

Minutes of the Class B meeting of SUN Interbrew Limited (the "Company") held at 13-14 Esplanade, St Helier, Jersey, Channel Islands JE1 1BD on 13 September 2010 at 11.30 am (Jersey time).

Present: Richard John Stobart Prosser as Proxy for Worldoor Limited
Karen Jane Benest as Proxy for Anheuser-Busch Inbev SA/NV

Notice: It was noted that due notice of the meeting had been sent to all the persons entitled to receive notice of the meeting.

Chairman: Richard John Stobart Prosser was elected chairman for the purpose of the meeting.

Quorum: It was noted that a quorum was present and that the meeting could proceed.

Proposed Resolutions: The chairman noted that the meeting had been called to consider the resolutions below, to be proposed as special resolutions:

Special resolutions

Continuance of the Company in the Republic of Cyprus

1. That the articles of association of the Company be and are hereby amended by inserting the following new heading and a new Article 151 following the existing Article 150, as follows:

"Transfer of registered office

151. The Company may by special resolution authorise the transfer of its registered office to any foreign jurisdiction and its registration as a company continuing under the laws of such jurisdiction, subject to complying with such procedures and obtaining such consents as required by law."
2. That the Company be and is hereby authorised to pursue its registration as a company continuing in the Republic of Cyprus ("**Cyprus**") and to do all acts, deeds and things as may be necessary or appropriate for this purpose, including to transfer the registered office of the Company to Cyprus.

3. That the application by the Company to the Department of Registrar of Companies and Official Receiver in Cyprus for continuance as a company established under the laws of Cyprus be and is hereby approved.
4. That, with effect upon the issue of the Temporary Certificate of Continuation of the Company in Cyprus, the name of the Company be changed to SUN Interbrew Plc.
5. That, with effect upon the issue of the Temporary Certificate of Continuation of the Company in Cyprus, the registered office of the Company shall be 1 Lampousas Street, 1095 Nicosia, Cyprus.
6. That, with effect upon the issue of the Temporary Certificate of Continuation of the Company in Cyprus, the Memorandum and Articles of Association attached to the notice of this meeting be adopted as the Memorandum and Articles of Association of the Company in substitution for and to the entire exclusion of the existing Memorandum and Articles of Association.

**Shareholder
objection rights:**

It was noted that any member of the Company who objects to the application may, prior to the expiration of the period of 30 days following the last of the resolutions of the Company which are required for the continuance, apply to the Royal Court of Jersey for an order under Article 143 of the Companies (Jersey) Law 1991 on the ground that the proposed continuance would unfairly prejudice his interests.

It was further noted that contained within the Shareholder Circular dated 19 August 2010 (of which the notice of this meeting forms part) is a summary of the proposed application of the Company to continue in Cyprus.

Discussion

The chairman invited questions and comments from the meeting.

Having carefully considered each of the resolutions, and there being no further questions or comments from the shareholders, the chairman put each of the resolutions to the members and declared that a poll be taken on each resolution immediately.

**Approval of
resolution 1:**

A poll was taken in respect of resolution 1 and, having counted the votes made by proxy and in person at the meeting, the chairman declared that the members had resolved by the requisite majority that the articles of association of the Company be and are hereby amended by inserting the following new heading and a new Article 151 following the existing Article 150, as follows:

“Transfer of registered office

151. The Company may by special resolution authorise the transfer of its registered office to any foreign jurisdiction and its registration as a company continuing under the laws of such jurisdiction, subject to complying with such procedures and obtaining such consents as required by law.”

**Approval of
resolution 2:**

A poll was taken in respect of resolution 2 and, having counted the votes made by proxy and in person at the meeting, the chairman declared that the members had resolved by the requisite majority that the Company be and is hereby authorised to pursue its registration as a company continuing in Cyprus and to do all acts, deeds and things as may be necessary or appropriate for this purpose, including to transfer the registered office of the Company to Cyprus.

**Approval of
resolution 3:**

A poll was taken in respect of resolution 3 and, having counted the votes made by proxy and in person at the meeting, the chairman declared that the members had resolved by the requisite majority that the application by the Company to the Department of Registrar of Companies and Official Receiver in Cyprus for continuance as a company established under the laws of Cyprus be and is hereby approved.

**Approval of
resolution 4:**

A poll was taken in respect of resolution 4 and, having counted the votes made by proxy and in person at the meeting, the chairman declared that the members had resolved by the requisite majority that, with effect upon the issue of the Temporary Certificate of Continuation of the Company in Cyprus, the name of the Company be changed to SUN Interbrew Plc.

Approval of resolution 5:

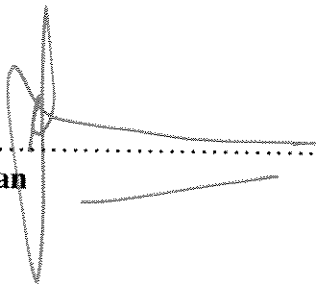
A poll was taken in respect of resolution 5 and, having counted the votes made by proxy and in person at the meeting, the chairman declared that the members had resolved by the requisite majority that, with effect upon the issue of the Temporary Certificate of Continuation of the Company in Cyprus, the registered office of the Company shall be 1 Lampousas Street, 1095 Nicosia, Cyprus.

Approval of resolution 6:

A poll was taken in respect of resolution 6 and, having counted the votes made by proxy and in person at the meeting, the chairman declared that the members had resolved by the requisite majority that, with effect upon the issue of the Temporary Certificate of Continuation of the Company in Cyprus, the Memorandum and Articles of Association attached to the notice of this meeting be adopted as the Memorandum and Articles of Association of the Company in substitution for and to the entire exclusion of the existing Memorandum and Articles of Association.

Termination:

There being no further business, the chairman declared the meeting closed.


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Chairman

Schedule to the Minutes of the Class B Meeting of SUN Interbrew Limited

13 September 2010

Shareholders voting by proxy at the Meeting

Worldoor Limited of Julia House, 3 Themistocles Dervis Street, Nicosia 1066 Cyprus

Anheuser-Busch InBev SA/NV of 1 Grand Place, 1000 Brussels, Belgium