

Company No. 07816628

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

RESOLUTION IN WRITING

of

AB INBEV SOUTHERN CAPITAL LIMITED
(the "Company")

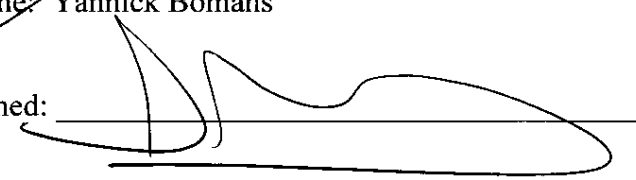
We, being all the eligible members of the Company (representing 100 per cent. of the total voting rights of the Company) who at the circulation date of this resolution would have been entitled to vote on the resolution, **RESOLVE**, in accordance with Chapter 2, Part 13 of the Companies Act 2006 (the "Act"), to pass the following resolution which has been proposed as a special resolution:

SPECIAL RESOLUTION

1. **THAT**, the share capital of the Company be and is hereby reduced in accordance with section 641 of the Act such that the Company's share premium account (treated, for the purposes of a reduction of capital, as part of the Company's paid up share capital under section 610(4) of the Act) is reduced to USD nil and that the amount of such reduction be and is hereby credited to the reserves of the Company.

Signed: 

Name: Yannick Bomans

Signed: 

Name: Stephen Turner

For and on behalf of **ABI SOUTHERN HOLDING LIMITED**

Dated: 6/11/17 2017

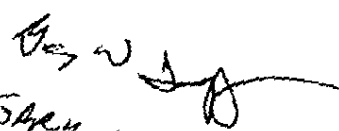
Time:



Signed: 

Name: Thomas Largo

Pratt Forest & Associates
Litho 2011-18
SCL 2

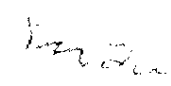
Signed: 

Name: GARY W TAPPANA

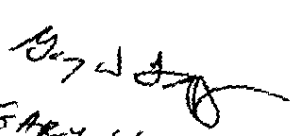
For and on behalf of ANHEUSER-BUSCH AMERICA INVESTMENTS LLC

Dated: 16/11/17

2017

Signed: 

Name: Thomas Larson

Signed: 

Name: GARY W TAPPANA

For and on behalf of ANHEUSER-BUSCH MEXICO LLC

Dated: 16/11/17

2017

Notes:

1. The circulation date of this resolution is 6 November 2017. This resolution has been sent to eligible members who would have been entitled to vote on the resolution on this date. Only such eligible members (or persons duly authorised on their behalf) should sign this resolution.
2. An eligible member can signify his or its agreement to the resolution by signing the resolution and by either delivering a copy of the signed resolution to Tom Colwell by hand or by sending a copy of the signed resolution in hard copy form by post to Tom Colwell or by email to Tom.Colwell@ab-inbev.com. An eligible member can also signify his or its agreement to the resolution by sending an e mail from his or its e mail address held by the company for such purposes to Tom Colwell at Tom.Colwell@ab-inbev.com identifying the resolution and indicating his or its agreement to the resolution.
3. This resolution must be passed by 4 December 2017. If the resolution is not passed by such date they will lapse. The agreement of a member to this resolution is ineffective if signified after this date.
4. A copy of this resolution has been sent to the auditors.