



## AGM 29 APRIL 2015 - Q&A ON PROPOSED RESOLUTIONS

### **1. Changes to bylaws**

#### **Why are you proposing a change to the Articles of Association?**

The proposed change to the Articles of Association aims to remove all references to bearer shares and other bearer securities following the abolishment of bearer securities under Belgian law. A bearer share or security is a document which indicates that the physical owner of the document has title to property, such as shares or bonds.

According to a law passed by the Belgian government in 2005, all bearer shares booked into a securities account were automatically converted into dematerialized shares (i.e. shares held in book-entry form) as from 1 January 2008. Furthermore, latest by 31 December 2013, holders of bearer shares that would not have been subject to this automatic conversion had to request that such shares be converted into registered or dematerialized shares.

Since 1 January 2014, any remaining AB InBev bearer shares have automatically been converted into dematerialized shares and recorded in our name, with all rights suspended until their proven owner comes forward and requests that such shares be recorded in his/her own name.

### **2. Board appointments**

#### **With Kees Storm's departure from the Board, who will succeed Mr. Storm as Chairman of the Board?**

Mr. Storm's mandate as director and Chairman ends immediately after the shareholders meeting of 29 April 2015. Olivier Goudet, currently Chairman of the Audit Committee, will succeed Kees Storm as Chairman of the Board.

**Mr. Olivier Goudet** is a French citizen, holds a Degree in Engineering from l'Ecole Centrale de Paris and graduated from the ESSEC Business School in Paris with a major in Finance. Mr. Goudet is Partner and CEO of JAB Holding Company, LLC, since June 2012. JAB Holding Company is a privately held group focused on investments in companies with premium brands in the Consumer Goods category. He started his professional career in 1990 at Mars, Inc., serving on the finance team of the French business. After six years, he left Mars to join the VALEO Group, where he held several senior executive positions. In 1998, Mr. Goudet returned to Mars, where he became Chief Financial Officer in 2004. In 2008, his role was broadened to Executive Vice President and Chief Financial Officer. In June 2012, he became an Advisor to the Board of Mars, Inc. Mr. Goudet is the Chairman of the Board of Peet's Coffee & Tea Inc. and of Caribou Einstein. He is also a member of the Board of Directors of Coty Inc., D.E. Master Blenders 1753 and Jimmy Choo, PLC.



### **Who are the new nominees for the Board?**

If appointed by the annual shareholders' meeting, **Mr. Kasper Rorsted** would join the Board as an independent Board member. Mr. Kasper Rorsted is a Danish citizen and graduated from the International Business School in Copenhagen. Since April 2008, Mr. Rorsted has been Chief Executive Officer of Henkel, a global FMCG company which operates leading brands in laundry and home care, beauty care and adhesive technologies. Prior to joining Henkel, Mr. Rorsted held senior leadership roles at Oracle, Compaq and Hewlett Packard. Mr. Rorsted is a Board member of Bertelsmann SE & co, KGA and Danfoss A/S, Denmark.

If appointed by the annual shareholders' meeting, **Ms. M. Michele Burns** would join the Board as an independent Board member and will succeed Olivier Goudet as Chairman of the Audit Committee. Ms. Burns, an American citizen, graduated Summa Cum Laude from the University of Georgia with a Bachelor's Degree in Business Administration and a Master's Degree in Accountancy. Ms. Burns is the former Chairman and Chief Executive Officer of Mercer LLC, a global leader for human resources and related financial advice and services and a subsidiary of Marsh and McLennan Companies. She served in this role from 2006 until 2012. Ms. Burns currently serves on the Boards of Directors of The Goldman Sachs Group, where she chairs the Risk Committee, Alexion Pharmaceuticals, where she chairs the Strategy and Risk Committee, and Cisco Systems, as well as two private companies, Etsy and Circle Online Financial. From 2003 until 2013, she served as a director of Wal-Mart Stores, where she chaired the Compensation and Nominating Committee and the Strategic Planning and Finance Committee. She also serves as the Center Fellow and Strategic Advisor to the Stanford Center on Longevity at Stanford University. Ms. Burns is on the Executive Board of the Elton John Aids Foundation, where she serves as Treasurer.

Ms. Burns began her career in 1981 at Arthur Andersen where she became a partner in 1991. In 1999, she joined Delta Air Lines, assuming the role of CFO from 2000 to 2004. From 2004 to 2006, Ms. Burns served as CFO and Chief Restructuring Officer of Mirant Corporation, an independent power producer (IPP). From March, 2006 until September, 2006, Ms. Burns served as the CFO of Marsh and McLennan, before moving to Mercer.

### **How many independent directors will serve on the Board?**

Our Board continues to have 14 members, of which four are independent, including our Chairman:

- Olivier Goudet (appointed in 2011),
- Elio Leoni Sceti (appointed in 2014),
- Kasper Rorsted (nominated for appointment in April 2015)
- Michele Burns (nominated for appointment in April 2015)

Also, while Valentin Diez and Mariasun Aramburuzabala, who joined the AB InBev board following our combination with Grupo Modelo, do not qualify as independent directors, they do not represent AB InBev's controlling shareholders.



**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 14 members, 4 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 4 independent directors offers the appropriate balance to ensure that the interests of all shareholders are taken into account. In addition, although Valentin Diez and Mariasun Aramburuzabala do not qualify as independent directors, they do not represent AB InBev's controlling shareholders.

**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/abinbev/pdf/cg/sr/corporate-governance-charter/1407\\_abinbev\\_governance\\_charter\\_update\\_21.pdf](http://www.ab-inbev.com/content/dam/universaltemplate/abinbev/pdf/cg/sr/corporate-governance-charter/1407_abinbev_governance_charter_update_21.pdf)).

We aim to have a balanced Board considering primarily the respective skills, education, experience and background of individuals without reference to age, gender or nationality. Of course, as a Belgian stock-listed company, we always comply with all local rules and regulations and will continue to do so.

In 2011, the Belgian government passed legislation on Board gender diversity for listed companies, which required that at least one third of their board members should be women by 1 January 2017. In the case of companies which have controlling shareholders holding more than 50% of the shares, this requirement will apply as of 1 January 2019. AB InBev intends to be fully compliant with this requirement on or before this date.

### ***3. Remuneration of Directors***

**Why will the annual remuneration of the Chairman of the Audit Committee be increased?**

Currently, the fixed annual remuneration of the Chairman of our Audit Committee is 30% higher than that of the other directors. This 1.3 remuneration multiple was introduced in 2006. We are now proposing to increase this to 70%, or 1.7 times the fixed annual amount received by other directors. In practice, this means that the fixed annual remuneration of the Chairman of the Audit Committee will increase from 97,500 euro to 127,500 euro.

AB InBev believes that the increase is justified in light of the importance of the role, its risk exposure and the increasing responsibilities entrusted to the Chairman of the Audit



Committee. The increased multiple therefore recognizes the substantial time required to lead the Audit Committee and is in line with compensation practices observed amongst directors at companies comparable to AB InBev. The fixed annual remuneration applicable to other directors (75,000 euro) and for the Chairman of the Board (150,000 euro) remains unchanged.

**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 in line with their role of guiding the company, and their alignment with the long-term interests of the shareholders.

In 2014, the vesting period of the LTI options issued to Board members was extended from 3 to 5 years, which should foster an even more sustainable, long-term commitment by recipients to act in the company’s best interests.

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.