

Company no. 02810521

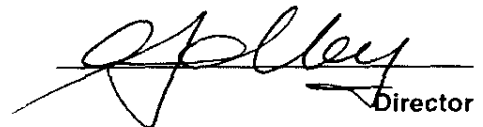
PRIVATE UNLIMITED COMPANY
WRITTEN RESOLUTION OF
INBEV UK (the "Company")

On 21 December 2017, the following written resolution was passed as a special resolution in accordance with Chapter 2 of Part 13 of the Companies Act 2006, as set out below:

SPECIAL RESOLUTION

THAT:

- (a) a project to simplify the balance sheet of various AB Inbev group companies (the "**Project**"), as further described in a steps plan provided to the member on or about the date of circulation of this written resolution, pursuant to which the Company will undertake certain corporate actions, be and is hereby approved, including but not limited to the following:
 - (i) the entry by the Company into a loan agreement with AB Inbev UK Limited ("**AB Inbev**"), pursuant to which it will loan £47,905 ("**Loan Amount**") to AB Inbev as an interest-free repayable on demand loan;
 - (ii) the transfer of the Loan Amount in cash to AB Inbev; and
 - (iii) subject to completion of 1.1(a)(i) and 1.1(a)(ii) above, the entry by the Company into a deed of waiver, whereby the Company waives its right to receive an aggregate loan balance of £2,030,921 from AB Inbev (comprising the Loan Amount and an existing loan balance of £1,983,016),together, the "**Corporate Actions**";
- (b) pursuant to part (a) above (subject to the applicable provisions of the Companies Act 2006 ("**Act**") and the common law) the directors of the Company be and are hereby directed to take all steps necessary to implement the Project, including the Corporate Actions;
- (c) none of the directors of the Company who are also directors of any other group company shall infringe his duty to avoid a situation in which he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company as a result of the Company taking any action pursuant to this resolution; and
- (d) in accordance with section 180(4) of the Act, the directors are authorised to take such corporate actions as are required in connection with this resolution.


Director

SATURDAY



SPE *S6YHGG14* #22
27/01/2018
COMPANIES HOUSE