



SABMiller Holdings Inc.

(incorporated with limited liability in the State of Delaware, United States of America)

U.S.\$3,000,000,000

Guaranteed Euro Medium Term Note Programme

guaranteed by

SABMiller plc

(incorporated with limited liability in England and Wales)

This Base Prospectus Supplement (the "**Supplement**") to the Base Prospectus (the "**Base Prospectus**") dated 12 October 2012 which comprises a base prospectus for the purposes of Article 5.4 of Directive 2003/71/EC, as amended, constitutes a base prospectus supplement and is issued for the purpose of giving information in connection with the Euro Medium Term Note Programme (the "**Programme**") established by SABMiller Holdings Inc. (the "**Issuer**"). Terms defined in the Base Prospectus have the same meaning when used in this Supplement.

This Supplement is supplemental to, and should be read in conjunction with, the Base Prospectus and any other supplements to the Base Prospectus issued by the Issuer.

This document constitutes a base prospectus supplement for the purposes of Directive 2003/71/EC, as amended, to the extent that such amendments have been implemented in the relevant Member State of the European Economic Area (the "**Prospectus Directive**") and is issued in accordance with Article 16 thereof and the relevant Irish laws. This Supplement has been approved by the Central Bank of Ireland (the "**Central Bank**"), as competent authority under the Prospectus Directive. The Central Bank only approves this Supplement as meeting the requirements imposed under Irish and EU law pursuant to the Prospectus Directive.

The Issuer accepts responsibility for the information contained in this Supplement. To the best of the knowledge of the Issuer (having taken all reasonable care to ensure that such is the case) the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information. SABMiller plc (the "**Guarantor**") accepts responsibility only for the information contained in this Supplement relating to itself, the Group and the Guarantee. To the best of the knowledge of the Guarantor (having taken all reasonable care to ensure that such is the case), the information contained in those parts of this Supplement relating to itself, the Group and the Guarantee is in accordance with the facts and does not omit anything likely to affect the import of such information.

On 22 November 2012, the Guarantor published its interim (unaudited) financial results as at, and for the six month period ended 30 September 2012 (the "**Q3 Interim Statement**"), as found on pages 23 to 40 of the Interim Announcement released by the Guarantor and dated 22 November 2012 (the "**Interim Announcement**"). The purpose of this Supplement is to incorporate by reference the Q3 Interim Statement.

A copy of the Q3 Interim Statement has been filed with the Central Bank of Ireland and, by virtue of this Supplement, the Q3 Interim Statement is incorporated in, and forms part of, the Base Prospectus.

Copies of the Q3 Interim Statement incorporated by reference in the Base Prospectus can be obtained without charge from the website of the Guarantor at <http://www.sabmiller.com/index.asp?pageid=85> and from the registered office of the Issuer and the specified office of each of the Agents, as described on page 109 of the Base Prospectus.

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the Base Prospectus by this Supplement and (b) any other statement in or incorporated by reference in the Base Prospectus, the statements in (a) above will prevail.

Save as disclosed in this Supplement or in any document incorporated by reference in this Supplement, no other significant new factor, material mistake or inaccuracy relating to information included in the Base Prospectus has arisen or been noted, as the case may be, since 12 October 2012, the date of the publication of the Base Prospectus.

If documents which are incorporated by reference to this Supplement themselves incorporate any information or other documents therein, either expressly or implicitly, such information or other documents will not form part of this Supplement.

The non-incorporated parts of the Interim Announcement are not relevant to investors.