

AB InBev Southern Capital Limited **(formerly SABMiller Southern Capital Limited)**

**Annual report and financial statements
for the period ended 31 December 2016**



Incorporated in England and Wales under the Companies Act, 2006
Registration number: 07816628

Annual report and financial statements for the period ended 31 December 2016

Table of contents

	Page number(s)
Strategic report	1
Directors' report	2 - 4
Independent auditors' report	5 - 6
Profit and loss account and other comprehensive income	7
Balance sheet	8
Statement of changes in equity	9
Notes to the financial statements	10 - 26

AB InBev Southern Capital Limited

Strategic report for the period ended 31 December 2016

The directors present their Strategic report for AB InBev Southern Capital Limited (formerly SABMiller Southern Capital Limited) (the "Company") for the period ended 31 December 2016.

Review of activities and future developments

The principal activity of the Company is to act as a holding and financing company for various subsidiary undertakings within the Anheuser-Busch InBev Group (the "Group").

On 28 September 2016, the shareholders of SABMiller plc, the then ultimate parent undertaking, approved an offer by Anheuser-Busch InBev SA/NV to acquire SABMiller plc (the "Transaction"). Prior to the completion of the Transaction, on 6 October 2016, SABMiller plc delisted from the London Stock Exchange and re-registered as a private limited company under the name SABMiller Limited. On 8 October 2016, Anheuser-Busch InBev SA/NV acquired SABMiller Limited and on 10 October 2016, control of the SABMiller Group transferred to Anheuser-Busch InBev SA/NV and the SABMiller Group became part of the Anheuser-Busch InBev Group. As a result of the business combination, there may be an impact on the activities of the Company in the future.

To align with the Anheuser-Busch InBev Group's accounting period, the Company's financial year end was amended from 31 March to 31 December. Consequently, these financial statements have been prepared for a nine month period.

Results

The Company recorded a loss for the financial period ended 31 December 2016 of US\$242,618,000 (year ended 31 March 2016: profit of US\$1,488,000). During the period, the Company received a US\$478,853,000 dividend from AB InBev SI Limited (formerly SABMiller SI Limited) (year ended 31 March 2016: US\$935,990,000). The detailed results are set out in the profit and loss account on page 7.

Details of movements during the period in investments and debtors, including provisions, can be found in notes 8 to 10 to the financial statements.

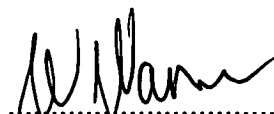
Principal risks and uncertainties

From the perspective of the Company, during the period under review the principal risks and uncertainties were integrated with the principal risks of the Anheuser-Busch InBev Group (the "Group") and were not managed separately. Accordingly, the principal risks and uncertainties of Anheuser-Busch InBev SA/NV include those of the Company and are discussed in the risks and uncertainties section of the Group's 31 December 2016 annual report, which does not form part of this report. The consolidated financial statements for Anheuser-Busch InBev SA/NV for the year ended 31 December 2016 are available at the address detailed in note 2 to these financial statements.

Key performance indicators ("KPIs")

Given the straightforward nature of the business, the Company's directors are of the opinion that analysis using KPIs is not necessary for an understanding of the development, performance or position of the business.

By order of the Board


.....
W. Warner
Company Secretary

Date: 2 August 2017

AB InBev Southern Capital Limited

Directors' report for the period ended 31 December 2016

The directors present their report and audited financial statements of the Company for the period ended 31 December 2016.

Dividends

No interim dividends were declared for the financial period ended 31 December 2016 (year ended 31 March 2016: US\$ Nil). No final dividend is proposed (year ended 31 March 2016: US\$ Nil).

Financial risk management

The Company is a subsidiary undertaking within the Group. Cash funds of the Group are managed at a group level. Interest is received and paid by the Company on certain loans with other group companies.

Liquidity and interest rate risk

The Company's arrangements with the Group, as described above, ensure it can access the funds needed to meet its liquidity requirements as cash can be obtained through group funding. Interest receivable and payable on loans with other group companies are calculated at either fixed or at floating rates of interest. The Group's liquidity requirements and interest rate risks are managed at a group level.

Currency risk

The Company's functional currency is US Dollar and it also presents its financial statements in US Dollar. Some transactions undertaken by the Company are denominated in currencies other than US Dollar.

Post balance sheet events

In January 2017, the Redeemable A preference shares and Redeemable C preference shares were redeemed and new preference shares were issued with fixed interest rates ranging from 6.91% to 7.30% and maturity dates in 2042, 2047 and 2052.

On 30 June 2017, the Company changed its name from SABMiller Southern Capital Limited to AB InBev Southern Capital Limited.

In July 2017, the Company received a US\$3,000,000,000 loan from Anheuser-Busch Worldwide Investments, Inc., a fellow group undertaking in the AB InBev Group. The Company also subscribed for one A ordinary share of US\$1 in AB InBev SI Limited for US\$3,000,000,000 cash.

AB InBev Southern Capital Limited**Directors' report for the period ended 31 December 2016 (continued)****Directors**

The following directors held office during the period and up to the date of signing the financial statements:

T. M. Boucher				
J. Davidson	Appointed:	20 September 2016	Resigned:	22 November 2016
J. K. Gay	Resigned:	30 September 2016		
S. M. Jones	Resigned:	30 September 2016	Appointed:	28 November 2016
P.H.B. Learoyd	Resigned:	30 September 2016	Resigned:	28 July 2017
D. P. Mallac	Resigned:	30 September 2016		
S. V. Shapiro	Resigned:	30 September 2016		
A.E. Tolley	Appointed:	28 November 2016		

Directors' insurance and indemnity

Anheuser-Busch InBev SA/NV maintains directors' and officers' liability insurance in respect of its directors and those directors of its subsidiary companies. During the period under review two directors had the benefit of an indemnity granted by SABMiller Limited (formerly SABMiller plc) to its directors and officers in relation to certain losses and liabilities which they may incur in the course of acting as directors or officers of one or more of the Group subsidiaries.

Statement of directors' responsibilities

The directors are responsible for preparing the Directors' Report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial period. Under that law the directors have prepared the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 101 Reduced Disclosure Framework (FRS 101).

Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable United Kingdom Accounting Standards, including FRS 101, have been followed, subject to any material departures disclosed and explained in the financial statements;
- notify the Company's shareholders in writing about the use of disclosure exemptions, if any, of FRS 101 used in the preparation of financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

AB InBev Southern Capital Limited

Directors' report for the period ended 31 December 2016 (continued)

Statement of disclosure of information to auditors

In addition, the Companies Act 2006 requires directors to provide the Company's auditors with every opportunity to take whatever steps and undertake whatever inspections the auditors consider to be appropriate for the purpose of enabling them to give their audit report. Each of the directors, having made appropriate enquiries, confirms that:

- so far as the director is aware, there is no relevant audit information of which the Company's auditors are unaware; and
- each director has taken all the steps that they ought to have taken as a director in order to make themselves aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

The directors' approval of the financial statements appears on page 8.

Independent auditors

The Company's external auditors, PricewaterhouseCoopers LLP, have audited the financial statements and their unqualified report appears on pages 5 to 6.

As a consequence of the Transaction, the appointment of auditors for the next accounting period is yet to be determined.

By order of the Board


.....
W. Warner
Company Secretary

Date: 2 August 2017

AB InBev Southern Capital Limited

Independent auditors' report to the members of AB InBev Southern Capital Limited

Report on the financial statements

Our opinion

In our opinion, AB InBev Southern Capital Limited's financial statements (the "financial statements"):

- give a true and fair view of the state of the Company's affairs as at 31 December 2016 and of its loss for the 9 month period (the "period") then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

What we have audited

The financial statements, included within the Annual report and financial statements (the "Annual Report"), comprise:

- the Balance sheet as at 31 December 2016;
- Profit and loss account and other comprehensive income for the period then ended;
- Statement of changes in equity for the period then ended; and
- the notes to the financial statements, which include a summary of significant accounting policies and other explanatory information.

The financial reporting framework that has been applied in the preparation of the financial statements is United Kingdom Accounting Standards, comprising FRS 101 "Reduced Disclosure Framework", and applicable law (United Kingdom Generally Accepted Accounting Practice).

In applying the financial reporting framework, the directors have made a number of subjective judgements, for example in respect of significant accounting estimates. In making such estimates, they have made assumptions and considered future events.

Opinion on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the Strategic Report and the Directors' report for the financial period for which the financial statements are prepared is consistent with the financial statements; and
- the Strategic Report and the Directors' report have been prepared in accordance with applicable legal requirements.

In addition, in light of the knowledge and understanding of the Company and its environment obtained in the course of the audit, we are required to report if we have identified any material misstatements in the Strategic Report and the Directors' report. We have nothing to report in this respect.

Other matters on which we are required to report by exception

Adequacy of accounting records and information and explanations received

Under the Companies Act 2006 we are required to report to you if, in our opinion:

- we have not received all the information and explanations we require for our audit; or
- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns.

We have no exceptions to report arising from this responsibility.

AB InBev Southern Capital Limited

Independent auditors' report to the members of AB InBev Southern Capital Limited (continued)

Directors' remuneration

Under the Companies Act 2006 we are required to report to you if, in our opinion, certain disclosures of directors' remuneration specified by law are not made. We have no exceptions to report arising from this responsibility.

Responsibilities for the financial statements and the audit

Our responsibilities and those of the directors

As explained more fully in the Statement of directors' responsibilities set out on page 3, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view.

Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland) ("ISAs (UK & Ireland)"). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

This report, including the opinions, has been prepared for and only for the Company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

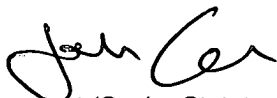
What an audit of financial statements involves

We conducted our audit in accordance with ISAs (UK & Ireland). An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of:

- whether the accounting policies are appropriate to the Company's circumstances and have been consistently applied and adequately disclosed;
- the reasonableness of significant accounting estimates made by the directors; and
- the overall presentation of the financial statements.

We primarily focus our work in these areas by assessing the directors' judgements against available evidence, forming our own judgements, and evaluating the disclosures in the financial statements. We test and examine information, using sampling and other auditing techniques, to the extent we consider necessary to provide a reasonable basis for us to draw conclusions. We obtain audit evidence through testing the effectiveness of controls, substantive procedures or a combination of both.

In addition, we read all the financial and non-financial information in the Annual Report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report. With respect to the Strategic Report and Directors' report, we consider whether those reports include the disclosures required by applicable legal requirements.



Jonathan Lambert (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
London

2 August 2017

AB InBev Southern Capital Limited

Profit and loss account and other comprehensive income for the period ended 31 December 2016

	Note	1 April to 31 December 2016 US\$ ('000s)	1 April 2015 to 31 March 2016 US\$ ('000s)
Income from shares in group undertakings		478,853	935,990
Operating expenses	4	(13)	(18)
Profit on ordinary activities before interest and taxation		478,840	935,972
Finance income	6	528,547	703,435
Finance expense	6	(1,250,005)	(1,637,922)
(Loss) / profit on ordinary activities before taxation		(242,618)	1,485
Tax on profit on ordinary activities	7	-	3
(Loss) / profit for the financial period / year		(242,618)	1,488
Total comprehensive (expense) / income for the financial period / year		(242,618)	1,488

All activities during the period are in respect of continuing activities.


The notes on pages 10 to 26 form part of these financial statements.

AB InBev Southern Capital Limited
Registration number: 07816628
Balance sheet as at 31 December 2016

	Note	31 December 2016 US\$ ('000s)	31 March 2016 US\$ ('000s)
Fixed assets			
Investments	8	17,352,733	17,352,733
Current assets			
Debtors: amounts falling due after more than one year	9	8,500,000	8,500,000
Debtors: amounts falling due within one year	10	181,107	3,283
		8,681,107	8,503,283
Current liabilities			
Creditors: amounts falling due within one year	11	(420,450)	(8)
Net current assets		8,260,657	8,503,275
Total assets less current liabilities		25,613,390	25,856,008
Creditors: amounts falling due after more than one year	12	(20,865,891)	(20,865,891)
Net assets		4,747,499	4,990,117
Capital and reserves			
Called up share capital	13	4,026	4,026
Share premium account		4,021,974	4,021,974
Profit and loss account		721,499	964,117
Total shareholders' funds		4,747,499	4,990,117

The notes on pages 10 to 26 form part of these financial statements.

The financial statements on pages 7 to 9 were authorised for issue by the board of directors and were signed on its behalf by:



T. M. Boucher
Director

Date: 2 August 2017

AB InBev Southern Capital Limited

Statement of changes in equity for the period ended 31 December 2016

	Called up share capital US\$ ('000s)	Share premium account US\$ ('000s)	Profit and loss account US\$ ('000s)	Total shareholders' funds US\$ ('000s)
At 1 April 2015	4,026	4,021,974	962,629	4,988,629
Profit for the financial year	-	-	1,488	1,488
Total comprehensive income for the year	-	-	1,488	1,488
At 31 March 2016	4,026	4,021,974	964,117	4,990,117
Loss for the financial period	-	-	(242,618)	(242,618)
Total comprehensive expense for the period	-	-	(242,618)	(242,618)
At 31 December 2016	4,026	4,021,974	721,499	4,747,499

AB InBev Southern Capital Limited**Notes to the financial statements for the period ended 31 December 2016****1. Presentation of financial statements**

The Company's financial statements are prepared using the US Dollar as the functional currency as this represents the primary economic environment in which the Company operates.

The Company is a private company and is incorporated and domiciled in the UK. The address of its registered office is: AB InBev House, Church Street West, Woking, Surrey, GU21 6HT, United Kingdom.

2. Accounting policies**Basis of preparation**

These financial statements have been prepared in accordance with *Financial Reporting Standard 101 Reduced Disclosure Framework* ("FRS 101"). The amendments to FRS 101 (2013/14 and 2014/15) issued in July 2014 and July 2015 have been applied.

In preparing these financial statements, the Company applies the recognition, measurement and disclosure requirements of International Financial Reporting Standards as adopted by the EU ("EU Adopted IFRSs"), but makes amendments where necessary in order to comply with Companies Act 2006 and has set out below where advantage of the FRS 101 disclosure exemptions has been taken.

The Company's ultimate parent undertaking, Anheuser-Busch InBev SA/NV includes the Company in its consolidated financial statements. The consolidated financial statements of Anheuser-Busch InBev SA/NV are prepared in accordance with International Financial Reporting Standards as adopted by the EU and are available to the public and may be obtained from the Corporate Secretary at Anheuser-Busch InBev SA/NV, Brouwerijplein 1, B-3000 Leuven, Belgium.

The preparation of financial statements in conformity with FRS 101 requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Company's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in note 3.

The following exemptions from the requirements of IFRS have been applied in the preparation of these financial statements, in accordance with FRS 101:

- Paragraph 38 of IAS 1, 'Presentation of financial statements' comparative information requirements in respect of:
 - Paragraph 79(a)(iv) of IAS 1;
 - Paragraph 73(e) of IAS 16, 'Property, plant and equipment'; and
 - Paragraph 118(e) of IAS 38, 'Intangible assets'.
- The following paragraphs of IAS 1, 'Presentation of financial statements':
 - 10(d), (statement of cash flows)
 - 16 (statement of compliance with all IFRS),
 - 38A (requirement for minimum of two primary statements, including cash flow statements),
 - 38B-D (additional comparative information),
 - 111 (cash flow statement information)
 - 134-136 (capital management disclosures)
- IAS 7, 'Statement of cash flows'
- Paragraph 30 and 31 of IAS 8 'Accounting policies, changes in accounting estimates and errors' (requirement for the disclosure of information when an entity has not applied a new IFRS that has been issued but is not yet effective)
- The requirements in IAS 24, 'Related party disclosures' to disclose related party transactions entered into between two or more members of a group.

As the consolidated financial statements of Anheuser-Busch InBev SA/NV include the equivalent disclosures, the Company has also taken the exemptions under FRS 101 available in respect of the following disclosures:

AB InBev Southern Capital Limited

Notes to the financial statements for the period ended 31 December 2016 (continued)

- Certain disclosures required by IAS 36 Impairment of assets in respect of the impairment of goodwill and indefinite life intangible assets;
- The disclosures required by IFRS 7 and IFRS 13 regarding financial instrument disclosures have not been provided apart from those which are relevant for the financial instruments which are held at fair value and are not held as part of a trading portfolio or as derivatives; and
- Paragraph 17 of IAS 24, 'Related party disclosures' (key management compensation).

The Company has taken advantage of the exemption from preparing consolidated financial statements under the terms of section 400 of the Companies Act 2006, if applicable.

Judgements made by the directors, in the application of those accounting policies that have significant effect on the financial statements and estimates with a significant risk of material adjustment in the next year are discussed in note 3.

The financial statements are prepared on a going concern basis, under the historical cost convention, as modified by the fair valuation of financial instruments. The accounting policies, which have been applied consistently throughout the period, are set out below.

Dividend income

Dividend income is recognised when the right to receive payment is established.

Dividends payable

Dividend distributions to equity shareholders are recognised as a liability in the financial statements of the Company in the period in which the dividends are approved by the Company's shareholders. Interim dividends are recognised when paid.

Dividends declared after the balance sheet date are not recognised, as there is no present obligation at the balance sheet date.

Foreign exchange

Transactions in foreign currencies are translated to the Company's functional currency at the foreign exchange rate ruling at the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are retranslated to the functional currency at the foreign exchange rate ruling at that date.

Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of the transaction.

Foreign exchange gains and losses are recognised within profit or loss.

Financial instruments

Financial instruments comprise investments in equity and debt securities, loans receivable and borrowings and issued preference shares.

Financial assets and financial liabilities are initially recorded at fair value (plus any directly attributable transaction costs except in the case of those classified at fair value through profit or loss).

Financial assets are recognised when the company has rights or other access to economic benefits. Such assets consist of cash, equity instruments, a contractual right to receive cash or another financial asset, or a contractual right to exchange financial instruments with another entity on potentially favourable terms. Financial assets are derecognised when the rights to receive cash flows from the asset have expired or have been transferred and the company has transferred substantially all risks and rewards of ownership.

AB InBev Southern Capital Limited**Notes to the financial statements for the period ended 31 December 2016 (continued)**

Financial liabilities are recognised when there is an obligation to transfer benefits and that obligation is a contractual liability to deliver cash or another financial asset or to exchange financial instruments with another entity on potentially unfavourable terms. Financial liabilities are derecognised when they are extinguished, that is discharged, cancelled or expired. If a legally enforceable right exists to set off recognised amounts of financial assets and liabilities, which are in determinable monetary amounts, and there is the intention to settle net, the relevant financial assets and liabilities are offset.

Financial instruments issued by the Company are treated as equity only to the extent that they meet the following two conditions:

- (a) they include no contractual obligations upon the company to deliver cash or other financial assets or to exchange financial assets or financial liabilities with another party under conditions that are potentially unfavourable to the company; and
- (b) where the instrument will or may be settled in the company's own equity instruments, it is either a non-derivative that includes no obligation to deliver a variable number of the company's own equity instruments or is a derivative that will be settled by the company's exchanging a fixed amount of cash or other financial assets for a fixed number of its own equity instruments.

To the extent that this definition is not met, the proceeds of issue are classified as a financial liability. Where the instrument so classified takes the legal form of the company's own shares, the amounts presented in these financial statements for called up share capital and share premium account exclude amounts in relation to those shares.

Loans receivable and borrowings

Loans receivable and borrowings are recognised initially at fair value less attributable transaction costs. Subsequent to initial recognition, they are stated at amortised cost using the effective interest method, less any impairment losses.

Fixed asset investments

Investments in subsidiaries and associates are stated at cost, together with subsequent capital contributions, less provisions for impairment.

Preference share capital

As the preference shares issued by the company do not meet the definition of equity, the proceeds of issue of these are classified as a financial liability. The amounts presented in these financial statements for called up share capital and share premium account excludes amounts in relation to these shares. Associated preference share dividends are included within interest expenses.

Preference shares receivable are classified as debtors and the preference dividend income is recorded as interest receivable in the income statement to reflect the terms of the preference shares.

Impairment of financial assets

A financial asset not carried at fair value through profit or loss is assessed at each reporting date to determine whether there is objective evidence that it is impaired. A financial asset is impaired if objective evidence indicates that a loss event has occurred after the initial recognition of the asset, and that the loss event had a negative effect on the estimated future cash flows of that asset that can be estimated reliably.

An impairment loss in respect of a financial asset measured at amortised cost is calculated as the difference between its carrying amount and the present value of the estimated future cash flows discounted at the asset's original effective interest rate. For financial instruments measured at cost less impairment an impairment is calculated as the difference between its carrying amount and the best estimate of the amount that the Company would receive for the asset if it were

AB InBev Southern Capital Limited**Notes to the financial statements for the period ended 31 December 2016 (continued)**

to be sold at the reporting date. Interest on the impaired asset continues to be recognised through the unwinding of the discount. When a subsequent event causes the amount of impairment loss to decrease, the decrease in impairment loss is reversed through profit or loss.

Impairment of investments

The carrying amounts of the Company's investments are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

Impairment reviews are performed by comparing the carrying value of the non-current asset with its recoverable amount, being the higher of the fair value less costs of disposal and value in use. The fair value less costs of disposal is considered to be the amount that could be obtained on disposal of the asset. Value in use is determined by discounting the future post-tax cash flows generated from continuing use of the asset using a post-tax discount rate, as this closely approximates applying pre-tax discount rates to pre-tax cash flows. Where a potential impairment is identified using post-tax cash flows and post-tax discount rates, the impairment review is re-performed on a pre-tax basis in order to determine the impairment loss to be recorded.

Interest income

Interest income is recognised on an accruals basis using the effective interest method.

Taxation

The tax expense for the period comprises current and deferred tax. Tax is recognised in the profit and loss account, except to the extent that it relates to items recognised in other comprehensive income or directly in equity, in which case it is recognised in other comprehensive income or directly in equity, respectively.

Current tax expense is based on the results for the period as adjusted for items that are not taxable or not deductible. The Company's liability for current taxation is calculated using tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

Deferred tax is provided in full using the liability method, in respect of all temporary differences arising between the tax bases of assets and liabilities and their carrying values, except where the temporary difference arises from goodwill (in the case of deferred tax liabilities) or from the initial recognition (other than a business combination) of other assets and liabilities in a transaction that affects neither accounting nor taxable profit.

Deferred tax liabilities are recognised where the carrying value of an asset is greater than its tax base, or where the carrying value of a liability is less than its tax base. Deferred tax is recognised in full on temporary differences arising from investment in subsidiaries, associates and joint ventures, except where the timing of the reversal of the temporary difference is controlled by the Company and it is probable that the temporary difference will not reverse in the foreseeable future. This includes taxation in respect of the retained earnings of overseas subsidiaries only to the extent that, at the balance sheet date, dividends have been accrued as receivable or a binding agreement to distribute past earnings in future periods has been entered into by the subsidiary. Deferred income tax is also recognised in respect of the unremitted retained earnings of overseas associates and joint ventures as the Company is not able to determine when such earnings will be remitted and when such additional tax such as withholding taxes might be payable.

A net deferred tax asset is regarded as recoverable and therefore recognised only when, on the basis of all available evidence, it is expected that sufficient existing taxable temporary differences will reverse in the future or there will be sufficient taxable profit available against which the temporary differences (including carried forward tax losses) can be utilised.

Deferred tax is measured at the tax rates expected to apply in the periods in which the timing differences are expected to reverse based on tax rates and laws that have been enacted or substantively enacted at balance sheet date. Deferred tax is measured on a non-discounted basis.

AB InBev Southern Capital Limited

Notes to the financial statements for the period ended 31 December 2016 (continued)

Share capital

Financial instruments issued by the Company are treated as equity (i.e. forming part of shareholders' funds) only to the extent that they include no contractual obligations upon the Company to deliver cash or other financial assets. Incremental costs directly attributable to the issue of new ordinary shares or options are shown in equity as a deduction, net of tax, from the proceeds.

3. Key estimates and judgements

In determining and applying accounting policies, judgement is often required where the choice of specific policy, assumption or accounting estimate to be followed could materially affect the reported results or net position of the Group, should it later be determined that a different choice be more appropriate.

Management considers the following to be the areas of significant judgement and estimation for the Company due to greater complexity and/or particularly subject to the exercise of judgement.

Impairment reviews

Impairment reviews in respect of financial assets are performed if events indicate that this is necessary. Impairment reviews are based on future cash flows discounted using the weighted average cost of capital. The future cash flows are based on business forecasts, and the discount rates used are dependent on management estimates and judgements. Future events could cause the assumptions used in these impairment reviews to change with a consequent impact on the results and net position of the Group.

4. Operating expenses

	1 April to 31 December 2016 US\$ ('000s)	1 April 2015 to 31 March 2016 US\$ ('000s)
Management fees	(7)	(10)
Other operating expenses	(6)	(8)
Total operating expenses	(13)	(18)

Auditors' fees for the audit of the Company's financial statements of US\$7,378 (year ended 31 March 2016: \$8,021) are accrued in the financial statements and included in other operating costs.

5. Key management compensation and employees

Key management personnel are considered to be the directors and the secretary of the Company. The Company had no employees in the period (year ended 31 March 2016: none). None of the key management personnel received any remuneration for their services as key management personnel of AB InBev Southern Capital Limited and are not employed by the Company.

During the period, nine (year ended 31 March 2016: two) key management personnel exercised options over US 10 cent shares in SABMiller Limited (formerly SABMiller plc). This is accounted for by the employing company within the Group. No key management personnel exercised options in Anheuser-Busch InBev SA/NV.

Pension contributions, on behalf of the key management personnel, were made by their employing companies within the Group.

AB InBev Southern Capital Limited

Notes to the financial statements for the period ended 31 December 2016 (continued)

6. Finance income and expense

	1 April to 31 December 2016 US\$ ('000s)	1 April 2015 to 31 March 2016 US\$ ('000s)
Finance income		
Interest receivable from fellow group undertakings	12	3
Interest receivable on redeemable C preference shares	528,535	703,432
Total finance income	528,547	703,435
Finance expense		
Interest payable on redeemable A preference share dividends	(426,623)	(542,074)
Interest payable on redeemable C preference share dividends	(823,382)	(1,095,848)
Total finance expense	(1,250,005)	(1,637,922)

7. Taxation on profit on ordinary activities

a) Analysis of credit in the period / year

	1 April to 31 December 2016 US\$ ('000s)	1 April 2015 to 31 March 2016 US\$ ('000s)
Current taxation		
UK corporation tax credit on (losses) / profit for the period / year	-	(3)
Total taxation credit	-	(3)

AB InBev Southern Capital Limited

Notes to the financial statements for the period ended 31 December 2016 (continued)

b) Factors affecting the taxation credit for the period / year

The tax assessed for the period is higher (year ended 31 March 2016: lower) than the UK standard rate of corporation tax in the UK for the period ended 31 December 2016 of 20% (year ended 31 March 2016: 20%). The differences are explained below:

	1 April to 31 December 2016 US\$ ('000s)	1 April 2015 to 31 March 2016 US\$ ('000s)
(Loss) /profit on ordinary activities before taxation	(242,618)	1,485
Tax (credit) / charge at UK standard rate of corporation tax of 20% (year ended 31 March 2016: 20%)	(48,524)	297
Effects of:		
Exempt dividend income	(95,770)	(187,198)
Non-taxable preference dividend income	(105,707)	(140,686)
Non-deductible preference dividend payable	250,001	327,584
Total taxation result / (expense)	-	(3)

8. Investments

	31 December 2016 US\$ ('000s)	31 March 2016 US\$ ('000s)
Investments in subsidiary undertakings		
Cost		
At 1 April	17,352,733	17,352,733
Additions	-	-
At 31 December / 31 March	17,352,733	17,352,733
Net book value		
At 1 April	17,352,733	17,352,733
At 31 December / 31 March	17,352,733	17,352,733

During the period, the Company subscribed for one Ordinary Share in ABI Mexico Holding I Limited for US\$1.00.

The directors believe that the carrying value of the investments is supported by their underlying net assets.

Name	Country of incorporation	Principal activity	Type of shares	% held
Subsidiary undertakings				
SABMiller SI Limited	United Kingdom	Holding and finance company	A Ordinary	100
			B Ordinary	100
			Redeemable preference	100
ABI Mexico Holding I Limited	United Kingdom	Holding company	US \$1.00 Ordinary	100

AB InBev Southern Capital Limited**Notes to the financial statements for the period ended 31 December 2016 (continued)**

SABMiller SI Limited's registered address is AB InBev House, Church Street West, Woking, Surrey, GU21 6HT, United Kingdom. ABI Mexico Holding I Limited's registered address is Porter Tun House, 500 Capability Green, Luton, Bedfordshire, LU1 3LS, United Kingdom.

Indirect investments held by the Company, such as subsidiaries, associates and joint ventures of the Company's direct investments, are detailed in note 18.

9. Debtors: amounts falling due after more than one year

	31 December 2016 US\$ ('000s)	31 March 2016 US\$ ('000s)
Loans owed by fellow group undertakings	8,500,000	8,500,000

Loans owed by fellow group undertakings comprise 8,500,000 (year ended 31 March 2016: 8,500,000) Redeemable C preference shares with a nominal value of US\$1,000 each and a fixed interest rate of 8.14%. The C preference shares are mandatorily redeemable on 29 March 2044. Preference shareholders have no right to demand early repayment although they may be repaid early by the issuing entity in the event of a winding-up or return of capital. The preference shares do not evidence a residual interest in the assets of the issuing entity after deducting all of its liabilities and accordingly are classified as a loan.

10. Debtors: amounts falling due within one year

	31 December 2016 US\$ ('000s)	31 March 2016 US\$ ('000s)
Loans owed by fellow group undertakings	4,286	3,279
Amounts owed by fellow group undertakings	176,821	1
Corporation tax	-	3
	181,107	3,283

Loans owed by fellow group undertakings bear interest at a floating rate of one month LIBOR with spreads ranging from minus 12.5 basis points to plus 110 basis points (year ended 31 March 2016: minus 12.5 basis points). Loans are unsecured and repayable on demand.

Amounts owed by fellow group undertakings are interest free, unsecured and payable on demand. The amount owed at 31 December 2016 is interest receivable on Redeemable C preference shares which had not been received before period end.

11. Creditors: amounts falling due within one year

	31 December 2016 US\$ ('000s)	31 March 2016 US\$ ('000s)
Amounts owed to parent undertaking	420,437	-
Amounts owed to fellow group undertakings	7	-
Accruals and deferred income	6	8
	420,450	8

Amounts owed to parent and fellow group undertakings are interest free, unsecured and repayable on demand. The amount owed to the parent undertaking at 31 December 2016 is interest payable on Redeemable A and C preference shares which had not been paid before period end.

AB InBev Southern Capital Limited

Notes to the financial statements for the period ended 31 December 2016 (continued)

12. Creditors: amounts falling due after more than one year

	31 December 2016 US\$ ('000s)	31 March 2015 US\$ ('000s)
Amounts owed to parent undertakings	20,865,891	20,865,891

Amounts owed to parent undertakings comprise Redeemable preference shares with the following rights and restrictions at 31 December 2016:-

- 7,624,085 (31 March 2016: 7,624,085) Redeemable A preference shares with a nominal value of US\$0.000,000,131,163,281 each and a floating interest rate of US\$ three month LIBOR plus 6.56%.
- 13,241,806 (31 March 2016: 13,241,806) Redeemable C preference shares with a nominal value of US\$0.000,000,075,518,400 each and a fixed interest rate of 8.14%.

The A preference shares are mandatorily redeemable on 13 December 2041 and the C preference shares are mandatorily redeemable on 14 December 2041. Preference shareholders have no right to demand early repayment although they may be repaid early by the Company in the event of a winding-up or return of capital. The preference shares do not evidence a residual interest in the assets of the Company after deducting all of its liabilities and accordingly are classified as a financial liability.

13. Called up share capital

	31 December 2016 US\$ ('000s)	31 March 2016 US\$ ('000s)
Allotted and fully paid		
447,500 ordinary "B" shares of US\$0.000002234636872 each (31 March 2016: 447,500)	-	-
4,026,001 ordinary "A" shares of US\$1 each (31 March 2016: 4,026,001)	4,026	4,026
	4,026	4,026

The ordinary shares had the following rights and restrictions at 31 December 2016.

The holders of 'A' and 'B' ordinary shares rank at all times behind the Redeemable A, C and D Preference Shares. Subject to the rights of the Redeemable Preference Shares, the holders of the ordinary shares are entitled to receive dividends as declared from time to time.

The holders of the 'A' and 'B' ordinary shares are each entitled to cast 50% of the total voting rights attaching to those Ordinary Shares eligible to vote on a relevant resolution at any general meeting of the Company. On a poll every holder of an 'A' or 'B' Ordinary Share shall have one vote for each share which shall result in the both the holder of the 'A' and 'B' Ordinary Shares being able each to cast 50% of the total votes in the poll conferred on all holders of Ordinary Shares.

14. Capital commitments and contingent liabilities

There were no capital commitments or material contingent liabilities at 31 December 2016 (31 March 2016: US\$ Nil).

AB InBev Southern Capital Limited

Notes to the financial statements for the period ended 31 December 2016 (continued)

15. Related party transactions

The Company has taken advantage of the exemption provided under FRS 101 (paragraph 8(k)), not to disclose transactions with wholly owned members of the Anheuser-Busch InBev Group. During the period the Company did not have any transactions with members of the Anheuser-Busch InBev Group in which the group does not hold a 100% interest.

16. Ultimate parent undertaking

The immediate controlling parent undertaking as at 31 December 2016 was SABMiller America Investments LLC and a non-controlling interest was held by AB InBev America Holdings Limited (formerly SABMiller America Holdings Limited), which are incorporated in the United States of America and the United Kingdom, respectively.

At 31 December 2016, the ultimate parent and controlling party was Anheuser-Busch InBev SA/NV, a company incorporated in Leuven, Belgium. Anheuser-Busch InBev is the parent undertaking of the smallest and largest group to consolidate these financial statements. Copies of Anheuser-Busch InBev consolidated financial statements can be obtained from Anheuser-Busch InBev SA/NV, Brouwerijplein 1, B-3000 Leuven, Belgium.

17. Post balance sheet events

In January 2017, the Redeemable A preference shares and Redeemable C preference shares were redeemed and new preference shares were issued with fixed interest rates ranging from 6.91% to 7.30% and maturity dates in 2042, 2047 and 2052.

In July 2017, the Company received a US\$3,000,000,000 loan from Anheuser-Busch Worldwide Investments, Inc., a fellow group undertaking in the AB InBev Group. The Company also subscribed for one A ordinary share of US\$1 in AB InBev SI Limited for US\$3,000,000,000 cash.

AB InBev Southern Capital Limited

Notes to the financial statements for the period ended 31 December 2016 (continued)

18. Holdings in undertakings indirectly held by the Company

Unless indicated all shares are 100% held by group companies and effective interests are 100%.

(a) Indirect wholly owned subsidiaries

Name of undertaking	Share class
ABI Australia Beverage Holding Ltd - Porter Tun House, 500 Capability Green, Luton, England, LU1 3LS, United Kingdom	US\$1.00 Ordinary
ABI Australia Investment Ltd - Porter Tun House, 500 Capability Green, Luton, Bedfordshire, LU1 3LS, United Kingdom	US\$1.00 Ordinary
ABI Mexico Holding II Limited - Porter Tun House, 500 Capability Green, Luton, Bedfordshire, LU1 3LS, United Kingdom	MXN100.00 Ordinary
ABI Southern Investment Ltd - Porter Tun House, 500 Capability Green, Luton, Bedfordshire, LU1 3LS, United Kingdom	US\$1.00 Ordinary
Axin y Cia LTDA - Kilometro 30 Autopista Norte Via, Bogota Tunja , Tocancipa, Cundinamarca, Colombia	COP2.00 Ordinary
Bevco Limited Corp. - Aquilino de la Guardia St. No. 8, Panama City, Panama	US\$1.00 Ordinary
Industrias La Constancia S.A. de C.V. - Avenida Independencia, No 526, San Salvador, El Salvador	US\$1.00 Ordinary
Marshville Associates Inc. - Urbanizacion Costa del Este, Edificio Business Park , Torre Oeste, Piso 2, Ciudad de Panama, Panama	Ordinary
Negocios Inmobiliarios Agroindustriales S.A. de C.V. - Avenida Independencia, No 526, San Salvador, El Salvador	US\$1.00 Ordinary
S.A. Breweries Ltd - 2 Jan Smuts Avenue, Braamfontein, Johannesburg, 2001, South Africa	ZAR1.00 Ordinary
SAB Colombia S.A.S. - Kilometro 30, Autopista Norte Via Bogota Tunja, Tocancipa, Cundinamarca, Colombia	COP1,000.00 Ordinary
SABFIN (Pty) Limited - 2 Jan Smuts Avenue, Braamfontein, Johannesburg, 2001, South Africa	ZAR2.00 Ordinary
SABM Centro America S. de R.L. - Calle Aquilino de la Guardia No. 8, IGRA Building, Ciudad de Panama, Panama	US\$1.00 Ordinary
SABMiller Australia Holdings Limited - AB InBev House, Church Street West, Woking, GU21 6HT, United Kingdom	US\$1.00 Ordinary US\$1,000.00 Redeemable C Preference
SABMiller Finance B.V. - Ceresstraat 1, 4811, BREDA, The Netherlands	€10.00 Ordinary
SABMiller Holdings SA Limited - AB InBev House, Church Street West, Woking, GU21 6HT, United Kingdom	US\$1.00 Ordinary
SABMiller Holdings SH Limited - AB InBev House, Church Street West, Woking, GU21 6HT, United Kingdom	US\$0.333,333,333,333 Ordinary
SABSA Holdings Ltd - 2 Jan Smuts Avenue, Braamfontein, Johannesburg, 2001, South Africa	ZAR1.00 Ordinary
SABMiller Southern Investments Limited - AB InBev House, Church Street West, Woking, GU21 6HT, United Kingdom	US\$0.000,000,248,385,433 A ordinary US\$0.000,002,234,636,872 B ordinary US\$0.000,000,075,518,400 Redeemable C Preference
Sabsure Limited - 2 Jan Smuts Avenue, Braamfontein, Johannesburg, 2001, South Africa	ZAR1.00 A ordinary ZAR1.00 Ordinary
Tres Montañas S.A. de C.V. - Avenida Independencia, No 526, San Salvador, El Salvador	US\$1.00 Ordinary

AB InBev Southern Capital Limited

Notes to the financial statements for the period ended 31 December 2016 (continued)

18. Holdings in undertakings indirectly held by the Company (continued)

(b) Subsidiaries where the effective interest is less than 100%

Name of undertaking	Effective % interest	Share class	% of share class held by group companies
ABI Bottling (Proprietary) Ltd - 65 Park Lane, Sandown, Sandton, 2146, South Africa	42	ZAR1.00 ordinary	100
Ambo International Holdings Ltd - 5th Floor, Barkly Wharf, Le Caudan Waterfront, Port Louis, Mauritius	35	US\$1.00 Ordinary	75
Ambo Mineral Water Share Company - Nifas Silk Lafto sub city Old wereda 23 Kebele 14, New Address Kebele 02. H/N NEW Addis Ababa, Ethiopia	35	ETB1,000.00 Ordinary	100
Appletiser Pure Fruit Juices (Pty) Limited - Waterstone Village Office Park, Cnr Main Road & R44, Somerset West, 7130, South Africa	42	ZAR1.00 Ordinary	100
Appletiser South Africa (Pty) Limited - Waterstone Village Office Park, Cnr Main Road & R44, Somerset West, 7130, South Africa	42	ZAR2.00 Ordinary	100
Azucarera del Norte S.A. de C.V. - Finca 7 Guanchias, El Progreso, Yoro Apartado Postal 867, Honduras	99	HNL10.00 Ordinary	100
Bananeras Amelia S.A. de C.V. - Finca 7 Guanchias, El Progreso, Yoro Apartado Postal 867, Honduras	99	HNL10.00 Ordinary	100
Bavaria S.A. - Carrera 53 A, No 127 - 35, Bogota, Colombia	99	COP2.50 Ordinary	99
BCA - Bebidas de Calidad Para Argentina S.A. - Av. Leandro, N. Alem 1110 Piso 13, Buenos Aires, Argentina	99	ARS1.00 Ordinary	100
Burmax Investments Proprietary Limited - 159 Harrower Road, North End, Port Elizabeth, 6056, South Africa	42	ZAR1.00 Ordinary	100
Castle Brewing Namibia (Pty) Limited - P.O. Box 23055, 15 Ruhr Street, Northern Industrial, Windhoek, Namibia	92	NAD1.00 Ordinary	100
Century Bottling Company Limited - PO Box 3990, Plot 964, Block 111, Kyaggwe, Namanve, Mukono, Kampala, Uganda	46	SHS10.00 Ordinary	98.5
Cervecería del Valle S.A. - Calle 15, No. 25 A37 Autopista, Cali-Yumbo, Valle, Colombia	99	COP1,000.00 Ordinary	100
Cervecería Argentina Sociedad Anonima Isenbeck - Av. Leandro, N. Alem 1110 Piso 13, Buenos Aires, Argentina	99	ARS1.00 Ordinary	100
Cervecería Hondureña S.A de C.V. - Boulevard del Norte, Apartado Postal No. 86, San Pedro Sula, Cortes, Honduras	99	HNL100.00 Ordinary	99
Cervecería Nacional CN S.A. - Km. 16 1/2 Via a Daule, Parque Industrial Pascuales, Apdo. Postal 0901519, Guayaquil, Ecuador ⁽¹⁾	96	US\$1.00 Ordinary	96
Cervecería Nacional Holdings S.A. - Urbanización Costa del Este, Edificio Business Park, Torre Oeste, Piso 2, Ciudad de Panama, Panama ⁽¹⁾	97	Ordinary - No par value	98
Cervecería San Juan S.A. - Carretera Federico Basadre Km. 13, distrito de Yarinacocha, Provincia de Coronel Portillo, Peru ⁽¹⁾	92	PEN1.00 Investment PEN1.00 Ordinary	67 96
Cerveceria Union S.A. - Cra 50 A #38-39, Itagui, Antioquia, Colombia	98	COP0.57 Ordinary	99
Chantries Limited - Chunga Associates, Apollo Centre, 2nd Floor, Wing A, Westlands, Nairobi, Kenya	45	KES10.00 Ordinary	100

AB InBev Southern Capital Limited

Notes to the financial statements for the period ended 31 December 2016 (continued)

Name of undertaking	Effective % interest	Share class	% of share class held by group companies
Club Sporting Cristal S.A. - Av. Nicolas Ayllon No. 3986, Lima, Peru	94	PEN100.00 Ordinary	100
Coca-Cola Beverages Africa (Pty) Ltd - 2 Exchange Square, 85 Maude Street, Sandown, Sandton, Johannesburg, South Africa, 2196, South Africa	47	ZAR 1.00 A Ordinary ZAR 1.00 B Ordinary ZAR 1.00 C Ordinary ZAR 1.00 D Ordinary	52
Coca-Cola Bottling East London Proprietary Limited - 159 Harrower Road, North End, Port Elizabeth, 6056, South Africa	42	ZAR 1.00 Ordinary	100
Coca-Cola Bottling Mpumalanga Proprietary Limited - 159 Harrower Road, North End, Port Elizabeth, 6056, South Africa	42	ZAR 1.00 Ordinary	100
Coca-Cola Fortune Proprietary Limited - 159 Harrower Road, North End, Port Elizabeth, 6056, South Africa	42	ZAR 0.01 Ordinary	89
Coca-Cola Kwanza Limited - Sam Nujoma Street, Mikocheni, 255 Dar es Salaam, Republic of Tanzania	47	TSH 451,100 Ordinary	100
Coca-Cola Namibia Bottling Company Proprietary Limited - 12 to 18 Rendsburger Street, Lafenz Industrial Area, Windhoek, Namibia	35	NAD0.01 A Ordinary NAD1.00 Ordinary	75
Coca-Cola Sabco Mozambique S.A.R.L. - 223 Rua da Coca Cola, Matola Gare, Maputo, Mozambique	33	MZN100 Ordinary	71
Coca-Cola Sabco Proprietary Limited - 159 Harrower Road, North End, Port Elizabeth, 6056, South Africa	47	ZAR 1.00 Ordinary	100
Coca-Cola Sabco (East Africa) Limited - Unit Pernthouse-2, Level 8, Gate Village Building 5, Dubai International Financial Centre, Dubai, United Arab Emirates	47	US\$1.50 Ordinary	100
Coca-Cola Shanduka Beverages South Africa Proprietary Limited - Beverage Base, 9 Junction Avenue, Parktown, 2193, South Africa	42	ZAR1.00 Ordinary ZAR 1.00 Ordinary	100
Coleus Packaging (Pty) Limited - 65 Park Lane, Sandown 2146, South Africa	55	ZAR0.001 Ordinary	60
Comco Societe Anonyme - Domaine de Patsy, Anjouon, Comoros	39	KMF10,162.00 Ordinary	84
Comercializadora Cervecera S.A. de C.V. - Boulevard del Norte, Apartado Postal No. 86, San Pedro Sula, Cortes, Honduras	99	HNL100.00 Ordinary	100
Compañía Cerveceria Hondureña S.A. de C.V. - Boulevard del Norte, Apartado Postal No. 86, San Pedro Sula, Cortes, Honduras	99	HNL100.00 Ordinary	100
Compañía de Credito S.A. de C.V. - Boulevard del Norte, Apartado Postal No. 86, San Pedro Sula, Cortes, Honduras	99	HNL100.00 Ordinary	100
Crown Beverages Limited - #8-2-684/A, Plot No. 23, 6th Floor, Bhavya's Fantastika, Road No. 12, Telangana, 500034, India	47	KES100.00 Ordinary	100
DINADEC S.A. - Km. 16 Via a Daule, entre Av. Rosavin y Calle Cobre, Guayaquil, Ecuador	99	US\$1.00 Ordinary	100
Distribuidora Comercial S.A. - Urbanizacion Costa del Este, Edificio Business Park, Torre Oeste, Piso 2, Ciudad de Panama, Panama	97	US\$20.00 Ordinary	99
Distribuidora Coronel Portillo S.A.C. - Av. Aviacion No 301, San Martin, Tarapoto, Peru	99	PEN1.00 Ordinary	100

AB InBev Southern Capital Limited

Notes to the financial statements for the period ended 31 December 2016 (continued)

Name of undertaking	Effective % interest	Share class	% of share class held by group companies
Dwarsloop Beer Wholesalers (Pty) Limited - 65 Park Lane, Sandown 2146, South Africa	92	ZAR1.00 Ordinary	100
East Africa Bottling Share Company – 287/288 Jima Road, Addis Ababa, Ethiopia	47	BIRR 100 Ordinary	100
Envases Industriales Hondureños S.A. - Boulevard del Norte, Apartado Postal No. 86, San Pedro Sula, Cortes, Honduras	99	HNL100.00 Ordinary	100
Global Service Company Limited - Unit Pernthouse 2, Level 8, Gate Village Building 5, Dubai International Financial Centre, Dubai, United Arab Emirates	47	AED100 Ordinary	100
Impresora del Sur S.A. - Carrera 53 A, No 127 - 35, Bogota, Colombia	99	COP1,000.00 Ordinary	100
Industria Grafica Latinoamerica S.A. - Palmira Valle, CL 28 No 29-64, Colombia	99	COP1,000.00 Ordinary	100
Inmobiliaria IDE S.A. - Av. Nicolas Ayllon No 3986, Lima, Peru	94	PEN1.00 Common PEN1.00 Investment	100 35
Inversiones Hondureñas S.A. de C.V. - Finca 7 Guanchias, El Progreso, Yoro Apartado Postal 867, Honduras	99	HNL100.00 Ordinary	100
Inversiones Malteria Tropical S.A. - Carrera 53 A, No 127 - 35, Bogota, Colombia	99	COP1,000.00 Ordinary	100
Inversiones Nixa S.A. - Cra 13# 93-67 Of. 101 , Bogota, Colombia	51	COP2.00 Ordinary	51
Logística Integral Hondureña, S. A. - Barrio Guadalupe, 22 Ave Blvd del Norte, San Pedro Sula, Honduras	99	HNL100.00 Ordinary	100
Malteria Tropical S.A. - Carrera 53A, No 127 - 35, Bogota, Colombia	99	COP1,000.00 Ordinary	100
Mayco Societe Anonyme - Zone Industrielle Vallee 3, 97690, Mayotte	47	€0.16 Ordinary	100
Nairobi Bottlers Limited - Kenya	34	SHS20 Ordinary	72
Namanve Property Company Limited - P.O. Box 762, Yusuf Lule Road, Njeru, Jinja , Eastern Uganda ⁽¹⁾	23	UGX2,000.00 Ordinary	49
Naviera Oriente S.A.C. - Carretera Federico Basadre Km. 13, distrito de Yarinacocha, provincia de Coronel Portillo, Peru	94	PEN1.00 Ordinary	100
New Age Beverages (Pty) Limited - 65 Park Lane, Sandown 2146, South Africa	92	ZAR0.01 Ordinary	100
Northern Mineral Waters Proprietary Limited – 12 to 18 Rendsburger Street, Lafenz Industrial Area, Windhoek, Namibia	35	Ordinary	75
Osiris Industries Limited - Ghana	47	Ordinary - No par value	100
Other Beverage Interests (Proprietary) Limited - 2 Jan Smuts Avenue, Braamfontein, Johannesburg, 2001, South Africa	92	ZAR1.00 Ordinary	100
Plásticos Industriales Hondureños, S. A. de C. V. - Boulevard del Norte, Apartado Postal No. 86, San Pedro Sula, Cortes, Honduras	99	HNL100.00 Ordinary	100
Racetrack Peru S.r.l. - Av. Nicolas Ayllon No 3986, Lima, Peru	99	PEN1.00 Ordinary	100
Refrigerantes de Beira Limitada – 223 Rua da Coca Cola, Matola Gare, Maputo, Mozambique	24	Ordinary	52

AB InBev Southern Capital Limited

Notes to the financial statements for the period ended 31 December 2016 (continued)

Name of undertaking	Effective % interest	Share class	% of share class held by group companies
Rwenzori Bottling Company - Plot 592 Namanve Industrial Area Mukono, Yusuf Lule Road, P.O. Box 762, Njeru, Jinja, Eastern Uganda	47	UGX Ordinary	100
SABMiller Investments II B.V. - Ceresstraat 1, 4811, BREDA, The Netherlands	47	€1.00 Ordinary	80
SABMiller Namibia (Pty) Limited - P.O. Box 23055, 15 Ruhr Street, Northern Industrial Area, Windhoek, Namibia	60	€1.00 Ordinary	60
San Ignacio S.A. - Av. Elmer Faucett No 4758, Provincia constitucional del Callao, Callao, Peru	99	PEN1.00 Ordinary	100
Siembra de Caña S.A. de C.V. - Finca 7 Guanchias, El Progreso, Yoro Apartado Postal 867, Honduras	99	HNL50.00 Ordinary	100
Sociedad Portuaria Bavaria S.A. - Carrera 53A, No 127 - 35, Bogota, Colombia	99	COP1,000.00 Ordinary	100
South African Barley Breeding Institute - Cnr Southern Associated Malsters, Bredasdorp Road, Caledon 7230, South Africa	92	Non profit company	100
Strategic Alliance JV - 5th Floor, Barkly Wharf, Le Caudan Waterfront, Port Louis, Mauritius ⁽¹⁾	47	US\$1.00 Ordinary	50
The South African Breweries Centenary Company NPC - 65 Park Lane, Sandown 2146, South Africa	92	Non profit company	100
The South African Breweries (Pty) Ltd - 65 Park Lane, Sandown 2146, South Africa	92	ZAR0.000001 Ordinary	92
The South African Breweries Barley Farm (Pty) Limited - SAB Barley Farm, Bredasdorp Road, Caledon 7230, South Africa	92	ZAR1.00 Ordinary	100
The South African Breweries Hop Farms (Pty) Limited - Rob Roy Farm, Blanco District, George 2351, South Africa	92	ZAR2.00 Ordinary	100
The South African Breweries Maltings (Pty) Limited - Cnr Southern Associated Malsters, Bredasdorp Road, Caledon 7230, South Africa	92	ZAR1.00 Ordinary	100
Thohoyandou Beer Distributors (Pty) Limited - 65 Park Lane, Sandown 2146, South Africa	54	ZAR1.00 Ordinary	59
Transportes 77 S.A. - Av. Nicolas Ayllon No 3986, Lima, Peru	94	PEN1.00 Ordinary	100
Transportes TEV S.A. - Carrera 53A, No 127 - 35, Bogota, Colombia	99	COP500,000.00 Ordinary	100
Unión de Cervecerías Peruanas Backus y Johnston S.A.A. - Av. Nicolas Ayllon No 3986, Lima, Peru	94	PEN10.00 A ordinary PEN10.00 B preference PEN1.00 Investment	99 13 89
Vinto Beverages Proprietary Limited - 159 Harrower Road, North End, Port Elizabeth, 6001, South Africa	42	ZAR1.00 Ordinary	100
Vinto Properties Proprietary Limited - 159 Harrower Road, North End, Port Elizabeth, 6001, South Africa	42	ZAR2.00 Ordinary	100
Voltic (GH) Limited - 1st Floor, PKF Building, 20 Farra Avenue, P.O. Box GP1219, Accra, Ghana	47	Ordinary	100
Voltic International Inc. - Nemours Chambers, Road Town, Tortola, British Virgin Islands	47	US\$1.00 Ordinary	100

AB InBev Southern Capital Limited

Notes to the financial statements for the period ended 31 December 2016 (continued)

Name of undertaking	Effective % interest	Share class	% of share class held by group companies
V-Pet (GH) Limited – 20 Farra Avenue, 2 nd Floor, PKF Building, PO Box GP1219, Ghana ⁽¹⁾	33	Ordinary	70
Waveside Proprietary Limited - Beverage Base, 9 Junction Avenue, Parktown, 2193, South Africa	42	ZAR1.00	100
Zanzibar Bottlers Limited - Tanzania	47	SHS1000 Ordinary	100

AB InBev Southern Capital Limited

Notes to the financial statements for the period ended 31 December 2016 (continued)

18. Holdings in undertakings indirectly held by the Company (continued)

(c) Associates

Name	Effective % interest	Share class	% of share class held by group companies
Afripure Fruit Processors (Pty) Limited - Applethwaite Farm, Grabouw, Cape Province 7160, South Africa	21	ZAR1.00 Ordinary	50
Associated Fruit Processors (Pty) Limited - Applethwaite Farm, Grabouw, Cape Province 7160, South Africa	21	ZAR1.00 Ordinary	50
Coca-Cola Canners of Southern Africa (Pty) Limited	14	ZAR1.00 Ordinary	32
Distell Group Limited - Aan-de-Wagenweg, Stellenbosch 7600, South Africa ⁽¹⁾ ⁽²⁾	25	ZAR0.01 Ordinary	27

Notes:

(1) Listed in country of incorporation.

(2) This entity reports its financial results for each 12-month period ending 30 June.