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As filed with the Securities and Exchange Commission on January 6, 2010

Registration No. 333-163464

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Amendment No. 1 to

FORM F-4

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

Anheuser-Busch InBev SA/NV

(Exact Name of Registrant as Specified in Its Charter)

Belgium	**2082**	**Not Applicable**
(State or other jurisdiction of incorporation or organization)	(Primary Standard Industrial Classification Code Number)	(IRS Employer Identification Number)

Brouwerijplein 1,

3000 Leuven, Belgium

(32) 16 27 61 11

(Address and telephone number of Registrant s principal executive offices)

(FOR CO-REGISTRANTS, PLEASE SEE TABLE OF CO-REGISTRANTS ON THE FOLLOWING PAGE)

John Blood

Anheuser-Busch InBev Services, LLC

250 Park Avenue

New York, New York 10177

(212) 573-4366

(Name, address and telephone number of agent for service)

with a copy to:

George H. White

Sullivan & Cromwell LLP

1 New Fetter Lane

London EC4A 1AN

(44) 20 7959 8900

Approximate date of commencement of proposed sale to the public: As promptly as practicable after this Registration Statement becomes effective.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ¨

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ¨

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Note	Proposed Maximum Aggregate Offering Price(1)	Amount of Registration Fee
3.000% Notes due 2012	$ 1,500,000,000	100%	$ 1,500,000,000	$ 83,700(4)
4.125% Notes due 2015	$ 1,250,000,000	100%	$ 1,250,000,000	$ 69,750(4)
5.375% Notes due 2020	$ 2,250,000,000	100%	$ 2,250,000,000	$ 125,550(4)
6.375% Notes due 2040	$ 500,000,000	100%	$ 500,000,000	27,900(4)

				$
Guarantees of 3.000% Notes due 2012 [2]	N/A[3]	[3]	[3]	[3]
Guarantees of 4.125% Notes due 2015 [2]	N/A[3]	[3]	[3]	[3]
Guarantees of 5.375% Notes due 2020 [2]	N/A[3]	[3]	[3]	[3]
Guarantees of 6.375% Notes due 2040 [2]	N/A[3]	[3]	[3]	[3]

(1) Estimated solely for the purpose of calculating the registration fee under Rule 457(f) of the Securities Act of 1933, as amended (the Securities Act).
(2) See inside facing page for additional registrant subsidiary co- issuers and guarantors.
(3) Pursuant to Rule 457(n) under the Securities Act, no separate filing fee is required for the guarantees.
(4) Previously paid.

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

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TABLE OF CO REGISTRANTS

Exact Name as Specified in its Charter	State or Other Jurisdiction of Incorporation or Organization	Primary Standard Industrial Classification Number	I.R.S. Employer Identification Number	Address, Including Zip Code and Telephone Number, Including Area Code, of Principal Executive Offices
Anheuser-Busch InBev Worldwide Inc.*	Delaware, United States	2082	43-1162835	One Busch Place, St. Louis, Missouri 63118, U.S.A. Tel: +1 (314) 577-2000
AmBrew S.A. .	Luxembourg	2082	N/A	5, Parc d Activité Syrdall, L-5365 Münsbach, Luxembourg Tel: +352 26 15 96
Cobrew NV/SA	Belgium	2082	N/A	Brouwerijplein 1, 3000 Leuven, Belgium Tel: +32 16 27 61 11
InBev Belgium NV/SA	Belgium	2082	N/A	21, Boulevard Industriel, 1070 Brussels (Anderlecht), Belgium Tel: +32 16 27 61 11
AB InBev France S.A.S.	France	2082	N/A	Immeuble le Crystal Zac Euralille Romarin, 38 Place Vauban, avenue de la République, 59110, La Madeleine, France Tel: +33 3 20 48 30 30
InBev Nederland N.V. .	The Netherlands	2082	N/A	Ceresstraat 1, 4811 CA Breda, The Netherlands. Tel: +31 76 525 2424
Interbrew Central European Holding B.V.	The Netherlands	2082	N/A	Ceresstraat 1, 4811 CA Breda, The Netherlands Tel: +31 76 525 2398
Interbrew International B.V.	The Netherlands	2082	N/A	Ceresstraat 1, 4811 CA Breda, The Netherlands Tel: +31 76 525 2398
Nimbuspath Limited	United Kingdom	2082	N/A	Porter Tun House, 500 Capability Green, Luton, Bedfordshire, LU1 3LS, United Kingdom

				Tel: +44 (0) 1582 391 166
BrandBrew S.A. .	Luxembourg	2082	N/A	5 Parc d Activité Syrdall, L-5365 Munsbach, Luxembourg Tel: +352 26 15 96
Anheuser-Busch Companies, Inc.	Delaware, United States	2082	43-1162835	One Busch Place, St. Louis, Missouri 63118, U.S.A. Tel: +1 (314) 577-2000

* Anheuser-Busch InBev Worldwide Inc. is the issuer of the new notes offered hereby. The other listed registrants are guarantors of the new notes.

PROSPECTUS

Anheuser-Busch InBev Worldwide Inc.

Offer to Exchange up to

U.S.$1,500,000,000 principal amount of 3.000% Notes due 2012, U.S.$1,250,000,000 principal amount of 4.125% Notes due 2015, U.S.$2,250,000,000 principal amount of 5.375% Notes due 2020 and U.S.$500,000,000 principal amount of 6.375% Notes due 2040

all of which have been registered under the Securities Act of 1933 For Any and All Outstanding Unregistered

U.S.$1,500,000,000 principal amount of 3.000% Notes due 2012, U.S.$1,250,000,000 principal amount of 4.125% Notes due 2015, U.S.$2,250,000,000 principal amount of 5.375% Notes due 2020 and U.S.$500,000,000 principal amount of 6.375% Notes due 2040

We are conducting the exchange offers in order to provide you with an opportunity to exchange your unregistered notes for freely tradable notes that have been registered under the Securities Act.

The Exchange Offers

- We will exchange all outstanding old notes that are validly tendered and not validly withdrawn for an equal principal amount of new notes that are freely tradable.

- You may withdraw tenders of old notes at any time prior to the expiration date of the applicable exchange offer.

- Each exchange offer for old notes expires at 5:00 p.m., New York City time, on 5 February 2010, unless extended.

- The terms of the new notes to be issued in the exchange offers are substantially identical to the old notes, except that the new notes will be freely tradable. The new notes will have the same financial terms and covenants as the old notes, and are subject to the same business and financial risks.

All untendered old notes will continue to be subject to the restrictions on transfer set forth in the old notes and in the indenture. In general, the old notes may not be offered or sold, unless registered under the Securities Act, except pursuant to an exemption from, or in a transaction not subject to, the Securities Act and applicable state securities laws. Other than in connection with the exchange offers, we do not currently anticipate that we will register the old notes under the Securities Act.

Each broker-dealer that receives new notes for its own account pursuant to the exchange offers must acknowledge that it will deliver a prospectus in connection with any resale of such new notes. The letter of transmittal states that by so acknowledging and by delivering a prospectus, a broker-dealer will not be deemed to admit that it is an underwriter within the meaning of the Securities Act. This prospectus, as it may be amended or supplemented from time to time, may be used by a broker-dealer in connection with resales of new notes received in exchange for the old notes where such old notes were acquired by such broker-dealer as a result of market-making activities or other trading activities. We have agreed that, for a period of 90 days commencing on the day the relevant exchange offer is consummated (or such shorter period during which participating broker-dealers are required by law to deliver such prospectus), we will make available a prospectus meeting the requirements of the Securities Act for use by broker-dealers in connection with any such resale. See Plan of Distribution .

For a more detailed description of the new notes, see Description of the New Notes beginning on page 234.

See Risk Factors beginning on page 16 for a discussion of certain risks you should consider before participating in the exchange offers.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the new notes to be issued in the exchange offers or passed upon the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.

8 January 2010

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GENERAL INFORMATION

In this registration statement on Form F-4 (**Form F-4**) references to:

AB InBev , we , us and our are, as the context requires, to Anheuser-Busch InBev SA/NV or Anheuser-Busch InBev SA/NV ar the group of companies owned and/or controlled by Anheuser-Busch InBev SA/NV (including Anheuser-Busch Companies, Inc., for all periods following the closing of the acquisition of Anheuser-Busch by InBev on 18 November 2008);

Parent Guarantor are to Anheuser-Busch InBev SA/NV

AB InBev Group are to Anheuser-Busch InBev SA/NV and the group of companies owned and/or controlled by Anheuser-Busch InBev SA/NV;

InBev or the InBev Group are to InBev SA/NV or InBev SA/NV and the group of companies owned and/or controlled by InBev SA/NV, as existing prior to the closing of the Anheuser-Busch acquisition;

Anheuser-Busch are to Anheuser-Busch Companies, Inc. and the group of companies owned and/or controlled by Anheuser-Busch Companies, Inc., as the context requires; and

AmBev are to Companhia de Bebidas das Américas AmBev, a Brazilian company listed on the New York Stock Exchange and on the São Paulo Stock Exchange.

NOTICE TO NEW HAMPSHIRE RESIDENTS

NEITHER THE FACT THAT A REGISTRATION STATEMENT OR AN APPLICATION FOR A LICENSE HAS BEEN FILED UNDER CHAPTER 421.B OF THE NEW HAMPSHIRE REVISED STATUTES (RSA) WITH THE STATE OF NEW HAMPSHIRE NOR THE FACT THAT A SECURITY IS EFFECTIVELY REGISTERED OR A PERSON IS LICENSED IN THE STATE OF NEW HAMPSHIRE IMPLIES THAT ANY DOCUMENT FILED UNDER RSA 421-B IS TRUE, COMPLETE AND NOT MISLEADING. NEITHER ANY SUCH FACT NOR THE FACT THAT ANY EXEMPTION OR EXCEPTION IS AVAILABLE FOR A SECURITY OR A TRANSACTION MEANS THAT THE SECRETARY OF STATE HAS PASSED IN ANY WAY UPON THE MERITS OR QUALIFICATIONS OF, OR RECOMMENDED OR GIVEN APPROVAL TO, ANY PERSON, SECURITY OR TRANSACTION. IT IS UNLAWFUL TO MAKE, OR CAUSE TO BE MADE, TO ANY PROSPECTIVE PURCHASER, CUSTOMER OR CLIENT ANY REPRESENTATION INCONSISTENT WITH THE PROVISIONS OF THIS PARAGRAPH.

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PRESENTATION OF FINANCIAL AND OTHER DATA

We have prepared our audited consolidated financial statements as of 31 December 2008 and 2007, and for the three years ended 31 December 2008 and our unaudited condensed consolidated interim financial statements as of and for the six-month periods ended 30 June 2009 and 2008 in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board, and in conformity with International Financial Reporting Standards as adopted by the European Union (**IFRS**). The financial information and related discussion and analysis contained in this item are presented in U.S. dollars except as otherwise specified. Unless otherwise specified the financial information analysis in this Form F-4 is based on our actual audited consolidated financial statements as of 31 December 2008 and 2007, and for the three years ended 31 December 2008.

The Anheuser-Busch acquisition closed on 18 November 2008, and our audited consolidated financial statements as of, and for the year ended, 31 December 2008, reflect the contribution of the Anheuser-Busch business only for the period between the closing of this acquisition on 18 November 2008 and 31 December 2008. As the impact of this acquisition on our actual 2008 results is limited compared to the impact it would have had if we had owned Anheuser-Busch for the entire fiscal year, we have prepared pro-forma income statement information for the year ended 31 December 2008, the **2008 full-year pro-forma financial information** , based on the assumption that the acquisition occurred on 1 January 2008. The 2008 full-year pro-forma financial information is unaudited. The 2008 full-year pro-forma financial information was prepared to illustrate the effects of including the results of operations of the Anheuser-Busch businesses for the period between 1 January 2008 to 17 November 2008 in our actual audited consolidated financial statements for the year ended 31 December 2008, and reflects various adjustments, as described in further detail in the 2008 full-year pro-forma financial information starting on page PF-1 of this Form F-4. Information included in the 2008 full-year pro-forma financial information was prepared on a basis consistent in all material respects with our accounting policies in accordance with IFRS.

The 2008 full-year pro-forma financial information is provided solely for illustrative purposes. The 2008 full-year pro-forma financial information describes a hypothetical situation, is based on assumptions and is inherently uncertain. For instance, the 2008 full-year pro-forma financial information includes certain purchase accounting adjustments, such as the estimated change in depreciation and amortisation expenses on acquired tangible and intangible assets. The 2008 full-year pro-forma financial information does not, however, include any anticipated cost savings or other effects of the planned integration of Anheuser-Busch. Accordingly, the 2008 full-year pro-forma financial information should not be used as an indicator of how our business, financial condition and results of operations would have developed had the structure upon which the 2008 full-year pro-forma financial information is based been in place from 1 January 2008. The 2008 full-year pro-forma financial information is also not intended to be an indicator of our financial condition or results of operations in the future. You should review the 2008 full-year pro-forma financial information together with our audited consolidated financial statements as of, and for the year ended, 31 December 2008. You should also separately review Anheuser-Busch s unaudited, consolidated financial statements for the nine months ended 30 September 2008 included in this Form F-4.

Prior to 1 January 2009, we used the euro as our financial statements presentation currency. Effective 1 January 2009, we changed the presentation currency of our consolidated financial statements from the euro to the U.S. dollar, reflecting the post-Anheuser-Busch acquisition profile of our revenue and cash flows, which are now primarily generated in U.S. dollars and U.S. dollar-linked currencies. We believe that this change provides greater alignment of our presentation currency with our most significant operating currency and underlying financial performance. For comparability purposes in this Form F-4, we have also restated our historical audited consolidated financial statements as of 31 December 2008 and 2007, and for the three years ended 31 December 2008 from the euro to the U.S. dollar. Unless otherwise specified, all financial information included in this Form F-4 has been stated in U.S. dollars.

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You should note that we have recently and may continue to dispose of certain of our assets or businesses, and expect to utilise the proceeds from any such disposals to repay indebtedness incurred to finance the Anheuser-Busch acquisition. Accordingly the financial information presented in this Form F-4 may not reflect the scope of our business as it will be conducted in the future.

For financial periods ending after the date of consummation of the Anheuser-Busch acquisition on 18 November 2008, InBev and its subsidiaries and Anheuser-Busch and its subsidiaries have been consolidated into a common group. Therefore, our actual consolidated financial statements after the date of consummation of the Anheuser-Busch acquisition differ materially from the actual historical financial statements of InBev prior to the consummation of the Anheuser-Busch acquisition and of Anheuser-Busch presented in this Form F-4.

All references in this Form F-4 to (i) **euro** or **EUR** are to the common currency of the European Union, (ii) **U.S. dollar** , **$** , or **USD** are t currency of the United States, (iii) **RMB** are to the currency of China, (iv) **CAD** are to the currency of Canada, (v) **real** or **reais** are to tl currency of Brazil, (vi) **KRW** are to the currency of South Korea and (vii) **GBP** (pounds sterling) are to the currency of the United Kingdom.

Unless otherwise specified, volumes, as used in this Form F-4, include both beer and non-beer (primarily carbonated soft drinks) volumes. In addition, unless otherwise specified, our volumes include not only brands that we own or license, but also third-party brands that we brew or otherwise produce as a subcontractor, and third-party products that we sell through our distribution network, particularly in Western Europe. Our volume figures in this Form F-4 reflect 100% of the volumes of entities that we fully consolidate in our financial reporting and a proportionate share of the volumes of entities that we proportionately consolidate in our financial reporting, but do not include volumes of our associates or non-consolidated entities. Our pro rata share of volumes in Grupo Modelo, S.A.B. de C.V. (**Grupo Modelo**) and Tsingtao Brewery Co., Ltd. (**Tsingtao**) are not included in the reported volumes.

The historical volume information of Anheuser-Busch presented in the AF pages of this Form F-4 is presented in barrels. For informational purposes, we estimate that 1 barrel = 1.1734776 hectoliters.

Certain monetary amounts and other figures included in this Form F-4 have been subject to rounding adjustments. Accordingly, any discrepancies in any tables between the totals and the sums of amounts listed are due to rounding.

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PRESENTATION OF MARKET INFORMATION

Market information (including market share, market position and industry data for our operating activities and those of our subsidiaries or of companies acquired by us) or other statements presented in this Form F-4 regarding our position (or that of companies acquired by us) relative to our competitors largely reflect the best estimates of our management. These estimates are based upon information obtained from customers, trade or business organisations and associations, other contacts within the industries in which we operate and, in some cases, upon published statistical data or information from independent third parties. Except as otherwise stated, our market share data, as well as our management s assessment of our comparative competitive position, has been derived by comparing our sales figures for the relevant period to our management s estimates of our competitors sales figures for such period, as well as upon published statistical data and information from independent third parties, and, in particular, the reports published and the information made available by, among others, the local brewers associations and the national statistics bureaus in the various countries in which we sell our products. The principal sources generally used include Plato Logic Limited and AC Nielsen, as well as Beverage Marketing Corp. (for the United States), the Brewers Association of Canada (for Canada), AC Nielsen (for Brazil, Croatia, Guatemala, Hungary and Russia), CCR (for Peru and Ecuador), CIES (for Bolivia), CAVEFACE (for Venezuela), CAMERA de cerveza (for Argentina), Belgian Brewers (for Belgium), MREB (for Montenegro), the Korea Alcoholic Liquor Industry Association (for South Korea), the National Statistics Bureau (for China), the British Beer and Pub Association (for the United Kingdom), Deutscher Brauer-Bund (for Germany), Centraal Brouwerij Kantoor CBK (for the Netherlands), Brasseurs de France (for France), Associazione degli Industriali della Birra e del Malto (for Italy), Fédération des Brasseurs Luxembourgeois (for Luxembourg), the Czech Beer and Malt Association (for the Czech Republic), the MEMRB (for Romania), Union of Brewers in Bulgaria (UBB) (for Bulgaria), government statistics (for Cuba) and other local brewers associations (including for the Dominican Republic, Paraguay, Chile, Uruguay, Ukraine and Serbia). You should not rely on the market share and other market information presented herein as precise measures of market share or of other actual conditions.

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AVAILABLE INFORMATION

You may read and copy any reports or other information that we file at the public reference rooms of the Securities and Exchange Commission (**SEC**) at 450 Fifth Street, N.W., Washington, D.C. 20549, and at the SEC s regional offices located at the Woolworth Building, 233 Broadway, New York, New York 10279 and Citicorp Center, 500 West Madison Street, Suite 1400, Chicago, Illinois 60661. Please call the SEC at 1-800-SEC-0330 for further information on the public reference rooms. Electronic filings made through the Electronic Data Gathering, Analysis and Retrieval System are also publicly available through the SEC s website on the Internet at www.sec.gov.

We also make available on our website, free of charge, our annual reports on Form 20-F and the text of our reports on Form 6-K, including any amendments to these reports, as well as certain other SEC filings, as soon as reasonably practicable after they are electronically filed with or furnished to the SEC. Our website address is http://www.ab-inbev.com. The information contained on our website is not incorporated by reference in this document.

We will provide you, free of charge, with a copy of the Notes, the indenture and supplemental indentures governing the Notes and the related registration rights agreement. The indenture and the supplemental indentures governing the Notes and the related registration rights agreement are filed as Exhibits 4.1 through 4.7 to this Form F-4. You may also request these documents by contacting us at Anheuser-Busch InBev SA/NV, Brouwerijplein 1, 3000 Leuven, Belgium.

We have filed our amended and restated articles of association and all other deeds that are to be published in the annexes to the Belgian State Gazette with the clerk s office of the Commercial Court of Brussels (Belgium), where they are available to the public. A copy of the articles of association dated 22 October 2009 has been filed as Exhibit 3.1 to this Form F-4, and is also available on our website under http://www.ab-inbev.com/go/corporate_governance/bylaws.cfm.

In accordance with Belgian law, we must prepare audited annual statutory and consolidated financial statements. The audited annual statutory and consolidated financial statements and the reports of our Board and statutory auditor relating thereto are filed with the Belgian National Bank, where they are available to the public. Furthermore, as a listed company, we publish an annual announcement preceding the publication of our annual financial report (which includes the audited annual financial statements, the report of our Board and the statutory auditor s report). In addition, we publish interim management statements. Copies of these documents are available on our website under:

http://www.ab-inbev.com/go/investors/reports_and_publications/statutory_accounts.cfm

http://www.ab-inbev.com/go/investors/reports_and_publications/annual_and_hy_reports.cfm

http://www.ab-inbev.com/go/investors/reports_and_publications/quarterly_reports.cfm

We also disclose price sensitive information (inside information) and certain other information to the public. In accordance with the Belgian Royal Decree of 14 November 2007 on the obligations of issuers of financial instruments that are admitted to trading on a regulated market, such information and documentation is made available through our website, press releases and the communication channels of Euronext Brussels.

Our head office is located at Brouwerijplein 1, 3000 Leuven, Belgium. Our telephone number is +32 16 27 61 11 and our website is www.ab-inbev.com. The contents of such website do not form a part of this Form F-4. Although certain references are made to our website in this Form F-4, no information on our website forms part of this Form F-4.

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Documents related to us that are available to the public (reports, our Corporate Governance Charter, written communications, financial statements and our historical financial information for each of the three financial years preceding the publication of this Form F-4) can be consulted on our website (www.ab-inbev.com) and at: Anheuser-Busch InBev SA/NV, Brouwerijplein 1, 3000 Leuven, Belgium.

Unless stated otherwise in this Form F-4, none of these documents form part of this Form F-4.

JURISDICTION AND SERVICE OF PROCESS IN THE UNITED STATES AND ENFORCEMENT OF FOREIGN JUDGMENTS IN BELGIUM

We are a Belgian public limited liability company. Most of the members of our Board of Directors and Executive Board of Management and certain of the persons named herein are non-residents of the United States. A substantial portion of our assets and all or a substantial portion of the assets of such non-resident persons are located outside the United States. As a result, it may not be possible for investors to effect service of process upon such persons or us or to enforce against them or us a judgment obtained in U.S. courts. Original actions or actions for the enforcement of judgments of U.S. courts relating to the civil liability provisions of the federal or state securities laws of the United States are not directly enforceable in Belgium. The United States and Belgium do not currently have a multilateral or bilateral treaty providing for reciprocal recognition and enforcement of judgments, other than arbitral awards, in civil and commercial matters. In order for a final judgment for the payment of money rendered by U.S. courts based on civil liability to produce any effect on Belgian soil, it is accordingly required that this judgment be recognised or be declared enforceable by a Belgian court pursuant to the relevant provisions of the 2004 Belgian Code of Private International Law. Recognition or enforcement does not imply a review of the merits of the case and is irrespective of any reciprocity requirement. A U.S. judgment will, however, not be recognised or declared enforceable in Belgium if it infringes upon one or more of the grounds for refusal which are exhaustively listed in Article 25 of the 2004 Belgian Code of Private International Law. In addition to recognition or enforcement, a judgment by a federal or state court in the United States against us may also serve as evidence in a similar action in a Belgian court if it meets the conditions required for the authenticity of judgments according to the law of the state where it was rendered. In addition certain of the Subsidiary Guarantors (as defined herein) are organized outside the United States. Certain of their respective officers and directors reside outside the United States and all or a substantial portion of the assets of such Subsidiary Guarantors and of such officers and directors are located outside the United States. As a result, it may not be possible for investors to effect service of process outside such Subsidiary Guarantor s jurisdiction of organisation upon such Subsidiary Guarantor or such persons, or to enforce judgments against them obtained in U.S. courts, including any judgment predicated upon United States federal or state securities laws.

FORWARD-LOOKING STATEMENTS

There are statements in this Form F-4, such as statements that include the words or phrases *will likely result* , *are expected to* , *will continue* , *is anticipated* , *estimate* , *project* , *may* or similar expressions that are forward-looking statements. These statements are subject to certain risks and uncertainties. Actual results may differ materially from those suggested by these statements due to, among others, the risks or uncertainties listed below. See also Risk Factors for further discussion of risks and uncertainties that could impact our business.

These forward-looking statements are not guarantees of future performance. Rather, they are based on current views and assumptions and involve known and unknown risks, uncertainties and other factors, many of which are outside our control and are difficult to predict, that may cause actual results or developments to differ materially from any future results or developments expressed or implied by the forward-looking statements. Factors that could cause actual results to differ materially from those contemplated by the forward-looking statements include, among others:

- Greater than expected costs (including taxes) and expenses, including in relation to the integration of acquisitions such as the Anheuser-Busch acquisition;

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The risk of unexpected consequences resulting from acquisitions, including the Anheuser-Busch acquisition;

Our expectations with respect to expansion, projected asset divestitures, premium growth, accretion to reported earnings, working capital improvements and investment income or cash flow projections;

Lower than expected revenue;

Greater than expected customer losses and business disruptions including, without limitation, difficulties in maintaining relationships with employees, following the Anheuser-Busch acquisition;

Limitations on our ability to contain costs and expenses;

Local, regional, national and international economic conditions, including the risks of a global recession or a recession in one or more of our key markets, and the impact they may have on us and our customers and our assessment of that impact;

The monetary and interest rate policies of central banks, in particular the European Central Bank, the Board of Governors of the U.S. Federal Reserve System, the Bank of England, and other G-7 central banks;

Continued availability of financing and our ability to achieve our targeted coverage and debt levels and terms;

Market risks, such as interest rate risk, foreign exchange rate risk, commodity risk, asset price risk, equity market risk, inflation or deflation;

Our ability to continue to introduce competitive new products and services on a timely, cost-effective basis;

The effects of competition and consolidation in the markets in which we operate, which may be influenced by regulation, deregulation or enforcement policies;

Changes in pricing environments and volatility in commodity prices;

Regional or general changes in asset valuations;

Tax consequences of restructuring and our ability to optimise our tax rate after the Anheuser-Busch acquisition;

Changes in consumer spending;

The outcome of pending and future litigation and governmental proceedings;

Changes in government policies;

Changes in applicable laws, regulations and taxes in jurisdictions in which we operate including the laws and regulations governing our operations, as well as actions or decisions of courts and regulators;

Natural and other disasters;

Any inability to economically hedge certain risks;

Inadequate impairment provisions and loss reserves;

Technological changes; and

Our success in managing the risks involved in the foregoing.

The cost savings and synergies information related to the Anheuser-Busch acquisition set forth in Business Description Strengths and Strategy Strengths of this Form F-4 constitute forward-looking statements and may not be representative of the actual cost savings and synergies that will result from the Anheuser-Busch acquisition. Such information included in this Form F-4 reflects potential opportunities for savings and synergies identified by us based on estimates and assumptions that are inherently subject to significant uncertainties which are difficult to predict, and accordingly there can be no assurance that these cost savings and synergies will be realised. The statements relating to the synergies, cost savings and business growth opportunities we expect to continue to achieve following the Anheuser-Busch acquisition are based on assumptions. However, these expected synergies, cost savings and business growth opportunities may not be achieved. There can be no assurance that we will be able to continue to implement successfully the strategic and operational initiatives that are intended.

Our statements regarding market risks, including interest rate risk, foreign exchange rate risk, commodity risk, asset price risk, equity market risk, inflation and deflation, are subject to uncertainty. For example, certain market risk disclosures are dependent on choices about key model characteristics and assumptions and are subject to various limitations. By their nature, certain of the market risk disclosures are only estimates and, as a result, actual future gains and losses could differ materially from those that have been estimated.

We caution that the forward-looking statements in this Form F-4 are further qualified by the risk factors disclosed in Risk Factors that could cause actual results to differ materially from those in the forward-looking statements. Subject to our obligations under Belgian and U.S. law in relation to disclosure and ongoing information, we undertake no obligation to update publicly or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

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PROSPECTUS SUMMARY

This summary highlights some information from this Form F-4 and it may not contain all of the information that is important to you. You should read the following summary together with the more detailed information regarding us and the new notes being offered in exchange for the old notes in the exchange offers included in this Form F-4.

BUSINESS OVERVIEW

Overview

We are the world s largest brewing company by volume, and one of the world s five largest consumer products companies by 2008 EBITDA, as defined, based on the 2008 full-year pro-forma financial information. As a consumer-centric, sales-driven company, we produce, market, distribute and sell a strong, balanced portfolio of nearly 300 beer brands. These include global flagship brands Budweiser, Stella Artois and Beck s; multi-country brands such as Leffe and Hoegaarden; and many local champions such as Bud Light, Skol, Brahma, Quilmes, Michelob, Harbin, Sedrin, Klinskoye, Sibirskaya Korona, Chernigivske and Jupiler. We also produce and distribute soft drinks, particularly in Latin America.

Our brewing heritage and quality are rooted in brewing traditions that originate from the Den Horen brewery in Leuven, Belgium, dating back to 1366, and those of Anheuser & Co brewery, established in 1860 in St. Louis, U.S.A. As at 31 December 2008, we employed approximately 120,000 people, with operations in over 30 countries across the world. Given the breadth of our operations, we are organised along seven business zones or segments: North America, Latin America North, Latin America South, Western Europe, Central & Eastern Europe, Asia Pacific and Global Export & Holding Companies. The first six correspond to specific geographic regions in which our operations are based. As a result, we have a global footprint with a balanced exposure to developed and developing markets and production facilities spread across our six geographic regions.

On 18 November 2008, InBev completed its acquisition of Anheuser-Busch, the largest brewer of beer and other malt beverages in the United States. Following completion of the Anheuser-Busch acquisition, the combined company has significant brewing operations within our North America business zone. On a pro-forma basis for the combined company, the North America business zone would have accounted for 33.8% of our consolidated volumes for the year ended 31 December 2008 as compared to 4.8% of our actual consolidated volumes for the year ended 31 December 2007. Through Anheuser-Busch, we own a number of subsidiaries that conduct various other business operations, including a major manufacturer of aluminum cans and one of the largest recyclers of aluminum cans in the United States by weight.

We also have significant exposure to fast-growing emerging markets in Latin America North (which on a pro-forma basis for the combined company would have accounted for 24.5% of our consolidated volumes in the year ended 31 December 2008), Central & Eastern Europe (which would have accounted for 11.0% on the same basis), Asia Pacific (which would have accounted for 13.4% on the same basis) and Latin America South (which would have accounted for 8.2% on the same basis).

Based on the 2008 pro-forma information for the combined company, our 2008 volumes (beer and non-beer) would have amounted to 416 million hectoliters and our revenue would have amounted to approximately USD 39.0 billion.

THE ISSUER AND THE SUBSIDIARY GUARANTORS

The issuer of the new notes, under the name of InBev Worldwide S.à.r.l, was incorporated on 9 July 2008 as a private limited liability company (*société à responsabilité limitée*) under the Luxembourg act dated 10 August 1915 on commercial companies, as amended. On 19 November 2008, the issuer was domesticated as a corporation in the State of Delaware in accordance with Section 388 of the Delaware General Corporation Law and, in connection with such domestication, changed its name to Anheuser-Busch InBev Worldwide Inc. The Issuer s registered office is located at 1209 Orange Street, Wilmington, Delaware 19801.

Each of InBev Belgium SA/NV, BrandBrew S.A., Cobrew NV/SA, InBev Nederland N.V., AB InBev France S.A.S., Interbrew International B.V., Interbrew Central European Holding B.V., Nimbuspath Limited, AmBrew S.A. and Anheuser-Busch Companies, Inc., which are direct or indirect subsidiaries of Anheuser-Busch InBev SA/NV, will, along with Anheuser-Busch InBev SA/NV, jointly and severally guarantee the new notes, on an unconditional, full and irrevocable basis, subject to certain limitations described in Description of the New Notes . In addition, such subsidiaries are guarantors of the Anheuser-Busch InBev Worldwide Inc. s $45,000,000,000 senior facilities agreement and Anheuser-Busch InBev Worldwide Inc. s January Notes, May Notes and Euro MTN Notes, which are each described in Management s Discussion and Analysis of Financial Condition and Results of Operations Liquidity and Capital Resources Acquisition of Anheuser-Busch .

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THE EXCHANGE OFFERS

General	On 16 October 2009, Anheuser-Busch InBev Worldwide Inc. issued U.S.$1,500,000,000 principal amount of 3.000% Notes due 2012, U.S.$1,250,000,000 principal amount of 4.125% Notes due 2015, U.S.$2,250,000,000 principal amount of 5.375% Notes due 2020 and U.S.$500,000,000 principal amount of 6.375% Notes due 2040, which we refer to together as the **Old Notes** , in a private offering. At that time, Anheuser-Busch InBev SA/NV, Anheuser-Busch InBev Worldwide Inc. and certain subsidiary guarantors entered into a registration rights agreement, which we refer to as the **Registration Rights Agreement** , with the initial purchasers of the Old Notes, for the benefit of the holders of the Old Notes, under which we are required to use commercially reasonable efforts to complete an offer to exchange the Old Notes for new issues of substantially identical series of notes registered under the Securities Act of 1933, or have one or more shelf registration statements in respect of the Old Notes declared effective, prior to 13 July 2010. We are making the exchange offers (as defined below) to satisfy our obligations under the Registration Rights Agreement.
The Exchange Offers	We are offering U.S.$1,500,000,000 principal amount of 3.000% Notes due 2012 registered under the Securities Act of 1933, as amended (**Securities Act**), for any and all U.S.$1,500,000,000 principal amount of 3.000% Notes due 2012 issued on 16 October 2009.

We are offering U.S.$1,250,000,000 principal amount of 4.125% Notes due 2015 registered under the Securities Act for any and all U.S.$1,250,000,000 principal amount of 4.125% Notes due 2015 issued on 16 October 2009.

We are offering U.S.$2,250,000,000 principal amount of 5.375% Notes due 2020 registered under the Securities Act for any and all U.S.$2,250,000,000 principal amount of 5.375% Notes due 2020 issued on 16 October 2009.

We are offering U.S.$500,000,000 principal amount of 6.375% Notes due 2040 registered under the Securities Act for any and all U.S.$500,000,000 principal amount of 6.375% Notes due 2040 issued on 16 October 2009.

We refer to each of the above offers as an **Exchange Offer** and to them collectively as the **Exchange Offers** . Additionally, we refer to the four series of notes described above that are being offered in exchange for the Old Notes pursuant ot the Exchange Offers as the **New Notes** . In this prospectus we sometimes refer to the New Notes and the Old Notes together as the **notes** .

In order to exchange an Old Note, you must follow the required procedures and we must accept the Old Note for exchange. We will

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exchange all Old Notes validly offered for exchange, or tendered , and not validly withdrawn.

Expiration Date

Each Exchange Offer expires at 5:00 p.m., New York City time, on 5 February 2010, unless we extend such date or time for an Exchange Offer, which we refer to as the expiration date . We may extend one or more of the expiration dates for any reason. We will complete the Exchange Offers and issue the New Notes promptly after the applicable expiration date.

Resale of New Notes

Based on interpretive letters of the Securities and Exchange Commission, or **SEC** , staff to third parties, we believe that you may offer for resale, resell and otherwise transfer New Notes issued pursuant to the Exchange Offers without compliance with the registration and prospectus delivery provisions of the Securities Act, if you:

- are not a broker-dealer that acquired the Old Notes from us or in market-making transactions or other trading activities;
- acquire the New Notes issued in the Exchange Offers in the ordinary course of your business;
- are not participating, and do not intend to participate, and have no arrangement or understanding with any person to participate in, the distribution of the New Notes issued in the Exchange Offers; and
- are not an affiliate of ours, as defined in Rule 405 under the Securities Act.

By tendering Old Notes as described in The Exchange Offers Procedures for Tendering , you will be making representations to this effect. If you fail to satisfy any of these conditions, you cannot rely on the position of the SEC set forth in the interpretive letters referred to above and you must comply with the registration and prospectus delivery requirements of the Securities Act in connection with a resale of the New Notes.

If you are a broker-dealer that acquired Old Notes as a result of market-making or other trading activities, you must comply with the prospectus delivery requirements of the Securities Act in connection with a resale of the New Notes as described in this summary under Restrictions on Sale by Broker-Dealers below.

We base our belief on interpretations by the SEC staff in interpretive letters issued to other issuers in exchange offers like ours. We cannot guarantee that the SEC would make a similar decision about our Exchange Offers. If our belief is wrong, you could incur liability under the Securities Act. We will not protect you against any loss incurred as a result of this liability under the Securities Act.

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Restrictions on Sale by Broker-Dealers	If you are a broker-dealer that has received New Notes for your own account in exchange for Old Notes that were acquired as a result of market-making or other trading activities, you must acknowledge that you will deliver a prospectus meeting the requirements of the Securities Act in connection with any resale of New Notes. For a period of 90 days commencing on the day the relevant Exchange Offer is consummated (or such shorter period during which participating broker-dealers are required by law to deliver such prospectus) we will make available a prospectus meeting the requirements of the Securities Act for use by broker-dealers in connection with any such resale.
Consequences If You Do Not Exchange Your Old Notes	If you are eligible to participate in the Exchange Offers and you do not tender your Old Notes, you will not have any further registration or exchange rights and your Old Notes will continue to be subject to transfer restrictions. These transfer restrictions and the availability of New Notes could adversely affect the trading market for your Old Notes. The Old Notes and the New Notes will not be fungible.
Procedures for Tendering Old Notes	If you wish to accept one or more of the Exchange Offers, the following must be delivered to the exchange agent identified below:

your Old Notes by timely confirmation of book-entry transfer through The Depository Trust Company, or **DTC** ;

an agent s message from DTC, stating that the tendering participant agrees to be bound by the letter of transmittal and the terms of the relevant Exchange Offers as described in The Exchange Offers Terms of the Exchange Offers ; and

all other documents required by the letter of transmittal.

These actions must be completed before the expiration of the relevant Exchange Offers.

You must comply with DTC s standard procedures for electronic tenders, by which you will agree to be bound by the letter of transmittal.

Withdrawal Rights	You may withdraw your tender of Old Notes any time prior to the relevant expiration date.
Tax Consequences	The exchange of Old Notes for New Notes pursuant to the Exchange Offers generally should not be a taxable event for U.S. federal income tax purposes. See Material United States Federal Income Tax Considerations .
Use of Proceeds	We will not receive any cash proceeds from the exchange or the issuance of New Notes in connection with the Exchange Offers. Old Notes that are validly tendered and exchanged will be retired and canceled. We will pay all expenses incident to the Exchange Offers.

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We used all of the net proceeds from the sale of the Old Notes to repay outstanding amounts under our senior facilities agreement, with USD 4.107 billion applied to the Facility C loan and USD 1.348 billion applied to the Facility A loan. As a result, all amounts due under the Facility A loan have now been repaid. The Facility C loan, the Facility A loan and the senior facilities agreement are described in Business Description Material Contracts Financing the Anheuser-Busch Acquisition Senior Facilities Agreement . No portion of the proceeds from the sale of the Old Notes was on-lent to any member of the AB InBev Group.

Exchange Agent	The Bank of New York Mellon Trust Company, N.A. is serving as exchange agent in connection with the Exchange Offers. The address and telephone number of the exchange agent are set forth under The Exchange Offers Exchange Agent . The Bank of New York Mellon Trust Company, N.A. is also the trustee under the indenture, as supplemented, governing both the New Notes and the Old Notes.

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THE NEW NOTES

A summary of the terms of the New Notes, which have the same financial terms and covenants as the Old Notes, follows. This summary contains basic information about the New Notes and is not intended to be complete. It does not contain all the information that is important to you. For a more complete description of the New Notes, please refer to Description of the New Notes .

Issuer	Anheuser-Busch InBev Worldwide Inc., a Delaware corporation, which we refer to as the **Issuer** .
Parent Guarantor	Anheuser-Busch InBev SA/NV, a Belgium public limited liability company, which we refer to as the **Parent Guarantor** .
Subsidiary Guarantors	Each of the following companies, which are direct or indirect subsidiaries of the Parent Guarantor and are referred to together as the **Subsidiary Guarantors** , will, along with the Parent Guarantor, jointly and severally guarantee the New Notes on an unconditional, full and irrevocable basis, subject to certain limitations described in Description of the New Notes : InBev Belgium SA/NV, BrandBrew S.A., Cobrew NV/SA, InBev Nederland N.V., AB InBev France S.A.S., Interbrew International B.V., Interbrew Central European Holding B.V., Nimbuspath Limited, AmBrew S.A. and Anheuser-Busch Companies, Inc. We refer to the Subsidiary Guarantors and the Parent Guarantor together as the **Guarantors** .
New Notes Offered	$1,500,000,000 aggregate principal amount of 3.000% senior notes due 2012, which we refer to as the **2012 Notes** .

$1,250,000,000 aggregate principal amount of 4.125% senior notes due 2015, which we refer to as the **2015 Notes** .

$2,250,000,000 aggregate principal amount of 5.375% senior notes due 2020, which we refer to as the **2020 Notes** .

$500,000,000 aggregate principal amount of 6.375% senior notes due 2040, which we refer to as the **2040 Notes** .

The New Notes will mature on 15 October 2012, 15 January 2015, 15 January 2020 and 15 January 2040, respectively, and are redeemable prior to maturity as described in Description of the New Notes Optional Redemption and Description of the New Notes Optional Tax Redemption .

Ranking of the Notes	The New Notes will be senior unsecured obligations of the Issuer and will rank equally with all other existing and future unsecured and unsubordinated debt obligations of the Issuer.
Ranking of the Guarantees	Subject to certain limitations described herein, each New Note will be jointly and severally guaranteed by each of the Guarantors, on an unconditional, full and irrevocable basis. We refer to each of such guarantees as a **Guarantee** and to such guarantees collectively as the **Guarantees** . The Guarantees will be the direct, unconditional,

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unsecured and unsubordinated general obligations of the Guarantors. The Guarantees will rank *pari passu* among themselves, without any preference of one over the other by reason of priority of date of issue or otherwise, and at least equally with all other unsecured and unsubordinated general obligations of the Guarantors from time to time outstanding. Each of the Guarantors other than the Parent Guarantor shall be entitled to terminate its Guarantee in certain circumstances as further described under Description of the New Notes Guarantees .

Minimum Denomination

The New Notes will be issued in denominations of $2,000 and integral multiples of $1,000 in excess thereof.

Interest

The 2012 Notes will bear interest at the rate per annum of 3.000%, the 2015 Notes will bear interest at the rate per annum of 4.125%, the 2020 Notes will bear interest at the rate per annum of 5.375% and the 2040 Notes will bear interest at the rate per annum of 6.375%, in each case from 16 October 2009. Interest on the 2012 Notes will be payable semi-annually in arrears on 15 April and 15 October of each year, and interest on the 2015 Notes, 2020 Notes and 2040 Notes will be payable semi-annually in arrears on 15 January and 15 July of each year, commencing on 15 April 2010, with respect to the 2012 Notes, and 15 July 2010, with respect to the 2015 Notes, 2020 Notes and 2040 Notes (or, if any such date is not a business day, on the next succeeding business day) until the principal of the New Notes is paid or duly made available for payment. Interest on the New Notes will be calculated on the basis of a 360-day year consisting of twelve 30-day months. Interest on the New Notes will be paid to the persons in whose names the New Notes (or one or more predecessor notes) are registered at the close of business on 1 April and 1 October, with respect to the 2012 Notes, and 1 January and 1 July, with respect to the 2015 Notes, 2020 Notes and 2040 Notes, as the case may be, immediately preceding the applicable interest payment date, whether or not such date is a business day.

Business Day

The term **business day** means any day other than a day on which commercial banks or foreign exchange markets are permitted or required to be closed in New York City, London or Brussels. If the date of maturity of interest on or principal of the New Notes or the date fixed for redemption of any New Note is not a business day, then payment of interest or principal need not be made on such date, but may be made on the next succeeding business day with the same force and effect as if made on the date of maturity or the date fixed for redemption, and no interest shall accrue as a result of the delayed payment.

Additional Amounts

To the extent any Guarantor is required to make payments in respect of the New Notes, such Guarantor will make all payments in respect of the New Notes without withholding or deduction for or on account of any present or future taxes or duties of whatever nature imposed or levied by way of withholding or deduction at source by or on behalf of any jurisdiction in which such Guarantor is incorporated, organised, or otherwise tax resident or any political subdivision or

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any authority thereof or therein having power to tax, which we refer to as the **relevant taxing jurisdiction**, unless such withholding or deduction is required by law, in which event, such Guarantor will pay to the holders such additional amounts, which we refer to as the **additional amounts**, as shall be necessary in order that the net amounts received by the holders, after such withholding or deduction, shall equal the respective amounts of principal and interest which would otherwise have been receivable in the absence of such withholding or deduction; except that no such additional amounts shall be payable on account of any taxes or duties in the circumstances described in the prospectus under Description of the New Notes Additional Amounts.

References to principal or interest in respect of the New Notes include any additional amounts, which may be payable as set forth in the indenture governing the New Notes (the **Indenture**).

The covenant regarding additional amounts will not apply to any Guarantor at any time when such Guarantor is incorporated in a jurisdiction in the United States, but shall apply to the Issuer at any time that the Issuer is incorporated in any jurisdiction outside the United States.

Optional Redemption

Each series of New Notes may be redeemed at any time, at the Issuer s option, as a whole or in part, upon not less than 30 nor more than 60 days prior notice, at a redemption price equal to the greater of:

100% of the aggregate principal amount of the New Notes to be redeemed; and

as determined by the independent investment banker (as defined below), the sum of the present values of the remaining scheduled payments of principal and interest on the New Notes to be redeemed (not including any portion of such payments of interest accrued to the date of redemption) discounted to the redemption date on a semi-annual basis (assuming a 360-day year consisting of twelve 30-day months) at the treasury rate described herein plus 25 basis points in the case of the 2012 Notes, 30 basis points in the case of the 2015 Notes and 35 basis points in the case of each of the 2020 Notes and the 2040 Notes;

plus, in each case described above, accrued and unpaid interest on the principal amount being redeemed to (but excluding) the redemption date.

Optional Tax Redemption

Each series of New Notes may be redeemed at any time, at the Issuer s or the Parent Guarantor s option, as a whole, but not in part, upon not less than 30 nor more than 60 days prior notice, at a redemption price equal to 100% of the principal amount of the New Notes of such series then outstanding plus accrued and unpaid interest on the principal amount being redeemed (and all additional amounts, if any) to (but excluding) the redemption date, if (i) as a result of any change in, or amendment to, the laws, treaties, regulations or rulings of a relevant taxing jurisdiction or in the interpretation, application or administration of any such laws, treaties, regulations or rulings (including a holding, judgment or order by a court of competent jurisdiction) which becomes effective on or after the issue date (any such change or amendment, a **change in tax law**), the Issuer (or, if a payment were then due under a Guarantee, the relevant Guarantor) would be required to pay additional amounts and (ii) such obligation cannot be avoided by the Issuer (or the relevant Guarantor) taking reasonable measures available to it, *provided, however*, that any series of New Notes may not be redeemed to the extent such additional amounts arise solely as a result of the Issuer assigning its obligations under such New Notes to a Substitute Issuer (as defined in Description of the New Notes), unless this assignment to a Substitute Issuer is undertaken as part of a plan of merger by the Parent Guarantor.

No notice of redemption may be given earlier than 90 days prior to the earliest date on which the Issuer or the Guarantor would be obligated to pay the additional amounts if a payment in respect of such series of New Notes were then due.

Holders Option to Require Repayment upon a Change in Control

As is described in detail below under Description of the New Notes Holders Option to Require Repayment upon a Change in Control , in the event that (a) a Change of Control occurs, and (b) within the Change of Control Period, a Ratings Downgrade in respect of that Change of Control occurs, which we refer to together as an early redemption event , (i) the Issuer will (A) within 30 days after becoming aware of the early redemption event, provide written notice thereof to the holders, and (B) determine and provide written notice of the effective date for the purposes of early repayment, which we refer to as the **effective date** and which must be a business day not less than 60 and not more than 90 days after the giving of the notice regarding the early redemption event pursuant to subparagraph (i)(A); and (ii) any holder may, by submitting a redemption notice, demand from the Issuer repayment as of the effective date of any (in integral multiples of $1,000) or all of its New Notes which have not otherwise been declared due for early redemption, at a repurchase price in cash of 101% of their principal amount plus interest accrued until (but excluding) the effective date (and all additional amounts, if any).

The above provisions on holders option to require repayment upon a Change in Control will not be effective unless and until they are approved by a resolution of the general meeting of shareholders of the Parent Guarantor.

The terms Change of Control , Change of Control Period and Ratings Downgrade are defined in Description of the New Notes Holders Option to Require Repayment upon a Change of Control .

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Interest Rate Adjustment Based on Rating Events	As further described below under Description of the New Notes Interest Rate Adjustment Based on Rating Events , the interest rate payable on a series of New Notes will be subject to adjustment from time to time if any of three rating agencies downgrades (or subsequently upgrades) its rating assigned to that series of New Notes below an investment grade rating, based on the lowest two ratings assigned. The interest rate on a series of New Notes will be increased by 25 basis points for every one notch downgrade below an investment grade rating subject to a cap of 200 basis points. Similarly, if at any time the interest rate on a series of New Notes has been increased as a result of a ratings downgrade by a rating agency, and such rating agency subsequently increases its rating of that series of New Notes, the interest rate on that series of New Notes will be decreased by 25 basis points for every one notch upgrade until it reverts to the interest rate payable on that series of New Notes at the date of their issuance. If any of the rating agencies subsequently increases its rating of a series of New Notes to better than BB+/Ba1 or its equivalent, the adjustment from the original interest rate attributable to that rating agency shall no longer apply, and unless one or more other rating agencies rates that series of Notes BB+/Ba1 or lower, the interest rate shall revert to the interest rate payable on that series of New Notes at the date of their issuance.

In addition, if at any time during the term of the New Notes, any series of the Notes is rated A-/A3 or above by any two of the specified rating agencies, the interest rate adjustment provision will cease to apply to such series and the effective interest rate on such series of New Notes at original issuance will remain in effect until the maturity or redemption of that series of New Notes.

Book-Entry Form	The New Notes will initially be issued to investors in book-entry form only. Fully-registered global notes representing the total aggregate principal amount of the New Notes will be issued and registered in the name of a nominee for DTC, the securities depositary for the New Notes, for credit to accounts of direct or indirect participants in DTC, including Euroclear and Clearstream. Unless and until New Notes in definitive certificated form are issued, the only holder will be Cede & Co., as nominee of DTC, or the nominee of a successor depositary. Except as described in this prospectus, a beneficial owner of any interest in a global note will not be entitled to receive physical delivery of definitive New Notes. Accordingly, each beneficial owner of any interest in a global note must rely on the procedures of DTC, Euroclear, Clearstream, or their participants, as applicable, to exercise any rights under the New Notes.
Governing Law	The New Notes, the Guarantees and the Indenture related thereto, will be governed by, and construed in accordance with, the laws of the State of New York.
Listing and Trading	The New Notes will not be listed on any securities exchange.
Trustee, Principal Paying Agent, Transfer Agent and Registrar	The Trustee, principal paying agent, transfer agent and registrar is The Bank of New York Mellon Trust Company, N.A.

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SUMMARY FINANCIAL INFORMATION

The summary historical financial information presented below as of 31 December 2008 and 2007, and for the three years ended 31 December 2008, has been derived from our audited consolidated financial statements, which were prepared in accordance with International Financial Reporting Standards, as issued by the International Accounting Standards Board, and in conformity with International Financial Reporting Standards as adopted by the European Union, which we refer to as **IFRS** . The summary historical financial information presented below as of and for the six-month periods ended 30 June 2009 and 2008 has been derived from our unaudited IFRS condensed consolidated interim financial statements. The interim data include all adjustments, consisting of normally recurring adjustments, necessary for a fair statement of the results for the interim period.

The summary historical financial information presented in the tables below should be read in conjunction with, and is qualified in its entirety by reference to, our audited consolidated financial statements and the accompanying notes and our unaudited condensed consolidated interim financial statements and the accompanying notes that, in each case, have been included in this Form F-4.

Effective 1 January 2009, we changed the presentation currency of our consolidated financial statements from the euro to the U.S. dollar, reflecting the post-Anheuser-Busch acquisition profile of our revenue and cash flows, which are now primarily generated in U.S. dollars and U.S. dollar-linked currencies. We believe that this change provides greater alignment of our presentation currency with our most significant operating currency and underlying financial performance. For comparability purposes in this Form F-4, we have also restated our historical audited consolidated financial statements as of 31 December 2008 and 2007, and for the three years ended 31 December 2008, and the summary financial information as of and for the years ended 31 December 2005 and 2004 set out below, from the euro to the U.S. dollar. Unless otherwise specified, all financial information included in this Form F-4 has been stated in U.S. dollars.

For a summary of recent developments affecting us, see Recent Developments .

	Six months ended 30 June		Year ended 31 December (restated)				
	2009	**2008**	**2008**	**2007**	**2006**	**2005**	**2004**
	(USD million, unless otherwise indicated)						
Income Statement Data	**(unaudited)**		**(audited)**			**(unaudited)**	
Revenue[1]	17,698	10,563	23,507	19,735	16,692	14,577	10,598
Profit from operations	4,928	2,508	5,340	5,872	3,925	2,749	1,625
Profit	2,343	1,766	3,126	4,167	2,667	1,753	1,111
Profit attributable to our equity holders	1,787	1,207	1,927	3,005	1,770	1,131	889
EBITDA,[2] as defined	6,289	3,350	7,252	7,280	5,296	[3]	[3]
Ratio of earnings to fixed charges [4]	2.29	*	2.90	5.88	4.87	3.38	3.75
Weighted average number of ordinary shares (million shares)[5] [8]	1,582	960	999	976	972	960	768
Diluted weighted average number of ordinary shares (million shares)[6] [9]	1,590	963	1,000	981	980	964	773
Basic earnings per share (USD)[7] [9]	1.13	1.26	1.93	3.08	1.82	1.18	1.16
Diluted earnings per share (USD)[8] [9]	1.12	1.25	1.93	3.06	1.81	1.17	1.15
Dividends per share (USD)	n/a	n/a	0.35	3.67	0.95	0.57	0.52
Dividends per share (EUR)	n/a	n/a	0.28	2.44	0.72	0.48	0.39

* Not applicable

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	Six months ended 30 June		Year ended 31 December (restated)		
	2009	2008	2008	2007	2006
	(USD million, unless otherwise indicated)				
Cash Flow Data	(unaudited)		(audited)		
Cash flow from operating activities	5,067	1,829	6,158	5,557	4,122
Cash flow from investing activities	157	(2,019)	(55,503)	(3,225)	(4,365)
Cash flow from financing activities	(1,452)	(330)	49,879	(1,327)	261

	As of 30 June	As of 31 December (restated)				
	2009	2008	2007	2006	2005	2004
	(USD million, unless otherwise indicated)					
Balance Sheet Data	(unaudited)	(audited)		(unaudited)		
Total assets	117,699	113,160	42,247	34,566	27,795	25,395
Equity	27,999	24,431	21,949	17,308	13,979	11,841
Equity attributable to our equity holders	25,586	22,442	20,057	16,149	13,532	11,331
Issued capital	1,731	1,730	559	558	554	605
Other Data						
Volumes (million hectoliters)	200	285	271	247	224	154
Book value per share	16.17	22.46	20.55	16.61	14.09	14.75

(1) Turnover less excise taxes and discounts. In many jurisdictions, excise taxes make up a large proportion of the cost of beer charged to our customers (see Management s Discussion and Analysis of Financial Condition and Results of Operations Key Factors Affecting Results of Operations Excise Taxes).

(2) The following table shows the calculation of our EBITDA, as defined, for the periods shown. A performance measure such as EBITDA, as defined, is a non-IFRS measure. The most directly comparable financial measure to EBITDA, as defined, presented in accordance with IFRS in our consolidated financial statements is profit. EBITDA, as defined, is a measure used by our management to evaluate our business performance and is defined as profit from operations before depreciation, amortisation and impairment. EBITDA, as defined, does, however, have limitations as an analytical tool. It is not a recognised term under IFRS and does not purport to be an alternative to profit as a measure of operating performance or to cash flows from operating activities as a measure of liquidity. As a result, you should not consider EBITDA, as defined, in isolation from, or as a substitute analysis for, our results of operations.

For a discussion of how we use EBITDA, as defined, and its limitations, please see Management s Discussion and Analysis of Financial Condition and Results of Operations Results of Operation Six Months Ended 30 June 2009 Compared to Six Months Ended 30 June 2008 EBITDA, as defined .

	Six months ended 30 June		Year ended 31 December		
	2009	2008	2008	2007	2006
	(USD million)				
	(unaudited)		(audited)		
Profit	2,343	1,766	3,126	4,167	2,667
Income tax expense	820	232	674	888	666
Net finance cost	1,993	513	1,600	818	593
Share of result of associates	(228)	(3)	(60)	(1)	(1)
Profit from operations	4,928	2,508	5,340	5,872	3,925
Depreciation, amortisation and impairment	1,361	842	1,912	1,408	1,371
EBITDA, as defined	6,289	3,350	7,252	7,280	5,296

(3) EBITDA, as defined, is not available for the years ended 31 December 2005 and 2004.

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(4) The ratio of earnings to fixed charges represents the number of times fixed charges are covered by earnings. For the purposes of computing this ratio, earnings consist of profit from operations before taxes and share of results of associates, plus fixed charges, minus interest capitalized during the period. Fixed charges consist of interest and accretion expense, interest on finance lease obligations, interest capitalized, plus one-third of rent expense on operating leases, estimated by the company as representative of the interest factor attributable to such rent expense. We did not have any preferred stock outstanding and did not pay or accrue any preferred stock dividends during the periods presented above. Set forth below is an overview of how we calculate the ratio of earnings to fixed charges for the six months ended 30 June 2009 and each of the five years ended 31 December 2008, 2007, 2006, 2005 and 2004:

	Six months ended 30 June 2009	**Year ended 31 December**				
		2008	**2007**	**2006**	**2005**	**2004**
			(USD million)			
	(unaudited)		**(audited)**		**(unaudited)**	
Earnings:						
Profit from operations before taxes and share of results of associates	2,935	3,740	5,054	3,332	2,244	1,412
Add: Fixed charges (below)	2,281	1,965	1,035	860	941	514
Less: Interest Capitalized (below)	1	-	-	-	-	-
Total earnings	**5,215**	**5,705**	**6,089**	**4,192**	**3,185**	**1,926**
Fixed charges:						
Interest expense and similar charges	2,030	1,761	926	771	849	454
Accretion expense	208	127	49	30	23	7
Interest capitalized	1	-	-	-	-	-
Estimated interest portion of rental expense	42	77	60	59	69	53
Total fixed charges	**2,281**	**1,965**	**1,035**	**860**	**941**	**514**
Ratio of earnings to fixed charges	**2.29**	**2.90**	**5.88**	**4.87**	**3.38**	**3.75**

(5) Weighted average number of ordinary shares means, for any period, the number of shares outstanding at the beginning of the period, adjusted by the number of shares cancelled, repurchased or issued during the period multiplied by a time-weighting factor.

(6) Diluted weighted average number of ordinary shares means the weighted average number of ordinary shares, adjusted by the effect of share options issued.

(7) Earnings per share means, for any period, profit attributable to our equity holders for the period divided by the weighted average number of ordinary shares.

(8) Diluted earnings per share means, for any period, profit attributable to our equity holders for the period divided by the diluted weighted average number of ordinary shares.

(9) In accordance with IAS33, we have adjusted historical data per share for each of the years ended 31 December 2007, 2006, 2005 and 2004 by an adjustment ratio of 0.6252 as a result of the capital increase pursuant to the rights offering we completed in December 2008 to restate (i) the weighted average number of ordinary shares; (ii) the diluted weighted average number of ordinary shares; (iii) the basic earnings per share; and (iv) the diluted earnings per share.

Recent Developments

For a discussion of our interim financial results for the three months and nine months ended 30 September 2009 and for details of recent transactions impacting our business, see Management s Discussion and Analysis of Financial Condition and Results of Operations Recent Developments .

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Results of Operations for the Three Months and Nine Months Ended 30 September 2009 Compared to the Three Months and Nine Months Ended 30 September 2008

The table below presents our condensed consolidated results of operations for the three-month and nine-month periods ended 30 September 2009 and 2008. The data for the three months and the nine months ended 30 September 2009 are reported figures and include Anheuser-Busch data for such periods. The data for the three months and the nine months ended 30 September 2008 are also reported figures and, therefore, do not include Anheuser-Busch figures for such periods.

	Reported Three months ended 30 September 2009	Reported Three months ended 30 September 2008	Reported Nine months ended 30 September 2009	Reported Nine months ended 30 September 2008
		(USD million, except volumes)		
Volumes (thousand hectoliters)	106,609	71,832	306,884	199,295
Revenue	9,763	6,061	27,461	16,624
Cost of sales	(4,505)	(2,559)	(12,894)	(7,024)
Gross profit	5,259	3,502	14,567	9,600
Distribution expenses	(694)	(711)	(1,970)	(2,006)
Sales and marketing expenses	(1,311)	(884)	(3,582)	(2,578)
Administrative expenses	(528)	(340)	(1,619)	(1,071)
Other operating income/expenses	117	104	467	288
EBITDA, as defined(1)	3,961	2,020	10,250	5,363

(1) The following table shows the calculation of our EBITDA, as defined, for the periods shown. For a discussion of how we use EBITDA, as defined, and its limitations, please see Management s Discussion and Analysis of Financial Condition and Results of Operations Results of Operation Six Months Ended 30 June 2009 Compared to Six Months Ended 30 June 2008 EBITDA, as defined .

	Three months ended 30 September 2009	Three months ended 30 September 2008	Nine months ended 30 September 2009	Nine months ended 30 September 2008
		(USD million)		
Profit	**1,844**	**998**	**4,187**	**2,764**
Income tax expense	601	275	1,421	507
Net finance cost	966	281	2,958	794
Share of result of associates	(157)	(1)	(385)	(4)
Profit from operations	**3,254**	**1,553**	**8,181**	**4,061**
Depreciation, amortisation and impairment	707	467	2,069	1,302
EBITDA, as defined	**3,961**	**2,020**	**10,250**	**5,363**

RISK FACTORS

We expect to be exposed to some or all of the risks described below in our future operations. Risks to us include, but are not limited to, the risk factors described below. Any of the risk factors described below could also affect our business operations and have a material adverse effect on our business activities, financial condition, results of operations and prospects and cause the value of the New Notes to decline. Moreover, if and to the extent that any of the risks described below materialise, they may occur in combination with other risks which would compound the adverse effect of such risks on our business activities, financial condition, results of operations and prospects.

You should carefully consider the following information in conjunction with the other information contained or incorporated by reference in this document before making any investment decision. The sequence in which the risk factors are presented below is not indicative of their likelihood of occurrence or of the potential magnitude of their financial consequence.

Risks Related to the Exchange Offers

If you do not properly tender your Old Notes, you will continue to hold unregistered Old Notes and your ability to transfer Old Notes will continue to be subject to transfer restrictions, which may adversely affect their market price.

If you do not properly tender your Old Notes for New Notes in the applicable Exchange Offer, you will continue to be subject to restrictions on the transfer of your Old Notes. In general, the Old Notes may not be offered or sold unless they are registered under the Securities Act, as well as applicable state securities laws, or exempt from registration thereunder. Except as required by the Registration Rights Agreement, we do not intend to register resales of the Old Notes under the Securities Act. You should refer to The Exchange Offers Procedures For Tendering for information about how to tender your Old Notes. The tender of Old Notes under the Exchange Offers will reduce the outstanding amount of each series of the Old Notes, which may have an adverse effect upon, and increase the volatility of, the market prices of the Old Notes due to a reduction in liquidity.

Late deliveries of Old Notes and other required documents could prevent you from exchanging your Old Notes.

Holders are responsible for complying with all procedures of the Exchange Offers. The issuance of New Notes in exchange for Old Notes will occur only upon completion of the procedures described under The Exchange Offers Procedures For Tendering . Therefore, holders of Old Notes who wish to exchange them for New Notes should allow sufficient time for timely completion of the exchange procedure. Neither we nor the exchange agent are obligated to extend the Exchange Offers or notify you of any failure to follow the proper procedure or waive any defect if you fail to follow the proper procedure.

If you are a broker-dealer, your ability to transfer the New Notes may be restricted.

A broker-dealer that purchased Old Notes for its own account as part of market making or trading activities must comply with the prospectus delivery requirements of the Securities Act when it sells the New Notes. Our obligation to make this prospectus available to broker-dealers is limited. Consequently, we cannot guarantee that a proper prospectus will be available to broker-dealers wishing to resell their New Notes.

Risks Relating to Our Business

We are exposed to the risks of an economic recession, credit and capital market volatility and economic and financial crisis, which could adversely affect the demand for our products and adversely affect the value of our shares and American depositary shares and the New Notes.

We are exposed to the risk of a global recession or a recession in one or more of our key markets, credit and capital market volatility and economic and financial crisis, which could result in lower revenue and reduced profit. Any such development could adversely affect demand for beer, which could result in a deterioration in our results of operations.

Beer consumption in many of the jurisdictions in which we operate is closely linked to general economic conditions, with levels of consumption tending to rise during periods of rising per capita income and fall during periods of declining per capita income. Additionally, per capita consumption is inversely related to the sale price of our products.

Besides moving in concert with changes in per capita income, beer consumption also increases or decreases in accordance with changes in disposable income.

Currently, disposable income is low in many of the emerging market countries in which we operate compared to disposable income in more developed countries. Any decrease in disposable income resulting from an increase in inflation, income taxes, the cost of living, or other factors would likely adversely affect demand for beer. Moreover, because a significant portion of our brand portfolio consists of premium beers, our volumes and revenue may be impacted to a greater degree than those of some of our competitors, as some consumers may choose to purchase value or discount brands rather than super-premium, premium or mainstream/mid-market brands. For additional information on segmentation of the beer market and our positioning, see Business Description Principal Activities and Products Beer .

Capital and credit market volatility, such as has been experienced recently, may result in downward pressure on stock prices and credit capacity of issuers. A continuation or worsening of the levels of market disruption and volatility seen in the last two years could have an adverse effect on our ability to access capital, on our business, results of operations and financial condition, and on the value of our shares and American depositary shares and the New Notes.

We may not be able to obtain the necessary funding for our future capital or refinancing needs.

We may be required to raise additional funds for our future capital needs or refinance our current indebtedness through public or private financing, strategic relationships or other arrangements. There can be no assurance that the funding, if needed, will be available on attractive terms, or at all. We may be required to issue additional equity under unfavourable conditions, which could dilute our existing shareholders. Furthermore, any debt financing, if available, may involve restrictive covenants.

We have incurred substantial indebtedness in connection with the Anheuser-Busch acquisition (see Business Description Material Contracts Financing the Anheuser-Busch Acquisition and Risks Relating to the Anheuser-Busch Acquisition).

Our failure to raise additional equity capital or debt financing or to realise proceeds from asset sales when needed could adversely impact our business, results of operations and financial condition.

Our results could be negatively affected by increasing interest rates.

We use issuances of debt and bank borrowings as a source of funding and, following the Anheuser-Busch acquisition, our level of debt has increased significantly. Nevertheless, pursuant to our capital structure policy, we aim to optimise shareholder value through tax efficient maximisation of cash flow distribution to us from our subsidiaries, while maintaining an investment-grade rating and minimising cash and investments with a return below our weighted average cost of capital.

Some of the debt we have issued or incurred was issued or incurred at variable interest rates, which exposes us to changes in such interest rates. Moreover, a significant part of our external debt is denominated in non-U.S. dollar currencies, including the euro, Brazilian real and the Canadian dollar. Further, the USD 31.396 billion that remained outstanding as of 30 June 2009 under the financing arrangements we entered

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into in connection with the Anheuser-Busch acquisition is based on variable interest rates and has therefore increased our exposure to interest rate risk substantially. Although we enter into interest rate swap agreements to manage our interest rate risk, and also enter into cross-currency interest rate swap agreements to manage both our foreign currency risk and interest-rate risk on interest-bearing financial liabilities, there can be no assurance that such instruments will be successful in reducing the risks inherent in exposures to interest rate fluctuations. See Management s Discussion and Analysis of Financial Condition and Results of Operations Quantitative and Qualitative Disclosures About Market Risk Market Risk, Hedging and Financial Instruments and note 30 to our audited financial statements as of 31 December 2008 and 2007, and for the three years ended 31 December 2008 for further detail on our approach to foreign currency and interest-rate risk. See also Risks Relating to the Anheuser-Busch Acquisition We will face financial risks in refinancing the Anheuser-Busch acquisition due to our increased level of debt and challenging market conditions .

Changes in the availability or price of raw materials, commodities and energy could have an adverse effect on our results of operations.

A significant portion of our operating expenses are related to raw materials and commodities, such as malt, hops, wheat, corn grits, corn syrup, adjuncts, sugar, aluminium cans, polyethylene terephthalate (**PET**), steel, metal closures, plastic closures, labels, preforms, folding carton, soda ash, bottle caps and glass bottles.

The supply and price of raw materials and commodities used for the production of our products can be affected by a number of factors beyond our control, including the level of crop production around the world, export demand, quality and availability of supply, speculative movements in the raw materials or commodities markets, currency fluctuations, governmental regulations and legislation affecting agriculture, trade agreements among producing and consuming nations, adverse weather conditions, economic factors affecting growth decisions, various plant diseases and pests.

We cannot predict future availability or prices of the raw materials or commodities required for our products. The markets in certain raw materials or commodities have experienced and may in the future experience shortages and significant price fluctuations. The foregoing may affect the price and availability of ingredients that we use to manufacture our products, as well as the cans and bottles in which our products are packaged. We may not be able to increase our prices to offset these increased costs or increase our prices without suffering reduced volume, revenue and operating income. We use both fixed price purchasing contracts and commodity derivatives to minimise our exposure to commodity price volatility. To some extent, derivative financial instruments and the terms of supply agreements can protect against increases in materials and commodities costs in the short term. However, derivatives and supply agreements expire and upon expiry are subject to renegotiation and therefore cannot provide complete protection over the medium or longer term. To the extent we fail to adequately manage the risks inherent in such volatility, including if our hedging and derivative arrangements do not effectively or completely hedge changes in commodity prices, our results of operations may be adversely impacted. In addition, it is possible that the hedging and derivative instruments we use to establish the purchase price for commodities in advance of the time of delivery may lock us into prices that are ultimately higher than actual market prices at the time of delivery. See Management s Discussion and Analysis of Financial Condition and Results of Operations Quantitative and Qualitative Disclosures About Market Risk Market Risk, Hedging and Financial Instruments for further detail on our approach to hedging commodity price risk.

The production and distribution of our products consumes material amounts of energy, including the consumption of oil-based products and electricity. Energy prices have been subject to significant price volatility in the recent past and may be again in the future. High energy prices over an extended period of time, as well as changes in energy taxation and regulation in certain geographies, may result in a negative effect on operating income and could potentially challenge our profitability in certain markets. There is no guarantee that we will be able to pass along increased energy costs to our customers in every case.

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Our results of operations are affected by fluctuations in exchange rates.

As from 1 January 2009, we have reported our consolidated results in U.S. dollars, and we have restated our historical financial statements included in this Form F-4 from the euro to the U.S. dollar. In 2008 on a pro-forma basis for the combined company based on the 2008 full-year pro-forma financial information, we derived approximately 57% of our revenue from operating companies that have non-U.S. dollar functional currencies (that is, in most cases, the local currency of the respective operating company). Consequently, any change in exchange rates between our operating companies functional currencies and the U.S. dollar will affect our consolidated income statement and balance sheet when the results of those operating companies are translated into U.S. dollars for reporting purposes. Decreases in the value of our operating companies functional currencies against the U.S. dollar will tend to reduce those operating companies contributions in dollar terms to our financial condition and results of operations.

In addition to currency translation risk, we incur currency transaction risks whenever one of our operating companies enters into transactions using currencies other than their respective functional currencies, including purchase or sale transactions and the issuance or incurrence of debt. Although we have hedge policies in place to manage commodity price and foreign currency risks to protect our exposure to currencies other than our operating companies functional currencies, there can be no assurance that such policies will be able to successfully hedge against the effects of such foreign exchange exposure, particularly over the long-term.

Moreover, although we seek to match borrowing currency liabilities to functional currency cash flows, following the Anheuser-Busch acquisition, much of our debt is denominated in U.S. dollars, while a significant portion of our cash flows are denominated in currencies other than the U.S. dollar. From time to time we enter into financial instruments to mitigate currency risk, but these transactions and any other efforts taken to better match the effective currencies of our liabilities to our cash flows could result in increased costs.

See Management s Discussion and Analysis of Financial Condition and Results of Operations Quantitative and Qualitative Disclosures About Market Risk Market Risk, Hedging and Financial Instruments and note 30 to our audited financial information as of 31 December 2008 and 2007, and for the three years ended 31 December 2008 for further detail on our approach to hedging commodity price and foreign currency risk.

Certain of our operations depend on independent distributors or wholesalers to sell our products.

Certain of our operations are dependent on government-controlled or privately owned but independent wholesale distributors for distribution of our products for resale to retail outlets. See Business Description Distribution of Products and Business Description Regulations Affecting Our Business for further information in this respect. There can be no assurance that these distributors, who often act both for us and our competitors, will not give our competitors products higher priority, thereby reducing their efforts to sell our products.

In the United States, for instance, we sell substantially all of our beer to independent wholesalers for distribution to retailers and ultimately consumers. As independent companies, wholesalers make their own business decisions that may not always align themselves with our interests. If our wholesalers do not effectively distribute our products, our financial results could be adversely affected.

In addition, contractual restrictions and the regulatory environment of many markets may make it very difficult to change distributors in a number of markets. In certain cases, poor performance by a distributor or wholesaler is not a sufficient reason for replacement. Our consequent inability to replace unproductive or inefficient distributors could adversely impact our business, results of operations and financial condition.

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Competition could lead to a reduction of our margins, increase costs and adversely affect our profitability.

Globally, brewers compete mainly on the basis of brand image, price, quality, distribution networks and customer service. Consolidation has significantly increased the capital base and geographic reach of our competitors in some of the markets in which we operate, and competition is expected to increase further as the trend towards consolidation among companies in the beer industry continues.

Competition may divert consumers and customers from our products. Competition in our various markets could cause us to reduce pricing, increase capital investment, increase marketing and other expenditures, prevent us from increasing prices to recover higher costs, and thereby cause us to reduce margins or lose market share. Any of the foregoing could have a material adverse effect on our business, financial condition and results of operations. Innovation faces inherent risks, and the new products we introduce may not be successful.

Additionally, the absence of level playing fields in some markets and the lack of transparency, or even certain unfair or illegal practices, such as tax evasion and corruption, may skew the competitive environment, with material adverse effects on our profitability or ability to operate.

The ability of our subsidiaries to distribute cash upstream may be subject to various conditions and limitations.

To a large extent, Anheuser-Busch InBev SA/NV is organised as a holding company and our operations are carried out through subsidiaries. Our domestic and foreign subsidiaries and affiliated companies ability to upstream or distribute cash (to be used, amongst other things, to meet our financial obligations) through dividends, intercompany advances, management fees and other payments is, to a large extent, dependent on the availability of cash flows at the level of such domestic and foreign subsidiaries and affiliated companies and may be restricted by applicable laws and accounting principles. In particular, 29.5% (USD 11.5 billion) of our total pro-forma revenue for the combined company of USD 39.0 billion in 2008 based on our 2008 full-year pro-forma financial information came from our Brazilian listed subsidiary Companhia de Bebidas das Américas AmBev (**AmBev**), which is not wholly-owned and is listed on the São Paulo Stock Exchange and the New York Stock Exchange. Certain of our equity investments (such as our investment in Grupo Modelo) contribute cash flow to us through dividend payments but are not controlled by us, and our receipt of dividend payments from these entities is therefore outside our control. In addition to the above, some of our subsidiaries are subject to laws restricting their ability to pay dividends or the amount of dividends they may pay. See Management s Discussion and Analysis of Financial Condition and Results of Operations Liquidity and Capital Resources Transfers from Subsidiaries for further information in this respect.

If we are not able to obtain sufficient cash flows from our domestic and foreign subsidiaries and affiliated companies, this could adversely impact our ability to pay our substantially increased debt resulting from the Anheuser-Busch acquisition and otherwise negatively impact our business, results of operations and financial condition.

An inability to reduce costs could affect profitability.

Our future success and earnings growth depend in part on our ability to be efficient in producing, advertising and selling our products and services. We are pursuing a number of initiatives to improve operational efficiency. Failure to generate significant cost savings and margin improvement through these initiatives could adversely affect our profitability and our ability to achieve our financial goals.

We are exposed to emerging market risks.

A substantial proportion of our operations, representing approximately 36% of 2008 revenue on a pro-forma basis for the combined company based on the 2008 full-year pro-forma financial information, are carried out in emerging markets, including Brazil, Argentina, Venezuela, Bolivia, China, Russia, Ukraine and

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other emerging European and Latin American markets. We also have equity investments in brewers in China and Mexico and own breweries in China.

Our operations and equity investments in these markets are subject to the customary risks of operating in developing countries, which include potential political and economic uncertainty, application of exchange controls, nationalisation or expropriation, crime and lack of law enforcement, political insurrection, external interference, currency fluctuations, changes in government policy, political and economic changes, changes in the relations between the countries, actions of governmental authorities affecting trade and foreign investment, regulations on repatriation of funds, interpretation and application of local laws and regulations, enforceability of intellectual property and contract rights, local labour conditions and regulations. Such factors could affect our results by causing interruptions to our operations or by increasing the costs of operating in those countries or by limiting our ability to repatriate profits from those countries. Financial risks of operating in emerging markets also include risks of liquidity, inflation (for example, Brazil, Argentina and Russia have periodically experienced extremely high rates of inflation), devaluation (for example, the Brazilian and Argentine currencies have been devalued frequently during the last four decades), price volatility, currency convertibility and country default. These various factors could adversely impact our business, results of operations and financial condition. Due to our specific exposure, these factors could affect us more than our competitors with less exposure to emerging markets, and any general decline in emerging markets as a whole could impact us disproportionately compared to our competitors.

We may not be able to successfully carry out further acquisitions and business integrations.

We have made in the past and may make in the future acquisitions of, investments in, and joint venture and similar arrangements with, other companies and businesses. We cannot make further acquisitions unless we can identify suitable candidates and agree on the terms with them. Such transactions also involve a number of risks. We may not be able to successfully complete such transactions. After completion of a transaction, we may be required to integrate the acquired companies, businesses or operations into our existing operations. In addition, such transactions may involve the assumption of certain actual or potential, known or unknown, liabilities, which may have a potential impact on our financial risk profile. Further, the price we may pay in any future acquisition may prove to be too high as a result of various factors, such as a significant change in market conditions, the limited opportunity to conduct due diligence prior to a purchase or unexpected changes in the acquired business. See also in this respect Risks Relating to the Anheuser-Busch Acquisition .

We rely on the reputation of our brands.

Our success depends on our ability to maintain and enhance the image and reputation of our existing products and to develop a favourable image and reputation for new products. The image and reputation of our products may be reduced in the future; concerns about product quality, even when unfounded, could tarnish the image and reputation of our products. An event, or series of events, that materially damages the reputation of one or more of our brands could have an adverse effect on the value of that brand and subsequent revenues from that brand or business. Restoring the image and reputation of our products may be costly and may not be possible. Moreover, our marketing efforts are subject to restrictions on the permissible advertising style, media and messages used. In a number of countries, for example, television is a prohibited medium for advertising alcoholic products, and in other countries, television advertising, while permitted, is carefully regulated. Any additional restrictions in such countries, or the introduction of similar restrictions in other countries, may constrain our brand building potential and thus reduce the value of our brands and related revenues.

Negative publicity may harm our business.

Media coverage, and publicity generally, can exert significant influence on consumer behaviour and actions. If the social acceptability of beer or soft drinks were to decline significantly, sales of our products could materially decrease. In recent years, there has been increased public and political attention directed at the alcoholic beverage and soft drink industries. This attention is a result of public concern over alcohol-related problems, including drunk driving, underage drinking and health consequences resulting from the misuse of beer (for example, alcoholism and obesity), as well as soft-drink related problems, including health consequences resulting from the excessive consumption of soft drinks (for example, obesity). Negative publicity regarding alcohol or soft drink consumption, publication of studies that indicate a significant health risk from consumption of alcohol or soft drinks, or changes in consumer perceptions in relation to alcohol or soft drinks generally could adversely affect the sale and consumption of our products and could harm our business, results of operations, cash flows or financial condition as consumers and customers change their purchasing patterns.

Key brand names are used by us, our subsidiaries, associates and joint ventures, and licensed to third-party brewers. To the extent that we, one of our subsidiaries, associates, joint ventures or licensees are subject to negative publicity, and the negative publicity causes consumers and customers to change their purchasing patterns, it could have a material adverse effect on our business, results of operations, cash flows or financial condition. As we continue to expand our operations into emerging and growth markets, there is a greater risk that we may be subject to negative publicity, in particular in relation to labour rights and local work conditions. Negative publicity that materially damages the reputation of one or more of our brands could have an adverse effect on the value of that brand and subsequent revenues from that brand or business, which could adversely impact our business, results of operations, cash flows and financial condition.

Demand for our products may be adversely affected by changes in consumer preferences and tastes.

We depend on our ability to satisfy consumer preferences and tastes. Consumer preferences and tastes can change in unpredictable ways due to a variety of factors, such as changes in demographics, consumer health concerns about obesity, product attributes and ingredients, changes in travel, vacation or leisure activity patterns, weather, negative publicity resulting from regulatory action or litigation against us or comparable companies or a downturn in economic conditions. Consumers also may begin to prefer the products of competitors or may generally reduce their demand for products in the category. Failure by us to anticipate or respond adequately to changes in consumer preferences and tastes could adversely impact our business, results of operations and financial condition.

Seasonal consumption cycles and adverse weather conditions may result in fluctuations in demand for our products.

Seasonal consumption cycles and adverse weather conditions in the markets in which we operate may have an impact on our operations. This is particularly true in the summer months, when unseasonably cool or wet weather can affect sales volumes. Demand for beer is normally more depressed in our major markets in the Northern Hemisphere during the first and fourth quarters of each year, and our consolidated net revenue from those markets is therefore normally lower during this time. Although this risk is somewhat mitigated by our relatively balanced footprint in both hemispheres, we are relatively more exposed to the markets in the Northern Hemisphere than to the markets in the Southern Hemisphere since the closing of the Anheuser-Busch acquisition, which could adversely impact our business, results of operations and financial condition.

If any of our products is defective or found to contain contaminants, we may be subject to product recalls or other liabilities.

We take precautions to ensure that our beverage products are free from contaminants and that our packaging materials (such as bottles, crowns, cans and other containers) are free of defects. Such precautions include quality-control programmes for primary materials, the production process and our final products. We have established procedures to correct problems detected.

In the event that contamination or a defect does occur in the future, it may lead to business interruptions, product recalls or liability, each of which could have an adverse effect on our business, reputation, prospects, financial condition and results of operations.

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Although we maintain insurance policies against certain product liability (but not product recall) risks, we may not be able to enforce our rights in respect of these policies, and, in the event that contamination or a defect occurs, any amounts that we recover may not be sufficient to offset any damage we may suffer, which could adversely impact our business, results of operations and financial condition.

We may not be able to protect our intellectual property rights.

Our future success depends significantly on our ability to protect our current and future brands and products and to defend our intellectual property rights, including trademarks, patents, domain names, trade secrets and know-how. We have been granted numerous trademark registrations covering our brands and products and have filed, and expect to continue to file, trademark and patent applications seeking to protect newly developed brands and products. We cannot be sure that trademark and patent registrations will be issued with respect to any of our applications. There is also a risk that we could, by omission, fail to renew a trademark or patent on a timely basis or that our competitors will challenge, invalidate or circumvent any existing or future trademarks and patents issued to, or licensed by, us.

We cannot be certain that the steps we have taken to protect our portfolio of intellectual property rights (including trademark registration and domain names) will be sufficient or that third parties will not infringe upon or misappropriate proprietary rights. Moreover, some of the countries in which we operate, such as China, offer less intellectual property protection than is available in Europe or the United States. If we are unable to protect our proprietary rights against infringement or misappropriation, it could have a material adverse effect on our business, results of operations, cash flows or financial condition, and in particular, on our ability to develop our business.

We rely on key third parties, including key suppliers, and the termination or modification of the arrangements with such third parties could negatively affect our business.

We rely on key third-party suppliers, including third-party suppliers for a range of raw materials for beer and soft drinks, and for packaging material, including aluminium cans, glass, kegs and PET bottles. We seek to limit our exposure to market fluctuations in these supplies by entering into medium- and long-term fixed-price arrangements. We have a limited number of suppliers of aluminium cans, glass and PET bottles. Consolidation of the aluminium can industry, glass and PET bottle industry in certain markets in which we operate has reduced local supply alternatives and increased the risk of disruption to aluminium can, glass and PET bottle supplies. Although we generally have other suppliers of raw materials and packaging materials, the termination of or material change to arrangements with certain key suppliers, disagreements with suppliers as to payment or other terms, or the failure of a key supplier to meet our contractual obligations or otherwise deliver materials consistent with current usage would or may require us to make purchases from alternative suppliers, in each case at potentially higher prices than those agreed with this supplier, and this could have a material impact on our production, distribution and sale of beer and have a material adverse effect on our business, results of operations, cash flows or financial condition.

A number of key brand names are both licensed to third-party brewers and used by companies over which we do not have control. For instance, our global brand Stella Artois is licensed to third-parties in Algeria, Australia, New Zealand, Tanzania, South Africa and Greece, and another global brand, Beck s, is licensed to third parties in Algeria, Turkey, Australia, New Zealand, Tunisia, Nigeria and Mauritius. Finally, Budweiser is licensed to third-parties in, amongst other countries, Argentina, Canada, Ireland, Japan, Korea, Panama and Spain. See Business Description Licensing for more information in this respect. To the extent that one of these key brand names or our joint ventures, investments in companies in which we do not own a controlling interest and our licensees are subject to negative publicity, it could have a material adverse effect on our business, results of operations, cash flows or financial condition.

For certain packaging supplies, raw materials and commodities, we rely on a small number of important suppliers. If these suppliers became unable to continue to meet our requirements, and we are unable to develop alternative sources of supply, our operations and financial results could be adversely affected.

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The consolidation of retailers may adversely affect us.

The retail industry in Europe, the United States and in other countries in which we operate continues to consolidate. Large retailers may seek to improve profitability and sales by asking for lower prices or increased trade spending. Although retailers purchase products from wholesalers (including in a limited number of markets, from our wholesaler operations), rather than directly from us, the efforts of retailers could result in reduced profitability for the beer industry as a whole and indirectly adversely affect our financial results.

We could incur significant costs as a result of compliance with, and/or violations of or liabilities under various regulations that govern our operations.

Our business is highly regulated in many of the countries in which we operate. The regulations adopted by the authorities in these countries govern many parts of our operations, including brewing, marketing and advertising (in particular to persons under the legal drinking age), transportation, distributor relationships and sales. We may be subject to claims that we have not complied with existing laws and regulations, which could result in fines and penalties. We are also routinely subject to new or modified laws and regulations with which we must comply in order to avoid claims, fines and other penalties, which could adversely impact our business, results of operations and financial condition. There can be no assurance that we will not incur material costs or liabilities in connection with compliance with applicable regulatory requirements, or that such regulation will not interfere with our beer or soft drinks businesses.

The level of regulation to which our businesses are subject can be affected by changes in the public perception of beer consumption. In recent years, there has been increased social and political attention in certain countries directed at the alcoholic beverage industry, and governmental bodies may respond to any public criticism by implementing further regulatory restrictions on opening hours, drinking ages or advertising. Such public concern and any resulting restrictions may cause the social acceptability of beer to decline significantly and consumption trends to shift away from beer to non-alcoholic beverages, which would have a material adverse effect on our business, financial condition and results of operations.

We are exposed to the risk of litigation.

We are now and may in the future be party to legal proceedings and claims and significant damages may be asserted against us. See Business Description Legal and Arbitration Proceedings and Management s Discussion and Analysis of Financial Condition and Results of Operations Contractual Obligations and Contingencies Contingencies and note 33 to our audited consolidated financial statements as of 31 December 2008 and 2007, and for the three years ended 31 December 2008 for a description of certain material contingencies which we believe will possibly (but not probably) be realised. Given the inherent uncertainty of litigation, it is possible that we might incur liabilities as a consequence of the proceedings and claims brought against us, including those not currently believed by us to be possible.

Moreover, companies in the alcoholic beverage industry are, from time to time, exposed to collective suits (class actions) or other litigation relating to alcohol advertising, alcohol abuse problems or health consequences from the excessive consumption of alcohol. As an illustration, certain beer and alcoholic beverage producers from the United States, Canada and Europe were recently involved in class actions in the U.S. seeking damages for alleged marketing of alcoholic beverages to underage consumers. If any of these types of litigation result in fines, damages or reputational damage for us, this could have a material adverse effect on our business, results of operations, cash flows or financial position.

See Legal and Arbitration Proceedings for additional information on litigation matters.

The beer and beverage industry may be subject to changes in taxation.

Taxation on our beer and non-beer products in the countries in which we operate is comprised of different taxes specific to each jurisdiction, such as excise and other indirect taxes. In many jurisdictions, such

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excise and other indirect taxes make up a large proportion of the cost of beer charged to customers. Increases in excise and other indirect taxes applicable to our products either on an absolute basis or relative to the levels applicable to other beverages tend to adversely affect our revenue or margins, both by reducing overall consumption and by encouraging consumers to switch to lower-taxed categories of beverages. These increases also adversely affect the affordability of our products and our ability to raise prices. For example, in November 2008 the Brazilian Congress approved certain changes (effective 1 January 2009) to the taxable basis and tax rates of the Imposto Sobre Produtos Industrializados (the Brazilian federal excise tax) and the PIS/COFINS (Brazilian social contributions). Under the previous system, these taxes were paid as a fixed rate per hectoliter by all taxpayers. The new system provides that higher priced brands will pay higher taxes per hectoliter than lower priced brands. The actual increase in AmBev s federal excise tax and PIS/COFINS tax burden will depend on AmBev s price, packaging and brand mix, but we estimate that AmBev s total tax burden regarding such taxes will increase approximately 15%.

Similarly, the United States brewing industry is subject to significant taxation. The United States federal government currently levies an excise tax of $18 per barrel (equivalent to 1.1734776 hectoliters) of beer sold for consumption in the United States. All states also levy excise and/or sales taxes on alcoholic beverages. From time to time, there are proposals to increase these taxes, and as a result of the current economic climate and the fiscal difficulties of some states, these proposals have become more prevalent. Earlier this year, the State of New York increased its excise tax on alcohol, and the State of Kentucky increased its retail tax rate on off-premise alcohol sales. In addition, although no legislation has been introduced to this effect, there have been proposals to increase federal excise taxes on alcohol to raise revenue to pay the costs of health care proposals. Increase in excises taxes on alcohol could adversely affect our United States business or its profitability.

In the second half of 2009, the governments of Russia and the Ukraine have considered increasing the excise tax rates on beer. A 200% increase in the excise tax on regular-strength beer has been adopted by the Russian parliament, with the upper legislative chamber and the president still considering the legislation. If enacted, this tax could result in average price increases of up to 25%, and would likely cause our volumes of beer sold in Russia to decrease. In the Ukraine, the proposed increase seeks to double excise taxes on all beers. Such an increase could result in an average price increase of up to 14%, and would likely cause our volumes of beer sold in the Ukraine to decrease.

To the extent that the effect of the tax reforms described above or other proposed changes to excise and other indirect duties in the countries in which we operate is to increase the total burden of indirect taxation on our products, the results of our operations in those countries could be adversely affected.

In addition to excise and other indirect duties, we are subject to income and other taxes in the countries in which we operate. There can be no assurance that the operations of our breweries and other facilities will not become subject to increased taxation by national, local or foreign authorities or that we and our subsidiaries will not become subject to higher corporate income tax rates or to new or modified taxation regulations and requirements. Any such increases or changes in taxation would tend to adversely impact our results of operations.

We are exposed to antitrust and competition laws in certain jurisdictions and the risk of changes in such laws or in the interpretation and enforcement of existing antitrust and competition laws.

We are subject to antitrust and competition laws in the jurisdictions in which we operate and may be subject to regulatory scrutiny in certain of these jurisdictions, including due to our size and market share in such jurisdictions. In a number of the jurisdictions in which we operate, we produce and/or sell a significant portion of the beer consumed. Our ability to grow through acquisitions in certain countries might be limited due to our important position in those markets. For instance, our Brazilian listed subsidiary, AmBev, has been subject to monitoring by Brazilian antitrust authorities (see Business Description Legal and Arbitration Proceedings AmBev and its Subsidiaries Antitrust Matters). There can be no assurance that the introduction of new competition laws in the jurisdictions in which we operate, the interpretation of existing antitrust or competition

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laws or the enforcement of existing antitrust or competition laws, or any agreements with antitrust or competition authorities, against us or our subsidiaries, including AmBev, will not affect our business or the businesses of our subsidiaries in the future.

Our operations are subject to environmental regulations, which could expose us to significant compliance costs and litigation relating to environmental issues.

Our operations are subject to environmental regulations by national, state and local agencies, including, in certain cases, regulations that impose liability without regard to fault. These regulations can result in liability which might adversely affect our operations. The environmental regulatory climate in the markets in which we operate is becoming stricter, with greater emphasis on enforcement.

While we have budgeted for future capital and operating expenditures to maintain compliance with environmental laws and regulations, there can be no assurance that we will not incur substantial environmental liability or that applicable environmental laws and regulations will not change or become more stringent in the future.

We operate a joint venture in Cuba, in which the Government of Cuba is our joint venture partner. Cuba has been identified by the U.S. Department of State as a state sponsor of terrorism and is targeted by broad and comprehensive economic and trade sanctions of the United States. Our operations in Cuba may adversely affect our reputation and the liquidity and value of our securities.

We own indirectly a 50% equity interest in Cerveceria Bucanero S.A., a Cuban company in the business of producing and selling beer. The other 50% equity interest is owned by the Government of Cuba. Cerveceria Bucanero S.A. is operated as a joint venture, in which we appoint the general manager. Cerveceria Bucanero S.A. s main brands are Bucanero and Cristal. In 2008, Cerveceria Bucanero S.A. sold 1.07 million hectoliters, representing about 0.3% of our global volume of 416 million hectoliters based on pro-forma information for our combined company. Although Cerveceria Bucanero S.A. s production is primarily sold in Cuba, a small portion of its production is exported and sold by certain of our non-U.S. affiliates in other countries outside Cuba (but not the United States). Cerveceria Bucanero S.A. also imports and sells in Cuba a small quantity of Becks branded products produced by one of our German subsidiaries.

Cuba has been identified by the United States government as a state sponsor of terrorism, and the U.S. Treasury Department s Office of Foreign Assets Control and the U.S. Commerce Department together administer and enforce broad and comprehensive economic and trade sanctions based on U.S. foreign policy towards Cuba. Although our operations in Cuba are quantitatively immaterial, our overall business reputation may suffer or we may face additional regulatory scrutiny as a result of our activities in Cuba based on its identification as a state sponsor of terrorism and target of U.S. economic and trade sanctions. In addition, there are initiatives by federal and state lawmakers in the United States, and certain U.S. institutional investors, including pension funds, to adopt laws, regulations or policies requiring divestment from, or reporting of interests in to facilitate divestment from, companies that do business with countries designated as state sponsors of terrorism, including Cuba. If investors decide to liquidate or otherwise divest their investments in companies that have operations of any magnitude in Cuba, the market in and value of our securities could be adversely impacted.

In addition, the Cuban Liberty and Democratic Solidarity (LIBERTAD) Act of 1996 (known as the **Helms-Burton Act**) authorises private lawsuits for damages against anyone who traffics in property confiscated without compensation by the Government of Cuba from persons who at the time were, or have since become, nationals of the United States. Although this section of the Helms-Burton Act is currently suspended by discretionary presidential action, the suspension may not continue in the future. Claims accrue notwithstanding the suspension and may be asserted if the suspension is discontinued. The Helms-Burton Act also includes a section that authorises the U.S. Department of State to prohibit entry into the United States of non-U.S. persons who traffic in confiscated property, and corporate officers and principals of such persons, and their families. We have received notice of claims purporting to be made under the Helms-Burton Act relating to Cerveceria

Bucanero S.A. s use of a trademark, which is alleged to have been confiscated by the Cuban government and trafficked by us through our ownership and management of Cerveceria Bucanero S.A. Although we have attempted to review and evaluate the validity of the claims, due to the uncertain underlying circumstances, we are currently unable to express a view as to the validity of such claims, or as to the standing of the claimants to pursue them.

We may not be able to recruit or retain key personnel.

In order to develop, support and market our products, we must hire and retain skilled employees with particular expertise. The implementation of our strategic business plans could be undermined by a failure to recruit or retain key personnel or the unexpected loss of senior employees, including in acquired companies.

Our success following the Anheuser-Busch acquisition will also depend, among other things, on our capacity to retain the key employees of Anheuser-Busch and InBev. These key employees could leave their employment because of the uncertainties about their roles in our combined company, difficulties related to the combination, or a general desire not to remain with us. Redundancies and early retirements at Anheuser-Busch, made in connection with the integration of InBev and Anheuser-Busch following the Anheuser-Busch acquisition, could also impact our ability to retain key personnel at Anheuser-Busch and relations with the Anheuser-Busch workforce. Moreover, we will have to address issues inherent in the management of a greater number of employees in some very diverse geographic areas. Therefore, it is not certain that we will be able to attract or retain our key employees and successfully manage them, which could disrupt our business and have an unfavourable material effect on our financial position, our income from operations and our competitive position.

Our success also depends upon maintaining good relations with our workforce. A substantial majority of our workforce in several of our operations is unionised. For instance, a majority of the hourly employees at breweries in the U.S. are represented by the International Brotherhood of Teamsters. Any work stoppages or strikes which tend to arise at the occasion of the renegotiation of collective bargaining agreements could adversely affect our ability to operate our businesses. The reorganisation and restructuring of our business to meet current market challenges or as a result of the Anheuser-Busch acquisition has also led to a more strained relationship with unions in certain of our business zones. There can be no assurance that any increase in labour costs would not adversely impact our business, results of operations and financial condition.

Information technology failures could disrupt our operations.

We increasingly rely on information technology systems to process, transmit, and store electronic information. A significant portion of the communication between our personnel, customers, and suppliers depends on information technology. As with all large systems, our information systems may be vulnerable to a variety of interruptions due to events beyond our control, including, but not limited to, natural disasters, terrorist attacks, telecommunications failures, computer viruses, hackers or other security issues. These or other similar interruptions could disrupt our operations, cash flows or financial condition.

We depend on information technology to enable us to operate efficiently and interface with customers, as well as to maintain in-house management and control. We have also entered into various information technology services agreements (with, among others, IBM Belgium, BT Limited Belgian Branch and LogicaCMG SA/NV) pursuant to which our information technology infrastructure is outsourced. The concentration of processes in shared services centres means that any disruption could impact a large portion of our business within the operating zones served. If we do not allocate, and effectively manage, the resources necessary to build and sustain the proper technology infrastructure, we could be subject to transaction errors, processing inefficiencies, loss of customers, business disruptions, or the loss of or damage to intellectual property through security breach. As with all information technology systems, our system could also be penetrated by outside parties intent on extracting information, corrupting information or disrupting business processes. Such interruptions could disrupt our business and could have a material adverse effect on our business, results of operations, cash flows or financial condition.

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Natural and other disasters could disrupt our operations.

Our business and operating results could be negatively impacted by social, technical or physical risks such as earthquakes, hurricanes, flooding, fire, power loss, loss of water supply, telecommunications and information technology system failures, political instability, military conflict and uncertainties arising from terrorist attacks, including a global economic slowdown, the economic consequences of any military action and associated political instability.

Our insurance coverage may not be sufficient.

The cost of some of our insurance policies could increase in the future. In addition, some types of losses, such as losses resulting from wars, acts of terrorism, or natural disasters, generally are not insured because they are either uninsurable or it is not economically practical to obtain insurance. Moreover, insurers recently have become more reluctant to insure against these types of events. Should an uninsured loss or a loss in excess of insured limits occur, this could adversely impact our business, results of operations and financial condition.

Risks Relating to the Anheuser-Busch Acquisition

We face financial risks due to our increased level of debt and challenging market conditions.

We financed the Anheuser-Busch acquisition with a combination of a fully committed USD 45 billion senior debt facility (of which USD 44 billion was ultimately drawn) and a fully committed bridge facility of USD 9.8 billion. On 18 December 2008, we repaid the debt incurred under the bridge facility with the net proceeds of our rights offering, which closed on 16 December 2008, and cash proceeds we received from hedging the foreign exchange rate between the euro and the U.S. dollar in connection with the rights offering. We have also refinanced a portion of the debt incurred under the senior facility with a combination of the net proceeds from certain debt offerings, the net proceeds of the disposal of certain assets and businesses, and cash from operations, as described in Management s Discussion and Analysis of Financial Condition and Results of Operations Liquidity and Capital Resources Net debt and Equity . The terms of the senior financing arrangements, as well as their intended uses, are described under Business Description Material Contracts Financing the Anheuser-Busch Acquisition .

The senior debt facility we entered into in connection with the Anheuser-Busch acquisition could have significant consequences, including:

- whether or not we are able to refinance the indebtedness incurred in connection with the Anheuser-Busch acquisition through asset disposals, the portion of our consolidated balance sheet represented by debt will remain significantly higher as compared to our historical position.

Our consolidated liabilities following the Anheuser-Busch acquisition also include any outstanding Anheuser-Busch indebtedness, including indebtedness not refinanced in connection with the acquisition. As at 30 June 2009, the total long-term indebtedness of Anheuser-Busch was USD 5.8 billion after purchase price allocation. Our increased level of debt could have significant consequences, including:

- increasing our vulnerability to general adverse economic and industry conditions;

- limiting our ability to fund future working capital and capital expenditure, to engage in future acquisitions or development activities or to otherwise realise the value of our assets and opportunities fully because of the need to dedicate a substantial portion of our cash flow from operations to payments of interest and principal on our debt or to comply with any restrictive terms of our debt;

- limiting our flexibility in planning for, or reacting to, changes in our business and the industry in which we operate;
- impairing our ability to obtain additional financing in the future;
- requiring us to issue additional equity (possibly under unfavourable conditions); and
- placing us at a competitive disadvantage compared to our competitors that have less debt.

Further, a credit rating downgrade affecting us as a result of increased leverage or other reasons could have a material adverse affect on our ability to finance our ongoing operations or to refinance our existing indebtedness. In addition, if we fail to comply with the covenants or other terms of any agreements governing these facilities, our lenders will have the right to accelerate the maturity of that debt.

We may reduce the amount of dividends we will pay in the next two to three years and may have to make further reductions or reduce dividends for a longer period as a result of our increased level of debt, our strategy to reduce our leverage and the effect of the financial covenants in the debt facilities entered into to fund the Anheuser-Busch acquisition. See Business Description Material Contracts Financing the Anheuser-Busch Acquisition Senior Facilities Agreement Financial Condition Undertaking for a description of the main covenants under our senior facilities agreement.

Our ability to repay our outstanding indebtedness will depend upon market conditions. The capital and credit markets have been experiencing volatility and disruption for more than twelve months. In the final months of 2008, for example, the volatility and disruption reached unprecedented levels. In some cases, the markets produced downward pressure on stock prices and credit capacity for certain issuers without regard to those issuers underlying financial strength. Reflecting concern about the stability of the financial markets generally and the strength of counterparties, many lenders and institutional investors have reduced, and in some cases, ceased to provide funding to borrowers. If such unfavourable conditions continue or worsen, our costs could increase beyond what is anticipated. Such costs could have a material adverse impact on our cash flows, results of operations or both. In addition, an inability to refinance all or a substantial amount of our debt obligations when they become due would have a material adverse effect on our financial condition and results of operations.

We may fail to realise the anticipated business growth opportunities, cost savings, increased profits, synergies and other benefits anticipated from the Anheuser-Busch acquisition.

Achieving the advantages of the Anheuser-Busch acquisition will depend partly on the continued rapid and efficient combination of the activities of InBev and Anheuser-Busch, two companies of considerable size that functioned independently and were incorporated in different countries, with geographically dispersed operations, and with different business cultures and compensation structures.

The integration process involves inherent costs and uncertainties, and there is no assurance that the Anheuser-Busch acquisition will achieve anticipated business growth opportunities, cost savings, increased profits, synergies and other benefits. We believe the consideration paid for the Anheuser-Busch acquisition was justified, in part, by the business growth opportunities, cost savings, increased profits, synergies, revenue benefits and other benefits we anticipate achieving by combining our InBev operations with those of Anheuser-Busch. However, these anticipated business growth opportunities, cost savings, increased profits, synergies and other benefits may not develop, and the assumptions upon which we determined the consideration paid for the Anheuser-Busch acquisition may prove to be incorrect because, among other things, such assumptions were based on publicly available information. In addition, benefits may be lower than anticipated if we are not able to successfully introduce the Anheuser-Busch brands (such as Budweiser) into the markets outside the United States in which we intend to do so, or if we fail to successfully use the intellectual property rights of any such brands in

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those markets, for example if we are legally restricted in using such rights, including as a result of third-party ownership of the relevant trademarks in various countries. Further, anticipated benefits may be adversely affected by a negative reaction of consumers or customers to the acquisition.

Implementation of the acquisition and the successful integration of Anheuser-Busch will also require a significant amount of management time and, thus, may affect or impair management s ability to run our business effectively during the period of the acquisition and integration. In addition, we may not have, or be able to retain, employees with the appropriate skill sets for the tasks associated with our integration plan, which could adversely affect the integration of Anheuser-Busch. In addition, employee departures and early retirements in the process of achieving synergies and company integration may create management challenges in respect of the businesses that have been acquired.

Although the estimated expense savings and revenue synergies contemplated by the Anheuser-Busch acquisition are significant, there can be no assurance that we will realise these benefits in the time expected, or at all. Any failures, material delays or unexpected costs of the integration process could therefore have a material adverse effect on our business, results of operations and financial condition.

An impairment of goodwill or other intangible assets would adversely affect our financial condition and results of operations.

As a result of the Anheuser-Busch acquisition, we have recognised USD 32.2 billion of goodwill on our balance sheet and have recorded several brands from the Anheuser-Busch business (including brands in the Budweiser brand family, the Michelob brand family, the Busch brand family and the Natural brand family) as intangible assets with indefinite life with a fair value of USD 21.5 billion. Under IFRS, goodwill and intangible assets with indefinite life are not amortised but are tested for impairment annually, or more often if an event or circumstance indicates that an impairment loss may have been incurred. Other intangible assets with a finite life are amortised on a straight-line basis over their estimated useful lives and reviewed for impairment whenever there is an indication of impairment. In particular, if the combination of the businesses meets with unexpected difficulties, or if our business does not develop as expected, impairment charges may be incurred in the future that could be significant and that could have an adverse effect on our results of operations and financial condition.

We may not be able to complete any planned or other restructuring or divestitures in connection with the Anheuser-Busch acquisition promptly, or at all.

Following the Anheuser-Busch acquisition, we have recently and may continue to dispose of certain assets or businesses of InBev or Anheuser-Busch, and we expect to utilise the proceeds from any such disposals to repay indebtedness incurred to finance the acquisition. However, we may not be able to affect any restructuring or divestitures at the time intended, or at all, or at the desired price, especially in challenging market conditions. In addition, any restructuring or divestiture could be the subject of challenges or litigation, and a court could delay any such transactions or prohibit them from occurring on their proposed terms, or from occurring at all, which could adversely affect the funding, synergies and cost savings sought to be achieved in connection with the Anheuser-Busch acquisition.

Actions taken to enjoin the integration of our InBev and Anheuser-Busch businesses could significantly reduce the expected advantages thereof and could have a material adverse effect on us.

On 10 September 2008 an action brought under Section 7 of the Clayton Antitrust Act entitled Ginsburg et al. v. InBev NV/SA et al., C.A. No. 08-1375, was filed against InBev, Anheuser-Busch and Anheuser-Busch, Inc. in the United States District Court for the Eastern District of Missouri. The complaint alleges that the Anheuser-Busch acquisition will have certain anticompetitive effects and consequences on the beer industry and

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will create a monopoly in the production and sale of beer in the United States. Plaintiffs generally seek declaratory relief that the Anheuser-Busch acquisition violates Section 7 of the Clayton Antitrust Act, injunctive relief to prevent consummation of the acquisition, and fees and expenses. On 18 November 2008 plaintiffs request for injunctive relief was denied. On 3 August 2009 the Court granted defendants Motion to Dismiss plaintiffs claims with prejudice. On 4 August 2009 the Court entered judgment in favour of the defendants. On 19 August 2009, plaintiffs filed an appeal of such judgment. We continue to vigorously defend against these claims through the appellate process.

On 16 October 2008, Grupo Modelo, Diblo S.A. de C.V. and the Grupo Modelo series A shareholders filed a notice of arbitration, under the arbitration rules of the United Nations Commission on International Trade Law, against Anheuser-Busch, Anheuser-Busch International Inc. and Anheuser-Busch International Holdings Inc. The notice of arbitration claimed the transaction between Anheuser-Busch and InBev violated provisions of the 1993 investment agreement, governed by the law of the United Mexican States, between the Anheuser-Busch entities, Grupo Modelo, Diblo and the series A shareholders. It seeks post-closing relief, including (i) a declaration that Anheuser-Busch breached the 1993 investment agreement, (ii) rescission of certain continuing rights and obligations under the 1993 investment agreement, (iii) a permanent injunction against Anheuser-Busch or its successors from exercising governance rights under the 1993 investment agreement, (iv) suspension of Anheuser-Busch s right to exercise a right of first refusal to purchase the stock of Grupo Modelo held by the series A shareholders, (v) rectification of the 1993 investment agreement to add additional restrictions on the Anheuser-Busch entities and (vi) money damages of up to $2.5 billion. The respondents believe that the claims are without merit because, among other things, there is no change of control clause in the investment agreement and no sale or transfer of the shares of Grupo Modelo and Diblo held by Anheuser-Busch International Holdings Inc. occurred. However, the relief sought by Grupo Modelo, Diblo and its series A shareholders in the arbitral proceeding or any other equitable or other relief they may seek may have an adverse effect on us, including by limiting our ability to exercise governance rights under the investment agreement with Grupo Modelo after the closing of the Anheuser-Busch acquisition. On 2 February 2009, the arbitration panel denied Grupo Modelo s request for interim measures that would have prevented Anheuser-Busch from exercising its corporate governance rights pending the final arbitration proceeding. The panel also ruled that Anheuser-Busch was to provide 90 days notice if it intends to sell its shares. In August 2009, the final arbitration proceeding was conducted in New York City. The arbitration panel has not yet issued a ruling.

See Business Description Legal and Arbitration Proceedings Anheuser-Busch Grupo Modelo Arbitration .

Any of the proceedings or actions that seek equitable or other relief that affects our combination with Anheuser-Busch and our operations in specific jurisdictions or our ability or that of our subsidiaries to exercise rights under existing agreements, such as the Grupo Modelo investment agreement, or that may require us to take other actions, including the divestiture of any of our assets or businesses, could diminish substantially the synergies and the advantages which we expect from the Anheuser-Busch acquisition, and have a material adverse effect on us and on the trading price of our securities.

The Anheuser-Busch acquisition was subject to the review and authorisation of various governmental authorities, which imposed conditions that could have an unfavourable impact on InBev and Anheuser-Busch.

On 14 November 2008, we reached a proposed consent final judgment with Anheuser-Busch and the U.S. Department of Justice that permitted the completion of our acquisition of Anheuser-Busch subject to certain actions being taken in accordance with the terms of the proposed consent final judgment, filed on 14 November 2008 in the U.S. District Court for the District of Columbia. These actions were completed in February 2009 with our sale of InBev USA LLC (d/b/a Labatt USA) to KPS Capital Partners, LP. See Legal and Arbitration Proceedings Anheuser-Busch Acquisition Antitrust Matters United States . The proposed consent final judgment received final approval by the U.S. District Court for the District of Columbia on 11 August 2009.

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In addition, the U.S. antitrust laws enable the Department of Justice and others, such as U.S. state governments and private individuals, to bring antitrust actions contending that an already completed merger substantially lessens competition or has created a monopoly or otherwise violates the antitrust laws in different or additional respects not contemplated by the action filed on 14 November 2008 and resolved by the final judgment described above.

Authorisation, approval and/or clearance under applicable antitrust/competition laws was also obtained in Bosnia and Herzegovina, Brazil, China, Germany, Mexico, Montenegro, Serbia, Uruguay and the United Kingdom, and the regulatory review in Argentina is ongoing.

The terms and conditions of any authorisations, approvals and/or clearances still to be obtained, or any other action taken by a governmental authority following the consummation of the Anheuser-Busch acquisition, may require, among other things, the divestiture of our assets or businesses to third-parties, changes to operations in connection with the completion of the Anheuser-Busch acquisition, restrictions on our ability to operate in certain jurisdictions following the acquisition, restrictions on the combination of the InBev and Anheuser-Busch operations in certain jurisdictions or other commitments to regulatory authorities regarding ongoing operations. Any such actions could have a material adverse effect on our business and diminish substantially the synergies and the advantages which we expect to achieve from the Anheuser-Busch acquisition. Any event that delays our integration of the InBev and Anheuser-Busch businesses and operations in any jurisdiction could have a material adverse effect on us and the trading price of our shares.

In addition, divestitures and other commitments, if any, may have an adverse effect on our business, results of operations, financial condition and prospects. These or any conditions, remedies or changes also could have the effect of reducing the anticipated benefits of the transaction or imposing additional costs on us or limiting our revenues following the completion of the Anheuser-Busch acquisition, any of which might have a material adverse effect on us.

The uncertainties about the effects of the Anheuser-Busch acquisition could materially and adversely affect our businesses and operations.

Uncertainty regarding the effect of the Anheuser-Busch acquisition could cause disruptions to our businesses. These uncertainties may materially and adversely affect our businesses and their operations and could cause customers, distributors, other business partners and other parties that have business relationships with us to defer the consummation of other transactions or other decisions concerning our businesses, or to seek to change existing business relationships.

Risks Relating to the New Notes

Since the Issuer and the Parent Guarantor are holding companies that conduct operations through subsidiaries, your right to receive payments on the New Notes and the Guarantees is subordinated to the other liabilities of the Issuer s subsidiaries and those of the Parent Guarantor who are not Subsidiary Guarantors.

The Parent Guarantor is organised as a holding company for our operations, and the Issuer is the holding company for Anheuser-Busch. As a result, substantially all of the Issuer s and the Parent Guarantor s operations are carried on through subsidiaries. The Issuer s principal source of income is the dividends and distributions the Issuer receives from its subsidiaries. The Parent Guarantor had guaranteed a total of USD 52.598 billion of debt as of 31 August 2009. Following the completion of the acquisition of Anheuser-Busch by InBev, the Parent Guarantor has guaranteed all of the outstanding capital markets debt issued or guaranteed by Anheuser-Busch and any outstanding debt under the senior and bridge facilities established to fund the acquisition and may guarantee certain indebtedness of certain of its subsidiaries.

The Issuer s and the Parent Guarantor s ability to meet their financial obligations is dependent upon the availability of cash flows from their domestic and foreign subsidiaries and affiliated companies through dividends, intercompany advances, management fees and other payments. The Issuer s and the Parent

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Guarantor s subsidiaries and affiliated companies are not required and may not be able to pay dividends to the Issuer or the Parent Guarantor. Only certain of the Parent Guarantor s subsidiaries are Guarantors of the New Notes. Claims of the creditors of the Issuer s or the Parent Guarantor s subsidiaries who are not Subsidiary Guarantors have priority as to the assets of such subsidiaries over the claims of creditors of the Issuer or the Parent Guarantor. Consequently, noteholders are structurally subordinated, on the Issuer s or the Parent Guarantor s insolvency, to the prior claims of the creditors of the Issuer s or the Parent Guarantor s subsidiaries who are not Subsidiary Guarantors.

The Guarantees to be provided by the Parent Guarantor and the Subsidiary Guarantors are subject to certain limitations that may affect the validity or enforceability of the Guarantees.

Enforcement of each Guarantee will be subject to certain generally available defences. Local laws and defences may vary, and may include those that relate to corporate benefit (*ultra vires*), fraudulent conveyance or transfer (*actio pauliana*), voidable preference, financial assistance, corporate purpose, subordination and capital maintenance or similar laws and concepts. They may also include regulations or defences which affect the rights of creditors generally.

If a court were to find a Guarantee given by a Guarantor, or a portion thereof, void or unenforceable as a result of such local laws or defences, or to the extent that agreed limitations on Guarantees apply (see Description of the New Notes Guarantee Limitations), holders would cease to have any claim in respect of that Guarantor and would be creditors solely of the Issuer and any remaining Guarantors and, if payment had already been made under the relevant Guarantee, the court could require that the recipient return the payment to the relevant Guarantor.

The Guarantees provided by AmBrew, Brandbrew, AB InBev France, Interbrew Central European Holding, Interbrew International and InBev Nederland (each as defined below), respectively, are subject to certain limitations.

For the purposes of the Guarantee provided by AB InBev France, such Guarantee shall not include any obligation or liability which if incurred would constitute the provision of financial assistance within the meaning of article L.225-216 of the French Commercial Code and/or would constitute a misuse of corporate assets within the meaning of article L.241-3 or L.242-6 of the French Commercial Code or any other law or regulations having the same effect, as interpreted by French courts. In addition, the obligations and liabilities of AB InBev France under its Guarantee shall be limited, at any time, to an amount equal to the aggregate principal amount of the New Notes to the extent, however, directly or indirectly on-lent or otherwise provided by the Issuer to AB InBev France or its subsidiaries under intercompany loans or similar arrangements and outstanding at the date a payment is to be made by AB InBev France under its Guarantee.

For the purposes of the Guarantees provided by AmBrew and Brandbrew (the **Luxembourg Guarantors**) respectively, the maximum aggregate liability, in the case of AmBrew s Guarantee, and in the case of Brandbrew, Brandbrew s Guarantee and as Guarantor of the Brandbrew Guaranteed Facilities (as defined below) (excluding its Guarantee), shall not exceed an amount equal to the aggregate of (without double counting): (A) the aggregate amount of all moneys received by the relevant Luxembourg Guarantor and the relevant Luxembourg Guarantor s subsidiaries as a borrower or issuer under the relevant Luxembourg Guarantor s Guaranteed Facilities (as defined below); (B) the aggregate amount of all outstanding intercompany loans made to the relevant Luxembourg Guarantor and the relevant Luxembourg Guarantor s Subsidiaries by other members of the AB InBev Group which have been directly or indirectly funded using the proceeds of borrowings under the relevant Luxembourg Guarantor s Guaranteed Facilities; and (C) an amount equal to 100% of the greater of: (I) the sum of the relevant Luxembourg Guarantor s own capital (*capitaux propres*) and its subordinated debt (*dettes subordonnées*) (other than any subordinated debt already accounted above) (both as referred to in the Law of 2002) as reflected in the relevant Luxembourg Guarantor s then most recent annual accounts approved by the competent organ of the relevant Luxembourg Guarantor (as audited by its *réviseur*

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d entreprises (external auditor), if required by law); and (II) the sum of relevant Luxembourg Guarantor s own capital (*capitaux propres*) and its subordinated debt (*dettes subordonnées*) (both as referred to in article 34 of the Law of 2002) as reflected in its filed annual accounts available as of the date of the relevant Guarantee.

In addition, the obligations and liabilities of a Luxembourg Guarantor under its Guarantee and under any of its Guaranteed Facilities shall not include any obligation which, if incurred, would constitute a breach of the provisions on financial assistance as defined by article 49-6 of the Luxembourg Law on Commercial Companies dated 10 August 1915, as amended, to the extent such or an equivalent provision is applicable to the relevant Luxembourg Guarantor.

The Guarantees granted by Interbrew International, Interbrew Central European Holding and InBev Nederland, respectively, shall not apply to any liability to the extent that it would result in such Guarantee constituting unlawful financial assistance.

The Guarantees provided by the Subsidiary Guarantors (but not the Parent Guarantor) may be released in certain circumstances.

Each of the Guarantors, other than the Parent Guarantor, may terminate its Guarantee in the event that (i) the relevant Guarantor is released from its Guarantee of, or is no longer a Guarantor under, the Issuer s USD 45 billion senior facilities agreement and (ii) the aggregate amount of indebtedness for borrowed money for which the relevant Guarantor is an obligor (as a guarantor or borrower) does not exceed 10% of the consolidated gross assets of the Parent Guarantor as reflected in the balance sheet included in its most recent publicly released interim or annual consolidated financial statements. In addition, each Subsidiary Guarantor whose Guarantee is subject to the limitations described below under Description of the New Notes Guarantee Limitations may terminate its Guarantee in the event that under the rules, regulations or interpretations of the SEC such Subsidiary Guarantor determines that it would be required to include its financial statements in any registration statement filed with the SEC with respect to any series of notes or guarantees issued under the Indenture or in periodic reports filed with or furnished to the SEC (by reason of such limitations or otherwise). For more information see Description of the New Notes Guarantees .

In relation to any future periodic or other filings of ours with the SEC, the rules and regulations of the SEC require that the Guarantees be full and unconditional obligations of each of the Subsidiary Guarantors, otherwise, in connection with such filing, separate financial statements of the Subsidiary Guarantors would be required to be filed as well. As discussed below under Description of the New Notes Guarantee Limitations , such Guarantee may be terminated or amended or modified in order to ensure compliance with the SEC s rules and regulations and to ensure that separate financial statements of such Subsidiary Guarantor need not be provided. It may not be possible to amend the limitations on the Guarantees in a manner that would meet the SEC s requirements for full and unconditional guarantees and be consistent with local law requirements for guarantees. For more information see Description of the New Notes Guarantees .

If the Guarantees by the Subsidiary Guarantors are released, the Issuer and the Parent Guarantor are not required to replace them, and the New Notes will have the benefit of fewer or no Subsidiary Guarantees for the remaining maturity of the New Notes.

AB InBev France S.A.S., Interbrew International B.V., Interbrew Central European Holding B.V., InBev Nederland N.V., AmBrew S.A and BrandBrew S.A., the six Subsidiary Guarantors whose Guarantees are subject to limitations, accounted for approximately two percent (2%) of the total consolidated EBITDA of AB InBev Group for the first six months of 2009 and approximately two percent (2%) of the total consolidated debt of AB InBev Group as of 30 June 2009.

Since the New Notes are unsecured, your right to receive payments may be adversely affected.

The New Notes that the Issuer is offering for exchange will be unsecured. The New Notes are not subordinated to any of the Issuer s other debt obligations, and therefore, they will rank equally with all its other unsecured and unsubordinated indebtedness. As of 4 January 2010, neither the Parent Guarantor nor the Subsidiary Guarantors had any secured indebtedness outstanding. If the Issuer defaults on the New Notes or the Guarantors default on the Guarantees, or after bankruptcy, examinership, liquidation or reorganisation, then, to the extent that the Issuer or the Guarantors have granted security over their assets, the assets that secure their debts will be used to satisfy the obligations under that secured debt before the Issuer or the Guarantors can make payment on the New Notes or the Guarantees. There may only be limited assets available to make payments on the New Notes or the Guarantees in the event of an acceleration of the New Notes. If there is not enough collateral to satisfy the obligations of the secured debt, then the remaining amounts on the secured debt would share equally with all unsubordinated unsecured indebtedness.

Your rights as a holder may be inferior to the rights of holders of a different series of the Issuer s notes issued under the Indenture.

The New Notes are governed by the Indenture described under Description of the Exchange Notes among the Issuer, the Parent Guarantor, the Subsidiary Guarantors party thereto from time to time and The Bank of New York Mellon Trust Company, N.A. The Issuer may issue additional series of notes under the Indenture that have different terms from the New Notes. The Issuer may also issue series of notes under the Indenture that provide holders of those notes with rights superior to the rights attaching to the New Notes or that may be granted in the future to note holders of other series. You should read carefully the specific terms of the New Notes.

Should the Guarantors default on their Guarantees, your right to receive payments on the Guarantees may be adversely affected by the insolvency laws of the jurisdiction of organisation of the defaulting Guarantors.

The Parent Guarantor and Subsidiary Guarantors are organized under the laws of various jurisdictions, and it is likely that any insolvency proceedings applicable to a Guarantor would be governed by the law of its jurisdiction of organisation. The insolvency laws of the various jurisdictions of organisation of the Guarantors may vary as to treatment of unsecured creditors and may contain prohibitions on the Guarantor s ability to pay any debts existing at the time of the insolvency.

Since the Parent Guarantor is a Belgian company, Belgian insolvency laws may adversely affect a recovery by the holders of amounts payable under the New Notes.

There are two types of insolvency procedures under Belgian law: (i) the judicial restructuring (*réorganisation judiciaire/gerechtelijke reorganisatie*) procedure and (ii) the bankruptcy (*faillite/faillissement*) procedure, each of which is described below.

A proceeding for a judicial restructuring may be commenced if the continuation of the debtor s business is, either immediately or in the future, at risk. The continuation of the debtor s business is, in any event, deemed to be at risk if, as a result of losses, the debtor s net assets have declined to less than 50% of its stated capital.

A request for a judicial restructuring is filed on the initiative of the debtor by a petition. The court can consider a preliminary suspension of payments during an initial period of six months, which can be extended by up to a maximum period of six months at the request of the company. In exceptional circumstances and in the interest of the creditors, there may be an additional extension of six months. In principle, during the initial suspension period, the debtor cannot be dissolved or declared bankrupt. However, the initial suspension period can be terminated if it becomes manifestly clear that the debtor will not be able to continue its business. Following early termination of the initial suspension period, the debtor can be dissolved or declared bankrupt. As a rule, creditors cannot enforce their rights against the debtor s assets during the period of preliminary suspension of payments, except in the following circumstances: (i) failure by the debtor to pay interest or charges falling due in the course of the preliminary suspension period, (ii) failure by the debtor to pay any new debts (*e.g.*, debts which have arisen after the date of the preliminary suspension of payments), or (iii) enforcement by a creditor of security (or certain netting arrangements and relating accelerated termination arrangements) pursuant to the Belgian Act of 15 December 2004 on financial collateral.

During the preliminary suspension period, the debtor must draw up a restructuring plan which must be approved by a majority of its creditors who were present at a meeting of creditors and whose aggregate claims represent over half of all outstanding claims of the debtor. The restructuring plan must have a maximum duration of five years. This plan will be approved by the court provided the plan does not violate the formalities required by the judicial restructuring legislation nor public policy. The plan will be binding on all creditors listed in the plan. Enforcement rights of creditors secured by certain types of *in rem* rights are not bound by the plan. Such creditors may, as a result, enforce their security from the beginning of the final suspension period. Under certain conditions, and subject to certain exceptions, enforcement by such creditors can be suspended for up to 24 months (as from the filing of the request for a judicial restructuring with the relevant court). Under further conditions, this period of 24 months may be extended by a further 12 months.

Any provision providing that an agreement would be terminated as the result of a debtor entering a judicial composition is ineffective, subject to exceptions set forth in the Belgian Act of 15 December 2004 on financial collateral.

The above essentially describes the so-called judicial restructuring by collective agreement of the creditors. The judicial restructuring legislation also provides for alternative judicial restructuring procedures, including (i) by amicable settlement between the debtor and two or more of its creditors and (ii) by court-ordered transfer of part or all of the debtor s business.

A company which, on a sustained basis, has ceased to make payments and whose credit is impaired will be deemed to be in a state of bankruptcy. Within one month after the cessation of payments, the company must file for bankruptcy. If the company is late in filing for bankruptcy, its directors could be held liable for damages to creditors as a result thereof. Bankruptcy procedures may also be initiated on the request of unpaid creditors or on the initiative of the public prosecutor.

Once the court decides that the requirements for bankruptcy are met, the court will establish a date before which claims for all unpaid debts must be filed by creditors. A bankruptcy trustee will be appointed to assume the operation of the business and to organize a sale of the debtor s assets, the distribution of the proceeds thereof to creditors and the liquidation of the debtor.

Payments or other transactions (as listed below) made by a company during a certain period of time prior to that company being declared bankrupt (the **suspect period**) (*période suspecte/verdachte periode*) can be voided for the benefit of the creditors. The court will determine the date of commencement and the duration of the suspect period. This period starts on the date of sustained cessation of payment of debts by the debtor. The court can only determine the date of sustained cessation of payment of debts if it has been requested to do so by a creditor proceeding for a bankruptcy judgment or if proceedings are initiated to that effect by the bankruptcy trustee or by any other interested party. This date cannot be earlier than six months before the date of the bankruptcy judgment, unless a decision to dissolve the company was made more than six months before the date of the bankruptcy judgment, in which case the date could be the date of such decision to dissolve the company. The ruling determining the date of commencement of the suspect period or the bankruptcy judgment itself can be opposed by third parties, such as other creditors, within 15 days following the publication of that ruling in the Belgian Official Gazette.

The transactions which can or must be voided under the bankruptcy rules for the benefit of the bankrupt estate include (i) any transaction entered into by a Belgian company during the suspect period if the value given to creditors significantly exceeded the value the company received in consideration, (ii) any transaction entered into by a company which has stopped making payments if the counter party to the transaction was aware of the suspension of payments, (iii) security interests granted during the suspect period if they intend to secure a debt which existed prior to the date on which the security interest was granted, (iv) any payments (in whatever form, *i.e.* money or in kind or by way of set-off) made during the suspect period of any debt which was not yet due, as well as all payments made during the suspect period other than with money or monetary instruments (*i.e*. checks, promissory notes, etc.), and (v) any transaction or payment effected with fraudulent intent irrespective of its date.

Following a judgment commencing a bankruptcy proceeding, enforcement rights of individual creditors are suspended (subject to exceptions set forth in the Belgian Act of 15 December 2004 on financial collateral). Creditors secured by *in rem* rights, such as share pledges, will regain their ability to enforce their rights under the security after the bankruptcy trustee has verified the creditors claims.

The New Notes lack a developed trading market, and such a market may never develop. The trading price for the New Notes may be adversely affected by credit market conditions.

The Issuer does not intend to list the New Notes on any securities exchange. There can be no assurance that an active trading market will develop for the New Notes, nor any assurance regarding the ability of holders to sell their New Notes or the price at which such holders may be able to sell their New Notes. If a trading market were to develop, the New Notes could trade at prices that may be higher or lower than the initial offering price depending on many factors, including, among other things, prevailing interest rates, the Issuer s or the Parent Guarantor s financial results, any decline in the Issuer s or the Parent Guarantor s credit-worthiness and the market for similar securities. The trading market for the New Notes will be affected by general credit market conditions, which in recent periods have been marked by significant volatility and price reductions, including for debt issued by investment-grade companies.

The change in control clause may not be effective.

The change in control clause, as detailed under Description of the New Notes Holder s Option to Require Repayment upon a Change of Control is subject to the approval of our shareholders. The approval of the change in control clause is expected to be raised at the next general meeting of our shareholders. In the event that the shareholders do not approve the change in control clause it will not be effective.

The Issuer may not be able to repurchase all of the notes upon a change of control, which would result in a default under the notes.

Upon the occurrence of specific kinds of change of control events, each holder will have the right to require the Issuer to repurchase all or any part of such holder s notes at a price equal to 101% of its principal amount, plus accrued and unpaid interest, if any, to the date of repurchase. If such change of control event occurs, there can be no assurance that the Issuer would have sufficient financial resources available to satisfy its obligations to repurchase the notes. In addition, the Issuer s ability to repurchase the notes for cash may be limited by law or by the terms of other agreements relating to its indebtedness outstanding at that time. The Issuer s failure to repurchase the notes within the applicable time period would result in a default under the Indenture, which could have material adverse consequences for the Issuer and for holders.

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USE OF PROCEEDS

We will not receive any cash proceeds from the issuance of the New Notes pursuant to the Exchange Offers. In consideration for issuing the New Notes as contemplated in this Form F-4, we will receive in exchange a like principal amount of Old Notes, the terms of which are identical in all material respects to the New Notes. The Old Notes surrendered in exchange for the New Notes will be cancelled.

We used all of the net proceeds from the sale of the Old Notes to repay outstanding amounts under our senior facilities agreement, with USD 4.107 billion applied to the Facility C loan and USD 1.348 billion applied to the Facility A loan. As a result, all amounts due under the Facility A loan have now been repaid. The Facility C loan, the Facility A loan and the senior facilities agreement are described in Business Description Material Contracts Financing the Anheuser-Busch Acquisition Senior Facilities Agreement . No portion of the proceeds from the sale of the Old Notes was on-lent to any member of the AB InBev Group.

EXCHANGE RATE INFORMATION

The following tables set forth, for the periods and dates indicated, certain information regarding the exchange rate between the euro and the U.S. dollar, based on the closing spot rates as published by Bloomberg at 5:00 p.m. (New York time) on each business day during the period. These rates may differ from the actual rates used in the preparation of the financial statements and other financial information appearing in this Form F-4. Inclusion of these exchange rates is not meant to suggest that the U.S. dollar amounts actually represent such euro amounts or that such amounts could have been converted into euro at any particular rate, if any. The following tables have been set out solely for the purpose of convenience.

Years ended 31 December	High	Low	Average(1)	Period End
	(U.S. dollars per euro)			
2009	1.5135	1.2530	1.3952	1.4321
2008	1.5991	1.2453	1.4710	1.3971
2007	1.4872	1.2893	1.3796	1.4589
2006	1.3343	1.1820	1.2657	1.3197
2005	1.3465	1.1670	1.2387	1.1849

(1) The average of the exchange rates on the last business day of each month during the relevant period.

Months	High	Low
	(U.S. dollars per euro)	
January 2010 (to 4 January)	1.4413	1.4413
December 2009	1.5081	1.4249
November 2009	1.5134	1.4724
October 2009	1.5033	1.4545
September 2009	1.4790	1.4224
August 2009	1.4412	1.4082
July 2009	1.4257	1.3884

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CAPITALISATION

The following table shows our cash and cash equivalents and capitalisation as of 30 November 2009. You should read the information in this table in conjunction with Management s Discussion and Analysis of Financial Condition and Results of Operations and our audited consolidated financial statements and the accompanying notes included in this Form F-4.

	As of 30 November 2009 (unaudited) *(USD million)*
Cash and cash equivalents, less bank overdrafts	7,793
Current interest-bearing liabilities	
Secured bank loans	39
Unsecured bank loans	1,619
Unsecured bond issues	746
Unsecured other loans	17
Finance lease liabilities	6
Non-current interest-bearing liabilities	
Secured bank loans	53
Unsecured bank loans(1)	23,219
Unsecured bond issues(1)	28,313
Secured other loans	6
Unsecured other loans	208
Finance lease liabilities	45
Total interest-bearing liabilities	54,271
Equity attributable to equity holders of InBev	29,286
Minority interests	2,669
Total capitalisation:	**86,226**

(1) On 14 December 2009, we repaid an additional USD 3.7 billion under the Facility C loan. The Facility C loan and the senior facilities agreement generally are described in Business Description Material Contracts Financing the Anheuser-Bush Acquisition Senior Facilities Agreement .

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SELECTED FINANCIAL INFORMATION

The selected historical financial information presented below as of 31 December 2008 and 2007, and for the three years ended 31 December 2008, has been derived from our audited consolidated financial statements, which were prepared in accordance with International Financial Reporting Standards, as issued by the International Accounting Standards Board, and in conformity with International Financial Reporting Standards as adopted by the European Union, which we refer to as **IFRS** . The selected historical financial information presented below as of and for the six-month periods ended 30 June 2009 and 2008 has been derived from our unaudited IFRS condensed consolidated interim financial statements. The interim data include all adjustments, consisting of normally recurring adjustments, necessary for a fair statement of the results for the interim period.

The selected historical financial information presented in the tables below should be read in conjunction with, and is qualified in its entirety by reference to, our audited consolidated financial statements and the accompanying notes and our unaudited condensed consolidated interim financial statements and the accompanying notes that, in each case, have been included in this Form F-4.

Effective 1 January 2009, we changed the presentation currency of our consolidated financial statements from the euro to the U.S. dollar, reflecting the post-Anheuser-Busch acquisition profile of our revenue and cash flows, which are now primarily generated in U.S. dollars and U.S. dollar-linked currencies. We believe that this change provides greater alignment of our presentation currency with our most significant operating currency and underlying financial performance. For comparability purposes in this Form F-4, we have also restated our historical audited consolidated financial statements as of 31 December 2008 and 2007, and for the three years ended 31 December 2008, and the selected financial information as of and for the years ended 31 December 2005 and 2004 set out below, from the euro to the U.S. dollar. Unless otherwise specified, all financial information included in this Form F-4 has been stated in U.S. dollars.

For a summary of recent developments affecting us, see Recent Developments .

	Six months ended 30 June		Year ended 31 December (restated)				
	2009	**2008**	**2008**	**2007**	**2006**	**2005**	**2004**
	(USD million, unless otherwise indicated)						
Income Statement Data	**(unaudited)**		**(audited)**			**(unaudited)**	
Revenue[1]	17,698	10,563	23,507	19,735	16,692	14,577	10,598
Profit from operations	4,928	2,508	5,340	5,872	3,925	2,749	1,625
Profit	2,343	1,766	3,126	4,167	2,667	1,753	1,111
Profit attributable to our equity holders	1,787	1,207	1,927	3,005	1,770	1,131	889
EBITDA,[2] as defined	6,289	3,350	7,252	7,280	5,296	(3)	(3)
Ratio of earnings to fixed charges [4]	2.29	*	2.90	5.88	4.87	3.38	3.75
Weighted average number of ordinary shares (million shares)[5] [8]	1,582	960	999	976	972	960	768
Diluted weighted average number of ordinary shares (million shares)[6] [9]	1,590	963	1,000	981	980	964	773
Basic earnings per share (USD)[7] [9]	1.13	1.26	1.93	3.08	1.82	1.18	1.16
Diluted earnings per share (USD)[8] [9]	1.12	1.25	1.93	3.06	1.81	1.17	1.15
Dividends per share (USD)	n/a	n/a	0.35	3.67	0.95	0.57	0.52
Dividends per share (EUR)	n/a	n/a	0.28	2.44	0.72	0.48	0.39

* Not applicable.

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	Six months ended 30 June		Year ended 31 December (restated)		
	2009	2008	2008	2007	2006
	(USD million, unless otherwise indicated)				
Cash Flow Data	(unaudited)		(audited)		
Cash flow from operating activities	5,067	1,829	6,158	5,557	4,122
Cash flow from investing activities	157	(2,019)	(55,503)	(3,225)	(4,365)
Cash flow from financing activities	(1,452)	(330)	49,879	(1,327)	261

	As of 30 June	As of 31 December (restated)				
	2009	2008	2007	2006	2005	2004
	(USD million, unless otherwise indicated)					
Balance Sheet Data	(unaudited)	(audited)		(unaudited)		
Total assets	117,699	113,160	42,247	34,566	27,795	25,395
Equity	27,999	24,431	21,949	17,308	13,979	11,841
Equity attributable to our equity holders	25,586	22,442	20,057	16,149	13,532	11,331
Issued capital	1,731	1,730	559	558	554	605
Other Data						
Volumes (million hectoliters)	200	285	271	247	224	154
Book value per share	16.17	22.46	20.55	16.61	14.09	14.75

(1) Turnover less excise taxes and discounts. In many jurisdictions, excise taxes make up a large proportion of the cost of beer charged to our customers (see Management s Discussion and Analysis of Financial Condition and Results of Operations Key Factors Affecting Results of Operations Excise Taxes).

(2) The following table shows the calculation of our EBITDA, as defined, for the periods shown. A performance measure such as EBITDA, as defined, is a non-IFRS measure. The most directly comparable financial measure to EBITDA, as defined, presented in accordance with IFRS in our consolidated financial statements is profit. EBITDA, as defined, is a measure used by our management to evaluate our business performance and is defined as profit from operations before depreciation, amortisation and impairment. EBITDA, as defined, does, however, have limitations as an analytical tool. It is not a recognised term under IFRS and does not purport to be an alternative to profit as a measure of operating performance or to cash flows from operating activities as a measure of liquidity. As a result, you should not consider EBITDA, as defined, in isolation from, or as a substitute analysis for, our results of operations.

For a discussion of how we use EBITDA, as defined, and its limitations, please see Management s Discussion and Analysis of Financial Condition and Results of Operations Results of Operations Six Months Ended 30 June 2009 Compared to Six Months Ended 30 June 2008 EBITDA, as defined .

	Six months ended 30 June		Year ended 31 December		
	2009	2008	2008	2007	2006
	(USD million)				
	(unaudited)		(audited)		
Profit	2,343	1,766	3,126	4,167	2,667
Income tax expense	820	232	674	888	666
Net finance cost	1,993	513	1,600	818	593
Share of result of associates	(228)	(3)	(60)	(1)	(1)
Profit from operations	4,928	2,508	5,340	5,872	3,925
Depreciation, amortisation and impairment	1,361	842	1,912	1,408	1,371
EBITDA, as defined	6,289	3,350	7,252	7,280	5,296

(3) EBITDA, as defined, is not available for the years ended 31 December 2005 and 2004.

(4) The ratio of earnings to fixed charges represents the number of times fixed charges are covered by earnings. For the purposes of computing this ratio, earnings consist of profit from operations before taxes and share of results of associates, plus fixed charges, minus interest capitalized during the period. Fixed charges consist of interest and accretion

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expense, interest on finance lease obligations, interest capitalized, plus one-third of rent expense on operating leases, estimated by the company as representative of the interest factor attributable to such rent expense. We did not have any preferred stock outstanding and did not pay or accrue any preferred stock dividends during the periods presented above. Set forth below is an overview of how we calculate the ratio of earnings to fixed charges for the six months ended 30 June 2009 and each of the five years ended 31 December 2008, 2007, 2006, 2005 and 2004:

	Six months ended 30 June 2009	Year ended 31 December 2008	2007	2006	2005	2004
			(USD million)			
	(unaudited)		(audited)		(unaudited)	
Earnings:						
Profit from operations before taxes and share of results of associates	2,935	3,740	5,054	3,332	2,244	1,412
Add: Fixed charges (below)	2,281	1,965	1,035	860	941	514
Less: Interest Capitalized (below)	1	-	-	-	-	-
Total earnings	**5,215**	**5,705**	**6,089**	**4,192**	**3,185**	**1,926**
Fixed charges:						
Interest expense and similar charges	2,030	1,761	926	771	849	454
Accretion expense	208	127	49	30	23	7
Interest capitalized	1	-	-	-	-	-
Estimated interest portion of rental expense	42	77	60	59	69	53
Total fixed charges	**2,281**	**1,965**	**1,035**	**860**	**941**	**514**
Ratio of earnings to fixed charges	**2.29**	**2.90**	**5.88**	**4.87**	**3.38**	**3.75**

(5) Weighted average number of ordinary shares means, for any period, the number of shares outstanding at the beginning of the period, adjusted by the number of shares cancelled, repurchased or issued during the period multiplied by a time-weighting factor.

(6) Diluted weighted average number of ordinary shares means the weighted average number of ordinary shares, adjusted by the effect of share options issued.

(7) Earnings per share means, for any period, profit attributable to our equity holders for the period divided by the weighted average number of ordinary shares.

(8) Diluted earnings per share means, for any period, profit attributable to our equity holders for the period divided by the diluted weighted average number of ordinary shares.

(9) In accordance with IAS33, we have adjusted historical data per share for each of the years ended 31 December 2007, 2006, 2005 and 2004 by an adjustment ratio of 0.6252 as a result of the capital increase pursuant to the rights offering we completed in December 2008 to restate (i) the weighted average number of ordinary shares; (ii) the diluted weighted average number of ordinary shares; (iii) the basic earnings per share; and (iv) the diluted earnings per share.

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MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following is a review of our financial condition and results of operations as of 31 December 2008 and 2007, and for the three years ended 31 December 2008, and the six-month periods ended 30 June 2009 and 2008, and of the key factors that have affected or are expected to be likely to affect our ongoing and future operations. You should read the following discussion and analysis in conjunction with our audited and unaudited condensed consolidated financial statements and the accompanying notes included elsewhere in this Form F-4.

Some of the information contained in this discussion, including information with respect to our plans and strategies for our business and our expected sources of financing, contain forward-looking statements that involve risk and uncertainties. You should read Forward-Looking Statements for a discussion of the risks related to those statements. You should also read Risk Factors for a discussion of certain factors that may affect our business, financial condition and results of operations, including with respect to Anheuser-Busch.

We have prepared our audited consolidated financial statements as of 31 December 2008 and 2007, and for the three years ended 31 December 2008 and our unaudited condensed consolidated interim financial statements as of and for the six-month periods ended 30 June 2009 and 2008 in accordance with IFRS. The financial information and related discussion and analysis contained in this item are presented in U.S. dollars except as otherwise specified. Unless otherwise specified the financial information analysis in this Form F-4 is based on our actual audited consolidated financial statements as of 31 December 2008 and 2007, and for the three years ended 31 December 2008.

See Presentation of Financial and Other Data for further information on our presentation of financial information.

KEY FACTORS AFFECTING RESULTS OF OPERATIONS

We consider acquisitions, divestitures and other structural changes, economic conditions and pricing, consumer preferences, our product mix, raw material and transport prices, the effect of our distribution arrangements, excise taxes, the effect of governmental regulations, foreign currency effects and weather and seasonality to be the key factors influencing the results of our operations. The following section discusses these key factors.

Acquisitions, Divestitures and Other Structural Changes

We regularly engage in acquisitions, divestitures and investments. We also engage in start up or termination of activities and may transfer activities between business zones. Such events have had and are expected to continue to have a significant effect on our results of operations and the comparability of period-to-period results. Significant acquisitions, divestitures, investments and transfers of activities between business zones in the first six months of 2009 and in the years ended 31 December 2008, 2007 and 2006 are described below.

Events subsequent to 1 January 2009 that have had or are expected to have scope effects on our results include:

- On 13 March 2009, we announced that we had completed the sale of InBev USA, the exclusive importer of Labatt branded beer in the U.S., to an affiliate of KPS Capital Partners, LP to satisfy requirements imposed by the U.S. Department of Justice in connection with its clearance of our acquisition of Anheuser-Busch.

- On 30 April 2009, we announced that we had completed the sale of 19.9% of Tsingtao to Asahi Breweries, Ltd. On 8 May 2009, we announced that we had entered into an agreement with a private investor, Mr. Chen Fashu, to sell our remaining 7% stake in Tsingtao for USD 235 million. The sale was completed on 5 June 2009.

On 24 July 2009, we completed the previously announced sale of Oriental Brewery to an affiliate of Kohlberg Kravis Roberts & Co. L.P. (**KKR**) for USD 1.8 billion, which resulted in USD 1.5 billion of cash proceeds at closing.

On 1 October 2009, we completed the previously announced sale of four metal beverage can and lid manufacturing plants from our U.S. metal packaging subsidiary, Metal Container Corporation, to Ball Corporation for approximately USD 577 million. In connection with this transaction, Ball Corporation has entered into a long-term supply agreement to continue to supply us with metal beverage cans and lids from the divested plants, and has committed, as part of the acquisition agreement, to offer employment to each active employee of the plants.

During the first half of 2009 we concluded the sale of our integrated distribution network, CafeIn, in France.

For details of more recent developments, see Recent Developments Recent Transactions .

Events in the year ended 31 December 2008 that had scope effects on our results included:

The acquisition of Anheuser-Busch in November 2008, which was a transformational transaction that significantly affects our operational scale, financial condition and results of operations. Based on 2008 pro-forma information for the combined company, if this acquisition had occurred on 1 January 2008, we estimate that our consolidated volumes, revenue and profit from operations would have been higher by 131.4 million hectoliters, USD 15.7 billion and USD 3.3 billion, respectively, for the year ended 31 December 2008. On the same basis, the share of our consolidated revenue accounted for by the North America business zone would have increased by 23.5% to 39.5%, significantly increasing operations in our North America business zone;

The sale of the Cintra brands, acquired through the 2007 business combination with Cervejarias Cintra Ind. e Com. Ltda., in May 2008; and

The sale of four wholesalers in Western Europe.

Events in the year ended 31 December 2007 that had scope effects on our results included:

The sale of the United Dutch Breweries BV business in the Netherlands;

The acquisition of Lakeport Brewing Income Fund (**Lakeport**) in Canada and Cervejarias Cintra Ind. e Com. Ltda. in Brazil;

The import license entered into with Anheuser-Busch, Inc., pursuant to which Anheuser-Busch, Inc. imports our European brands into the U.S. market, effective as of 1 February 2007; as a result of the entering into this agreement, our European brands business in the United States shifted from the North America business zone to the Global Holding & Export business zone until the closing of the Anheuser-Busch acquisition, when this business was shifted back to the North America business zone; and

The sale of certain Dutch and Belgian real estate to Cofinimmo S.A.

Events in the year ended 31 December 2006 that had scope effects on our results included:

- The acquisition of Fujian Sedrin Brewery Co., Ltd. in China;

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- The full consolidation of Quinsa into our operating results due to the acquisition of substantially all remaining minority interests in August 2006; and

- The sale of Dinkelacker-Schwaben Bräu GmbH & Co. KG and Hofbrauhaus Wolters GmbH in Germany and the Rolling Rock family of brands in the United States, as well as certain plants in our Western Europe zone.

In addition to the divestitures described above, we may dispose of further assets or businesses and expect to utilise the proceeds from any such disposals to repay indebtedness incurred to finance the Anheuser-Busch acquisition. Accordingly, the financial information presented in this Form F-4 may not reflect the scope of our business as it will be conducted in the future.

Economic Conditions and Pricing

General economic conditions in the geographic regions in which we sell our products, such as the level of disposable income, the level of inflation, the rate of economic growth, the rate of unemployment, exchange rates and currency devaluation or revaluation, influence consumer confidence and consumer purchasing power. These factors, in turn, influence the demand for our products in terms of total volumes sold and the price that can be charged. This is particularly true for emerging countries in our Latin America North, Latin America South, Central & Eastern Europe and Asia Pacific business zones, which tend to have lower disposable income per capita and may be subject to greater economic volatility than our principal markets in North America and Western Europe. The level of inflation has been particularly significant in our Latin America North, Latin America South and Central & Eastern Europe business zones. For instance, Brazil has periodically experienced extremely high rates of inflation. The annual rates of inflation, as measured by the National Consumer Price Index (*Indice Nacional de Preços ao Consumidor*), have in the past reached a hyper-inflationary peak of 2,489.1% in 1993. Brazilian inflation, as measured by the same index, was 6.5% in 2008. Similarly, Russia and Argentina have experienced periods of hyper-inflation. Due to the decontrol of prices in 1992, retail prices in Russia increased by 2,520% in that year, as measured by the Russian Federal State Statistics Institute. Argentine inflation in 1983 was 4,923.6% according to the *Instituto Nacional de Estadística y Censos*. As measured by these institutes, in 2008, Russian inflation was 11.3% and Argentine inflation was 7.2%. Consequently, a central element of our strategy for achieving sustained profitable volume growth is our ability to anticipate changes in local economic conditions and their impact on consumer demand in order to achieve the optimal combination of pricing and sales volume.

In addition to affecting demand for our products, the general economic conditions described above may cause consumer preferences to shift between on-trade consumption channels, such as restaurants and cafés, bars, sports and leisure venues and hotels, and off-trade consumption channels, such as traditional grocery stores, supermarkets, hypermarkets and discount stores. Products sold in off-trade consumption channels typically generate higher volumes and lower margins per retail outlet than those sold in on-trade consumption channels, although on-trade consumption channels typically require higher levels of investment. The relative profitability of on-trade and off-trade consumption channels varies depending on various factors, including costs of invested capital and the distribution arrangements in the different countries in which we operate. A shift in consumer preferences towards lower margin products may adversely affect our price realisation and profit margins.

Consumer Preferences

We are a consumer products company, and our results of operations largely depend on our ability to respond effectively to shifting consumer preferences. Consumer preferences may shift due to a variety of factors, including changes in demographics, changes in social trends, such as consumer health concerns about obesity, product attributes and ingredients, changes in travel, vacation or leisure activity patterns, weather or negative publicity resulting from regulatory action or litigation.

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Product Mix

The results of our operations are substantially affected by our ability to build on our strong family of brands by re-launching or reinvigorating existing brands in current markets, launching existing brands in new markets and introducing brand extensions and packaging alternatives for our existing brands, as well as our ability to both acquire and develop innovative local products to respond to changing consumer preferences. Strong, well-recognised brands that attract and retain consumers, for which consumers are willing to pay a premium, are critical to our efforts to maintain and increase market share and benefit from high margins. See Business Description Principal Activities and Products Beer for further information regarding our brands.

Raw Material and Transport Prices

We have significant exposure to fluctuations in the prices of raw materials, packaging materials, energy and transport services, each of which may significantly impact our cost of sales or distribution expenses. Increased costs or distribution expenses will reduce our profit margins if we are unable to recover these additional costs from our customers through higher prices (see Economic Conditions and Pricing).

The main raw materials used in our beer production are malted barley, corn grits, corn syrup, rice, hops and water, while those used in our non-beer production are flavoured concentrate, fruit concentrate, sugar, sweeteners and water. In addition to these inputs into our products, delivery of our products to consumers requires extensive use of packaging materials, such as glass or PET bottles, aluminium or steel cans, labels and bottle caps.

The price and supply of the raw and packaging materials that we use in our operations are determined by, among other factors, the level of crop production (both in the countries in which we are active and elsewhere in the world), weather conditions, export demand and governmental regulations and legislation affecting agriculture and trade. Several of the commodities used in our operations experienced significant price increases during the course of 2008 due to constraints in global supply amidst growing demand in emerging markets such as Brazil, Russia, India and China. Increased energy prices over the same period led to increases in the price of energy-intensive commodities, such as aluminium, PET and glass, while increased food and bio-fuel demand led to higher prices for agricultural commodities. We are also exposed to increases in fuel and other energy prices through our direct and indirect distribution networks and production operations. Increases in the prices of our products affect demand for our products and affect our sales volumes and revenue.

While prices for our raw materials, packaging materials and energy requirements have now declined significantly from their 2008 peaks, we expect that raw material and energy prices will continue to experience price fluctuations. As further discussed under Quantitative and Qualitative Disclosures About Market Risk Market Risk, Hedging and Financial Instruments , we use both fixed price purchasing contracts and commodity derivatives to minimise exposure to commodity price volatility when practicable. Fixed price contracts to purchase raw materials comprise the majority of our purchase commitments. These contracts generally have a term of one to two years although a small number of contracts have a term of over five years. The majority of these contracts obligate us to make a minimum volume of purchases or to purchase fixed quantities. See Business Description Brewing Process; Raw Materials and Packaging; Production Facilities; Logistics Logistics for further details regarding our arrangements for sourcing of raw and packaging materials.

Distribution Arrangements

We depend on effective distribution networks to deliver our products to our customers. Generally, we distribute our products through (i) direct distribution networks, in which we deliver to points of sale directly, and (ii) indirect distribution networks, in which delivery to points of sale occurs through wholesalers and independent distributors. Indirect distribution networks may be exclusive or non-exclusive and may, in certain business zones, involve use of third-party distribution while we retain the sales function through an agency framework. We use different distribution networks in the markets in which we operate, as appropriate, based on the structure of the local retail sectors, local geographic considerations, scale considerations, regulatory requirements, market share and the expected added-value and capital returns.

Although specific results may vary depending on the relevant distribution arrangement and market, in general, the use of direct distribution networks or indirect distribution networks will have the following effects on our results of operation:

- *Revenue.* Revenue per hectoliter derived from sales through direct distribution tends to be higher than revenue derived from sales through third parties. In general, under direct distribution, we receive a higher price for our products since we are selling directly to points of sale, capturing the margin that would otherwise be retained by intermediaries;

- *Transportation costs.* In our direct distribution networks, we sell our products to the point of sale directly and incur additional freight costs in transporting those products between our plant and such points of sale. Such costs are included in our distribution expenses under IFRS. In most of our direct distribution networks, we use third-party transporters and incur costs through payments to these transporters, which are included in our distribution expenses under IFRS. In indirect distribution networks, our distribution expenses are generally limited to expenses incurred in delivering our products to relevant wholesalers or independent distributors in those circumstances in which we make deliveries; and

- *Sales expenses.* Under fully indirect distribution systems, the salesperson is generally an employee of the distributor, while under our direct distribution networks and indirect agency networks, the salesperson is generally our employee. To the extent that we deliver our products to points of sale through direct or indirect agency distribution networks, we will incur additional sales expenses from the hiring of additional employees (which may offset to a certain extent increased revenue gained as a result of direct distribution).

In addition, in certain countries, we enter into exclusive importer arrangements and depend on our counterparties to these arrangements to market and distribute our products to points of sale. To the extent that we rely on counterparties to distribution agreements to distribute our products in particular countries or regions, the results of our operations in those countries and regions will, in turn, be substantially dependent on our counterparties own distribution networks operating effectively.

Excise Taxes

Taxation on our beer and non-beer products in the countries in which we operate are comprised of different taxes specific to each jurisdiction, such as excise and other indirect taxes. In many jurisdictions, these excise and other indirect taxes make up a large proportion of the cost of beer charged to customers. Increases in excise and other indirect taxes applicable to our products will tend to adversely affect our revenue or margins, both by reducing overall consumption and by encouraging consumers to switch to lower-taxed categories of beverages. For example, see the discussion of U.S., Brazilian, Russian and Ukranian taxes in Risk Factors Risks Relating to Our Business The beer and beverage industry may be subject to changes in taxation.

Governmental Regulations

Governmental restrictions on beer consumption in the markets in which we operate vary from one country to another, and in some instances, within countries. The most relevant restrictions are:

- Legal drinking ages;

- Global and national alcohol policy reviews and the implementation of policies aimed at preventing the harmful effects of alcohol misuse;

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- Restrictions on sales of alcohol generally or beer specifically, including restrictions on distribution networks, restrictions to certain retail venues, requirements that retail stores hold special licences for the sale of alcohol and restrictions on times or days of sale;

- Advertising restrictions, which affect, among other things, the media channels employed, the content of advertising campaigns for our products and the time and places where our products can be advertised;

- Restrictions imposed by antitrust or competition laws;

- Deposit laws (including for bottles, crates and kegs); and

- Heightened environmental regulations and standards, including regulations addressing emissions of gas and liquid effluents and the disposal of one-way packaging, compliance with which imposes costs.

Please refer to Business Description Regulations Affecting Our Business for a fuller description of the key laws and regulations to which our operations are subject.

Foreign Currency

Our financial statements presentation and reporting currency is the U.S. dollar. A number of our operating companies have functional currencies (that is, in most cases, the local currency of the respective operating company) other than our reporting currency. Consequently, foreign currency exchange rates have a significant impact on our consolidated financial statements. In particular:

- Decreases in the value of our operating companies functional currencies against other currencies in which their costs and expenses are priced may increase those operating companies cost of sales and operating expenses, and thus negatively impact their operating margins in functional currency terms. For instance, in 2008 as a result of market volatility, the Brazilian real depreciated 24.2% against the U.S. dollar. This resulted in an increase in AmBev s expenses and operating costs due to a significant portion of its debt and cost of goods sold being denominated in or linked to the U.S. dollar. Foreign currency transactions are accounted for at exchange rates prevailing at the date of the transactions, while monetary assets and liabilities denominated in foreign currencies are translated at the balance sheet date. Gains and losses resulting from the settlement of foreign currency transactions and from the translation of monetary assets and liabilities in currencies other than an operating company s functional currency are recognised in the income statement. Historically, we have been able to raise prices and implement cost saving initiatives to partly offset cost and expense increases due to exchange rate volatility. We also have hedge policies designed to manage commodity price and foreign currency risks to protect our exposure to currencies other than our operating companies respective functional currencies. Please refer to Quantitative and Qualitative Disclosures about Market Risk Market Risk, Hedging and Financial Instruments for further detail on our approach to hedging commodity price and foreign currency risk.

- Any change in the exchange rates between our operating companies functional currencies and our reporting currency affects our consolidated income statement and balance sheet when the results of those operating companies are translated into the reporting currency for reporting purposes. Assets and liabilities of foreign operations are translated to the reporting currency at foreign exchange rates prevailing at the balance sheet date. Income statements of foreign operations are translated to the reporting currency at exchange rates for the year approximating the foreign exchange rates prevailing at the dates of transactions. The components of shareholders equity are translated at historical rates. Exchange differences arising from the translation of shareholders equity to the reporting currency at year-end are taken to equity (that is, in a translation reserve). Decreases in the value of our operating companies functional currencies against the reporting currency tend to reduce their contribution to, among other things, our consolidated revenue and profit.

For further details of the currencies in which our revenue is realised and the effect of foreign currency fluctuations on our results of operations see Impact of Changes in Foreign Exchange Rates below.

Weather and Seasonality

Weather conditions directly affect consumption of our products. High temperatures and prolonged periods of warm weather favour increased consumption of our products, while unseasonably cool or wet weather, especially during the spring and summer months, adversely affect our sales volumes and, consequently, our revenue. Accordingly, product sales in all of our business zones are generally higher during the warmer months of the year (which also tend to be periods of increased tourist activity) as well as during major holiday periods.

Consequently, for most countries in the Latin America North and Latin America South business zones (particularly Argentina and most of Brazil), volumes are usually stronger in the fourth quarter due to year-end festivities and the summer season in the Southern Hemisphere, while for countries in North America, Western Europe, Central & Eastern Europe and Asia Pacific business zones, volumes tend to be stronger during the spring and summer seasons in the second and third quarters of each year.

Based on 2008 pro-forma information, for example, we would have realised 18.0% of our volume in Central & Eastern Europe in the first quarter, 30.6% in the second quarter, 31.0% in the third quarter and 20.4% in the fourth quarter, while in Latin America South, we would have realised 27.2% of our sales volume in the first quarter, 19.6% in the second quarter, 21.8% in the third quarter and 31.4% in the fourth quarter.

Although such sales volume figures are the result of a range of factors in addition to weather and seasonality, they are nevertheless broadly illustrative of the historic trend described above. Since Anheuser-Busch has substantial operations in the United States, the effects of weather conditions and seasonality in the Northern Hemisphere on our results of operations have increased following the Anheuser-Busch acquisition in November 2008. The peak selling periods in the United States are the second and third quarters.

SIGNIFICANT ACCOUNTING POLICIES

The U.S. Securities and Exchange Commission (the **SEC**) has defined a critical accounting policy as a policy for which there is a choice among alternatives available, and for which choosing a legitimate alternative would yield materially different results. We believe that the following are our critical accounting policies. We consider an accounting policy to be critical if it is important to our financial condition and results of operations and requires significant or complex judgments and estimates on the part of our management. For a summary of all of our significant accounting policies, see note 3 to our audited consolidated financial statements as of 31 December 2008 and 2007, and for the three years ended 31 December 2008 included in this Form F-4.

Although each of our significant accounting policies reflects judgments, assessments or estimates, we believe that the following accounting policies reflect the most critical judgments, estimates and assumptions that are important to our business operations and the understanding of its results: accounting for business combinations and impairment of goodwill and intangible assets; pension and other post-retirement benefits; share-based compensation; contingencies; deferred and current income taxes; and accounting for derivatives. Although we believe that our judgments, assumptions and estimates are appropriate, actual results may differ from these estimates under different assumptions or conditions.

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Revenue Recognition

Our products are sold for cash or on credit terms. In relation to the sale of beverages and packaging, we recognize revenue when the significant risks and rewards of ownership have been transferred to the buyer, and no significant uncertainties remain regarding recovery of the consideration due, associated costs or the possible return of goods, and there is no continuing management involvement with the goods. Our sales terms do not allow for a right of return.

Our customers can earn certain incentives, which are treated as deductions from revenue. These incentives primarily include volume-based incentive programs, free beer and cash discounts. The aggregate deductions from revenue recorded by the Company in relation to these programs was approximately USD 3.3 billion and USD 2.9 billion for the six-month periods ended 30 June 2009 and 2008, respectively and USD 6.3 billion, USD 4.8 billion, and USD 3.8 billion for the years ended 31 December 2008, 2007 and 2006, respectively. In preparing the financial statements, management must make estimates related to the contractual terms, customer performance and sales volume to determine the total amounts recorded as deductions from revenue. Management also considers past results in making such estimates. The actual amounts ultimately paid may be different from our estimates. Such differences are recorded once they have been determined and have historically not been significant.

In many jurisdictions, excise taxes make up a large proportion of the cost of beer charged to our customers. The aggregate deductions from revenue recorded by the Company in relation to these taxes was USD 4.0 billion and USD 3.2 billion for the six-month periods ended 30 June 2009 and 2008, respectively and USD 6.8 billion, USD 6.0 billion and USD 5.2 billion for the years ended 31 December 2008, 2007 and 2006, respectively.

Accounting for Business Combinations and Impairment of Goodwill and Intangible Assets

We have made acquisitions that included a significant amount of goodwill and other intangible assets, including the acquisition of Anheuser-Busch.

Our acquisition of Anheuser-Busch was accounted for using the purchase method of accounting under IFRS. The provisional allocation of the purchase price to Anheuser-Busch s property, plant and equipment, intangible assets, investments in associates, interest bearing loans and borrowings and employee benefits is reflected in our consolidated balance sheet as of 31 December 2008. The provisional allocation of the purchase price to the other Anheuser-Busch s assets and liabilities is based on the current best estimates of our management. We are still in the process of finalizing the allocation of the purchase price to the individual assets acquired and liabilities assumed in compliance with IFRS 3. The purchase price allocation is expected to be finalized during January 2010 and may result in further adjustment to the carrying value of Anheuser-Busch s recorded assets and liabilities and the determination of any residual amount that will be allocated to goodwill, although we do not believe these further adjustments will be material. The provisional allocation, as of 31 December 2008, of the purchase price included the following:

The transaction resulted in USD 32.2 billion of goodwill, which was provisionally allocated primarily to the U.S. business on the basis of expected synergies.

Most of the value of the acquired intangible assets relates to brands with indefinite life. The determination that brands have indefinite life is based on a series of factors, including the brand history, the operating plan and the countries in which the brands are sold. The brands with indefinite life include the Budweiser family (including Bud and Bud Light), the Michelob brand family, the Busch brand family and the Natural brand family; the total fair value of such brands was determined to be USD 21.5 billion.

The total fair value of acquired distribution agreements and favourable contracts was determined to be USD 335 million. These are being amortised over the term of the associated contracts, ranging from 3 to 18 years.

Investments in associates (including Grupo Modelo) were valued by considering the respective share prices and exchange rates prevailing on 18 November 2008. The valuation of our stake in Tsingtao was adjusted to reflect the consideration from the disposal of a 19.9% interest on 30 April 2009 (as announced on 23 January 2009).

A deferred tax liability of USD 10.6 billion was accrued on most fair value adjustments based on a tax rate of 39%.

For additional information on the purchase price allocation, see note 6 to our audited consolidated financial statements as of 31 December 2008 and 2007, and for the three years ended 31 December 2008.

We exercise significant judgment in the process of identifying tangible and intangible assets and liabilities, valuing such assets and liabilities and in determining their remaining useful lives. We generally engage third-party valuation firms to assist in valuing the acquired assets and liabilities. The valuation of these assets and liabilities is based on the assumptions and criteria which include, in some cases, estimates of future cash flows discounted at the appropriate rates. The use of different assumptions used for valuations purposes including estimates of future cash flows or discount rates may have resulted in different estimates of value of assets acquired and liabilities assumed. Although we believe that the assumptions applied in the determination are reasonable based on information available at the date of acquisition, actual results may differ from the forecasted amounts and the difference could be material.

We test our goodwill and other long-lived assets for impairment annually or whenever events and circumstances indicate that the undiscounted cash flows estimated to be generated by those assets are less than the carrying amount of those items. Our cash flow estimates are based on historical results adjusted to reflect our best estimate of future market and operating conditions. Our estimates of fair values used to determine the resulting impairment loss, if any, represent our best estimate based on forecasted cash flows, industry trends and reference to market rates and transactions. Impairments can also occur when we decide to dispose of assets.

The key judgments, estimates and assumptions used in the fair-value-less-cost-to-sell calculations are as follows:

The first year of the model is based on management s best estimate of the free cash flow outlook for the current year;

In the second to fourth years of the model, free cash flows are based on our strategic plan as approved by key management. Our strategic plan is prepared per country and is based on external sources in respect of macro-economic assumptions, industry, inflation and foreign exchange rates, past experience and identified initiatives in terms of market share, revenue, variable and fixed cost, capital expenditure and working capital assumptions;

For the subsequent six years of the model, data from the strategic plan is extrapolated using simplified assumptions such as constant volumes and variable cost per hectoliter and fixed cost linked to inflation, as obtained from external sources;

Cash flows after the first ten-year period are extrapolated using expected annual long-term consumer price indices, based on external sources, in order to calculate the terminal value;

Projections are made in the functional currency of the business unit and discounted at the unit s weighted average cost of capital. The latter ranged primarily between 7.6% and 25.5% in euro nominal terms for goodwill impairment testing conducted for 2008; and

Cost to sell is assumed to reach 2% of the entity value based on historical precedents.

The above calculations are corroborated by valuation multiples, quoted share prices for publicly-traded subsidiaries or other available fair value indicators.

Impairment testing of intangible assets with an indefinite useful life is primarily based on a fair value approach applying multiples that reflect current market transactions to indicators that drive the profitability of the asset or the royalty stream that could be obtained from licensing the intangible asset to another party in an arm s length transaction.

For additional information on goodwill, intangible assets, tangible assets and impairments, see notes 13, 14, and 15 to our audited consolidated financial statements as of 31 December 2008 and 2007, and for the three years ended 31 December 2008.

Pension and other Post-Retirement Benefits

We sponsor various post-employment benefit plans world-wide. These include pension plans, both defined contribution plans, and defined benefit plans, and other post-employment benefits (OPEB). Usually, pension plans are funded by payments made both by us and our employees, taking into account the recommendations of independent actuaries. We maintain funded and unfunded plans.

Defined contribution plans

Contributions to these plans are recognised as expenses in the period in which they are incurred.

Defined benefit plans

For defined benefit plans, expenses are assessed separately for each plan using the projected unit credit method. The projected unit credit method takes into account each period of service as giving rise to an additional unit of benefit to measure each unit separately. Under this method, the cost of providing pensions is charged to the income statement during the period of service of the employee. The amounts charged to the income statement consist of current service cost, interest cost, the expected return of any plan assets, past service costs and the effect of any settlements and curtailments. The obligations of the plan recognised in the balance sheet are measured at the current value of the estimated future cash outflows using a discount rate equivalent to the bond rates with maturity terms similar to those of the obligation, less any past service cost not yet recognised and the fair value of any plan assets. Past service costs result from the introduction of a new plan or changes to an existing plan. They are recognised in the income statement over the period the benefit vests. Actuarial gains and losses consist of the effects of differences between the previous actuarial assumptions and what has actually occurred and the effects of changes in actuarial assumptions. Actuarial gains and losses are fully recognised in equity. For further information on how changes in these assumptions could change the amounts recognised see the sensitivity analysis within note 26 to our audited consolidated financial statements as of 31 December 2008 and 2007, and for the three years ended 31 December 2008.

A portion of our plan assets is invested in equity securities. The equity markets have experienced volatility, which has affected the value of our pension plan assets. This volatility may make it difficult to estimate the long-term rate of return on plan assets. Actual results that differ from our assumptions are accumulated and amortised over future periods and therefore generally affect our recognised expense and recorded obligation in such future periods. Our assumptions are based on actual historical experience and external data regarding compensation and discount rate trends. While we believe that our assumptions are appropriate, significant differences in our actual experience or significant changes in our assumptions may materially affect our pension obligation and our future expense.

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Where the calculated amount of a defined benefit plan liability is negative (an asset), we recognise such pension asset to the extent of any unrecognised past service costs plus any economic benefits available to us either from refunds or reductions in future contributions.

Other post-employment obligations

We and our subsidiaries provide health care benefits and other benefits to certain retirees. The expected costs of these benefits are recognised over the period of employment, using an accounting methodology similar to that for defined benefit plans.

Share-Based Compensation

We have various types of equity settled share-based compensation schemes for employees. Employee services received, and the corresponding increase in equity, are measured by reference to the fair value of the equity instruments as at the date of grant, excluding the impact of any non-market vesting conditions. Fair value of stock options is estimated by using the binomial Hull model on the date of grant based on certain assumptions. Those assumptions are described in note 17 to our consolidated interim financial statements as of 30 June 2009 and for the six-month periods ended 30 June 2009 and 2008, and note 27 to our audited consolidated financial statements as of 31 December 2008 and 2007, and for the three years ended 31 December 2008 included in this Form F-4 and include, among others, the dividend yield, expected volatility and expected life of stock options. The binominal Hull model assumes that all employees would immediately exercise their options if our share price were 2.5 times above the option exercise price. As a consequence, no single expected option life applies, whereas the assumption of the expected volatility has been set by reference to the implied volatility of our shares in the open market and in light of historical patterns of volatility.

Contingencies

The preparation of our financial statements requires management to make estimates and assumptions regarding contingencies which affect the valuation of assets and liabilities at the date of the financial statements and the revenue and expenses during the reported period.

We disclose material contingent liabilities unless the possibility of any loss arising is considered remote, and material contingent assets where the inflow of economic benefits is probable. We discuss our material contingencies in note 19 to our consolidated interim financial statements as of 30 June 2009 and for the six-month periods ended 30 June 2009 and 2008, and note 33 to our audited consolidated financial statements as of 31 December 2008 and 2007 and for the three years ended 31 December 2008.

Under IFRS, we record a provision for a loss contingency when it is probable that a future event will confirm that a liability has been incurred at the date of the financial statements, and the amount of the loss can be reasonably estimated. By their nature, contingencies will only be resolved when one or more future events occur or fail to occur and typically those events will occur a number of years in the future. The accruals are adjusted as further information becomes available.

As discussed in Business Description Legal and Arbitration Proceedings , note 19 to our consolidated interim financial statements as of 30 June 2009, and for the six-month periods ended 30 June 2009 and 2008, and in note 33 to our audited consolidated financial statements as of 31 December 2008 and 2007, and for the three years ended 31 December 2008, legal proceedings covering a wide range of matters are pending or threatened in various jurisdictions against us. We record provisions for pending litigation when we determine that an unfavourable outcome is probable and the amount of loss can be reasonably estimated. Due to the inherent uncertain nature of litigation, the ultimate outcome or actual cost of settlement may materially vary from estimates.

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Deferred and Current Income Taxes

We recognise deferred tax effects of tax loss carry-forwards and temporary differences between the financial statement carrying amounts and the tax basis of our assets and liabilities. We estimate our income taxes based on regulations in the various jurisdictions where we conduct business. This requires us to estimate our actual current tax exposure and to assess temporary differences that result from different treatment of certain items for tax and accounting purposes. These differences result in deferred tax assets and liabilities, which we record on our consolidated balance sheet. We regularly review the deferred tax assets for recoverability and will only recognise these if we believe that it is probable that there will be sufficient taxable profit against any temporary differences that can be utilised, based on historical taxable income, projected future taxable income, and the expected timing of the reversals of existing temporary differences.

The carrying amount of a deferred tax asset is reviewed at each balance sheet date. We reduce the carrying amount of a deferred tax asset to the extent that it is no longer probable that sufficient taxable profit will be available to allow the benefit of part or all of that deferred tax asset to be utilised. Any such reduction is reversed to the extent that it becomes probable that sufficient taxable profit will be available. If the final outcome of these matters differs from the amounts initially recorded, differences may positively or negatively impact the income tax and deferred tax provisions in the period in which such determination is made.

Accounting for Derivatives

We enter into exchange contracts, exchange traded foreign currency futures, interest rate swaps, cross-currency interest rate swaps, forward rate agreements, exchange traded interest rate futures, aluminium swaps and forwards, exchange traded sugar futures and exchange traded wheat futures. Our policy prohibits the use of derivatives in the context of speculative trading.

Derivative financial instruments are recognised initially at fair value. Fair value is the amount for which the asset could be exchanged or a liability settled, between knowledgeable, willing parties in an arm s length transaction.

Subsequent to initial recognition, derivative financial instruments are re-measured taking into account their fair value on the financial statements date. Depending on the type of instrument the changes in fair value are recognised, whether fair value hedging directly in the income statement while cash flow hedging in both equity and income statement.

The estimated fair value amounts have been determined by us using available market information and appropriate valuation methodologies. However, considerable judgment is necessarily required in interpreting market data to develop the estimates of fair value. The fair values of financial instruments that are not traded in an active market (for example, unlisted equities, currency options, embedded derivatives and over-the-counter derivatives) are determined using valuation techniques. We use judgment to select an appropriate valuation methodology and underlying assumptions based principally on existing market conditions. Changes in these assumptions may cause the company to recognise impairments or losses in the future periods.

Although our intention is to maintain these instruments through maturity, they may be realised at our discretion. Should these instruments be settled only on their respective maturity dates, any effect between the market value and estimated yield curve of the instruments would be totally eliminated.

BUSINESS ZONES AND SECONDARY SEGMENTS

Both from an accounting and managerial perspective, we are organised along seven business units or zones: North America, Latin America North (which includes Brazil, the Dominican Republic, Guatemala, Ecuador, Venezuela and Peru), Latin America South (which includes Bolivia, Paraguay, Uruguay, Argentina and Chile), Western Europe, Central & Eastern Europe, Asia Pacific and Global Export & Holding Companies. Prior to 2007, Latin America North and Latin America South together constituted one business zone Latin America. Following the Anheuser-Busch acquisition in November 2008, the Anheuser-Busch businesses are reported according to their geographical presence in the following segments: the U.S. beer business and Grupo Modelo are reported in North America; the U.K. business is reported in Western Europe; the Harbin, Budweiser China and Tsingtao businesses are reported in Asia Pacific; and the Export, Entertainment and Packaging businesses are reported in Global Export & Holding Companies.

The financial performance of each business zone, including the business zone s sales volume and revenue, is measured based on our product sales within the countries that comprise that business zone rather than based on products manufactured within that business zone but sold elsewhere. The Global Export & Holding Companies business zone is comprised of our headquarters and the countries in which our products are sold only on an export basis and in which we do not otherwise have any operations or production activities. Beginning in 2007, the Global Export & Holding Companies business zone also encompassed the distribution platform established under the Import Agreement we entered into with Anheuser-Busch, Inc. for the import of our European brands into the United States. As a result, our North America zone during that period was comprised mainly of sales within Canada and the export of our Canadian brands into the U.S. market. Since the Anheuser-Busch acquisition in November 2008, the transactions under the Import Agreement are considered intra-company transactions and imports of our European brands into the United States are reported under the North America zone, which also encompasses Anheuser-Busch s U.S. beer business and Grupo Modelo, in addition to the pre-existing Canadian business.

On a pro-forma basis to illustrate the impact of the Anheuser-Busch acquisition as if we had owned Anheuser-Busch for the entire 2008 fiscal year, North America would have accounted for 33.8% of our consolidated volumes in 2008, Latin America North for 24.5%, Central & Eastern Europe for 11.0%, Asia Pacific for 13.4%, Western Europe for 8.4%, Latin America South for 8.2% and Global Export & Holding Companies for 0.7%. A substantial portion of our operations are carried out through our two largest subsidiaries, Anheuser-Busch (wholly-owned) and AmBev (61.75% owned as of 30 June 2009) and their respective subsidiaries.

Throughout the world, we are chiefly active in the beer business. However, we also have non-beer activities (primarily consisting of soft drinks). As a result, we historically reported our beer and non-beer business results as secondary segments within certain countries in our Latin America and Western Europe business zones, in particular, Brazil, the Dominican Republic, Peru, Venezuela, Uruguay, Argentina and Germany. Please refer to note 5 to our audited consolidated financial statements as of 31 December 2008 and 2007, and for the three years ended 31 December 2008 for further details on our secondary segments. Both the beer and non-beer segments comprise sales of brands that we own or license, third-party brands that we brew or otherwise produce as a subcontractor and third-party products that we sells through our distribution network.

EQUITY INVESTMENTS

We own a 35.12% direct interest in Grupo Modelo, Mexico s largest brewer and producer of the Corona brand, and a 23.25% direct interest in Grupo Modelo s operating subsidiary Diblo, S.A. de C.V. (**Diblo**). Our direct investments in Grupo Modelo and Diblo give us an effective (direct and indirect) 50.2% equity interest in Diblo. We hold nine of 19 positions on Grupo Modelo s board of directors (with a controlling shareholders trust holding the other 10 positions) and also have membership on the audit committee. However, we do not have voting or other effective control of either Diblo or Grupo Modelo and consequently account for our investments using the equity method.

Beginning in 2003, Anheuser-Busch participated in a strategic alliance with Tsingtao, one of the largest brewers in China and producer of the Tsingtao brand. Through the Anheuser-Busch acquisition, we acquired Anheuser-Busch s 27% economic ownership interest, and 20% voting interest, in Tsingtao. Local government authorities held the proxy voting rights for the 7% difference between our voting and economic stakes. Following

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the Anheuser-Busch acquisition, we announced that we had entered into an agreement with Asahi Breweries, Ltd., whereby Asahi acquired 19.9% of Tsingtao for USD 667 million. The sale closed on 30 April 2008 and the proceeds from the sale were used to repay part of the Facility B under the senior debt facilities incurred as a result of the Anheuser-Busch acquisition. On 8 May 2009, we announced that we had entered into an agreement with a private investor, Mr. Chen Fashu, to sell our remaining 7% stake in Tsingtao for USD 235 million. The sale was completed on 5 June 2009.

See note 16 to our audited consolidated financial statements as of 31 December 2008 and 2007, and for the three years ended 31 December 2008 for further details on these equity investments.

RESULTS OF OPERATIONS

Six Months Ended 30 June 2009 Compared to Six Months Ended 30 June 2008

Volumes

Our reported volumes include both beer and non-beer (primarily carbonated soft drinks) volumes. In addition, volumes include not only brands that we own or license, but also third-party brands that we brew or otherwise produce as a subcontractor and third-party products that we sell through our distribution network, particularly in Western Europe. Volumes sold by the Global Export & Holding Companies business are shown separately. Our pro-rata share of volumes in Grupo Modelo and Tsingtao are not included in the reported volumes.

The table below summarises the volume evolution by zone.

	Six months ended 30 June 2009	Six months ended 30 June 2008	Change
	(thousand hectoliters)		*(%)*[(1)]
North America	68,846	6,040	-
Latin America North	49,960	47,244	5.7
Latin America South	15,841	15,789	0.3
Western Europe	16,458	16,689	(1.4)
Central & Eastern Europe	20,736	22,422	(7.5)
Asia Pacific	25,953	17,070	52.0
Global Export & Holding Companies	2,481	2,210	12.3
Total	**200,274**	**127,463**	**57.1**

(1) The percentage change reflects the improvement (or worsening) of results for the period as a result of the change in each item.

Our six-month consolidated volumes for the period ended 30 June 2009 increased by 72.8 million hectoliters, or 57.1%, to 200.3 million hectoliters compared to the volumes for the six months ended 30 June 2008.

The November 2008 acquisition of Anheuser-Busch, which was included within our consolidated scope for the six months ended 30 June 2009, increased our volumes by 74.2 million hectoliters. The acquisition primarily affected our North American volumes and, to a lesser degree, our Asia Pacific, Western Europe and Global Export and Holding Companies volumes.

Acquisitions of Budweiser distribution rights in Paraguay and a Pepsi bottler in Bolivia during the six months ended 30 June 2009 resulted in a 0.3 million hectoliter increase in volumes compared to the six-month period ended 30 June 2008.

Our volumes over the six-month period ended 30 June 2009 also reflect a volume decrease of 0.6 million hectoliters due primarily to the sale of the Cintra brands in 2008.

Excluding volume changes attributable to the acquisitions and the disposal described above, our consolidated beer volumes would have decreased by 1.9% and our own beer volumes would have decreased by 1.4% in the six months ended 30 June 2009 compared to the six-month volumes for the period ended 30 June 2008, slightly ahead of our consolidated beer volumes, as a result of our ongoing focus on growing our own branded volumes.

In the six months ended 30 June 2009, our soft drinks volumes grew by 5.1% compared to our volumes for the six-month period ended 30 June 2008.

North America

Our volumes in North America grew by 62.8 million hectoliters during the six-month period ended 30 June 2009 compared to our volumes for the six-month period ended 30 June 2008. This was primarily due to the inclusion of Anheuser-Busch volumes in our results following the Anheuser-Busch acquisition.

Latin America North

Our volumes in the Latin America North zone grew by 2.7 million hectoliters during the six-month period ended 30 June 2009 compared to the six-month period ended 30 June 2008, as a result of the successful launch of new packaging, enhanced marketing efforts and a favourable Carnival calendar, supported by higher consumer disposable income resulting from minimum wage increases and a lower rate of inflation for food prices. Better weather compared to the same period last year also contributed to volume increases.

Latin America South

Latin America South volumes for the six months ended 30 June 2009 increased by 0.3% in the six-month period ended 30 June 2009 compared to the six months ended 30 June 2008, mainly as a result of the acquisition of Budweiser distribution rights in Paraguay and a Pepsi bottler in Bolivia. Excluding the effect of these acquisitions, our volumes would have declined by 1.3%, primarily due to industry weakness throughout most of the Zone, especially in soft drinks. Despite the challenging environment, we were able to increase beer volumes in Argentina, Chile, and Uruguay.

Western Europe

Our volumes for the six months ended 30 June 2009 declined by 1.4% compared with our volumes for the six months ended 30 June 2008 despite the Anheuser-Busch acquisition, primarily as a result of industry weakness in most Western European markets and a significant decrease in subcontracting volumes as a result of our strategy of focusing on our own beer products. The decline was partially offset by increased volumes due to the inclusion of the UK operations of Anheuser-Busch.

Central & Eastern Europe

Our 7.5% decline in volumes for the six-month period ended 30 June 2009 as compared to the six-month period ended 30 June 2008 is largely attributable to continued volume reductions in certain of our less profitable brands in Russia and Ukraine, as well as to an overall industry slowdown.

Asia Pacific

In the six months ended 30 June 2009, our volumes increased by 52.0% compared to the six months ended 30 June 2008, which was primarily due to the inclusion of Anheuser-Busch volumes in our results following the Anheuser-Busch acquisition. Excluding the effect of the acquisition, the Zone experienced a slight volume decline as growth in the North East of China and South Korea was more than offset by reduced volumes in the South East of China.

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Global Export & Holding Companies

During the six months ended 30 June 2009, Global Export & Holding Company volumes increased by 12.3% compared to the six months ended 30 June 2008, largely as a result of the inclusion of Anheuser-Busch s international volumes in our results following the Anheuser-Busch acquisition.

Revenue

Revenue refers to turnover less excise taxes and discounts. See Key Factors Affecting Results of Operations Excise Taxes .

The following table reflects changes in revenue across our business zones for the six months ended 30 June 2009 as compared to our revenue for the six months ended 30 June 2008.

	Six months ended 30 June 2009	Six months ended 30 June 2008	Change
	(USD million)		*(%)*[(1)]
North America	7,871	1,122	-
Latin America North	3,111	3,731	(16.6)
Latin America South	883	812	8.7
Western Europe	2,049	2,427	(15.6)
Central & Eastern Europe	1,222	1,576	(22.5)
Asia Pacific	1,074	685	56.8
Global Export & Holding Companies	1,487	210	-
Total	**17,698**	**10,563**	**67.5**

(1) The percentage change reflects the improvement (or worsening) of results for the period as a result of the change in each item.

Our consolidated revenue was USD 17,698 million for the six months ended 30 June 2009. This represented growth of 67.5% as compared our consolidated revenue for the six months ended 30 June 2008 of USD 10,563 million.

USD 8,856 million of the growth in revenue during the six months ended 30 June 2009 was attributable to the Anheuser-Busch acquisition.

Acquisitions of Budweiser distribution rights in Paraguay and a Pepsi bottler in Bolivia during the six months ended 30 June 2009 resulted in a USD 9 million increase in revenue compared to the six-month period ended 30 June 2008.

Our consolidated revenue for the six-month period ended 30 June 2009 also reflects a net revenue decrease of USD 23 million as compared to the six-month period ended 30 June 2008 attributable to the impact of the sale of the Cintra brands.

Our consolidated revenue for the six months ended 30 June 2009 also reflects a negative currency translation impact of USD 2,186 million.

Our revenue for the six months ended 30 June 2009 was partly impacted by the developments in volume discussed above. Our revenue per hectoliter on a consolidated basis (which excludes revenue from our entertainment and packaging activities) increased as a result of the business acquisitions and disposals described above (as the revenue per hectoliter of Anheuser-Busch is higher than the average revenue per hectoliter of the AB InBev Group as a whole) and as a result of revenue management activities. However, this increase was generally offset by negative currency translation effects.

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The U.S. entertainment business contributed USD 580 million to our revenue for the six months ended 30 June 2009. The U.S. packaging business contributed USD 722 million in revenue for the same period.

Excluding the effects of the business acquisitions and disposals and the currency translation effects described above, the main business zones contributing to revenue growth were Latin America North, Latin America South and Central and Eastern Europe. In Latin America North, revenue growth was attributable to higher volumes. In Latin America South and Central and Eastern Europe, revenue growth was primarily attributable to revenue management initiatives.

Also excluding the effects of the business acquisitions and disposals and the currency translation effects described above, our revenue increased by 4.5% for the six months ended 30 June 2009 as compared to the six months ended 30 June 2008. This change in revenue included a decrease of 0.8% as a result of lower overall volumes, which was offset by a 5.4% increase attributable to higher revenue per hectoliter, primarily as a result of revenue management initiatives. These revenue management initiatives include price increases, particularly in Latin America South and Central and Eastern Europe, and our strategy to improve product mix by focusing on building branded volumes while reducing subcontracted volumes and lower margin beer products, particularly in Western Europe and Central and Eastern Europe. In Brazil, despite the price increases implemented during the summer, revenue per hectoliter was negatively impacted by higher than inflation tax increases (excise and value-added taxes).

Cost of Sales

The following table reflects changes in cost of sales across our business zones for the six months ended 30 June 2009 as compared to the six months ended 30 June 2008:

	Six months ended 30 June 2009	**Six months ended 30 June 2008**	**Change**
	(USD million)		*(%)*[(1)]
North America	(3,785)	(363)	-
Latin America North	(986)	(1,301)	24.2
Latin America South	(351)	(344)	(2.0)
Western Europe	(922)	(1,141)	19.2
Central & Eastern Europe	(584)	(799)	26.9
Asia Pacific	(571)	(361)	(58.2)
Global Export & Holding Companies	(1,191)	(156)	-
Total	**(8,390)**	**(4,465)**	**(87.9)**

(1) The percentage change reflects the improvement (or worsening) of results for the period as a result of the change in each item.

Our consolidated cost of sales was USD 8,390 million for the six months ended 30 June 2009. This represented an increase of 87.9% or USD 3,925 million as compared to our consolidated cost of sales for the six months ended 30 June 2008.

The Anheuser-Busch acquisition resulted in a USD 4,917 million increase in cost of sales.

Acquisitions of Budweiser distribution rights in Paraguay and a Pepsi bottler in Bolivia during the six months ended 30 June 2009 resulted in a USD 5 million increase in cost of sales compared to the six-month period ended 30 June 2008.

Our consolidated cost of sales for the six-month period ended 30 June 2009 also reflect a net decrease of USD 17 million as compared to the six-month period ended 30 June 2008 attributable to the aggregate impact of the sale of the Cintra brand.

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Our consolidated cost of sales for the six months ended 30 June 2009 also reflect a positive currency translation impact of USD 852 million mainly in Latin America North, Western Europe and Central and Eastern Europe.

Our cost of sales per hectoliter on a consolidated basis (which excludes cost of sales from our entertainment and packaging activities) increased for the six months ended 30 June 2009 as compared to the six months ended 30 June 2008. The cost of sales per hectoliter increased as a result of the business acquisitions and disposals described above, because the cost of sales per hectoliter of Anheuser-Busch is higher than the average cost of sales for the AB InBev Group as a whole. In Latin America South our cost of sales per hectoliter increased as a result of higher personnel related costs, which were partially offset by increased productivity in our plants. In Latin America North the cost of sales per hectoliter further benefited from favourable currency hedges on the purchases of raw materials, whereas in Central and Eastern Europe our cost of sales per hectoliter was negatively impacted by the currency impact on our purchases. On an absolute basis, our cost of sales also increased as a result of volume increases in Latin America North and Latin America South.

Approximately 25% of our cost of sales consists of fixed costs which are not impacted by our volumes. Fixed costs comprise principally depreciation and amortization and indirect production costs.

Excluding the effects of the business acquisitions and disposals and the currency translation effects described above, our cost of sales declined by 2.9% as compared to the first six months of 2008. Of this decline, 0.8% was attributable to lower volumes and 2.1% was attributable to a lower cost of sales per hectoliter. Our cost of sales per hectoliter on a consolidated basis decreased by 2.1%, as we benefited from lower commodity prices on our non-hedgeable input cost, improved procurement practices and productivity initiatives, mainly the Voyager Plant Optimization Programme.

Expenses

The discussion below relates to our operating expenses, which equal the sum of our distribution expenses, sales and marketing expenses, administrative expenses and other operating income and expenses (net), for the six months ended 30 June 2009 as compared to the six months ended 30 June 2008. Our operating expenses do not include exceptional charges, which are reported separately.

Our operating expenses for the six months ended 30 June 2009 increased by 21.2% compared to our operating expenses for the six months ended 30 June 2008, primarily due to the inclusion of Anheuser-Busch operating expenses in our results following the Anheuser-Busch acquisition.

During 2009, we continued our efforts to shift non-working money (that is, expenses that do not directly impact revenue, sales volumes or beer value since they are not directly visible to consumers) into working money (that is, expenses directly visible to consumers).

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Distribution expenses

The following table reflects changes in distribution expenses across our business zones for the six months ended 30 June 2009 as compared to the six months ended 30 June 2008:

	Six months ended 30 June 2009	Six months ended 30 June 2008	Change
	(USD million)		*(%)*[1]
North America	(398)	(212)	(87.7)
Latin America North	(323)	(437)	26.1
Latin America South	(78)	(65)	(20.0)
Western Europe	(228)	(310)	26.5
Central & Eastern Europe	(122)	(203)	39.9
Asia Pacific	(76)	(46)	(65.2)
Global Export & Holding Companies	(51)	(23)	(121.7)
Total	**(1,276)**	**(1,296)**	**1.5**

(1) The percentage change reflects the improvement (or worsening) of results for the period as a result of the change in each item.

Our consolidated distribution expenses were USD 1,276 million for the six months ended 30 June 2009. This represented a decrease of USD 20 million, or 1.5%, as compared to the six months ended 30 June 2008.

The Anheuser-Busch acquisition resulted in a USD 306 million increase in distribution expense.

Acquisitions of Budweiser distribution rights in Paraguay and a Pepsi bottler in Bolivia during the six months ended 30 June 2009 resulted in a USD 4 million increase in distribution expenses compared to the six-month period ended 30 June 2008.

Our consolidated distribution expenses for the six-month period ended 30 June 2009 reflect a net decrease of USD 7 million as compared to the six-month period ended 30 June 2008 attributable to the aggregate impact of the sale of the Cintra brands and Labatt USA.

Our consolidated distribution expenses for the six months ended 30 June 2009 also reflect a positive currency translation impact of USD 233 million.

Aside from the effects of the Anheuser-Busch acquisition and currency translation, the decrease in distribution expenses was mainly due to the realisation of synergies in North America, lower tariffs in Central and Eastern Europe, and lower fuel and transportation costs in most Zones other than Latin America South.

Sales and marketing expenses

Marketing expenses include all costs relating to the support and promotion of brands, including operating costs (such as payroll and office costs) of the marketing departments, advertising costs (such as agency costs and media costs), sponsoring and events and surveys and market research. Sales expenses include all costs relating to the selling of products, including operating costs (such as payroll and office costs) of the sales department and sales force.

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The following table reflects changes in sales and marketing expenses across our business zones for the six months ended 30 June 2009 as compared to the six months ended 30 June 2008:

	Six months ended 30 June 2009	Six months ended 30 June 2008	Change
	(USD million)		*(%)*(1)
North America	(793)	(144)	-
Latin America North	(414)	(415)	0.2
Latin America South	(77)	(91)	15.4
Western Europe	(379)	(508)	25.4
Central & Eastern Europe	(226)	(328)	31.1
Asia Pacific	(256)	(162)	(58.0)
Global Export & Holding Companies	(126)	(45)	(180.0)
Total	**(2,271)**	**(1,694)**	**(34.1)**

(1) The percentage change reflects the improvement (or worsening) of results for the period as a result of the change in each item.

Our consolidated sales and marketing expenses were USD 2,271 million for the six months ended 30 June 2009. This represented an increase of USD 577 million, or 34.1%, as compared to our sales and marketing expenses for the six months ended 30 June 2008.

The Anheuser-Busch acquisition resulted in a USD 920 million increase in sales and marketing expense.

Acquisitions of Budweiser distribution rights in Paraguay and a Pepsi bottler in Bolivia during the six months ended 30 June 2009 resulted in a USD 1 million increase in sales and marketing expenses compared to the six-month period ended 30 June 2008.

Our consolidated sales and marketing expenses for the six-month period ended 30 June 2009 reflect a net decrease of USD 5 million as compared to the six-month period ended 30 June 2008 attributable to the aggregate impact of the sale of the Cintra brands and Labatt USA.

Our consolidated sales and marketing expenses for the six months ended 30 June 2009 also reflect a positive currency translation impact of USD 322 million.

Excluding the effects of the business acquisitions and disposals described above and currency translation, our overall sales and marketing expenses for the six months ended 30 June 2009 decreased as a result of significant media and advertising cost deflation and a favourable comparison to the six months ended 30 June 2008, when a number of product launches and costs related to the Olympic Games increased our sales and marketing expenses. These factors more than offset higher sales and marketing expenses in Latin America North.

Administrative expenses

The following table reflects changes in administrative expenses across our business zones for the six months ended 30 June 2009 as compared to the six months ended 30 June 2008:

Change

	Six months ended 30 June 2009	Six months ended 30 June 2008	
	(USD million)		*(%)(1)*
North America	(297)	(59)	-
Latin America North	(232)	(223)	(4.0)
Latin America South	(34)	(28)	(21.4)
Western Europe	(182)	(186)	2.2
Central & Eastern Europe	(88)	(79)	(11.4)
Asia Pacific	(77)	(46)	(67.4)
Global Export & Holding Companies	(180)	(109)	(65.1)
Total	**(1,090)**	**(730)**	**(49.3)**

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(1) The percentage change reflects the improvement (or worsening) of results for the period as a result of the change in each item.
Our consolidated administrative expenses were USD 1,090 million during the six months ended 30 June 2009. This represented an increase of USD 360 million, or 49.3%, as compared to our consolidated administrative expenses for the period ended 30 June 2008.

USD 295 million of the increase in administrative expense was attributable to the Anheuser-Busch acquisition.

Our consolidated administrative expenses for the six months ended 30 June 2009 also reflect a positive currency translation impact of USD 168 million.

The rest of the increase in our administrative expenses was a result of higher variable compensation recorded during the six months ended 30 June 2009, as compared to the six months ended 30 June 2008, when most Zones recorded lower variable compensation accruals based on the performance of the business during the period.

Other operating income/(expense)

The following table reflects changes in other operating income and expenses across our business zones for the six-month period ended 30 June 2009 as compared to the six-month period ended 30 June 2008:

	Six months ended 30 June 2009	Six months ended 30 June 2008	Change
	(USD million)		(%)(1)
North America	73	(3)	-
Latin America North	90	101	(10.9)
Latin America South	(2)	5	(140.0)
Western Europe	(52)	(101)	48.5
Central & Eastern Europe	(62)	(77)	19.5
Asia Pacific	7	(2)	-
Global Export & Holding Companies	297	261	13.8
Total	**350**	**184**	**90.2**

(1) The percentage change reflects the improvement (or worsening) of results for the period as a result of the change in each item.
The net balance of our other operating income and expenses for the six months ended 30 June 2009 was USD 166 million, or 90.2%, greater than the comparable net balance for the six months ended 30 June 2008. The acquisition of Anheuser-Busch caused a USD 178 million increase in other income, while currency translation had a USD 35 million negative impact for the six months ended 30 June 2009.

Exceptional Items

Exceptional items are items which, in our management s judgment, need to be disclosed separately by virtue of their size and incidence in order to obtain a proper understanding of our financial information. We consider these items to be of significance in nature, and accordingly, our management has excluded these items from their segment measure of performance as described in note 5 to our consolidated interim financial statements as of 30 June 2009, and for the six-month periods ended 30 June 2009 and 2008. See note 7 to our consolidated interim financial statement as of 30 June 2009 and for the six-month periods ended 30 June 2009 and 2008, and note 8 to our audited consolidated financial statement as of 31 December 2008 and 2007, and for the three years ended 31 December 2008 for further information about our exceptional items.

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In the six months ended 30 June 2009, exceptional items consisted of restructuring charges and business and asset disposals. Exceptional items were as follows in the six months ended 30 June 2009 and 2008:

	Six months ended 30 June 2009	Six months ended 30 June 2008
	(USD million)	
Restructuring (including impairment losses)	(140)	(48)
Business and asset disposal	47	(6)
Total	**(93)**	**(54)**

Restructuring

Exceptional restructuring charges amounted to USD 140 million in the six months ended 30 June 2009 as compared to USD 48 million for the six months ended 30 June 2008.

The exceptional restructuring charges for the six months ended 30 June 2009 total USD 140 million. The charges are primarily related to the Anheuser-Busch integration, organizational alignments and outsourcing activities in Western Europe and Asia Pacific. These changes aim to eliminate overlap or duplicated processes and activities across functions and zones. These one time expenses as a result of this series of decisions are intended to provide us with a lower cost base, a stronger focus on our core activities, quicker decision-making and improvements to efficiency, service and quality.

Our restructuring charges for the six months ended 30 June 2008 were mainly related to organizational alignments and the outsourcing of activities in Western Europe.

Business and asset disposal

For the six months ended 30 June 2009, our business and asset disposals of USD 47 million mainly related to the sale of the assets of InBev USA LLC (also doing business under the name Labatt USA) to an affiliate of KPS Capital Partners, LP.

Profit from Operations

The following table reflects changes in profit from operations across our business zones for the six months ended 30 June 2009 as compared to the six months ended 30 June 2008:

	Six months ended 30 June 2009	Six months ended 30 June 2008	Change
	(USD million)		*(%)(1)*
North America	2,717	340	-
Latin America North	1,345	1,454	(7.5)
Latin America South	335	287	16.7
Western Europe	223	132	68.9
Central & Eastern Europe	139	89	56.2
Asia Pacific	86	66	30.3
Global Export & Holding Companies	83	140	(40.7)
Total	**4,928**	**2,508**	**96.5**

(1) The percentage change reflects the improvement (or worsening) of results for the period as a result of the change in each item.

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Our profit from operations increased to USD 4,928 million for the six months ended 30 June 2009. This represented an increase of USD 2,420 million, or 96.5%, as compared to our profit from operations for the six months ended 30 June 2008.

The Anheuser-Busch acquisition resulted in a USD 2,573 million increase in profit from operations for the six months ended 30 June 2009.

Acquisitions of Budweiser distribution rights in Paraguay and a Pepsi bottler in Bolivia during the six months ended 30 June 2009 resulted in a USD 1 million decrease in profit from operations compared to the six-month period ended 30 June 2008.

The impact of the disposals of the Cintra brands and Labatt USA on our consolidated profit from operations for the six-month period ended 30 June 2009 was immaterial.

Our profit from operations for the six months ended 30 June 2009 also reflected a negative currency translation impact of USD 567 million.

Our profit from operations for the six months ended 30 June 2009 was impacted negatively by USD 93 million of certain exceptional items, as compared to a negative impact of USD 54 million for the six months ended 30 June 2008. See Exceptional Items above for a description of the exceptional items during the six months ended 30 June 2009 and 2008. These exceptional items mainly affected our Global Export and Holding Companies, where exceptional items reduced our profit from operations by USD 153 million for the six months ended 30 June 2009 as compared to an increase of USD 2 million for the six months ended 30 June 2008, and our Latin America North zone, where exceptional items increased our profit from operations by USD 98 million in 2009 as compared to a reduction of USD 2 million for the six months ended 30 June 2008.

See note 5 to our consolidated interim financial statements as of 30 June 2009, and for the six months ended 30 June 2009 and 2008 for additional information on our six-month profit from operations by zone.

EBITDA, as defined

The following table reflects changes in our EBITDA, as defined, for the six months ended 30 June 2009 as compared to the six months ended 30 June 2008:

	Six months ended 30 June 2009	**Six months ended 30 June 2008**	**Change**
	(USD million)		*(%)*[1]
Profit	**2,343**	**1,766**	**32.7**
Income tax expense	820	232	-
Net finance cost	1,993	513	-
Share of result of associates	(228)	(3)	-
Profit from operations	**4,928**	**2,508**	**96.5**
Depreciation, amortisation and impairment	1,361	842	61.6
EBITDA, as defined	**6,289**	**3,350**	**87.7**

(1) The percentage change reflects the improvement (or worsening) of results for the period as a result of the change in each item.

A performance measure such as EBITDA, as defined, is a non-IFRS measure. The most directly comparable financial measure to EBITDA, as defined, presented in accordance with IFRS in our consolidated financial statements is profit. EBITDA, as defined, is a measure used by our management to evaluate our business performance and is defined as profit from operations before depreciation, amortisation and impairment. EBITDA, as defined, is a key component of the measures that are provided to senior management on a monthly basis at the group level, the zone level and lower levels. We believe EBITDA, as defined, is useful to investors for the following reasons.

We believe EBITDA, as defined, facilitates comparisons of our operating performance across our zones from period to period. In comparison to profit, EBITDA, as defined, excludes items which do not impact the day-to-day operation of our primary business (that is, the selling of beer and other operational businesses) and over which management has little control. Items excluded from EBITDA, as defined, are our share of result of associates, depreciation and amortization, impairment, financial charges and corporate income taxes, which management does not consider to be items that drive our company s underlying business performance. Because EBITDA, as defined includes only items management can directly control or influence, it forms part of the basis for many of our performance targets. For example, options under our share-based compensation plan are granted such that they vest only when certain targets derived from EBITDA, as defined, are met.

We further believe that EBITDA, as defined, and measures derived from it, are frequently used by securities analysts, investors and other interested parties in their evaluation of our company and in comparison to other companies, many of which present an EBITDA performance measure when reporting their results. EBITDA, as defined, is also a key component of the measures used by banks under the senior facility agreement to evaluate compliance with our debt covenants. See Business Description Material Contracts Financing the Anheuser-Busch Acquisition Senior Facilities Agreement .

EBITDA, as defined, does, however, have limitations as an analytical tool. It is not a recognised term under IFRS and does not purport to be an alternative to profit as a measure of operating performance or to cash flows from operating activities as a measure of liquidity. As a result, you should not consider EBITDA, as defined, in isolation from, or as a substitute analysis for, our results of operations. Some limitations of EBITDA, as defined, are:

- EBITDA, as defined, does not reflect the impact of financing costs, on our operating performance. Such costs are significant in light of our increased debt and could further increase as a result of our debt refinancing;

- EBITDA, as defined, does not reflect depreciation and amortization, but the assets being depreciated and amortized will often have to be replaced in the future. EBITDA, as defined, does not reflect the impact of charges for existing capital assets or their replacements;

- EBITDA, as defined, does not reflect our tax expense; and

- EBITDA, as defined, may not be comparable to other similarly titled measures of other companies because not all companies use identical calculations.

Additionally, EBITDA, as defined, is not intended to be a measure of free cash flow for management s discretionary use, as it is not adjusted for all non cash income or expense items that are reflected in our consolidated statement of cash flows.

We compensate for these limitations, in addition to using EBITDA, as defined, by relying on our results calculated in accordance with IFRS.

Our EBITDA, as defined, increased to USD 6,289 million for the six months ended 30 June 2009. This represented an increase of USD 2,939 million, or 87.7%, as compared to our EBITDA, as defined, for the six months ended 30 June 2008.

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The Anheuser-Busch acquisition contributed USD 3,191 million to the increase in our EBITDA, as defined, for the six months ended 30 June 2009. Our EBITDA, as defined, for the six months ended 30 June 2009 also reflects a negative currency translation impact of USD 739 million. This net increase was partially offset by the negative USD 93 million impact of certain exceptional items in the six months ended 30 June 2009, as compared to a negative impact of USD 54 million during the six months ended 30 June 2008. The impact of our disposals of the Cintra brands and Labatt USA on our consolidated EBITDA, as defined, for the six-month period ended 30 June 2009 was immaterial.

See note 5 to our consolidated interim financial statement as of 30 June 2009, and for the six-month periods ended 30 June 2009 and 2008 for further performance measures used by our management.

Net Finance Cost

Our net finance cost for the six months ended 30 June 2009 was USD 1,993 million, as compared to USD 513 million for the six months ended 30 June 2008, or an increase of USD 1,480 million. The increase was primarily due to interest charges on the senior credit facilities used to fund the Anheuser-Busch acquisition, interest charges on existing Anheuser-Busch debt, and the amortization of the arrangement fees paid on the senior credit facilities. These increases were partially offset by lower interest charges on other debt and by foreign exchange gains.

Share of Result of Associates

Our share of result of associates for the six months ended 30 June 2009 was USD 228 million as compared to USD 3 million for the six months ended 30 June 2008, reflecting the recognition of six months of results of our direct and indirect investments in Grupo Modelo and Tsingtao following the acquisition of Anheuser-Busch.

Income Tax Expense

Our total income tax expense for the six months ended 30 June 2009 amounted to USD 820 million, with an effective tax rate of 27.9% (as compared to 11.6% for the six months ended 30 June 2008). Our income tax expense for the six months ended 30 June 2009 was mainly impacted by the acquisition of Anheuser-Busch, for which the marginal tax rate was approximately 40%, and higher realized profits at AmBev Brazil, which are taxed at a marginal tax rate of 34%. Furthermore, our non-deductible expenses increased from USD 163 million during the six months ended 30 June 2008 to USD 332 million in the six months ended 30 June 2009. The increase in expenses that are not deductible for tax purposes was mainly related to non-deductible interest expenses and foreign exchange losses on intra-group borrowings.

Profit (Pre- and Post-Minorities)

Profit attributable to our equity holders for the six months ended 30 June 2009 was USD 1,787 million (with earnings per share of USD 1.13, based on 1,582 million shares outstanding, representing the weighted average number of shares outstanding during the six months ended 30 June 2009, after taking into account share buy-back programmes and the effect of our rights offering in December 2008). The profit attributable to minority interests amounted to USD 556 million for the six months ended 30 June 2009 (as compared to USD 559 million for the six months ended 30 June 2008).

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Year Ended 31 December 2008 Compared to Year Ended 31 December 2007

Volumes

The following table reflects changes in our volumes across our business zones for the year ended 31 December 2008 as compared to volumes for the year ended 31 December 2007.

	Year ended 31 December 2008	Year ended 31 December 2007	Change
	(thousand hectoliters)		*(%)*(1)
North America	26,605	12,572	111.6
Latin America North	101,519	100,877	0.6
Latin America South	33,698	30,524	10.4
Western Europe	33,753	36,068	(6.4)
Central & Eastern Europe	46,142	49,137	(6.1)
Asia Pacific	38,337	36,380	5.4
Global Export & Holding Companies	4,666	5,054	(7.7)
Total	**284,720**	**270,611**	**5.2**

(1) The percentage change reflects the improvement (or worsening) of results for the period as a result of the change in each item.

Our 2008 consolidated volumes increased by 14.1 million hectoliters, or 5.2%, compared to our 2007 volumes, to 284.7 million hectoliters.

15.8 million hectoliters of the increase was attributable to the Anheuser-Busch acquisition, pursuant to which Anheuser-Busch became a part of our consolidated group of companies following the closing date of the acquisition on 18 November 2008, and was reported as such for the remainder of our 2008 financial year.

0.2 million hectoliters of the 2008 increase reflected the inclusion of volumes from the Lakeport businesses in our results for the full year in 2008 as compared to inclusion of only nine months of these volumes in 2007 following the Lakeport acquisition in November 2007.

Our 2008 volumes also reflect a volume decrease of 1.2 million hectoliters primarily due to the sale of the Cintra brands and disposal of four wholesalers in 2008 and the sale of United Dutch Breweries BV business in the Netherlands in November 2007.

Excluding volume changes attributable to the business acquisitions and disposals described above, our consolidated beer volumes would have decreased by 1.2% and our own beer volumes would have decreased by 0.7% in 2008 compared to 2007 volumes, slightly ahead of our consolidated beer volumes, as a result of our ongoing focus on growing our own branded volumes.

In 2008, our soft drinks volumes grew by 4.8% compared to 2007 soft drinks volumes.

On a pro-forma basis, after adjusting reported figures to eliminate intercompany sales volumes between InBev and Anheuser-Busch, and before taking into account any volumes sold by our equity investees, the total sales volumes for the combined company for 2008 would have been approximately 416 million hectoliters.

North America

Our volumes in North America grew by 111.6% in 2008 compared to 2007 volumes, of which 110% was due to the inclusion of Anheuser-Busch volumes in our results following the Anheuser-Busch acquisition. The growth in our U.S. domestic beer volumes delivered to wholesalers in 2008 was driven mainly by the

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inclusion of Anheuser-Busch volumes into our results following the Anheuser-Busch acquisition and by wholesaler inventory levels returning to a normal level by year-end and the successful introduction of the Bud Light Lime brand. Domestic U.S. beer sales-to-retailer increased slightly compared to 2007 sales-to-retailers, driven mainly by the inclusion of Anheuser-Busch volumes into our results following the Anheuser-Busch acquisition and by strong gains in the supermarket and supercentre segments. In addition to this, market share performance improved across all major retail channels in the second half of 2008.

Latin America North

Volumes were essentially flat in 2008 compared to 2007 volumes, with essentially flat beer volume growth while non-beer volumes grew 3.5% compared to 2007 volumes. In Brazil, 2008 beer volumes declined by 0.2% compared to 2007 volumes reflecting the effects of weather that was colder and more humid than in 2007 and the sale of the Cintra brands during 2008. In addition, food inflation increased by twice the level of general consumer inflation, putting pressure on consumer spending. In 2008, due to price increases and aggressive competitor behaviour in can pricing, our full year market share in Brazil was 67.5%, a decrease of 0.3% from the previous year. Our Brazilian soft drinks business posted volume growth of 2.7% for 2008 compared to 2007 volumes, coupled with strong market share performance in Brazil throughout 2008.

Latin America South

The Latin America South zone volumes grew by 10.4% in 2008 compared to 2007 volumes, with beer contributing 11.5% and non-beer 8.7% growth compared to 2007 volumes. Our strong performance resulted from our focus on the premium segment, as well as successful focus on brand marketing and innovation initiatives.

Western Europe

Our own beer volumes for 2008 declined 2.5% compared to 2007 volumes due to industry weakness, especially in the United Kingdom and Belgium. Our continued significant decrease in lower value, non-branded products, consistent with our focus on our own brand portfolio and the disposal of four wholesalers in 2008 and sale of the United Dutch Breweries BV business in the Netherlands in 2007 led to a reported total 2008 volume decline of 6.4% compared to 2007 volumes. Despite this volume decline, we increased our market share in most countries in our Western European zone in 2008 compared to 2007. For instance, in the United Kingdom, our own beer volumes declined by 2.7% in 2008 compared to 2007 volumes. However, we gained 0.4% market share in 2008, of which the Stella Artois family contributed 0.2%, gaining market share for the first time since 2003, demonstrating the potential of the brand and the results of our focused commercial activities particularly with the launch of Stella Artois 4%.

Central & Eastern Europe

Our 2008 decline in volumes of 6.1% compared to 2007 volumes is largely attributable to continued volume reductions in certain of our less profitable brands in Russia and Ukraine, as well as industry slowdown. In Russia, 2008 beer volumes fell by 12.4% compared to 2007 volumes due to weak industry volumes and market share losses in the value and price segments. However, we have maintained our focus on driving the market share of higher margin and premium brands such as Siberian Crown and Klinskoye, which showed positive volumes for 2008. In Ukraine, 2008 beer volume decreased 0.7% compared to 2007 volumes, also attributable to our focus on higher margin and premium brands, such as Chernigivske, which became the number one brand in the country towards the end of the year.

Asia Pacific

In 2008, our volumes increased 5.4% compared to 2007 volumes, as strong volume growth in Korea was offset by a slight volume decline in China.

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Global Export & Holding Companies

In 2008, Global Export & Holding Company volumes declined by 7.7% compared to 2007 volumes, as a result of our ongoing process of transitioning to new licensing agreements in certain countries and the transition of the Anheuser-Busch Inc. Import Agreement from this zone to the North America zone and the characterisation of this agreement as an intra-company agreement since the Anheuser-Busch acquisition closed on 18 November 2008.

Revenue

The following table reflects changes in revenue across our business zones for the year ended 31 December 2008 as compared to revenue for the year ended 31 December 2007.

	Year ended 31 December 2008	Year ended 31 December 2007	Change
	(USD million)		*(%)*(1)
North America	3,753	2,139	75.5
Latin America North	7,664	6,707	14.3
Latin America South	1,855	1,372	35.2
Western Europe	4,754	4,725	0.6
Central & Eastern Europe	3,267	3,006	8.7
Asia Pacific	1,494	1,359	9.9
Global Export & Holding Companies	720	427	68.6
Total	**23,507**	**19,735**	**19.1**

(1) The percentage change reflects the improvement (or worsening) of results for the period as a result of the change in each item.

Our consolidated revenue was USD 23,507 million in the year ended 31 December 2008. This represented growth of 19.1% or USD 3,772 million as compared to the 2007 revenue of USD 19,735 million.

USD 1,829 million of the 2008 revenue growth was attributable to the Anheuser-Busch acquisition.

Our 2008 consolidated revenue reflects a net revenue decrease of USD 64 million as compared to 2007 attributable to the aggregate impact of the Lakeport acquisition, the sale of the Cintra brands and four wholesalers in Western Europe during 2008 and the disposal of the United Dutch Breweries BV business in November 2007.

Our 2008 consolidated revenue also reflects a positive currency translation impact of USD 1,028 million.

Our revenue for the year ended 31 December 2008 was partly impacted by the developments in volume discussed above. Our revenue per hectoliter on a consolidated basis (which excludes revenue from our entertainment and packaging activities) increased as a result of the business acquisitions and disposals described above, as the revenue per hectoliter of Anheuser-Busch was higher than the average revenue per hectoliter of the AB InBev Group as a whole. Our revenue per hectoliter also benefited from an increase attributable to positive currency translation effects and revenue management activities.

The contribution of the U.S. entertainment business to our revenue from 18 November 2008 to 31 December 2008 was USD 91 million. The U.S. packaging business contributed USD 162 million of revenue from 18 November 2008 to 31 December 2008.

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Excluding the effects of the business acquisitions and disposals and the currency translation effects described above, the main business zones contributing to revenue growth in 2008 were Latin America South, North America, Asia Pacific, Latin America North and Central & Eastern Europe. With respect to Latin America South and North America, in particular, growth was attributable to higher volumes and the effects of revenue management initiatives.

Also excluding the effect of the business acquisition and disposals and currency translation described above, our consolidated revenue grew by 5.0% for the year ended 31 December 2008 as compared to the year ended 31 December 2007. This change in revenue included a decrease of 0.2% as a result of lower overall volumes, which was offset by a 5.2% increase attributable to higher revenue per hectoliter, primarily as a result of revenue management activities and changes in our sales channels mix and geographic mix. Revenue management activities included price increases and product mix improvements driven by our effort to sell a larger proportion of premium products, which are sold for higher prices and are generally more profitable. In Western Europe, as a result of our strategy to improve product mix we reduced the sales volume of products sold under subcontracting arrangements, which are generally less profitable. In Central and Eastern Europe and Latin America South our focus on premium brands as part of our product mix initiatives contributed towards revenue growth, while price increases resulted in revenue increases in Latin America North.

Cost of Sales

The following table reflects changes in cost of sales across our business zones for the year ended 31 December 2008 as compared to the year ended 31 December 2007:

	Year ended 31 December 2008	Year ended 31 December 2007	Change
	(USD million)		*(%)*[(1)]
North America	(1,586)	(672)	(136.0)
Latin America North	(2,634)	(2,274)	(15.8)
Latin America South	(782)	(581)	(34.6)
Western Europe	(2,232)	(2,210)	(1.0)
Central & Eastern Europe	(1,693)	(1,385)	(22.2)
Asia Pacific	(812)	(677)	(19.9)
Global Export & Holding Companies	(597)	(319)	(87.1)
Total	**(10,336)**	**(8,118)**	**(27.3)**

(1) The percentage change reflects the improvement (or worsening) of results for the period as a result of the change in each item.

Our consolidated cost of sales was USD 10,336 million in 2008. This represented an increase of 27.3% or USD 2,218 million as compared to the 2007 cost of sales.

USD 1,165 million of the cost of sales increase was attributable to the Anheuser-Busch acquisition.

Our 2008 consolidated cost of sales reflects a net cost of sales decrease of USD 30 million as compared to 2007 attributable to the aggregate impact of the Lakeport acquisition, the sale of the Cintra brands and four wholesalers in Western Europe during 2008 and the disposal of the United Dutch Breweries BV business in November 2007.

Our 2008 consolidated cost of sales also reflects a negative currency translation impact of USD 351 million.

Our cost of sales per hectoliter on a consolidated basis (which excludes cost of sales from our entertainment and packaging activities) increased for the year ended 31 December 2008 as compared to the year

ended 31 December 2007, primarily as a result of commodity price pressures. The cost of sales per hectoliter also increased as a result of the business acquisitions and disposals described above, because the cost of sales per hectoliter of Anheuser-Busch was higher than the average cost of sales for the AB InBev Group as a whole, and as a result of commodity price pressures. Aside from the effect of currency translation, the increase in cost of sales per hectoliter for Latin America South was primarily due to commodity price pressures (such as increases in barley and malt prices) and increases in wages to offset higher real inflation rates. Aside from the effect of currency translation, the increase in cost of sales per hectoliter for Central & Eastern Europe was also primarily due to significant commodity price pressures on malt, hops and packaging, and the impact of changes to our product mix. On an absolute basis, the cost of sales also increased as a result of increased volumes in Latin America South and North America, primarily due to the Anheuser-Busch acquisition.

Approximately 20% of our cost of sales consists of fixed costs which are not impacted by our volumes. Fixed costs comprise principally depreciation and amortization and indirect production costs.

Excluding the effects of the business acquisitions and disposals and the currency translation effects described above, our consolidated cost of sales increased by 9.0% as compared to the year ended 31 December 2007. This increase was partly attributable to an increase of 9.3% in the cost of sales per hectoliter on a consolidated basis, as a result of commodity price increases and inflationary pressures. Lower than expected volume growth in business zones with a below average cost of sales per hectoliter, such as Latin America North and Central & Eastern Europe and the spread of industrial fixed costs over lower than expected volumes also contributed to increased cost of sales. The increase in cost of sales per hectoliter was partially offset by a decline of 0.2% in overall cost of sales as a result of lower volumes.

Expenses

Our operating expenses increased 16.3% in 2008 compared to the 2007 operating expenses, primarily due to inclusion of Anheuser-Busch operating expenses into our results following the Anheuser-Busch acquisition and higher sales and marketing expenses, which more than offset fixed-cost management and lower bonus accruals and a negative currency translation impact on our operating expenses.

In 2008, we continued our efforts to shift non-working money (that is, expenses that do not directly impact revenue, sales volumes or beer value since they are not directly visible to consumers) into working money (that is, expenses directly visible to consumers).

Distribution expenses

The following table reflects changes in distribution expenses across our business zones for the year ended 31 December 2008 as compared to the year ended 31 December 2007:

	Year ended 31 December 2008	Year ended 31 December 2007	Change
	(USD million)		*(%)*(1)
North America	(499)	(376)	(32.7)
Latin America North	(916)	(756)	(21.2)
Latin America South	(145)	(112)	(29.5)
Western Europe	(592)	(551)	(7.4)
Central & Eastern Europe	(410)	(399)	(2.8)
Asia Pacific	(99)	(93)	(6.5)
Global Export & Holding Companies	(64)	(56)	(14.3)
Total	**(2,725)**	**(2,343)**	**(16.3)**

(1) The percentage change reflects the improvement (or worsening) of results for the period as a result of the change in each item.

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Our consolidated distribution expenses were USD 2,725 million in 2008. This represented an increase of USD 382 million, or 16.3%, as compared to the 2007.

USD 98 million of the distribution expense increase was attributable to the Anheuser-Busch acquisition.

Our 2008 consolidated distribution expenses also reflect a negative currency translation impact of USD 123 million.

Excluding the effects of the business acquisitions and disposals and the currency translation effects described above, the increase in distribution expenses was mainly due to higher unit transport expenses in Latin America South and Western Europe and more volumes being sold directly to customers, particularly in Latin America North.

Sales and marketing expenses

The following table reflects changes in sales and marketing expenses across our business zones for the year ended 31 December 2008 as compared to the year ended 31 December 2007:

	Year ended 31 December 2008	Year ended 31 December 2007	Change
	(USD million)		*(%)*[1]
North America	(430)	(282)	(52.5)
Latin America North	(837)	(672)	(24.6)
Latin America South	(191)	(161)	(18.6)
Western Europe	(943)	(914)	(3.2)
Central & Eastern Europe	(660)	(536)	(23.1)
Asia Pacific	(333)	(283)	(17.7)
Global Export & Holding Companies	(116)	(71)	(63.4)
Total	**(3,510)**	**(2,919)**	**(20.2)**

(1) The percentage change reflects the improvement (or worsening) of results for the period as a result of the change in each item.

Our consolidated sales and marketing expenses were USD 3,510 million in 2008. This represented an increase of USD 591 million, or 20.2%, as compared to 2007 sales and marketing expenses.

USD 210 million of the sales and marketing expense increase was attributable to the Anheuser-Busch acquisition.

Our 2008 consolidated sales and marketing expenses reflect a net sales and marketing expense decrease of USD 3 million as compared to 2007 attributable to the aggregate impact of the Lakeport acquisition, the sale of the Cintra brands and four wholesalers in Western Europe during 2008 and the disposal of the United Dutch Breweries BV business in November 2007.

Our 2008 consolidated sales and marketing expenses also reflect a negative currency translation impact of USD 151 million.

Excluding the effects of the business acquisitions and disposals and the currency translation effects described above, the increase in our 2008 sales and marketing expenses reflected our focus on generating long-term revenue growth by further strengthening sales execution, investments in our own brands and continued efforts to bring innovation to our consumers regardless of impact on short-term results. In particular, key increases in sales and marketing spending to support brand growth and/or sales efforts occurred in Latin America

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North, Latin America South, Central & Eastern Europe (including Russia and Ukraine) and Asia Pacific, while North America and Global Export & Holding Companies recorded a decrease as a result of a reduction in non-working expenses.

Administrative expenses

The following table reflects changes in administrative expenses across our business zones for the year ended 31 December 2008 as compared to the year ended 31 December 2007: