



Annex 3

**VOTE BY MAIL**

Extraordinary shareholders' meeting of Anheuser-Busch InBev SA/NV (the "**Company**") of September 28, 2016 (9.00 am CET)

*This signed form must be returned by Thursday September, 22, 2016 at 5.00 pm (CET) at the latest by ordinary mail or electronic mail, to:*

**For registered shares:**  
Anheuser-Busch InBev SA/NV  
Mr. Benoit Loore  
Brouwerijplein 1  
3000 Leuven (Belgium)  
(benoit.loore@ab-inbev.com)

**For dematerialized shares:**  
Euroclear Belgium, attn. Issuer Services  
1 Boulevard du Roi Albert II  
1210 Brussels (Belgium)  
(ebe.issuer@euroclear.com / fax : +32 2 337 54 46)

The undersigned (name and first name / name of the company)

.....

Domicile / Registered office

.....  
.....

Owner of

quantity

dematerialized shares (\*)  
registered shares (\*)

of Anheuser-Busch InBev  
SA/NV

(\*) Cross out what is not applicable

votes by mail in the following way with respect to the extraordinary shareholders' meeting of the Company that will be held on Wednesday September 28, 2016 in Brussels (9.00 am) (the "**Meeting**") with all above-mentioned shares.

The vote of the undersigned on the proposed resolutions is as follows: (\*\*)

(\*\*) Please tick the boxes of your choice.

**A. Transaction and Belgian Offer**

**1. Approval of the Transaction and the acquisition by the Company of Newbelco shares in the context of the Belgian Offer**

*Proposed resolution:* approve, in accordance with article 23 of the articles of association of the Company, the Transaction, including the acquisition by AB InBev of the shares of Newbelco at a price of £0.45 each under the Belgian Offer, for a value exceeding one third of the consolidated assets of AB InBev.

FOR		AGAINST		ABSTAIN	
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**B. Belgian Merger**

**2. Acknowledgement by the shareholders of the following documents, of which they can obtain a copy free of charge:**

- the common draft terms of merger drawn up by the boards of directors of the merging companies in accordance with article 693 of the Belgian Companies Code (the “**Merger Terms**”);
- the report prepared by the board of directors of the Company in accordance with article 694 of the Belgian Companies Code;
- the report prepared by the statutory auditor of the Company in accordance with article 695 of the Belgian Companies Code.

**3. Communication regarding significant changes in the assets and liabilities of the merging companies between the date of the Merger Terms and the date of the shareholders’ meeting, in accordance with article 696 of the Belgian Companies Code**

**4. Merger by absorption by Newbelco of all assets, without any exception or reserve, of AB InBev (the “Belgian Merger”), in accordance with the Merger Terms, effective upon passing of the notarial deed acknowledging completion of the Belgian Merger (the “Final Notarial Deed”)**

*Proposed resolution:* approve (i) the Merger Terms, (ii) the Belgian Merger, subject to the conditions set out in the Merger Terms and effective upon passing of the Final Notarial Deed, and (iii) the dissolution without liquidation of AB InBev upon completion of the Belgian Merger.

FOR		AGAINST		ABSTAIN	
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**5. Delistings as a result of the Belgian Merger.**

*Proposed resolution:* approve, in accordance with article 23 of the articles of association of the Company, (i) the delisting of the securities of the Company from Euronext Brussels, (ii) the delisting of the securities of the Company from the Johannesburg Stock Exchange, and (iii) the cancellation of the registration of the securities of the Company with the National Securities Registry (RNV) maintained by the Mexican Securities and Banking Commission (Comisión Nacional Bancaria y de Valores or CNBV) and the delisting of such securities from the Bolsa Mexicana de Valores, S.A.B. de C.V. (BMV), all such delistings and cancellation of registration subject to and with effect as of completion of the Belgian Merger.

<b>FOR</b>		<b>AGAINST</b>		<b>ABSTAIN</b>	
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**C. Powers**

**6. Delegation of powers.**

*Proposed resolution:* approve the delegation of powers to:

- (i) any director of the Company from time to time, Sabine Chalmers, Lucas Lira, Benoît Loore, Ann Randon, Patricia Frizo, Gert Boulangé, Jan Vandermeersch, Philip Goris and Romanie Dendooven (each an “**Authorised Person**”), each acting together with another Authorised Person, to acknowledge by notarial deed the completion of the Belgian Merger after completion of the conditions precedent set out in the Merger Terms;
- (ii) the board of directors for the implementation of the resolutions passed; and
- (iii) Benoît Loore, Ann Randon, Patricia Frizo, Gert Boulangé, Jan Vandermeersch, Philip Goris, Romanie Dendooven, Philip Van Nevel and Els De Troyer, each acting alone and with power to sub-delegate, the power to proceed to all formalities at a business desk in order to perform the inscription and/or the modification of the Company’s data in the Crossroad Bank of Legal Entities and, if necessary, at the Administration for the Value Added Tax.

<b>FOR</b>		<b>AGAINST</b>		<b>ABSTAIN</b>	
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The proposed resolutions set out in items 1 and 5 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 75% of the shares attending or represented.

The proposed resolution set out in item 4 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 cast.

The proposed resolution set out in item 6 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.

\* \* \*

This present form will be considered to be null and void in its entirety if the shareholder has not indicated above his choice concerning one or more of the items on the agenda of the Meeting.

The shareholder who has cast his vote by validly returning the present form to the Company, p/o Euroclear Belgium, cannot vote in person or by proxy at the Meeting for the number of votes already cast.

If the Company publishes at the latest on 13 September 2016 a revised agenda for the Meeting to include new items or proposed resolutions upon the request of one or more shareholders in execution of Article 533ter of the Companies Code, the present form will remain valid for the items on the agenda it covers, provided it has validly reached the Company, p/o Euroclear Belgium, prior to the publication of such revised agenda. Notwithstanding the above, the vote cast in the present form on an item on the agenda will be null and void if the agenda has been amended concerning this item to include a new proposed resolution in application of Article 533ter of the Companies Code.

Done at ....., on .....2016

Signature(s) : .....(\*\*\*)

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