

Anheuser-Busch InBev

Société anonyme / Naamloze vennootschap Grand Place / Grote Markt 1, 1000 Brussels, Belgium Register of legal entities: 0417.497.106 (Brussels)

Convening notice to attend the ordinary and extraordinary shareholders' meeting to be held on 24 April 2019

The board of directors (the "Board of Directors") of Anheuser-Busch InBev SA/NV (the "Company") invites the shareholders of the Company to attend an ordinary and extraordinary shareholders' meeting (the "Meeting") to be held on Wednesday 24 April 2019 at 11.00 am (CET) at Bluepoint Centre Brussels, Boulevard A. Reyers 80, 1030 Brussels, to discuss and vote on the following agenda:

- A. RESOLUTIONS WHICH CAN BE VALIDLY ADOPTED IF THE SHAREHOLDERS ATTENDING THE MEETING, IN PERSON OR BY PROXY, REPRESENT AT LEAST HALF OF THE CAPITAL, SUBJECT TO THE APPROVAL BY AT LEAST 80% OF THE VOTES
- 1. Modification of the corporate purpose
 - a. Report by the Board of Directors, drawn up in accordance with Article 559 of the Companies Code.
 - b. Report by the statutory auditor, drawn up in accordance with Article 559 of the Companies Code.
 - c. Proposed resolution: modifying article 4 of the bylaws of the Company as follows.

"Article 4. CORPORATE PURPOSE

The Company's corporate purpose is:

- a) to produce and deal in all kinds of products, including (but not limited to) beers, drinks, foodstuffs and any ancillary products, as well as all by-products and accessories, of whatsoever use, origin, purpose or form, and to provide all kinds of services; and
- b) to acquire, hold and manage direct or indirect shareholdings or interests in companies, undertakings or other entities having a corporate purpose similar or related to, or likely to promote directly or indirectly the attainment of the foregoing corporate purpose, in Belgium and abroad, and to finance such companies, undertakings or other entities by means of loans, guarantees or in any other manner whatsoever.

In general, the Company may engage in any commercial, industrial and financial transactions, in moveable and real estate transactions, in research and development projects, as well as in any other transaction likely to promote directly or indirectly the attainment of its corporate purpose."

B. RESOLUTIONS WHICH CAN BE VALIDLY ADOPTED IF THE SHAREHOLDERS ATTENDING THE MEETING, IN PERSON OR BY PROXY, REPRESENT AT LEAST HALF OF THE CAPITAL, SUBJECT TO THE APPROVAL BY AT LEAST 75% OF THE VOTES

2. Change to article 23 of the bylaws

Proposed resolution: amending the requirements applicable to the chairperson of the Board of Directors by allowing the chairperson to be either an independent director or a Restricted Share Director and accordingly, modifying article 23 of the bylaws of the Company as follows.

"Article 23. CHAIRPERSON OF THE BOARD

The Board of Directors shall elect one of its members to be chairperson, who shall be an independent director appointed in accordance with Article 19.3(a) or a Restricted Share Director appointed in accordance with Article 19.3(c). The Board may elect one or more vice-chairperson(s). The Shareholders' Meeting may, upon proposal of the Board of Directors, confer honorary status on former chairpersons, vice-chairpersons or directors. The Board of Directors may then invite them to attend its meetings in an advisory capacity."

- C. RESOLUTIONS WHICH CAN BE VALIDLY ADOPTED IRRESPECTIVE OF THE CAPITAL REPRESENTED BY THE SHAREHOLDERS ATTENDING THE MEETING IN PERSON OR BY PROXY, SUBJECT TO THE APPROVAL BY AT LEAST THE MAJORITY OF THE VOTES CAST
- **3. Management report** by the Board of Directors on the accounting year ended on 31 December 2018.
- **4. Report by the statutory auditor** on the accounting year ended on 31 December 2018.
- 5. Communication of the consolidated annual accounts relating to the accounting year ended on 31 December 2018, as well as the management report by the Board of Directors and the report by the statutory auditor on the consolidated annual accounts.

6. Approval of the statutory annual accounts

Proposed resolution: approving the statutory annual accounts relating to the accounting year ended on 31 December 2018, including the following allocation of the result:

		EUR ,000s
Profit of the accounting year:	+	2,855,562
Profit carried forward	+	8,584,014
Result to be allocated:	=	11,439,576
Transfer from reserves :	+	2,506,379
Deduction for the unavailable reserve:	-	0
Gross dividend for the shares (*):	-	3,520,208
Balance of carried forward profit:	=	10,425,747

^(*) On a per share basis, this represents a gross dividend for 2018 of EUR 1.80.

Taking into account the gross interim dividend of EUR 0.80 per share paid in November 2018, a balance gross amount of EUR 1.00 will be payable as from 9 May 2019 (JSE: 13 May 2019), i.e. a balance dividend net of Belgian withholding tax of EUR 0.70 per share (in case of 30% Belgian withholding tax) and of EUR 1.00 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.

7. 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 2018.

8. 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 2018.

9. Appointment of directors

- Proposed resolution: acknowledging the resignation of Mr. Olivier Goudet as independent director and, upon proposal from the Board of Directors, appointing Dr. Xiaozhi Liu as independent 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 2022. Dr. Xiaozhi Liu is a German citizen born in China, fluent in English, German and Chinese. She is the founder and CEO of ASL Automobile Science & Technology (Shanghai) Co., Ltd. since 2009 and is an independent director of Autoliv (NYSE) and Fuyao Glass Group (SSE). Previously, she held various senior executive positions including Chairman & CEO of Neotek (China), Vice-Chairman and CEO of Fuyao Glass Group, Chairman and CEO of General Motors Taiwan, Director of concept vehicle for Buick Park Avenue and Cadillac, Vehicle Electronics-Control and Software Integration for GM North America, CTO and Chief Engineer of General Motors Greater China Region, and Representative Managing Director of Delphi Automotive in Shanghai China. Prior to 1997, she was responsible for Delphi Packard China JV Development, Sales & Marketing as well as New Business Development. Besides these executive roles, Dr. Liu also served as an independent director of CAEG (SGX) from 2009 to 2011. Dr. Liu has rich professional experience covering the areas of general management of enterprises, P&L, technology development, marketing & sales, mergers & acquisitions, including in the United States, Europe and China at global Top 500 companies and Chinese blue-chip private enterprises. She earned a Ph.D. in Chemical Engineering, Master's degree of Electrical Engineering at the University of Erlangen/Nuremberg Germany and a Bachelor Degree of Electrical Engineering at Xian Jiao Tong University in Xian China. She also attended the Dartmouth Tuck School of Business for Executives. Dr. Liu complies with the functional, family and financial criteria of independence as provided for in Article 526ter of the Companies Code and in the Company's Corporate Governance Charter. Moreover, Dr. Liu expressly stated and the Board is of the opinion that she does not have any relationship with any company which could compromise her independence.
- b. Proposed resolution: acknowledging the resignation of Mr. Stéfan Descheemaeker as director and, upon proposal from the Reference Shareholder, appointing Ms. Sabine Chalmers 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 2022. Ms. Sabine Chalmers, an American citizen, graduated with a Bachelor's Degree in Law from the London School of Economics and is qualified to practice law in England and New York State. Ms. Chalmers is the General Counsel of BT

Group plc and serves on the Board of Directors and Audit & Finance Committee of Coty Inc. Prior to joining BT, she was the Chief Legal and Corporate Affairs Officer & Secretary to the Board of Directors of Anheuser-Busch InBev, a role she held from 2005 to 2017. Ms. Chalmers joined Anheuser-Busch InBev after 12 years with Diageo plc where she held a number of senior legal positions including as General Counsel of the Latin American and North American businesses. Prior to Diageo, she was an associate at the law firm of Lovell White Durrant in London, specializing in mergers and acquisitions.

- c. Proposed resolution: acknowledging the resignation of Mr. Carlos Sicupira as director and, upon proposal from the Reference Shareholder, appointing Ms.-Cecilia Sicupira 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 2022. Cecilia Sicupira, a Brazilian citizen, is a graduate of the American University of Paris with a Bachelor's Degree in International Business Administration and of Harvard Business School's Owner/President Management (OPM) program. Ms. Sicupira currently serves on the board of Lojas Americanas S.A (BOVESPA: LAME4), where she is member of the Finance and People Committees and of Ambev S.A (BOVESPA: ABEV3). She previously served on the board of Restaurant Brands International (NYSE: QSR) and of São Carlos Empreendimentos S.A. (BOVESPA: SCAR3). Ms. Sicupira began her career in 2004 as an analyst within Goldman Sachs' Investment Banking Division covering Latin America. Today she is a director and partner of LTS Investments.
- Proposed resolution: acknowledging the resignation of Mr. Alexandre Behring as director and, upon proposal from the Reference Shareholder, appointing Mr. Claudio Garcia 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 2022. Mr. Claudio Garcia, a Brazilian citizen, graduated from Universidade Estadual do Rio de Janeiro, Brazil with a B.A. in Economics. Mr. Garcia interned at Companhia Cervejaria Brahma in 1991 and was employed as Management Trainee in February 1993. From 1993 until 2001, Mr. Garcia worked in several positions in finance, mainly in the area of corporate budgeting. In 2001, he started the first Shared Service Center for Ambev and in 2003 he became the head of both the Technology and Shared Services operations. Mr. Garcia participated in all M&A integration projects from 1999 until 2018. In 2005, he was appointed Chief Information and Shared Service Officer for Inbev (following the combination of Ambev and Interbrew) in Leuven, Belgium. From 2006 to 2014, Mr. Garcia combined the functions of Chief People and Technology Officer. From 2014 to January 2018, Mr. Garcia was the Chief People Officer of Anheuser-Busch InBev. Mr. Garcia is a board member of Lojas Americanas, the Garcia Family Foundation, Chairman of the Telles Foundation and a Trustee at the Chapin School in New York City.
- e. *Proposed resolution:* upon proposal from the Restricted Shareholders, renewing the appointment as Restricted Share Director of <u>Mr. Martin J. Barrington</u>, 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 2019.

Subject to the approval of this resolution 9 e and resolution 2 above, it is the intention of the Board of Directors that Mr. Barrington will become the new chairperson of the Board of Directors.

- f. *Proposed resolution:* upon proposal from the Restricted Shareholders, renewing the appointment as Restricted Share Director of <u>Mr. William F. Gifford, Jr.</u>, 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 2019.
- g. Proposed resolution: upon proposal from the Restricted Shareholders, renewing the appointment as Restricted Share Director of <u>Mr. Alejandro Santo Domingo</u> <u>Dávila</u>, 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 2019.

10. Appointment of statutory auditor and remuneration

Proposed resolution: approving, 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 2021, the appointment as statutory auditor of PwC Bedrijfsrevisoren cvba / PwC Réviseurs d'Entreprises scrl, with registered office at Woluwe Garden, Woluwedal 18, 1932 Sint-Stevens-Woluwe 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 1,292,034.

11. Remuneration

a. Remuneration policy and remuneration report of the Company

Proposed resolution: approving the remuneration report for the financial year 2018 as set out in the 2018 annual report, including the executive remuneration policy. The 2018 annual report and remuneration report containing the executive remuneration policy can be reviewed as indicated at the end of this notice.

b. Change to the fixed remuneration of the directors

Proposed resolution: in accordance with the recommendation of the Remuneration Committee to resolve that, as from financial year 2019, (i) the fixed annual fee of the chairperson of the Board of Directors be increased by 36 per cent. (i.e. from EUR 187,500 to EUR 255,000), (ii) the fixed annual fee of the directors will no longer be supplemented by any attendance fee for each Board meeting in excess of ten physical meetings and for each Committee meeting and (iii) a fixed retainer shall be paid as follows (a) EUR 14,000 to each of the chairpersons of the Finance Committee, the Remuneration Committee and the Nomination Committee, (b) EUR 7,000 to each of the other members of the Finance Committee, the Remuneration Committee and the Nomination Committee, (c) EUR 28,000 to the chairperson of the Audit Committee and (d) EUR 14,000 to the other members of the Audit Committee, it being understood that such fixed retainer shall be paid in addition to the fixed annual fee of the directors and the amounts of retainer set out above shall be cumulative in case of participation of a director in several committees. Except for the changes set out above, the fixed remuneration of the directors shall remain unchanged.

c. Restricted Stock Units for directors

Proposed resolution: in accordance with the recommendation of the Remuneration Committee to resolve that the share based portion of the remuneration of the directors of the Company for the performance of their mandate during the financial

year 2018 and any subsequent year shall be granted under the form of restricted stock units corresponding to a fixed gross value of (i) EUR 550,000 for the chairperson of the Board of Directors, (ii) EUR 350,000 for the chairperson of the Audit Committee and (iii) EUR 200,000 for the other directors. Such restricted stock units will vest after 5 years. Each director will be entitled to receive a number of restricted stock units corresponding to the amount to which such director is entitled divided by the closing price of the shares of the Company on Euronext Brussels on the day preceding the annual shareholders' meeting approving the accounts of the financial year to which the remuneration in restricted stock units relates. Upon vesting, each vested restricted stock unit shall entitle its holder to one AB InBev share (subject to any applicable withholdings). These restricted stock units replace the stock options to which the directors were previously entitled.

D. 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 first and second resolutions above, and (ii) any other filings and publication formalities in relation to the above resolutions.

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Persons attending the Meeting are invited to arrive 45 minutes before the time set for the Meeting in order to complete the registration formalities.

QUESTIONS CONCERNING ITEMS ON THE AGENDA

A time for questions is provided during the Meeting. Additionally, shareholders may submit written questions to the Company prior to the Meeting in relation to items on the agenda. Such questions should be addressed to the Company by letter or e-mail by 18 April 2019, 5.00 pm (CET) at the latest. A communication by email will only be valid if signed by means of an electronic signature in accordance with the applicable Belgian legislation.

Questions validly addressed to the Company will be raised during the question time. Questions of a shareholder will only be considered if the latter has complied with all admission formalities to attend the Meeting.

AMENDMENT TO THE AGENDA

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.

Such request will only be valid if, at the date the Company receives it, it is accompanied by a document establishing the above-mentioned shareholding. For registered shares this document must be a certificate establishing that the corresponding shares are registered in the register of registered shares of the Company. For dematerialized shares this document must be a certificate established by an authorised account holder or a clearing organisation, certifying the registration of the shares in one or more accounts held by such account holder or clearing organisation.

The Company must receive the text of the new items or new proposed resolutions to be put on the agenda on a signed original paper document by 2 April 2019, 5.00 pm (CET) at the latest. The text can also be communicated to the Company within the same period by electronic means, provided that the communication is signed by means of an electronic signature in accordance with the applicable Belgian legislation. The Company will acknowledge receipt of the communication made by letter or electronic means to the address as indicated by the shareholder, within 48 hours following such receipt.

The Company will publish a revised agenda by 9 April 2019 at the latest if it has validly received within the above-mentioned period one or more requests to add new items or new proposed resolutions to the agenda. In this case the Company will also provide to the shareholders new proxy forms and forms to vote by correspondence including the new items or proposed resolutions. Proxies received before the completed agenda has been issued will remain valid for the items covered.

The Meeting will only examine new items or proposed resolutions to be put on the agenda upon the request of one or more shareholders if the latter have complied with all admission formalities to attend the Meeting.

FORMALITIES FOR ADMISSION

In accordance with Article 33.1 of the articles of association of the Company, the right of a shareholder to vote at the Meeting in person, by proxy or prior to the Meeting by correspondence is subject to the compliance with the two formalities described hereunder:

- (a) the registration of the ownership of the shares in the name of the shareholder by 10 April 2019, 12.00 midnight (CET) (the "**Registration Date**"), in the following way:
 - for **registered shares**, by the registration of these shares in the name of the shareholder in the register of registered shares of the Company; or
 - for **dematerialized shares**, by the registration of these shares in the name of the shareholder in the accounts of an authorised account holder or clearing organisation. Owners of dematerialized shares should request their financial institution authorised account holder or clearing organisation to issue a certificate stating the number of dematerialized shares registered in the name of the shareholder in its books on the Registration Date and to send it directly to Euroclear Belgium, attn. Issuer Services, 1 Boulevard du Roi Albert II, 1210 Brussels (Belgium) (e-mail: ebe.issuer@euroclear.com / fax: +32 2 337 54 46) by 18 April 2019, 5.00 pm (CET) at the latest;
- (b) the notification in writing by the shareholder, by 18 April 2019, 5.00 pm (CET) at the latest of his/her intention to participate in the Meeting and the number of shares for which he/she wants to participate :
 - 1. owners of **dematerialized shares** should send such notification directly to Euroclear Belgium, attn. Issuer Services, 1 Boulevard du Roi Albert II, 1210 Brussels (Belgium) (e-mail: ebe.issuer@euroclear.com / fax : +32 2 337 54 46);
 - 2. owners of **registered shares** should send such notification to Mr. Jan Vandermeersch, Anheuser-Busch InBev SA/NV, Brouwerijplein 1, 3000 Leuven, Belgium (e-mail: jan.vandermeersch@ab-inbev.com).

Only persons who are shareholders of the Company on the Registration Date are entitled to participate in and vote at the Meeting.

Specific note for shareholders whose shares are held in South Africa through Central Securities Depository Participants (CSDP) and brokers and are traded on the JSE Limited

Record Date

The record date for the purpose of determining which shareholders are entitled to receive the convening notice of the Meeting is Friday, 8 March 2019. The record date for the purpose of determining which shareholders are entitled to participate in and vote at the Meeting is Wednesday, 10 April 2019 ("the voting record date"). Therefore, the last day to trade in the Company's shares in order to be recorded as a shareholder by the voting record date, is Friday, 5 April 2019.

Voting at the Meeting

Your broker or CSDP should contact you to ascertain how you wish to cast your vote at the Meeting and should thereafter cast your vote in accordance with your instructions. If you have not been contacted by your broker or CSDP, it is advisable for you to contact your broker or CSDP and furnish it with your voting instructions.

If your broker or CSDP does not obtain voting instructions from you, it will be obliged to vote in accordance with the instructions contained in the custody agreement concluded between you and your broker or CSDP. You must not complete the attached form of proxy.

Attendance and representation at the Meeting

In accordance with the mandate between you and your broker or CSDP, you must advise your broker or CSDP if you wish to attend the Meeting and if so, your broker or CSDP will issue the necessary letter of representation to you to attend and vote at the Meeting.

VOTE BY CORRESPONDENCE

Any shareholder may vote by correspondence prior to the Meeting, in accordance with Article 35 of the articles of association of the Company.

Such vote must be submitted on the paper form prepared by the Company. The paper form to vote by correspondence can be obtained from Mr. Jan Vandermeersch, Anheuser-Busch InBev SA/NV, Brouwerijplein 1, 3000 Leuven, Belgium (e-mail: jan.vandermeersch@ab-inbev.com) and is also available at the Company's website (www.ab-inbev.com).

At the latest on 18 April 2019, 5.00 pm (CET), the signed form must either reach Euroclear Belgium, attn. Issuer Services, 1 Boulevard du Roi Albert II, 1210 Brussels, Belgium (e-mail: ebe.issuer@euroclear.com / fax: +32 2 337 54 46) or Mr. Jan Vandermeersch, Anheuser-Busch InBev SA/NV, Brouwerijplein 1, 3000 Leuven, Belgium (e-mail: jan.vandermeersch@abinbev.com).

DESIGNATION OF PROXYHOLDERS

Any shareholder may be represented at the Meeting by a proxyholder. A shareholder may designate only one person as proxyholder, except in circumstances where Belgian law allows the designation of multiple proxyholders.

The proxyholder must be designated using the paper form prepared by the Company. The proxy form can be obtained from Mr. Jan Vandermeersch, Anheuser-Busch InBev SA/NV, Brouwerijplein 1, 3000 Leuven, Belgium (e-mail: jan.vandermeersch@ab-inbev.com) and is also available at the Company's website (www.ab-inbev.com).

At the latest on 18 April 2019, 5.00 pm (CET), the signed proxy form must either reach Euroclear Belgium, attn. Issuer Services, 1 Boulevard du Roi Albert II, 1210 Brussels (Belgium) (e-mail: ebe.issuer@euroclear.com / fax : +32 2 337 54 46) or Mr. Jan Vandermeersch,

Anheuser-Busch InBev SA/NV, Brouwerijplein 1, 3000 Leuven, Belgium (e-mail: jan.vandermeersch@ab-inbev.com).

Any appointment of a proxyholder must comply with the applicable Belgian legislation, notably in terms of conflicting interests and record keeping.

IDENTIFICATION AND REPRESENTATION POWERS

The natural persons who intend to attend the Meeting in their capacity of owners of securities, proxyholders or representatives of a legal entity must be able to provide evidence of their identity in order to be granted access to the Meeting. The representatives of legal entities must hand over the documents establishing their capacity as corporate representative or attorney-infact. These documents will be verified immediately before the start of the Meeting.

RIGHTS OF HOLDERS OF BONDS, SUBSCRIPTION RIGHTS OR CERTIFICATES

In accordance with Article 537 of the Belgian Companies Code, the holders of bonds, subscription rights or certificates issued with the cooperation of the Company, may attend the Meeting in an advisory capacity. In order to do so, they must comply with the same formalities for admission mentioned above as apply to the owners of shares.

AVAILABILITY OF DOCUMENTS

The annual report and the documents which the law requires to be made available to the shareholders together with the present convening notice are available at the Company's website (www.ab-inbev.com), including the form to vote by correspondence and the proxy form.

The shareholders, bondholders, holders of subscription rights or certificates issued with the cooperation of the Company may also inspect all documents which the law requires to make available to them on business days and during normal office hours, at the administrative seat of Anheuser-Busch InBev SA/NV, Brouwerijplein 1, 3000 Leuven, Belgium.

DATA PROTECTION

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 votes by mail forms, 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/terms-conditions.html#policy and may also contact the competent Data Protection Authority.

COMMUNICATIONS TO THE COMPANY

Prior written questions concerning items on the agenda and requests to amend the agenda of the Meeting must be exclusively addressed to Mr. Jan Vandermeersch, Anheuser-Busch InBev SA/NV, Brouwerijplein 1, 3000 Leuven, Belgium (tel: + 32 (0)16 27 60 18 / e-mail: jan.vandermeersch@ab-inbev.com) in accordance with the modalities specified in the present convening notice.

Holders of securities issued by the Company can also address any questions concerning the Meeting or the present convening notice to Mr. Jan Vandermeersch.

The Board of Directors