

## ANNUAL GENERAL MEETING (AGM) 25 APRIL 2018

### EXPLANATORY NOTE (FAQ)

#### 1. How many independent directors serve on the Board?

Following the completion of the business combination with SAB, our Board has 15 members, of which three are independent, including our Chairman:

- Olivier Goudet (appointed in 2016)
- Elio Leoni Sceti (appointed in 2016)
- Michele Burns (appointed in 2016)

Also, while Martin Barrington, William Gifford and Alejandro Santo Domingo who joined the AB InBev board following our combination with SAB, do not qualify as independent directors, they do not represent AB InBev's controlling shareholders.

#### 2. Should the Board of AB InBev not be composed of a majority of independent directors? How does AB InBev justify the current number?

Our Board has 15 members, 3 of which are independent, including our Chairman. AB InBev fully complies with the Belgian Code of Corporate Governance of 2009 which recommends that companies have at least 3 independent directors.

As our Board is composed exclusively of non-executive directors, we believe that having 3 independent directors offers the appropriate balance to ensure that the interests of all shareholders are taken into account. In addition, although Martin Barrington, William Gifford and Alejandro Santo Domingo do not qualify as independent directors, they do not represent AB InBev's controlling shareholders.

#### 3. Does AB InBev plan to comply with the Belgian requirement around board gender diversity?

AB InBev applies an "equal opportunities" approach in our nomination process for (prospective) directors. The selection of director candidates is based on objective criteria as further detailed in our Nomination Committee Charter (included in our Corporate Governance Charter and available at: <http://www.ab-inbev.com/content/dam/universaltemplate/ab-inbev/investors/corporate-gov-pdf-archive/cg/corporategovernancelanding/Governance%20Charter%20AB%20InBev%2018.10.2016%20-%20FINAL.pdf>).

We aim to have a balanced board primarily considering the respective skills, education, experience and background of each of the Board members. Of course, as a Belgian stock-listed company, we always comply with all local rules and regulations and will continue to do so.

According to the Belgian Companies Code, as amended by the Law of 28 July 2011 on

gender diversity on the Board, at least one third of the directors will have to be women within certain deadlines. As a newly listed company having securities admitted to trade on Euronext Brussels on 11 October 2016, Anheuser-Busch InBev will need to comply with the gender diversity requirement as from 1 January 2022. Two of our Board members, Michele Burns and Maria Asuncion Aramburuzabala, are women and we will continue our efforts towards fostering gender diversity on our Board in the coming years. In this respect, the Board has decided to propose at the upcoming annual shareholders' meeting to renew the mandates of the directors whose term of office comes to an end at such shareholders' meeting (other than the Restricted Share Directors) for a two-year term only, rather than the normal four year term. As a result, the terms of office of all members of the Board of Directors will come to an end at the annual shareholders' meeting in April 2020, offering additional flexibility to meet the gender diversity requirement ahead of the 1 January 2022 deadline.

#### **4. What changes to the fixed annual remuneration of the Chairman? Are there any changes to the fixed annual remuneration of the other Directors?**

A proposal will be submitted to the AGM to increase the Chairman's fee by 25% (i.e. from 150,000 euro to 187,500 euro) to an amount which is 2.5 times the fixed annual fee of the other directors (other than the Chairman of the Audit Committee). The proposal follows a benchmarking exercise covering over 20 global peer companies, conducted by an independent consulting firm at the request of the Remuneration Committee. The last time that the Chairman's fixed remuneration was revised was in 2013.

The fixed annual remuneration of the other directors remains unchanged. The fixed annual remuneration applicable to the Chairman of the Audit Committee remains 127,500 euro and to the other directors remains 75,000 euro.

#### **5. How does AB InBev justify the grant of LTI (Long Term Incentive) options to its Board members? Is this compliant with the Belgian Code on Corporate Governance?**

Our long-term incentive option plan deviates from the Belgian Code as it provides for share-based payments to non-executive directors. The Belgian Code is based on a "comply or explain" principle. The compensation of AB InBev's Board members is in line with global peer companies.

We believe that AB InBev's successful track record of financial performance and sustainable development over the past 10 years demonstrates that the compensation of non-executive directors, including the granting of a fixed number of options since 1999, does ensure the independence of Board members is in line with their role of guiding the company, and their alignment with the long-term interests of the shareholders.

Finally, it should be noted that all options granted to Board members may only be granted upon the recommendation of our Remuneration Committee and after approval by the Board and the shareholders in a general meeting.

## **6. Why is it proposed to increase the fixed annual remuneration of the statutory auditor**

It is proposed to revise the fixed remuneration of the statutory auditor for the year ended 31 December 2017 for an aggregate amount of EUR 1,356,327, so as to take into account the revised scope of the audit of the enlarged group following the combination with SAB.

Under Belgian law, it is up to the AGM to approve the remuneration of the statutory auditor and any changes thereto.

## **7. Why are Messrs. Barrington, Gifford and Santo Domingo reappointed for a one year mandate only?**

Messrs. Barrington, Gifford and Santo Domingo are restricted share directors appointed upon proposal by the restricted shareholders. In accordance with article 19.4 (b) of our bylaws, such restricted share directors are appointed for renewable one-year terms.