



SH02

Notice of consolidation, sub-division, redemption of shares or re-conversion of stock into shares



Companies House

✓ What this form is for
You may use this form to give notice of consolidation, sub-division, redemption of shares or re-conversion of stock into shares.

✗ What this form is NOT for
You cannot use this form to give notice of a conversion of shares into stock.

For further information, please refer to our guidance at www.gov.uk/companieshouse

1 Company details

| | | | | | | | | |
|----------------------|-----------------------------------|---|---|---|---|---|---|---|
| Company number | 0 | 7 | 8 | 1 | 6 | 6 | 2 | 8 |
| Company name in full | AB INBEV SOUTHERN CAPITAL LIMITED | | | | | | | |

→ Filling in this form

Please complete in typescript or in bold black capitals.

All fields are mandatory unless specified or indicated by *

2 Date of resolution

| | | | | | | | | |
|--------------------|----------------|----------------|----------------|----------------|----------------|----------------|----------------|----------------|
| Date of resolution | ^d 1 | ^d 8 | ^m 1 | ^m 1 | ^y 2 | ^y 0 | ^y 2 | ^y 0 |
|--------------------|----------------|----------------|----------------|----------------|----------------|----------------|----------------|----------------|

3 Consolidation

Please show the amendments to each class of share.

| Class of shares (E.g. Ordinary/Preference etc.) | Previous share structure | | New share structure | |
|--|--------------------------|-----------------------------|-------------------------|-----------------------------|
| | Number of issued shares | Nominal value of each share | Number of issued shares | Nominal value of each share |
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4 Sub-division

Please show the amendments to each class of share.

| Class of shares (E.g. Ordinary/Preference etc.) | Previous share structure | | New share structure | |
|--|--------------------------|-----------------------------|-------------------------|-----------------------------|
| | Number of issued shares | Nominal value of each share | Number of issued shares | Nominal value of each share |
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5 Redemption

Please show the class number and nominal value of shares that have been redeemed. Only redeemable shares can be redeemed.

| Class of shares (E.g. Ordinary/Preference etc.) | Number of issued shares | Nominal value of each share |
|--|-------------------------|-----------------------------|
| Redeemable D Preference Shares | 4,455 | USD 0.000001 |
| Redeemable E Preference Shares | 10,340 | USD 0.000001 |
| | | |

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Re-conversion

Please show the class number and nominal value of shares following re-conversion from stock.

| New share structure | | | |
|---------------------|--|-------------------------|-----------------------------|
| Value of stock | Class of shares (E.g. Ordinary/Preference etc.) | Number of issued shares | Nominal value of each share |
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7

Statement of capital

Complete the table(s) below to show the issued share capital. It should reflect the company's issued capital following the changes made in this form.

Please use a Statement of Capital continuation page if necessary.

Complete a separate table for each currency (if appropriate). For example, add pound sterling in 'Currency table A' and Euros in 'Currency table B'.

| Currency | Class of shares | Number of shares | Aggregate nominal value (£, €, \$, etc) | Total aggregate amount unpaid, if any (£, €, \$, etc) |
|---|-------------------------------|------------------|---|--|
| Complete a separate table for each currency | E.g. Ordinary/Preference etc. | | Number of shares issued multiplied by nominal value | Including both the nominal value and any share premium |

Currency table A

| | | | | |
|---------------|--------------------------------|-----------|---------------------|---|
| USD | Ordinary Shares | 4,026,001 | \$ 4,026,001 | |
| USD | Redeemable A Preference Shares | 4,731 | \$ 0.004731 | |
| USD | Redeemable B Preference Shares | 18,545 | \$ 0.018545 | |
| Totals | | 4,049,277 | \$ 4,026,001.023276 | 0 |

Currency table B

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|---------------|--|--|--|--|
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| Totals | | | | |

Currency table C

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| Totals | | | | |

Totals (including continuation pages)

| Total number of shares | Total aggregate nominal value ❶ | Total aggregate amount unpaid ❶ |
|------------------------|---------------------------------|---------------------------------|
| 4,063,537 | \$ 4,026,001.037536 | 0 |

❶ Please list total aggregate values in different currencies separately. For example: £100 + €100 + \$10 etc.

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Statement of capital (prescribed particulars of rights attached to shares)^①

Please give the prescribed particulars of rights attached to shares for each class of share shown in the share capital tables in **Section 7**.

Class of share

Ordinary Shares

Prescribed particulars
^①

THE ORDINARY SHARES RANK AT ALL TIMES BEHIND ANY A PREFERENCE SHARES, B PREFERENCE SHARES AND C PREFERENCE SHARES IN RESPECT OF INCOME, ALTHOUGH A DIVIDEND MAY BE PAID IF NO DIVIDENDS ARE UNPAID ON THESE PREFERENCE SHARES. SUBJECT TO THE RIGHTS OF ANY A PREFERENCE SHARES, B PREFERENCE SHARES AND C PREFERENCE SHARES HOLDERS, THE HOLDERS OF THE ORDINARY SHARES ARE ENTITLED TO THE COMPANY'S AVAILABLE ASSETS ON A RETURN OF CAPITAL ON A [...]

Class of share

Redeemable A Preference Shares

Prescribed particulars
^①

A FIXED, CUMULATIVE PREFERENCE DIVIDEND OF 6.91% ON USD 1 MILLION PER SHARE IS PAYABLE ANNUALLY. THE REDEEMABLE A PREFERENCE SHARES RANK AHEAD OF THE REDEEMABLE B PREFERENCE SHARES. REDEEMABLE C PREFERENCE SHARES AND ORDINARY SHARES IN RESPECT OF INCOME. THE HOLDERS OF THE REDEEMABLE A PREFERENCE SHARES ARE ENTITLED TO (1) REPAYMENT OF THE AMOUNTS PAID UP ON THOSE SHARES (2) ACCRUED DIVIDENDS ON THESE SHARES AND (3) USD 1 MILLION PER SHARE ON A RETURN OF CAPITAL ON A WINDING UP [...]

Class of share

Redeemable B Preference Shares

Prescribed particulars
^①

A FIXED, CUMULATIVE PREFERENCE DIVIDEND OF 7.09% ON USD 1 MILLION PER SHARE IS PAYABLE ANNUALLY. THE REDEEMABLE B PREFERENCE SHARES RANK AHEAD OF THE REDEEMABLE C PREFERENCE SHARES AND ORDINARY SHARES BUT BEHIND THE REDEEMABLE A PREFERENCE SHARES IN RESPECT OF INCOME. SUBJECT TO THE RIGHTS OF THE REDEEMABLE A PREFERENCE SHARES, THE HOLDERS OF THE REDEEMABLE B PREFERENCE SHARES ARE ENTITLED TO (1) REPAYMENT OF THE AMOUNTS PAID UP ON THOSE SHARES [...]

^① Prescribed particulars of rights attached to shares

The particulars are:

- particulars of any voting rights, including rights that arise only in certain circumstances;
- particulars of any rights, as respects dividends, to participate in a distribution;
- particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and
- whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.

A separate table must be used for each class of share.

Please use a Statement of capital continuation page if necessary.

9

Signature

I am signing this form on behalf of the company.

Signature

Signature

X

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X

This form may be signed by:

Director^②, Secretary, Person authorised^③, Administrator, Administrative Receiver, Receiver, Receiver manager, CIC manager.

^② Societas Europaea

If the form is being filed on behalf of a Societas Europaea (SE) please delete 'director' and insert details of which organ of the SE the person signing has membership.

^③ Person authorised

Under either section 270 or 274 of the Companies Act 2006.

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Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

| | |
|---------------|-----------------------|
| Contact name | Furong Yang |
| Company name | Clifford Chance LLP |
| | |
| Address | 10 Upper Bank Street |
| | |
| | |
| Post town | London |
| County/Region | |
| Postcode | E 1 4 5 J J |
| Country | United Kingdom |
| DX | 149120 Canary Wharf 3 |
| Telephone | 020 7006 1000 |



Checklist

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

- ☐ The company name and number match the information held on the public Register.
- ☐ You have entered the date of resolution in Section 2.
- ☐ Where applicable, you have completed Section 3, 4, 5 or 6.
- ☐ You have completed the statement of capital.
- ☐ You have signed the form.



Important information

Please note that all information on this form will appear on the public record.



Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below:

For companies registered in England and Wales:

The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ.
DX 33050 Cardiff.

For companies registered in Scotland:

The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF.
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post).

For companies registered in Northern Ireland:

The Registrar of Companies, Companies House,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG.
DX 481 N.R. Belfast 1.



Further information

For further information, please see the guidance notes on the website at www.gov.uk/companieshouse or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.gov.uk/companieshouse

Statement of capital

Complete the table below to show the issued share capital.
Complete a separate table for each currency.

| Currency | Class of shares | Number of shares | Aggregate nominal value (£, €, \$, etc) | Total aggregate amount unpaid, if any (£, €, \$, etc) |
|--|--------------------------------|------------------|--|--|
| Complete a separate table for each currency | E.g. Ordinary/Preference etc. | | Number of shares issued multiplied by nominal value | |
| USD | Redeemable C Preference Shares | 14,260 | \$ 0.01426 | |
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SH02 - continuation page

Notice of consolidation, sub-division, redemption of shares or
re-conversion of stock into shares

| 8 Statement of capital (prescribed particulars of rights attached to shares) ① | | |
|--|--|--|
| Class of share | | |
| Prescribed particulars | <p>Ordinary Shares [...] WINDING UP OR OTHERWISE. EVERY HOLDER OF AN ORDINARY SHARE IS ENTITLED TO ATTEND AND VOTE AT GENERAL MEETINGS OF THE COMPANY.</p> <p>Redeemable A Preference Shares [...] OR OTHERWISE, IN PRIORITY TO ANY REPAYMENT TO THE HOLDERS OF THE REDEEMABLE B PREFERENCE SHARES, REDEEMABLE C PREFERENCE SHARES AND ORDINARY SHARES. EVERY HOLDER OF A REDEEMABLE A PREFERENCE SHARE IS ENTITLED TO ATTEND AND VOTE AT GENERAL MEETINGS OF THE COMPANY. THE REDEEMABLE A PREFERENCE SHARES ARE REDEEMABLE.</p> <p>Redeemable B Preference Shares [...] (2) ACCRUED DIVIDENDS ON THESE SHARES AND (3) USD 1 MILLION PER SHARE ON A RETURN OF CAPITAL ON A WINDING UP OR OTHERWISE, IN PRIORITY TO ANY REPAYMENT TO THE HOLDERS OF THE REDEEMABLE C PREFERENCE SHARES AND ORDINARY SHARES. EVERY HOLDER OF A REDEEMABLE B PREFERENCE SHARE IS ENTITLED TO ATTEND AND VOTE AT GENERAL MEETINGS OF THE COMPANY. THE REDEEMABLE B PREFERENCE SHARES ARE REDEEMABLE.</p> <p>Redeemable C Preference Shares A FIXED, CUMULATIVE PREFERENCE DIVIDEND OF 7.30% ON USD 1 MILLION PER SHARE IS PAYABLE ANNUALLY. THE REDEEMABLE C PREFERENCE SHARES RANK AHEAD OF THE ORDINARY SHARES BUT BEHIND THE REDEEMABLE A PREFERENCE SHARES AND REDEEMABLE B PREFERENCE SHARES IN RESPECT OF INCOME. SUBJECT TO THE RIGHTS OF THE REDEEMABLE A PREFERENCE SHARES AND REDEEMABLE B PREFERENCE SHARES, THE HOLDERS OF THE REDEEMABLE C PREFERENCE SHARES ARE ENTITLED TO (1) REPAYMENT OF THE AMOUNTS PAID UP ON THOSE SHARES (2) ACCRUED DIVIDENDS ON THESE SHARES AND (3) USD 1 MILLION PER SHARE ON A RETURN OF CAPITAL ON A WINDING UP OR OTHERWISE, IN PRIORITY TO ANY REPAYMENT TO THE HOLDERS OF THE ORDINARY SHARES. EVERY HOLDER OF A REDEEMABLE C PREFERENCE SHARE IS ENTITLED TO ATTEND AND VOTE AT GENERAL MEETINGS OF THE COMPANY. THE REDEEMABLE C PREFERENCE SHARES ARE REDEEMABLE.</p> | <p>① Prescribed particulars of rights attached to shares The particulars are:</p> <ul style="list-style-type: none"> a. particulars of any voting rights, including rights that arise only in certain circumstances; b. particulars of any rights, as respects dividends, to participate in a distribution; c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder. <p>A separate table must be used for each class of share.</p> |