 November 2013, plaintiffs amended one count of the consolidated complaint. On 16 May 2014, the Court granted class certification. The class consists of divested BEC employees. On 10 November 2014, Plaintiffs filed a Motion for Judgment on the Pleadings based on the decision by the Sixth Circuit Court of Appeals in the Adams case.

### 31. 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 – see also Note 23 *Employee Benefits*. Finally, key management personnel are eligible for the company's share option; restricted stock and/or share swap program (refer Note 24 *Share-based Payments*). Total directors and executive board management compensation included in the income statement can be detailed as follows:

Million US dollar	2014		2013	
	Directors	Executive board management	Directors	Executive board management
Short-term employee benefits	2	21	2	22
Post-employment benefits	–	2	–	2
Other long-term employee benefits	–	1	–	–
Share-based payments	3	73	3	66
	<b>5</b>	<b>97</b>	<b>5</b>	<b>90</b>

Directors' compensation consists mainly of directors' fees. During 2014, AB InBev acquired, through a subsidiary of Grupo Modelo, information technology and infrastructure services for a consideration of approximately 9m US dollar from a company in which one of the company's Board Member had significant influence as of 31 December 2014. AB InBev also sold real estate from a non-consolidated, non-profit affiliate of Grupo Modelo to one of its Board Members for a consideration of approximately 28m US dollar, a price corresponding to the average of two independent external valuation reports. With the exception of the abovementioned transactions, key management personnel were not engaged in any transactions with AB InBev and did not have any significant outstanding balances with the company.

#### Jointly controlled entities

Significant interests in joint ventures include two entities in Brazil, two in China, one in Mexico and one in UK. None of these joint ventures are material to the company. Aggregate amounts of AB InBev's interest are as follows:

Million US dollar	2014	2013
Non-current assets	2	101
Current assets	4	57
Non-current liabilities	–	67
Current liabilities	5	115
Result from operations	6	24
Profit attributable to equity holders of AB InBev	3	11

Effective 1 January 2014, the company discontinued the proportional consolidation of certain operations. – see also Note 4 *Use of estimates and judgments*.

#### Transactions with associates

AB InBev's transactions with associates were as follows:

Million US dollar	2014	2013
Gross profit	(92)	31
Current assets	2	6
Current liabilities	11	32

#### Transactions with pension plans

AB InBev's transactions with pension plans mainly comprise 12m US dollar other income from pension plans in US and 5m US dollar other income from pension plans in Brazil.

#### Transactions with government-related entities

AB InBev has no material transactions with government-related entities.

## 32. Events after the Balance Sheet Date

### Share buyback program

The Board of Directors has approved a share buyback program for an amount of one billion US dollar, which will be conducted during the course of 2015. The company's current intention is to use the shares acquired to fulfil its various share delivery commitments under the stock ownership plan. The program will be executed under the powers granted at the General Meeting of Shareholders on 30 April 2014.

### AB InBev Indian operations

In February 2015, AB InBev announced the entry into an agreement with RJ Corp Limited under which AB InBev will exit the Indian joint venture with RJ Corp Limited and staff and operations of the joint venture will be moved to Crown Beers India Private Limited, a wholly-owned subsidiary of AB InBev. Later in February 2015, AB InBev exited the Indian joint venture. Following a transition period into mid-2015, AB InBev will operate independently in India via Crown Beers India Private Limited.

### 33. AB InBev Companies

Listed below are the most important AB InBev companies. A complete list of the company's investments is available at AB InBev NV, Brouwerijplein 1, B-3000 Leuven, Belgium. The total number of companies consolidated (fully, proportional and equity method) is 439.

#### List of most important fully consolidated companies

Name and registered office of fully consolidated companies	% of economic interest as at 31 December 2014
<b>Argentina</b>	
CERVECERIA Y MALTERIA QUILMES SAICA y G - Charcas 5160 - Buenos Aires	61.84
<b>Belgium</b>	
AB InBev NV – Grote Markt 1 - 1000 - Brussel	Consolidating Company
BRASSERIE DE L'ABBAYE DE LEFFE S.A. - Place de l'Abbaye 1 - 5500 - Dinant	98.54
BROUWERIJ VAN HOEGAARDEN N.V. - Stoopkensstraat 46 - 3320 - Hoegaarden	100.00
COBREW N.V. - Brouwerijplein 1 - 3000 - Leuven	100.00
INBEV BELGIUM N.V. - Industrielaan 21 - 1070 - Brussel	100.00
<b>Bolivia</b>	
CERVECERIA BOLIVIANA NACIONAL S.A. - Av. Montes 400 and Chuquisaca Street - La Paz	61.84
<b>Brazil</b>	
CIA DE BEBIDAS DAS AMERICAS - AMBEV BRASIL - Rua Dr. Renato Paes de Barros, 1017, 4° Andar (parte), cj. 44 e 42 - Itaim Bibi, Sao Paulo	61.84
<b>Canada</b>	
LABATT BREWING COMPANY LIMITED - 207 Queen's Quay West, Suite 299 - M5J 1A7 - Toronto	61.84
<b>Chile</b>	
CERVECERIA CHILE S.A. - Av. Presidente Eduardo Frei Montalva 9600 - Quilicura	61.84
<b>China</b>	
ANHEUSER-BUSCH INBEV (WUHAN) BREWING COMPANY LIMITED - Shangshou, Qin Duan Kou, Hanyang Area, Wuhan, Hubei Province	97.06
ANHEUSER-BUSCH INBEV HARBIN BREWERY COMPANY LIMITED - 20 Youfang Street - Xiangfang District - Harbin, Heilongjiang Province	100.00
ANHEUSER-BUSCH INBEV (ZHOSHAN) BREWERY Co., Ltd. - No.1 Linggang Yi Road, Linggang industrial area, Dinghai District - Zhou Shan	100.00
INBEV BAISHA (HUNAN) BREWERY CO LTD - No. 304 Shao Shan Zhong Lu - Changsha	100.00
INBEV DOUBLE DEER GROUP CO LTD - 419 Wu Tian Street - Wenzhou	55.00
INBEV JINLONGQUAN (HUBEI) BREWERY CO LTD - 89 Chang Ning Street - Jingmen	60.00
INBEV JINLONGQUAN (XIAOGAN) BREWERY CO LTD - No. 198 Chengzhan Street - Xiaogan	60.00
INBEV KK (NINGBO) BREWERY CO LTD - Jinjiang Zhen, 315000 - Ningbo	100.00
INBEV SEDRIN BREWERY Co, Ltd - No.2 factory Xialin Cun, Chen Xiang district, PuTian City, Fujian Province	100.00
ANHEUSER-BUSCH INBEV (TAIZHOU) BREWERY CO., LTD. - 159, Qi Xia Dong Road - Cheng Guan, Tiantai County	100.00
ANHEUSER-BUSCH INBEV (NINGBO) BREWERY CO., LTD. - Jinjiang Zhen, - 315000 - Ningbo, Zhejiang Province	100.00
ANHEUSER-BUSCH INBEV (NANJING) BREWERY CO., LTD.- Qi Li Qiao, Jiang Pu district, -211800- Nanjing	100.00
Siping Ginsber Draft Beer Co Ltd-XianMaQuan area,TieDong district,ShiPing city,JiLin province,Hebei, China	100.00
JIANGSHU BIG BOSS CO.,LTD. No. 666 Zhaoxia road, High technical develop District, Nantong city	100.00
YANCHENG BIG BOSS CO.,LTD. West Shou of South huan road, Gongyeyuan district, Dazhong town, Dafeng city	100.00
SUZHOU BIG BOSS CO.,LTD. No. 12 East Jiaotong Road, Lili town, Wujiang District, Suzhou city	100.00

Name and registered office of fully consolidated companies	% of economic interest as at 31 December 2014
<b>Czech Republic</b>	
Pivovar Samson a.s. - V parku 2326/18, Chodov, 148 00 Praha 4, Česká republika	100.00
<b>Dominican Republic</b>	
CND - Cervecería Nacional Dominicana, Autopista 30 de Mayo, Distrito Nacional, RD	34.01
<b>Ecuador</b>	
COMPAÑIA CERVECERA AMBEV ECUADOR S.A. - Km 14.5 Via a Daule S/N y Av. Las Iguanas, Guayaquil	61.84
<b>France</b>	
AB - INBEV FRANCE S.A.S. 38 Allée Vauban 59110 La Madeleine	100.00
<b>Germany</b>	
BRAUEREI BECK GmbH & CO. KG - Am Deich 18/19 - 28199 - Bremen	100.00
BRAUEREI DIEBELS GmbH & CO. KG - Brauerei-Diebels-Strasse 1 - 47661 - Issum	100.00
BRAUERGILDE HANNOVER AG - Hildesheimer Strasse 132 - 30173 - Hannover	100.00
HAAKE-BECK BRAUEREI GmbH & Co. KG - Am Deich 18/19 - 28199 - Bremen	99.96
HASSERÖDER BRAUEREI GmbH - Auerhahnring 1 - 38855 - Wernigerode	100.00
ANHEUSER-BUSCH INBEV GERMANY HOLDING GmbH - Am Deich 18/19 - 28199 - Bremen	100.00
SPATEN - FRANZISKANER - BRÄU GmbH - Marsstrasse 46 + 48 - 80335 - München	100.00
<b>Grand Duchy of Luxembourg</b>	
BRASSERIE DE LUXEMBOURG MOUSEL - DIEKIRCH - 1, Rue de la Brasserie - L-9214 - Diekirch	95.82
<b>India</b>	
CROWN BEERS INDIA LIMITED - #8-2-684/A, ROAD NO. 12 - BANJARA HILLS, HYDERABAD 500034 - ANDHRA PRADESH	100.00
<b>South Korea</b>	
ORIENTAL BREWERY CO., LTD - 151, Hyeondogongdan-ro, Seowon-gu Cheongju-si, Chungcheongbuk-do, South Korea	100.00
<b>Mexico</b>	
GRUPO MODELO, S.A.B. DE C.V. - JAVIER BARROS SIERRA 555 PISO 3 ZEDEC ED PLAZA SANTA FE DISTRITO FEDERAL C.P. 01210	98.87
<b>Paraguay</b>	
CERVECERIA PARAGUAYA S.A. - Ruta Villleta KM30 - Ypané	61.84
<b>Peru</b>	
COMPANIA CERVECERA AMBEV PERU SAC - Av Los Laureles Mza a lote 4 (Mirador 12 Carretera R. Priale) Lima - Luringancho	61.84
<b>Russia</b>	
OAOSUN INBEV - 28 Moscovskaya Street, Moscow region - 141600 - Klin	99.95
<b>The Netherlands</b>	
INBEV NEDERLAND N.V. - Ceresstraat 1 - 4811 CA - Breda	100.00
INTERBREW INTERNATIONAL B.V. - Ceresstraat 1 - 4811 CA - Breda	100.00
<b>Ukraine</b>	
PJSC SUN InBev Ukraine - 30V Fizkultury St - 03680 - Kyiv	98.29
<b>US</b>	
ANHEUSER-BUSCH COMPANIES, LLC. - One Busch Place - St. Louis, MO 63118	100.00
ANHEUSER-BUSCH INTERNATIONAL, INC. - One Busch Place - St. Louis, MO 63118	100.00
ANHEUSER-BUSCH PACKAGING GROUP, INC. - One Busch Place - St. Louis, MO 63118	100.00

Name and registered office of fully consolidated companies	% of economic interest as at 31 December 2014
<b>United Kingdom</b>	
BASS BEERS WORLDWIDE LIMITED - Porter Tun House, 500 Capability Green - LU1 3LS - Luton	100.00
INBEV UKLTD - Porter Tun House, 500 Capability Green - LU1 3LS - Luton	100.00
<b>Uruguay</b>	
CERVECERIA Y MALTERIA PAYSSANDU S.A. - Rambla Baltasar Brum, 2933 - 11800 - Payssandu	61.84
<b>Vietnam</b>	
ANHEUSER-BUSCH INBEV VIETNAM BREWERY COMPANY LIMITED/No.2 VSIP II-A, Street no. 28, Vietnam - Singapore II-A Industrial Park, Tan Uyen District, Binh Duong Province, Vietnam	100.00

# Information to our Shareholders

## Earnings, dividends, share and share price

	2014	2013	2012	2011	2010
Cash flow from operating activities (US dollar per share)	8.66	8.53	8.29	7.83	6.22
Normalized earnings per share (US dollar per share)	5.43	4.91	4.50	4.04	3.17
Dividend (euro per share)	3.00	2.05	1.70	1.20	0.80
Share price high (euro per share)	94.89	79.60	71.05	47.35	46.33
Share price low (euro per share)	69.14	63.44	46.10	33.85	33.50
Year-end share price (euro per share)	93.86	77.26	65.74	47.31	42.80
Weighted average number of ordinary shares (million shares)	1 634	1 617	1 600	1 595	1 592
Diluted weighted average number of ordinary shares (million shares)	1 665	1 650	1 628	1 614	1 611
Volume of shares traded (million shares)	397	423	486	652	588

## Information on the Auditors' Assignments and Related Fees

AB InBev's Statutory auditor is PricewaterhouseCoopers Bedrijfsrevisoren cvba, represented by Yves Vandenplas, engagement partner.

Base fees for auditing the annual financial statements of AB InBev and its subsidiaries are determined by the general meeting of shareholders after review and approval by the company's Audit Committee and Board of Directors.

Fees for 2014 in relation to services provided by PricewaterhouseCoopers Bedrijfsrevisoren amounted to 2 551k US dollar (2013: 3 743k US dollar), which was composed of audit services for the annual financial statements of 1 786k US dollar (2013: 1 864k US dollar), tax services of 171k US dollar (2013: 1 386k US dollar), audit related services of 397k US dollar (2013: 407k US dollar) and other services of 197k US dollar (2013: 86k US dollar). Audit related services mainly relate to services incurred in connection with rights and bonds issuance, interim dividends, responsible drinking certification and capital increases. Tax services mainly relate to services incurred in connection with expat services and other services mainly relate to services incurred in connection with Better World initiatives, all of which have been pre-approved by the company's Audit Committee.

Fees for 2014 in relation to services provided by other offices in the PricewaterhouseCoopers network amounted to 17 935k US dollar (2013: 18 006k US dollar), which was composed of audit services for the annual financial statements of 12 912k US dollar (2013: 11 804k US dollar), tax services of 3 754k US dollar (2013: 5 154k US dollar), audit related services of 167k US dollar (2013: 1 030k US dollar) and other services of 1 102k US dollar (2013: 18k US dollar).

## Financial Calendar

Publication of 2014 results	26 February 2015
Annual report 2014 available on <a href="http://www.ab-inbev.com">www.ab-inbev.com</a>	26 February 2015
General shareholders meeting	29 April 2015
Dividend: ex-coupon date	4 May 2015
Publication of first quarter results	6 May 2015
Publication of half year results	30 July 2015
Publication of third quarter results	30 October 2015

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## **Excerpt from the AB InBev NV Separate (Non-Consolidated) Financial Statements Prepared in Accordance with Belgian GAAP**

The following information is extracted from the separate Belgian GAAP financial statements of AB InBev NV. These separate financial statements, together with the management report of the Board of Directors to the general assembly of shareholders as well as the auditors' report, will be filed with the National Bank of Belgium within the legally foreseen time limits. These documents are also available on request from: AB InBev NV, Brouwerijplein 1, 3000 Leuven.

It should be noted that only the consolidated financial statements as set forth above present a true and fair view of the financial position and performance of the AB InBev group.

Since AB InBev NV is essentially a holding company, which recognizes its investments at cost in its non-consolidated financial statements, these separate financial statements present no more than a limited view of the financial position of AB InBev NV. For this reason, the Board of Directors deemed it appropriate to publish only an abbreviated version of the non-consolidated balance sheet and income statement prepared in accordance with Belgian GAAP as at and for the year ended 31 December 2014.

The statutory auditor's report is unqualified and certifies that the non-consolidated financial statements of AB InBev NV prepared in accordance with Belgian GAAP for the year ended 31 December 2014 give a true and fair view of the financial position and results of AB InBev NV in accordance with all legal and regulatory dispositions.

## Abbreviated Non-Consolidated Balance Sheet

Million euro	2014	2013
<b>Assets</b>		
<b>Non-current assets</b>		
Intangible assets	195	197
Property, plant and equipment	87	104
Financial assets	55 805	50 268
	<b>56 087</b>	<b>50 569</b>
<b>Current assets</b>	<b>10 905</b>	<b>10 410</b>
<b>Total assets</b>	<b>66 992</b>	<b>60 979</b>
<b>Equity and liabilities</b>		
<b>Equity</b>		
Issued capital	1 239	1 238
Share premium	13 186	13 178
Legal reserve	124	124
Reserves not available for distribution	279	38
Reserves available for distribution	242	483
Profit carried forward	20 941	24 084
	<b>36 011</b>	<b>39 145</b>
<b>Provisions and deferred taxes</b>	<b>325</b>	<b>166</b>
<b>Non-current liabilities</b>	<b>20 242</b>	<b>12 925</b>
<b>Current liabilities</b>	<b>10 414</b>	<b>8 743</b>
<b>Total equity and liabilities</b>	<b>66 992</b>	<b>60 979</b>

## Abbreviated Non-Consolidated Income Statement

Million euro	2014	2013
Operating income	850	806
Operating expenses	(634)	(474)
<b>Operating result</b>	<b>216</b>	<b>332</b>
Financial result	2 086	1 417
Impairment financial assets	(628)	–
<b>Result for the year available for appropriation</b>	<b>1 674</b>	<b>1 749</b>

# Glossary

**Aggregated weighted nominal tax rate**

The aggregated weighted nominal tax rate is based on the statutory corporate income tax rates applicable in the various countries.

**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, effective tax rate) 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 effective tax rate**

Effective tax rate adjusted for non-recurring items.

**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 estimated number of ordinary shares outstanding at the dividend record date, divided by normalized profit attributable to equity holders of AB InBev.

**Re-measurements of post-employee benefits**

Comprised of actuarial gains and losses, the effect of the asset ceiling (excluding net interest) and the return on plan assets (excluding net interest).

**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, curtailment gains and losses and year-over-year changes in accounting estimates and other assumptions that management does not consider as part of the underlying performance of the business.

**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-weighting factor.

**Working capital**

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

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