

Company No. 08926994

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

RESOLUTION IN WRITING

of

AB INBEV AUSTRALIA HOLDINGS LIMITED

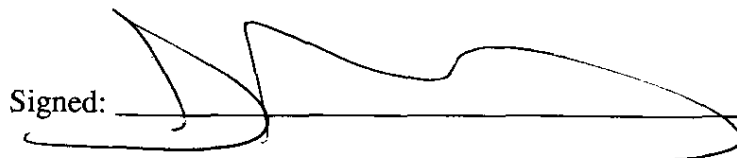
(the "**Company**")

We, being the sole member 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, to pass the following resolution which has been proposed as a special resolution:

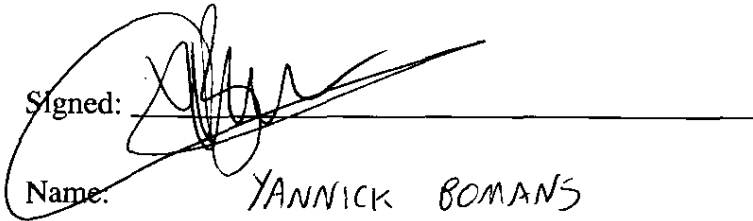
SPECIAL RESOLUTION

1. **THAT**, the share capital of the Company be reduced from USD 8,502,052,503 divided into 8,502,052,503 ordinary shares of USD 1.00 each to USD 850.2052503 divided into 8,502,052,503 ordinary shares of USD 0.0000001 each, by cancelling and extinguishing USD 0.9999999 of nominal value on each issued ordinary share in the capital of the Company and that the amount of such reduction be and is hereby credited to the reserves of the Company.



Signed: 

Name: STEPHEN TURNER

Signed: 

Name: YANNICK BOMANS

For and on behalf of **ABI AUSTRALIA BEVERAGE HOLDING LIMITED**

Dated: 7 NOVEMBER 2017

Time: 12.50 pm

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 it 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.