

English version  
Official versions are in French and Dutch



Limited Liability Company  
(*société anonyme/naamloze vennootschap*)

Grand'Place 1  
1000 Bruxelles

Register of Legal Entities No. 0.417.497.106

---

**SPECIAL REPORT OF THE BOARD OF DIRECTORS TO SHAREHOLDERS**  
**relating to the exclusion of the preferential subscription right**

---

prepared in accordance with Articles 596 and 598 of the Belgian Companies Code

Dear Shareholders,

In accordance with Articles 596 and 598 of the Belgian Companies Code, the Board of Directors has the pleasure in presenting this special report, justifying the proposal that shall be made to the Extraordinary Shareholders' Meeting convened on 26 April 2005, to exclude the shareholders' preferential subscription right in relation to the issue of 3,500,000 warrants by the same Extraordinary Shareholders' Meeting, as well as to indicate the incidence of such issue on the position of the shareholders.

Each warrant entitles its holder to subscribe to one ordinary share of InBev SA/NV ("**InBev**"), which shall grant the same rights as the existing InBev shares, notably with respect to the profits. The terms and conditions of such warrants are described in the document attached to this report.

The exercise price of the warrant amounts to the average closing stock price of the InBev share during the last 30 days preceding the day of issue and will therefore be determined on 25 April 2005.

The above-mentioned issue is in line with the Long-Term Incentive plan. The warrants will be issued mostly in favour of management executives as well as incidentally in favour of all InBev directors (for a maximum of 350,000 warrants).

*English version*

*Official versions are in French and Dutch*

In accordance with Article 598 of the Belgian Companies Code, the beneficiaries of the warrants, who are not staff members of InBev or of its subsidiaries are the following:

- Pierre Jean Everaert, InBev director
  - Allan Chapin, InBev director
  - Jean-Luc Dehaene, InBev director
  - Mark Winkelman, InBev director
  - Kees J. Storm, InBev director
  - Peter Harf, InBev director
  - Alexandre Van Damme, InBev director
  - Roberto Thompson, InBev director
  - Philippe de Spoelberch, InBev director
  - Arnoud de Pret Roose de Calesberg, InBev director
- 
- Remmert Laan, InBev director
  - Marcel Telles, InBev director
  - Carlos Sicupira, InBev director
  - Jorge Lemann, InBev director;

The issue of warrants aims to improve the convergence of the shareholders' interests with those of management executives and, as a result, to improve even further their involvement in the long-term strategy of InBev and its subsidiaries. It also aims to gain their loyalty through the lapse of a certain period.

With respect to the beneficiary directors, the issue is part of their remuneration. The Board of Directors deems it very unlikely that the granting of warrants could affect their judgement within the Board given the fact that the warrants granted only represent a limited fraction of the total remuneration of the directors.

This transaction conforms with InBev's interest, as well as with that of the shareholders, since it aims to motivate management executives of InBev and its subsidiaries in view of the long-term development of their activities.

The exclusion of the preferential subscription right is required in order to allow the issue of warrants in favour of the above-mentioned persons and of management executives of InBev and its subsidiaries.

In comparison with the total number of shares representing the capital, the transaction is relatively small and will only entail, in the event the warrants are exercised, a limited dilution of the shareholding of the existing shareholders.

English version

Official versions are in French and Dutch

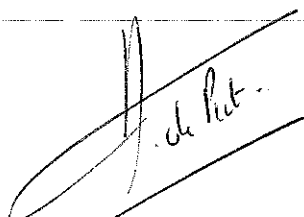
Indeed, if all warrants, which the Shareholders' Meeting intends to issue, were to be exercised, the new shares resulting from that exercise would only represent 0.59 % of the 588,617,201 shares currently outstanding. The transaction might also entail a financial dilution for the shareholders, resulting from the difference between the exercise price of the warrants and the stock price of the InBev share at the time such warrants are exercised. Such financial dilution will in all circumstances be limited, in view of the limited number of warrants to be issued.

The exclusion of the preferential subscription right will therefore only have a limited impact on the position of existing shareholders, notably with respect to their share in the profits and own funds and is fully justified by the positive effects, which are expected to result from the increased dynamism of management executives of InBev.

As a result of all the above-mentioned reasons, it is in InBev's, and its shareholders', interest to exclude the preferential subscription right in relation to the issue described in this report.

Leuven, 1 March 2005

For the Board of Directors,



Director



Pierre Jean Everaert  
Chairman of the Board of Directors

Annex: terms and conditions of the warrants and the shares