

PROXY

Shareholders' meeting of Anheuser-Busch InBev SA/NV (the "**Company**") of 27 April 2022 (11.00 am CET)

This proxy must be returned by Thursday 21 April 2022 5.00 pm (CET) at the latest by ordinary mail or electronic mail, to:

For registered shares (including Restricted Shares):
*Anheuser-Busch InBev SA/NV
 Mr. Jan Vandermeersch
 Brouwerijplein 1
 3000 Leuven (Belgium)
 (jan.vandermeersch@ab-inbev.com)*

For dematerialized shares:
*Euroclear Belgium, attn. Issuer Services
 1 Boulevard du Roi Albert II
 1210 Brussels (Belgium)
 (ebe.issuer@euroclear.com)*

The undersigned (name and first name / name of the company) (the "**Principal**")

.....

Domicile / Registered office

.....

.....

Owner of		ordinary shares in registered form	
		ordinary shares in dematerialized form	of Anheuser-Busch InBev SA/NV
		Restricted Shares	
	quantity		

hereby appoints as proxyholder the following person (the "**Proxyholder**"):

Name and first name:

Domicile:

in order to represent him/her at the shareholders' meeting of the Company that will be held on Wednesday 27 April 2022 (11.00 am) (the "**Meeting**") and to vote as follows on each of the proposed resolutions on behalf of the Principal: (*)

(*) Please tick the boxes of your choice.

A. RESOLUTIONS WHICH CAN BE VALIDLY ADOPTED IF THE SHAREHOLDERS PRESENT OR REPRESENTED AT THE MEETING REPRESENT AT LEAST HALF OF THE CAPITAL, SUBJECT TO THE APPROVAL BY AT LEAST 75% OF THE VOTES CAST

1. Authorised capital

- a. Special report by the Board of Directors on the authorised capital, drawn up in accordance with Article 7:199 of the Belgian Code of Companies and Associations
- b. *Proposed resolution:* granting to the Board of Directors, for a period of five years as from the date of publication of this amendment to the articles of association in the Annexes to the Belgian State Gazette (*Annexes du Moniteur belge / Bijlagen bij het Belgisch Staatsblad*), the authorisation to increase the capital in one or more transactions, by the issuance of a number of shares, or financial instruments giving right to a number of shares, which will not represent more than 3% of the shares outstanding as at 27 April 2022; and accordingly modifying article 11.1 of the articles of association of the Company as follows:

“11.1 The Board of Directors may increase the share capital of the Company, in one or several times, by the issuance of a number of Shares, or financial instruments giving right to Shares, which will not represent more than 3% of the Shares outstanding as at 27 April 2022 (the amount obtained shall be, to the extent necessary, rounded down to result in an entire number of Shares), provided that, in accordance with article 7:198, first indent, of the Belgian Code of Companies and Associations, this may not result in the share capital being increased, in one or several times, by an amount exceeding the amount of share capital prevailing on 27 April 2022.

The increase(s) of capital decided under such authorisation may be effected by contribution in cash or in kind, including as the case may be an issue premium not available for distribution, the amount of which shall be fixed by the Board of Directors, and by creation of new Shares conferring such rights as the Board of Directors shall determine.

The increase(s) of capital may also be effected by capitalisation of reserves, including those not available for distribution, or an issue premium, with or without the creation of new Shares.

When deciding to use the authorised capital, the Board of Directors may restrict or exclude the preference right of the existing shareholders (including in favour of identified persons who are not personnel of the Company or its subsidiaries) under the conditions set out in article 12.2 of the Articles of Association.

Such authorisation is granted to the Board of Directors for a period of five years as from the date of publication of the amendment of the Articles of Association resolved upon by the extraordinary Shareholders’ Meeting of 27 April 2022. It can be renewed, once or several times, in accordance with the applicable legal provisions.”

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AGAINST	
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ABSTAIN	
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B. RESOLUTIONS WHICH CAN BE VALIDLY ADOPTED IRRESPECTIVE OF THE CAPITAL REPRESENTED BY THE SHAREHOLDERS PRESENT OR REPRESENTED AT THE MEETING, SUBJECT TO THE APPROVAL BY AT LEAST THE MAJORITY OF THE VOTES CAST

2. **Management report** by the Board of Directors on the accounting year ended on 31 December 2021.
3. **Report by the statutory auditor** on the accounting year ended on 31 December 2021.
4. **Communication of the consolidated annual accounts** relating to the accounting year ended on 31 December 2021, as well as the management report by the Board of Directors and the report by the statutory auditor on the consolidated annual accounts.
5. **Approval of the statutory annual accounts**

Proposed resolution: approving the statutory annual accounts relating to the accounting year ended on 31 December 2021, including the following allocation of the result:

		<u>EUR ,000s</u>
Profit of the accounting year:	+	55 588 482
Profit carried forward:	+	19 691 234
Result to be allocated:	=	25 279 716
Transfer from reserves:	+	1 456 045
Deduction for the unavailable reserve:	-	0
Gross dividend for the shares (*):	-	990 839
Balance of carried forward profit:	=	25 744 922

(*) On a per share basis, this represents a gross dividend for 2021 of EUR 0.50, i.e. a dividend net of Belgian withholding tax of EUR 0.35 per share (in case of 30% Belgian withholding tax) and of EUR 0.50 per share (in case of exemption from Belgian withholding tax).

The actual gross dividend amount (and, subsequently, the balance amount) may fluctuate depending on possible changes in the number of own shares held by the Company on the dividend payment date.

The dividend will be payable as from 5 May 2022 (JSE: 9 May 2022).

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6. **Discharge to the directors**

Proposed resolution: granting discharge to the directors for the performance of their duties during the accounting year ended on 31 December 2021.

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7. **Discharge to the statutory auditor**

Proposed resolution: granting discharge to the statutory auditor for the performance of his duties during the accounting year ended on 31 December 2021.

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8. Appointment of directors

- a. *Proposed resolution:* upon proposal from the Restricted Shareholders, renewing the appointment as Restricted Share Director of **Mr. Martin J. Barrington**, for a period of one year ending at the end of the shareholders' meeting which will be asked to approve the accounts for the year 2022.

FOR		AGAINST		ABSTAIN	
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- b. *Proposed resolution:* upon proposal from the Restricted Shareholders, renewing the appointment as Restricted Share Director of **Mr. William F. Gifford, Jr.**, for a period of one year ending at the end of the shareholders' meeting which will be asked to approve the accounts for the year 2022.

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- c. *Proposed resolution:* upon proposal from the Restricted Shareholders, renewing the appointment as Restricted Share Director of **Mr. Alejandro Santo Domingo Dávila**, for a period of one year ending at the end of the shareholders' meeting which will be asked to approve the accounts for the year 2022.

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- d. *Proposed resolution:* acknowledging the resignation of Mr. Roberto Thompson Motta as director and, upon proposal from the Reference Shareholder, appointing **Mr. Nitin Nohria** as director, for a period of four years ending at the end of the shareholders' meeting which will be asked to approve the accounts for the year 2025. Mr. Nitin Nohria, an American citizen, graduated from Massachusetts Institute of Technology with a Ph.D. in Management and from the Indian Institute of Technology, Bombay, with a Bachelor of Technology in Chemical Engineering. Mr. Nohria started his career as a faculty member of Harvard Business School in 1988 and served as its Dean from 2010 to 2020. He is currently Partner and Executive Chairman of Thrive Capital, a venture capital firm. Mr. Nohria also serves on the Boards of Directors of The Bridgespan Group, Mass General Brigham, and Rakuten Medical.

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9. Appointment of statutory auditor and remuneration

Proposed resolution: renewing, upon recommendation of the Audit Committee, for a period of three years ending after the shareholders' meeting which will be asked to approve the accounts for the year 2024, the appointment as statutory auditor of PwC Bedrijfsrevisoren BV / PwC Réviseurs d'Entreprises SRL, with registered office at Culliganlaan 5, 1831 Machelen and registered with the register of legal entities under number 0429.501.944 RLE (Brussels), currently represented by Mr. Koen Hens, *bedrijfsrevisor / reviseur d'entreprises*, and setting, in agreement with the auditor its yearly remuneration to EUR 1 664 076.

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10. Remuneration policy

Proposed resolution: approving the remuneration policy drafted in accordance with article 7:89/1 of the Belgian Code of Companies and Associations. The 2021 annual report containing the remuneration policy is available on the Company's website as indicated in this notice.

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11. Remuneration report

Proposed resolution: approving the remuneration report for the financial year 2021. The 2021 annual report containing the remuneration report is available on the Company's website as indicated in this notice.

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C. POWERS

12. Filings

Proposed resolution: without prejudice to other delegations of powers to the extent applicable, granting powers to Jan Vandermeersch, Global Legal Director Corporate, with power to substitute, to proceed to (i) the signing of the restated articles of association and their filings with the clerk's office of the Enterprise Court of Brussels as a result of the approval of the resolutions referred to in item 1 above, and (ii) any other filings and publication formalities in relation to the above resolutions.

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The Principal acknowledges to have been informed of the fact that, after the publication of the convening notice to attend the Meeting, one or more shareholders holding together at least 3% of the share capital of the Company may add **new items** to the agenda of the Meeting or **new proposed resolutions** concerning items put or to be put on the agenda. At the latest on 12 April 2022 the Company will publish a revised agenda if it has validly received new items or new proposed resolutions to be added to the agenda of the Meeting. In this case the Company will also provide to the shareholders an updated proxy form that includes the new items or new proposed resolutions, and the rules set out hereunder will apply:

- (a) if the present proxy has been validly communicated to the Company before the publication of the revised agenda of the Meeting, it will remain valid for the items of the agenda of the Meeting which have been initially mentioned in the convening notice to attend the Meeting;
- (b) if the Company has published a revised agenda including one or more **new proposed resolutions** for items which were initially mentioned on the agenda, the law authorises the Proxyholder to deviate at the Meeting from the voting instructions possibly and initially given by the Principal if, in the Proxyholder's opinion, the execution of such instructions would risk to compromise the Principal's interests. The Proxyholder must inform the Principal if he deviates from his voting instructions; and

(c) if the Company has published a revised agenda to include **new items**, the law imposes that the present proxy form indicates whether the Proxyholder is authorised or not to vote on these new items or whether he should abstain.

In view of the indications given in (c) above, the Principal: (**)

authorises the Proxyholder to vote on the new items to be put on the agenda of the Meeting

or

gives instruction to the Proxyholder to abstain from voting on the new items to be put on the agenda of the Meeting

If the Principal has not ticked one of the above boxes or has ticked both boxes, the Proxyholder will abstain from voting on the new items to be put on the agenda of the Meeting.

The present proxy will become irrevocable on Thursday 21 April 2022 5.00 pm (CET). The shareholders who have validly given a proxy can no longer vote remotely in advance of the Meeting.

The Company is responsible for the processing of the personally identifiable information that it receives from shareholders and proxyholders in the context of the Meeting. The Company will use such information for the purposes of administering the attendance and voting process for the Meeting in accordance with the applicable legislation and in its interest to be able to analyse the results of the votes. The Company may share the information with affiliated entities and with service providers assisting the Company in the aforementioned purposes. The information will not be stored any longer than necessary for the aforementioned purposes (in particular, the proxies, the forms to vote by correspondence, the confirmation of attendance and the attendance list will be kept for as long as the Meeting minutes must be kept to comply with Belgian law). Shareholders and proxyholders can find more information about the processing of their information, including their rights, in the Company's Privacy Policy available at <https://www.ab-inbev.com/privacy-policy/> and may also contact the competent Data Protection Authority.

Done at, on2022.

Signature(s): (***)

(**) Please tick the appropriate boxes.

(***) Legal entities must specify the name, first name and title of the natural person(s) who sign this proxy on their behalf.