

Company No 02399274

**THE COMPANIES ACT 2006**

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**PRIVATE COMPANY LIMITED BY SHARES**

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**WRITTEN RESOLUTION**

**of**

**ANHEUSER-BUSCH EUROPE LIMITED (the Company)**

Circulation Date: *15/12/2016* **2016**

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the **Act**), the directors of the Company propose that the following resolution is passed as a special resolution (the **Resolution**):

**Special resolution**

**THAT:**

- 1 the maximum amount of shares the directors are authorised to allot, as set out in article 13.1 of the articles of association of the Company, shall be increased from £1,000 to £10,000,000,000 (ten billion pounds) and article 13.1 shall be deemed to be amended accordingly and the directors of the Company shall be given authority to allot such shares up to the maximum nominal value as set out in this resolution, provided that the authority may only be exercised for a period of five years from the date of passing of this resolution and provided that the directors may, before such expiry, make one or more offers or agreements which would or might require shares to be allotted after such expiry and the directors may allot shares after such authority has expired in pursuance of every such offer or agreement as if the power hereby conferred had not expired, and article 13.2 shall be deemed to be amended accordingly, and
2. in accordance with section 570 of the Act, the directors of the Company be authorised to allot and issue 9,000,000,000 (nine billion) new ordinary shares of GBP 1.00 each in the share capital of the Company to Ambrew S.à r.l. (the **Allotment**), as if the provisions of section 561 of the Act did not apply to the Allotment.

THURSDAY



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LD7 05/01/2017 #6  
COMPANIES HOUSE

**AGREEMENT**

Please read the notes at the end of this document before signifying your agreement to the Resolution

The undersigned, a person entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agrees to the Resolution

Signed for and on behalf of.

Ambrew S.à r.l.



Gert Magis

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Date: 15/12/2016



Yannick Bomans

**NOTES**

1. If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to Rachel Hossack at EY. If returning this document by email, please send it to [RHossack@uk.ey.com](mailto:RHossack@uk.ey.com) with the heading "Project Forest Hedge Unwind"
2. If you do not agree with the Resolution you do not need to do anything: you will not be deemed to agree if you fail to reply
3. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
4. Unless sufficient agreement for the Resolution to be passed has been received by the date 28 days after the circulation date, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date
5. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.