

Convocatoria de Asamblea Ordinaria Anual



FECHA: 25/03/2022

BOLSA MEXICANA DE VALORES, S.A.B. DE C.V., INFORMA:

CLAVE DE COTIZACIÓN	ANB
RAZÓN SOCIAL	ANHEUSER-BUSCH INBEV SA/NV
SERIE	N/A
TIPO DE ASAMBLEA	ORDINARIA ANUAL
FECHA DE CELEBRACIÓN	27/04/2022
HORA	11:00
LUGAR	Bluepoint Centre Brussels, Boulevard A. Reyers 80, 1030 Brussels.
¿PROPONE DERECHO?	No

ORDEN DEL DÍA

The Meeting will have the following agenda:

A. RESOLUTIONS WHICH CAN BE VALIDLY ADOPTED IF THE SHAREHOLDERS PRESENT OR REPRESENTED AT THE MEETING REPRESENT AT LEAST HALF OF THE CAPITAL, SUBJECT TO THE APPROVAL BY AT LEAST 75% OF THE VOTES CAST

1. Authorised capital

a. Special report by the Board of Directors on the authorised capital, drawn up in accordance with Article 7:199 of the Belgian Code of Companies and Associations.

b. Proposed resolution: granting to the Board of Directors, for a period of five years as from the date of publication of this amendment to the articles of association in the Annexes to the Belgian State Gazette (Annexes du Moniteur belge / Bijlagen bij het Belgisch Staatsblad), the authorisation to increase the capital in one or more transactions, by the issuance of a number of shares, or financial instruments giving right to a number of shares, which will not represent more than 3% of the shares outstanding as at 27 April 2022; and accordingly modifying article 11.1 of the articles of association of the Company as follows:

"11.1 The Board of Directors may increase the share capital of the Company, in one or several times, by the issuance of a number of Shares, or financial instruments giving right to Shares, which will not represent more than 3% of the Shares outstanding as at 27 April 2022 (the amount obtained shall be, to the extent necessary, rounded down to result in an entire number of Shares), provided that, in accordance with article 7:198, first indent, of the Belgian Code of Companies and Associations, this may not result in the share capital being increased, in one or several times, by an amount exceeding the amount of share capital prevailing on 27 April 2022.

The increase(s) of capital decided under such authorisation may be effected by contribution in cash or in kind, including as the case may be an issue premium not available for distribution, the amount of which shall be fixed by the Board of Directors, and by creation of new Shares conferring such rights as the Board of Directors shall determine.

The increase(s) of capital may also be effected by capitalisation of reserves, including those not available for distribution, or an issue premium, with or without the creation of new Shares.

When deciding to use the authorised capital, the Board of Directors may restrict or exclude the preference right of the existing shareholders (including in favour of identified persons who are not personnel of the Company or its subsidiaries) under the conditions set out in article 12.2 of the Articles of Association.

Such authorisation is granted to the Board of Directors for a period of five years as from the date of publication of the amendment of the Articles of Association resolved upon by the extraordinary Shareholders' Meeting of 27 April 2022. It can be renewed, once or several times, in accordance with the applicable legal provisions."

FECHA: 25/03/2022

B. RESOLUTIONS WHICH CAN BE VALIDLY ADOPTED IRRESPECTIVE OF THE CAPITAL REPRESENTED BY THE SHAREHOLDERS PRESENT OR REPRESENTED AT THE MEETING, SUBJECT TO THE APPROVAL BY AT LEAST THE MAJORITY OF THE VOTES CAST

2. Management report by the Board of Directors on the accounting year ended on 31 December 2021.

3. Report by the statutory auditor on the accounting year ended on 31 December 2021.

4. Communication of the consolidated annual accounts relating to the accounting year ended on 31 December 2021, as well as the management report by the Board of Directors and the report by the statutory auditor on the consolidated annual accounts.

5. Approval of the statutory annual accounts

Proposed resolution: approving the statutory annual accounts relating to the accounting year ended on 31 December 2021, including the following allocation of the result:

EUR ,000s

Profit of the accounting year: + 5 588 482

Profit carried forward: + 19 691 234

Result to be allocated: = 25 279 716

Transfer from reserves: + 1 456 045

Deduction for the unavailable reserve: - 0

Gross dividend for the shares (*): - 990 839

Balance of carried forward profit: = 25 744 922

(*) On a per share basis, this represents a gross dividend for 2021 of EUR 0.50, i.e. a dividend net of Belgian withholding tax of EUR 0.35 per share (in case of 30% Belgian withholding tax) and of EUR 0.50 per share (in case of exemption from Belgian withholding tax).

The actual gross dividend amount (and, subsequently, the balance amount) may fluctuate depending on possible changes in the number of own shares held by the Company on the dividend payment date.

The dividend will be payable as from 5 May 2022 (JSE: 9 May 2022).

6. Discharge to the directors

Proposed resolution: granting discharge to the directors for the performance of their duties during the accounting year ended on 31 December 2021.

7. Discharge to the statutory auditor

Proposed resolution: granting discharge to the statutory auditor for the performance of his duties during the accounting year ended on 31 December 2021.

8. Appointment of directors

a. Proposed resolution: upon proposal from the Restricted Shareholders, renewing the appointment as Restricted Share Director of Mr. Martin J. Barrington, for a period of one year ending at the end of the shareholders' meeting which will be asked to approve the accounts for the year 2022.

b. Proposed resolution: upon proposal from the Restricted Shareholders, renewing the appointment as Restricted Share Director of Mr. William F. Gifford, Jr., for a period of one year ending at the end of the shareholders' meeting which will be asked to approve the accounts for the year 2022.

c. Proposed resolution: upon proposal from the Restricted Shareholders, renewing the appointment as Restricted Share Director of Mr. Alejandro Santo Domingo Dávila, for a period of one year ending at the end of the shareholders' meeting which will be asked to approve the accounts for the year 2022.

d. Proposed resolution: acknowledging the resignation of Mr. Roberto Thompson Motta as director and, upon proposal from the Reference Shareholder, appointing Mr. Nitin Nohria as director, for a period of four years ending at the end of the shareholders' meeting which will be asked to approve the accounts for the year 2025. Mr. Nitin Nohria, an American citizen, graduated from Massachusetts Institute of Technology with a Ph.D. in Management and from the Indian Institute of Technology, Bombay, with a Bachelor of Technology in Chemical Engineering. Mr. Nohria started his career as a faculty member of Harvard Business School in 1988 and served as its Dean from 2010 to 2020. He is currently Partner and Executive Chairman of Thrive Capital, a venture capital firm. Mr. Nohria also serves on the Boards of Directors of The Bridgespan Group, Mass General Brigham, and Rakuten Medical.

9. Appointment of statutory auditor and remuneration

Proposed resolution: renewing, upon recommendation of the Audit Committee, for a period of three years ending after the shareholders' meeting which will be asked to approve the accounts for the year 2024, the appointment as statutory auditor of PwC Bedrijfsrevisoren BV / PwC Réviseurs d'Entreprises SRL, with registered office at Culliganlaan 5, 1831 Machelen and registered with the register of legal entities under number 0429.501.944 RLE (Brussels), currently represented by Mr. Koen

FECHA: 25/03/2022

Hens, bedrijfsrevisor / reviseur d'entreprises, and setting, in agreement with the auditor its yearly remuneration to EUR 1 664 076.

10. Remuneration policy

Proposed resolution: approving the remuneration policy drafted in accordance with article 7:89/1 of the Belgian Code of Companies and Associations. The 2021 annual report containing the remuneration policy is available on the Company's website as indicated in this notice.

11. Remuneration report

Proposed resolution: approving the remuneration report for the financial year 2021. The 2021 annual report containing the remuneration report is available on the Company's website as indicated in this notice.

C. POWERS

12. Filings

Proposed resolution: without prejudice to other delegations of powers to the extent applicable, granting powers to Jan Vandermeersch, Global Legal Director Corporate, with power to substitute, to proceed to (i) the signing of the restated articles of association and their filings with the clerk's office of the Enterprise Court of Brussels as a result of the approval of the resolutions referred to in item 1 above, and (ii) any other filings and publication formalities in relation to the above resolutions.

REQUISITOS DE ASISTENCIA

FORMALITIES FOR ADMISSION

In accordance with Article 33.1 of the articles of association of the Company, the right of a shareholder to vote at the Meeting in person, by proxy or prior to the Meeting by correspondence is subject to the compliance with the two formalities described hereunder:

(a) the registration of the ownership of the shares in the name of the shareholder by 13 April 2022, 24:00 (CET) (the "Registration Date"), in the following way:

- for registered shares, by the registration of these shares in the name of the shareholder in the register of registered shares of the Company; or

- for dematerialized shares, by the registration of these shares in the name of the shareholder in the accounts of an authorised account holder or central securities depository. Owners of dematerialized shares should request their financial institution - authorised account holder or central securities depository - to issue a certificate stating the number of dematerialized shares registered in the name of the shareholder in its books on the Registration Date and to send it directly to Euroclear Belgium, attn. Issuer Services, 1 Boulevard du Roi Albert II, 1210 Brussels (Belgium) (e-mail: ebe.issuer@euroclear.com) by 21 April 2022, 5.00 pm (CET) at the latest;

(b) the notification in writing by the shareholder, by 21 April 2022, 5.00 pm (CET) at the latest of his/her intention to participate in the Meeting and the number of shares for which he/she wants to participate :

1. owners of dematerialized shares should send such notification directly to Euroclear Belgium, attn. Issuer Services, 1 Boulevard du Roi Albert II, 1210 Brussels (Belgium) (e-mail: ebe.issuer@euroclear.com);

2. owners of registered shares should send such notification to Mr. Jan Vandermeersch, Anheuser-Busch InBev SA/NV, Brouwerijplein 1, 3000 Leuven, Belgium (e-mail: jan.vandermeersch@ab-inbev.com).

Only persons who are shareholders of the Company on the Registration Date are entitled to participate in and vote at the Meeting.