

**SABMiller Limited**  
**(formerly SABMiller plc)**

**Annual report and financial statements  
for the period ended 31 December 2016**

**Incorporated in England and Wales under the Companies Act, 1985**  
**Registration number: 03528416**

**Annual report and financial statements for the period ended 31 December 2016**

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**SABMiller Limited**

**Strategic report for the period ended 31 December 2016**

The directors present their Strategic report for SABMiller Limited (formerly SABMiller plc) (the “Company”) for the nine month period ended 31 December 2016.

**Review of activities and future developments**

The principal activity of Company is to act as a holding and financing company for various subsidiary undertakings within the Anheuser-Busch InBev SA/NV group (the “Group”).

Furthermore, the Company’s staff renders administrative and compliance support services.

During the year the Company was the subject of a recommended acquisition by Anheuser-Busch InBev SA/NV (the “Transaction”). Details of the transaction were published on 26 August 2016 in a Scheme Document (which does not form part of these accounts). The Scheme Document set out, amongst other things, a letter from the Chairman of SABMiller, the full terms and conditions of the UK Scheme, the recommendation of the board of SABMiller, an explanatory statement (including details on the structure of the Transaction), notices of the required meetings, an expected timetable of principal events and details of the action to be taken by SABMiller Shareholders.

Shareholders passed resolutions to approve the Transaction at a UK Court Scheme Meeting and a General Meeting, both held on 28 September 2016.

On 8 October 2016 SABMiller Limited was acquired by Newbelco SA/NV, which merged with Anheuser-Busch InBev SA/NV on 10 October 2016. Newbelco SA/NV changed its name to Anheuser-Busch InBev SA/NV on the same date. Subsequent to this acquisition, certain legal restructuring activities have been carried out by the group.

On 24 November 2016 the Company cancelled its entire share premium in a capital reduction pursuant to Section 641(1)(a) of the Companies Act 2006 and transferred the resultant distributable reserves to retained earnings.

On 13 December 2016 Anheuser-Busch InBev SA/NV announced that it had entered into a binding agreement with Asahi Group Holdings Ltd to sell the group’s businesses in Poland, the Czech Republic, Slovakia, Hungary and Romania for an agreed enterprise value of €7,300 million, subject to customary adjustments. The sale completed in March 2017.

To align with Anheuser-Busch InBev SA/NV, during the period the Company’s financial year end was amended from 31 March to 31 December. Consequently, these financial statements have been prepared for a nine month period.

**Results**

The Company recorded a profit for the financial period ended 31 December 2016 of US\$224,000,000 (year ended 31 March 2016: profit of US\$1,367,000,000). The profit for the financial period includes US\$1bn (year ended 31 March 2016: US\$nil) of gain on sale of Intangible assets. Further details can be found in note 5 in the financial statements

Following the completion of the AB InBev transaction, the Company sold its investment in Miller Brands UK Limited to Asahi Group Holdings Ltd. The Company also transferred its investment in SABMiller Asia Capital LLP to a fellow group undertaking, SABMiller Australia Beverage Holdings LLP, at the net book value of US\$1.

Details of movements during the period in investments, debtors and creditors, including provisions, can be found in notes 13 to 19 in the financial statements.

**Key performance indicators (“KPIs”)**

Given the straightforward nature of the business, the Company’s directors are of the opinion that analysis using KPIs is not necessary for an understanding of the development, performance or position of the business.

**SABMiller Limited**

**Strategic report for the period ended 31 December 2016**

**Principal risks and uncertainties**

From the perspective of the Company, during the period under review the principal risks and uncertainties were integrated with the principal risks of the AB InBev Group and were not managed separately. Accordingly, the principal risks and uncertainties of Anheuser-Busch InBev SA/NV include those of the Company and are described on risks and uncertainties section of the Group's 31 December 2016 annual report which does not form part of this report. The consolidated financial statements for Anheuser-Busch InBev SA/NV for the year ended 31 December 2016 are available at the address detailed in note 26 to these financial statements.

**By order of the Board**

.....  
**W. Warner**  
**Company Secretary**

**Date: 28 April 2017**

**SABMiller Limited**

**Directors' report for the period ended 31 December 2016**

The directors present their report and audited financial statements of the Company for the period ended 31 December 2016.

**Dividends**

The directors declared interim dividends for the financial period ended 31 December 2016 of US\$1,518,000,000 (year ended 31 March 2016: US\$1,399,000,000). No final dividend is proposed (year ended 31 March 2016: US\$453,000,000).

**Financial risk management**

The Company is a subsidiary undertaking within the Group. Cash funds of the Group are managed at a group level. Interest is received and paid by the Company on certain loans with other group companies.

**Liquidity and interest rate risk**

The Company's arrangements with the Group, as described above, ensure it can access the funds needed to meet its liquidity requirements as cash can be obtained through group funding. Interest receivable and payable on loans with other group companies are calculated at either fixed or at floating rates of interest. The Group's liquidity requirements and interest rate risks are managed at a group level.

**Currency risk**

The Company's functional currency is US Dollar and it also presents its financial statements in US Dollar. Some transactions undertaken by the Company are denominated in currencies other than US Dollar.

**Commodity risk**

The Company manages some of the Group's commodity risks by entering into commodity derivatives with external counterparties. The Company mitigates its own risk by entering into offsetting trades with the Group companies which hold the exposure.

**Post balance sheet events**

On 13 December 2016, AB InBev entered into a binding agreement with Asahi Group Holdings Ltd to sell the Group's businesses in Poland, the Czech Republic, Slovakia, Hungary and Romania for an agreed enterprise value of €7,300 million. The sale was completed on 31 March 2017.

**Directors' insurance and indemnity**

Anheuser-Busch InBev SA/NV maintains directors' and officers' liability insurance in respect of its directors and those directors of its subsidiary companies. During the period under review certain directors, together with the former Company Secretary, had the benefit of an indemnity granted by SABMiller Limited (formerly SABMiller plc) to its directors and officers in relation to certain losses and liabilities which they may incur in the course of acting as directors or officers of one or more of the Group subsidiaries.

**SABMiller Limited****Directors report for the period ended 31 December 2016 (continued)****Directors**

The following directors held office during the period and up to the date of signing the financial statements:

M. H. Armour		Resigned: 8 October 2016
D. R. Beran		Resigned: 8 October 2016
G. C. Bible		Resigned: 8 October 2016
T. M. Boucher	Appointed: 8 November 2016	
A. J. Clark		Resigned: 8 October 2016
D. S. Devitre		Resigned: 8 October 2016
G. R. Elliott		Resigned: 8 October 2016
F. J. Ferrán Larraz		Resigned: 21 July 2016
S. M. Jones	Appointed: 8 November 2016	
L. M. S. Knox		Resigned: 8 October 2016
L. M. Lira	Appointed: 8 October 2016	
D. De Lorenzo		Resigned: 8 October 2016
T. A. Manuel		Resigned: 8 October 2016
D. F. Moyo		Resigned: 8 October 2016
C. Perez-Davila		Resigned: 8 October 2016
J. P. du Plessis		Resigned: 8 October 2016
A. Randon	Appointed: 8 October 2016	
A. Santo-Domingo-Davila		Resigned: 8 October 2016
A. E. Tolley	Appointed: 8 October 2016	Resigned: 21 November 2016
H. A. Weir		Resigned: 8 October 2016

**Corporate Governance Report**

The board applied all of the main principles and provisions of the UK Corporate Governance Code (Code) between 1 April 2016 and 6 October 2016, except in the following respects:

The audit committee did not consist solely of independent directors. Under the relationship agreement with Altria Group, Inc. as approved by the shareholders in 2002 and 2005, Altria had the right to nominate a director to the audit committee, and nominated Dinyar Devitre, who the board did not consider to be an independent director for the purposes of the Code. The board nevertheless considered that the composition of the audit committee was appropriate, given Altria's interest as the Company's largest shareholder at that time.

The Code recommends that the performance evaluation of the boards of FTSE 350 companies should be externally facilitated at least every three years. In light of the transaction timetable for the takeover offer by AB InBev, the board considered that it would have limited time to benefit from the findings of an externally facilitated effectiveness evaluation during its tenure. After careful consideration, the board took the decision not to conduct an external effectiveness evaluation in the period under review.

Under the Code, the Company is required to put its external audit contract out to tender at least every 10 years. The Company has not tendered its external audit contract within the last 10 years. In the ordinary course, we would have conducted an audit tender during the 2016 calendar year as communicated in the 2015 annual report. In light of the exceptional circumstances of the takeover offer by AB InBev, the audit committee decided to defer the audit tender.

As a result of the cancellation of the listing of SABMiller shares on the premium segment of the London Stock Exchange on 6 October 2016 the board is not required, and has chosen not to report on the application of the Code past this point.

**SABMiller Limited**

**Directors report for the period ended 31 December 2016 (continued)**

**Statement of directors' responsibilities**

The directors are responsible for preparing the Directors' Report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial period. Under that law the directors have prepared the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 101 Reduced Disclosure Framework (FRS 101).

Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable United Kingdom Accounting Standards, including FRS 101, have been followed, subject to any material departures disclosed and explained in the financial statements;
- notify the Company's shareholders in writing about the use of disclosure exemptions, if any, of FRS 101 used in the preparation of financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

**Statement of disclosure of information to auditors**

In addition, the Companies Act 2006 requires directors to provide the Company's auditors with every opportunity to take whatever steps and undertake whatever inspections the auditors consider to be appropriate for the purpose of enabling them to give their audit report. Each of the directors, having made appropriate enquiries, confirms that:

- so far as the director is aware, there is no relevant audit information of which the Company's auditors are unaware; and
- each director has taken all the steps that they ought to have taken as a director in order to make themselves aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

The directors' approval of the financial statements appears on page 13.

**SABMiller Limited**

**Directors report for the period ended 31 December 2016 (continued)**

**Independent auditors**

The Company's external auditors, PricewaterhouseCoopers LLP, have audited the financial statements and their unqualified report appears on pages 9 to 10.

In consequence of the Transaction, the appointment of auditors for the next accounting period is yet to be determined.

**By order of the Board**

.....  
**W. Warner**  
**Company Secretary**

**Date: 28 April 2017**



**SABMiller Limited**

**Independent auditors' report to the members of SABMiller Limited**

**Report on the financial statements**

**Our opinion**

In our opinion, SABMiller Limited's financial statements (the "financial statements"):

- give a true and fair view of the state of the Company's affairs as at 31 December 2016 and of its profit for the 9 month period then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

**What we have audited**

The financial statements, included within the Annual report and financial statements (the "Annual Report"), comprise:

- the Balance sheet as at 31 December 2016;
- Profit and loss account and other comprehensive income for the period then ended;
- Statement of changes in equity for the period then ended; and
- the notes to the financial statements, which include a summary of significant accounting policies and other explanatory information.

The financial reporting framework that has been applied in the preparation of the financial statements is United Kingdom Accounting Standards, comprising FRS 101 "Reduced Disclosure Framework", and applicable law (United Kingdom Generally Accepted Accounting Practice).

In applying the financial reporting framework, the directors have made a number of subjective judgements, for example in respect of significant accounting estimates. In making such estimates, they have made assumptions and considered future events.

**Opinions on other matters prescribed by the Companies Act 2006**

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the Strategic Report and the Directors' report for the financial period for which the financial statements are prepared is consistent with the financial statements; and
- the Strategic Report and the Directors' report have been prepared in accordance with applicable legal requirements.

In addition, in light of the knowledge and understanding of the Company and its environment obtained in the course of the audit, we are required to report if we have identified any material misstatements in the Strategic Report and the Directors' report. We have nothing to report in this respect.

**Other matters on which we are required to report by exception**

**Adequacy of accounting records and information and explanations received**

Under the Companies Act 2006 we are required to report to you if, in our opinion:

- we have not received all the information and explanations we require for our audit; or
- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns.

We have no exceptions to report arising from this responsibility.

**SABMiller Limited**

**Independent auditors' report to the members of SABMiller Limited (continued)**

**Directors' remuneration**

Under the Companies Act 2006 we are required to report to you if, in our opinion, certain disclosures of directors' remuneration specified by law are not made. We have no exceptions to report arising from this responsibility.

**Responsibilities for the financial statements and the audit**

**Our responsibilities and those of the directors**

As explained more fully in the Statement of directors' responsibilities set out on page 7, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view.

Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland) ("ISAs (UK & Ireland)"). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

This report, including the opinions, has been prepared for and only for the Company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

**What an audit of financial statements involves**

We conducted our audit in accordance with ISAs (UK & Ireland). An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of:

- whether the accounting policies are appropriate to the Company's circumstances and have been consistently applied and adequately disclosed;
- the reasonableness of significant accounting estimates made by the directors; and
- the overall presentation of the financial statements.

We primarily focus our work in these areas by assessing the directors' judgements against available evidence, forming our own judgements, and evaluating the disclosures in the financial statements. We test and examine information, using sampling and other auditing techniques, to the extent we consider necessary to provide a reasonable basis for us to draw conclusions. We obtain audit evidence through testing the effectiveness of controls, substantive procedures or a combination of both.

In addition, we read all the financial and non-financial information in the Annual Report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report. With respect to the Strategic Report and Directors' report, we consider whether those reports include the disclosures required by applicable legal requirements.

Jonathan Lambert (Senior Statutory Auditor)  
for and on behalf of PricewaterhouseCoopers LLP  
Chartered Accountants and Statutory Auditors  
London  
28 April 2017

## SABMiller Limited

## Profit and loss account and other comprehensive income for the period ended 31 December 2016

	Note	1 April 2016 to 31 December 2016 US\$m	1 April 2015 to 31 March 2016 US\$m
Income from shares in fellow group undertakings		21	1,470
Profit on sale of investments	13	29	-
Profit on sale of intangible assets	5	1,000	-
Other operating income	6	81	227
Other operating expenses	6	(950)	(515)
<b>Profit before interest and taxation</b>		<b>181</b>	<b>1,182</b>
Finance income	8	546	363
Finance expense	8	(507)	(176)
<b>Profit on ordinary activities before taxation</b>		<b>220</b>	<b>1,369</b>
Tax on profit on ordinary activities	9	4	(2)
<b>Profit for the financial period / year</b>		<b>224</b>	<b>1,367</b>
<b>Other comprehensive income</b>			
<i>Items that may be reclassified to profit or loss:</i>			
Fair value (loss) / gain on cashflow hedge		(15)	16
<b>Total other comprehensive (expense) / income</b>		<b>(15)</b>	<b>16</b>
<b>Total comprehensive income for the financial period / year</b>		<b>209</b>	<b>1,383</b>

All activities during the period / year are in respect of continuing activities.

The notes on pages 15 to 56 form part of these financial statements.

## SABMiller Limited

## Balance sheet of SABMiller Limited as at 31 December 2016

	Note	31 December 2016 US\$m	31 March 2016 US\$m
<b>Assets</b>			
<b>Fixed assets</b>			
Intangible assets	11	133	133
Property, plant and equipment	12	39	48
Investments in subsidiaries	13	14,115	14,128
		<b>14,287</b>	<b>14,309</b>
<b>Current assets</b>			
Loans and other financial assets due after more than one year	14	164	2,091
Trade and other receivables due after more than one year	15	1	15
Derivative financial instruments due after more than one year	16	4	248
Loans and other financial assets due within one year	14	8,087	4,639
Trade and other receivables due within one year	15	36	39
Derivative financial instruments due within one year	16	1	125
Cash and cash equivalents	17	2	878
		<b>8,295</b>	<b>8,035</b>
<b>Total assets</b>		<b>22,582</b>	<b>22,344</b>
<b>Liabilities</b>			
<b>Creditors due within one year</b>			
Derivative financial instruments	16	(27)	(19)
Borrowings	18	(3,439)	(1,126)
Trade and other payables	19	(66)	(188)
Other financial liabilities	22	(25)	(65)
		<b>(3,557)</b>	<b>(1,398)</b>
<b>Net current assets</b>		<b>4,738</b>	<b>6,637</b>
<b>Total assets less current liabilities</b>		<b>19,025</b>	<b>20,946</b>
<b>Creditors due after more than one year</b>			
Derivative financial instruments	16	(6)	(6)
Borrowings	18	(77)	(1,215)
Trade and other payables	19	(5)	(10)
Other financial liabilities	22	(8)	(188)
		<b>(96)</b>	<b>(1,419)</b>
<b>Net assets</b>		<b>18,929</b>	<b>19,527</b>
<b>Equity</b>			
Share capital less capital redemption reserve	21	163	168
Share premium		-	6,848
Merger relief reserve	23	-	3,628
Other reserves		(25)	(1,281)
Retained earnings		18,791	10,164
<b>Total equity</b>		<b>18,929</b>	<b>19,527</b>

**SABMiller Limited**

The notes on pages 15 to 56 are an integral part of these financial statements.

The financial statements on pages 11 to 14 were approved by the board of directors on 28 April 2017 and were signed on its behalf by:

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**T. M. Boucher**  
**Director**

## SABMiller Limited

## Statement of changes in equity for the period ending 31 December 2016

	Share capital US\$m	Share premium US\$m	Capital re- demption reserve US\$m	Merger relief reserve US\$m	Cashflow hedging reserve US\$m	EBT reserve US\$m	Treasury shares US\$m	Retained earnings US\$m	Total US\$m
<b>At 1 April 2015</b>	168	6,752	-	3,963	(26)	(255)	(905)	10,253	19,950
Total comprehensive income	-	-	-	-	16	-	-	1,367	1,383
Profit for the financial year	-	-	-	-	-	-	-	1,367	1,367
Cash flow hedges - fair value gain	-	-	-	-	16	-	-	-	16
Dividends paid	-	-	-	-	-	-	-	(1,852)	(1,852)
Issue of ordinary shares	-	84	-	-	-	-	-	-	84
Transfer into EBT	-	-	-	-	-	-	-	-	-
Purchase of EBT shares	-	-	-	-	-	(149)	-	-	(149)
Utilisation of EBT shares	-	-	-	-	-	22	-	(22)	-
Utilisation of treasury shares	-	12	-	-	-	-	16	-	28
Utilisation of merger relief reserve	-	-	-	(335)	-	-	-	335	-
Credit entry relating to share-based payments	-	-	-	-	-	-	-	24	24
Capital contribution relating to share-based payments	-	-	-	-	-	-	-	59	59
<b>At 31 March 2016</b>	168	6,848	-	3,628	(10)	(382)	(889)	10,164	19,527
Total comprehensive income	-	-	-	-	(15)	-	-	224	209
Profit for the financial period	-	-	-	-	-	-	-	224	224
Cash flow hedges - fair value loss	-	-	-	-	(15)	-	-	-	(15)
Dividends paid	-	-	-	-	-	-	-	(1,518)	(1,518)
Issue of ordinary shares	1	267	-	-	-	-	-	-	268
Utilisation of EBT shares net of sale proceeds	-	-	-	-	-	382	-	(366)	16
Utilisation of treasury shares	-	17	-	-	-	-	21	(4)	34
Cancellation of treasury shares	-	-	(6)	-	-	-	868	(862)	-
Capital reduction of share premium	-	(7,132)	-	-	-	-	-	7,132	-
Transfer into profit and loss account from merger relief reserve	-	-	-	(3,628)	-	-	-	3,628	-
Credit entry relating to share-based payments	-	-	-	-	-	-	-	368	368
Capital contribution relating to share-based payments	-	-	-	-	-	-	-	25	25
<b>At 31 December 2016</b>	<b>169</b>	<b>-</b>	<b>(6)</b>	<b>-</b>	<b>(25)</b>	<b>-</b>	<b>-</b>	<b>18,791</b>	<b>18,929</b>

**SABMiller Limited****Notes to the financial statements for the period ended 31 December 2016****1. Presentation of financial statements**

The Company's financial statements are prepared using the US Dollar as the functional currency as this represents the primary economic environment in which the Company operates.

The Company is a private company and is incorporated and domiciled in the UK. The address of its registered office is: AB InBev House, Church Street West, Woking, Surrey, GU21 6HT, United Kingdom.

**2. Accounting policies****Basis of preparation**

These financial statements have been prepared in accordance with *Financial Reporting Standard 101 Reduced Disclosure Framework* ("FRS 101"). The amendments to FRS 101 (2013/14 and 2014/15) issued in July 2014 and July 2015 have been applied.

In preparing these financial statements, the Company applies the recognition, measurement and disclosure requirements of International Financial Reporting Standards as adopted by the EU ("EU Adopted IFRSs"), but makes amendments where necessary in order to comply with Companies Act 2006 and has set out below where advantage of the FRS 101 disclosure exemptions has been taken.

The Company's ultimate parent undertaking, Anheuser-Busch InBev SA/NV includes the Company in its consolidated financial statements. The consolidated financial statements of Anheuser-Busch InBev SA/NV are prepared in accordance with International Financial Reporting Standards as adopted by the EU and are available to the public and may be obtained from the Corporate Secretary at Anheuser-Busch InBev SA/NV, Brouwerijplein 1, 3000 Leuven, Belgium.

The preparation of financial statements in conformity with FRS 101 requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Company's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in note 3.

The following exemptions from the requirements of IFRS have been applied in the preparation of these financial statements, in accordance with FRS 101:

- Paragraph 38 of IAS 1, 'Presentation of financial statements' comparative information requirements in respect of:
  - Paragraph 79(a)(iv) of IAS 1;
  - Paragraph 73(e) of IAS 16, 'Property, plant and equipment'; and
  - Paragraph 118(e) of IAS 38, 'Intangible assets'.
- The following paragraphs of IAS 1, 'Presentation of financial statements':
  - 10(d), (statement of cash flows)
  - 16 (statement of compliance with all IFRS),
  - 38A (requirement for minimum of two primary statements, including cash flow statements),
  - 38B-D (additional comparative information),
  - 111 (cash flow statement information)
  - 134-136 (capital management disclosures)
- IAS 7, 'Statement of cash flows'
- Paragraph 30 and 31 of IAS 8 'Accounting policies, changes in accounting estimates and errors' (requirement for the disclosure of information when an entity has not applied a new IFRS that has been issued but is not yet effective)
- The requirements in IAS 24, 'Related party disclosures' to disclose related party transactions entered into between two or more members of a group.

As the consolidated financial statements of Anheuser-Busch InBev SA/NV include the equivalent disclosures, the Company has also taken the exemptions under FRS 101 available in respect of the following disclosures:

**SABMiller Limited****Notes to the financial statements for the period ended 31 December 2016 (continued)**

- Certain disclosures required by IAS 36 Impairment of assets in respect of the impairment of goodwill and indefinite life intangible assets;
- The disclosures required by IFRS 7 and IFRS 13 regarding financial instrument disclosures have not been provided apart from those which are relevant for the financial instruments which are held at fair value and are not held as part of a trading portfolio or as derivatives; and
- Paragraph 17 of IAS 24, 'Related party disclosures' (key management compensation).

The Company has taken advantage of the exemption from preparing consolidated financial statements under the terms of section 400 of the Companies Act 2006.

Judgements made by the directors, in the application of those accounting policies that have significant effect on the financial statements and estimates with a significant risk of material adjustment in the next year are discussed in note 3.

The financial statements are prepared on a going concern basis, under the historical cost convention, as modified by the fair valuation of financial instruments. The accounting policies, which have been applied consistently throughout the period, are set out below.

**Foreign exchange**

The financial statements are presented in US Dollars which is the company's functional and presentational currency.

The South African rand (ZAR), Euro (EUR) and British pound (GBP) exchange rates to the US dollar used in preparing the company's financial statements were as follows

	Weighted average rate			Closing rate		
	ZAR	EUR	GBP	ZAR	EUR	GBP
Period ended 31 December 2016	<b>14.21</b>	<b>0.90</b>	<b>0.74</b>	<b>13.74</b>	<b>0.95</b>	<b>0.81</b>
Year ended 31 March 2016	13.78	0.91	0.66	14.77	0.88	0.70

The financial statements have been prepared on the basis that transactions in foreign currencies are recorded in their functional currency at the rate of exchange ruling at the date of the transaction. Monetary items denominated in foreign currencies are retranslated at the rate of exchange ruling at the balance sheet date with the resultant translation differences being included in operating profit in the income statement, other than those arising on financial assets and liabilities which are recorded within net finance costs and those which are deferred in equity as qualifying cash flow hedges.

Translation differences on non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of the transaction. Translation differences on non-monetary assets and liabilities denominated in foreign currencies that are stated at fair value are retranslated to the functional currency at foreign exchange rates ruling at the dates the fair value was determined.

**Investments in subsidiaries**

Investments in subsidiaries are stated at cost, together with subsequent capital contributions, less provisions for impairment.

The issue by the company to employees of its subsidiaries of a grant over the company's shares represents an additional capital contribution by the company to its subsidiaries, except to the extent the company is reimbursed. An additional investment in subsidiaries results in a corresponding increase in shareholders' equity. The additional capital contribution is based on the fair value of the grant issued allocated over the underlying grant's vesting period.



**SABMiller Limited****Notes to the financial statements for the period ended 31 December 2016 (continued)****Financial instruments**

Financial assets and financial liabilities are initially recorded at fair value (plus any directly attributable transaction costs except in the case of those classified at fair value through profit or loss). For those financial instruments that are not subsequently held at fair value, the company assesses whether there is any objective evidence of impairment at each balance sheet date.

Financial assets are recognised when the company has rights or other access to economic benefits. Such assets consist of cash, equity instruments, a contractual right to receive cash or another financial asset, or a contractual right to exchange financial instruments with another entity on potentially favourable terms. Financial assets are derecognised when the rights to receive cash flows from the asset have expired or have been transferred and the company has transferred substantially all risks and rewards of ownership.

Financial liabilities are recognised when there is an obligation to transfer benefits and that obligation is a contractual liability to deliver cash or another financial asset or to exchange financial instruments with another entity on potentially unfavourable terms. Financial liabilities are derecognised when they are extinguished, that is discharged, cancelled or expired. If a legally enforceable right exists to set off recognised amounts of financial assets and liabilities, which are in determinable monetary amounts, and there is the intention to settle net, the relevant financial assets and liabilities are offset.

Interest costs are charged to the income statement in the year in which they accrue. Premiums or discounts arising from the difference between the net proceeds of financial instruments purchased or issued and the amounts receivable or repayable at maturity are included in the effective interest calculation and taken to net finance costs over the life of the instrument.

The company holds four categories of financial assets and liabilities. These are described as follows.

(i) Financial assets and financial liabilities at fair value through profit or loss

Financial assets and financial liabilities at fair value through profit or loss include derivative assets and derivative liabilities not designated as effective hedging instruments. All gains or losses arising from changes in the fair value of financial assets or financial liabilities within this category are recognised in the income statement.

*Derivative financial assets and financial liabilities*

Derivative financial assets and financial liabilities are financial instruments, the value of which changes in response to an underlying variable, require little or no initial investment and are settled in the future.

Derivative financial assets and liabilities are analysed between current and non-current assets and liabilities on the face of the balance sheet, depending on when they are expected to mature.

For derivatives that have not been designated to a hedging relationship, all fair value movements are recognised immediately in the income statement. (See note Derivative financial instruments for the company's accounting policy on hedge accounting).

(ii) Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted on an active market. They arise when the company provides money, goods or services directly to a debtor with no intention of trading the receivable. They are included in current assets. Loans and receivables are initially recognised at fair value including originating fees and transaction costs, and subsequently measured at amortised cost using the effective interest method less provision for impairment.

Loans and receivables include trade receivables, loans owed by subsidiary undertakings, amounts owed by subsidiary undertakings, amounts owed by associates, other receivables and cash and cash equivalents.

**SABMiller Limited****Notes to the financial statements for the period ended 31 December 2016 (continued)***a. Loans and receivables other than cash and cash equivalents*

Loans and receivables other than cash and cash equivalents are initially recognised at fair value and subsequently measured at amortised cost less provision for impairment.

A provision for impairment is established when there is objective evidence that the company will not be able to collect all amounts due according to the terms of the receivables. The amount of the provision is the difference between the asset's carrying value and the present value of the estimated future cash flows discounted at the original effective interest rate. This provision is recognised in the income statement.

*b. Cash and cash equivalents*

In the balance sheet, cash and cash equivalents include cash in hand, bank deposits repayable on demand and other short-term highly liquid investments with original maturities of three months or less.

*(iii) Financial liabilities held at amortised cost*

Financial liabilities held at amortised cost include trade payables, accruals, other payables and borrowings (such as loans and amounts owed to subsidiary undertakings and unsecured bonds).

*a. Trade payables*

Trade payables are initially recognised at fair value and subsequently measured at amortised cost using the effective interest method. Trade payables are analysed between current and non-current liabilities on the face of the balance sheet, depending on when the obligation to settle will be realised.

*b. Borrowings*

Borrowings are recognised initially at fair value, net of transaction costs and are subsequently stated at amortised cost and include accrued interest and prepaid interest. Borrowings are classified as current liabilities unless the company has an unconditional right to defer settlement of the liability for at least 12 months from the balance sheet date. Borrowings classified as hedged items are subject to hedge accounting requirements (see note Derivative financial instruments – hedge accounting below).

*(iv) Financial guarantee contracts*

Financial guarantee contracts are defined in IAS 39 as contracts that require the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payment when due in accordance with the original or modified terms of a debt instrument.

Issued financial guarantee contracts are initially recognised at their fair value and subsequently measured at the higher of the amount initially recognised less cumulative amortisation recognised and the amount determined in accordance with IAS 37 'Provisions, contingent liabilities and contingent assets'.

Financial guarantees are amortised over the life of the guarantee, or accelerated if the third party obligation is settled early. The amortisation is taken to the income statement.

**Derivative financial instruments – hedge accounting**

Financial assets and financial liabilities at fair value through profit or loss include all derivative financial instruments. The derivative instruments used by the company, which are used solely for hedging purposes (i.e. to offset foreign exchange, commodity price and interest rate risks), comprise interest rate swaps, cross currency swaps, forward foreign exchange contracts and other specific instruments as necessary under the approval of the board. Such derivative instruments are

**SABMiller Limited****Notes to the financial statements for the period ended 31 December 2016 (continued)**

used to alter the risk profile of an existing underlying exposure of the company in line with the group's risk management policies.

Derivatives are initially recorded at fair value on the date a derivative contract is entered into and are subsequently remeasured at their fair value. The method of recognising the resulting gain or loss depends on whether the derivative is designated as a hedging instrument, and, if so, the nature of the hedging relationship.

In order to qualify for hedge accounting, the company is required to document at inception the relationship between the hedged item and the hedging instrument as well as its risk management objectives and strategy for undertaking hedging transactions. The company is also required to document and demonstrate that the relationship between the hedged item and the hedging instrument will be highly effective. This effectiveness test is reperformed at each period end to ensure that the hedge has remained and will continue to remain highly effective. The company designates certain derivatives as either: hedges of the fair value of recognised assets or liabilities or a firm commitment (fair value hedge); or hedges of highly probable forecast transactions or commitments (cash flow hedge).

**(i) Fair value hedges**

Fair value hedges comprise derivative financial instruments designated in a hedging relationship to manage the company's interest rate risk to which the fair value of certain assets and liabilities are exposed. Changes in the fair value of the derivative offset the relevant changes in the fair value of the underlying hedged item attributable to the hedged risk in the income statement in the period incurred.

Gains or losses on fair value hedges that are regarded as highly effective are recorded in the income statement together with the gain or loss on the hedged item attributable to the hedged risk.

**(ii) Cash flow hedges**

Cash flow hedges comprise derivative financial instruments designated in a hedging relationship to manage currency and interest rate risk to which the cash flows of certain assets and liabilities are exposed.

The effective portion of changes in the fair value of the derivative that is designated and qualifies for hedge accounting is recognised in other comprehensive income. The ineffective portion is recognised immediately in the income statement. Amounts accumulated in equity are reclassified to the income statement in the period in which the hedged item affects profit or loss. However, where a forecasted transaction results in a non-financial asset or liability, the accumulated fair value movements previously deferred in equity are included in the initial cost of the asset or liability.

**Interest income**

Interest income is recognised on an accruals basis using the effective interest method.

When a receivable is impaired the company reduces the carrying amount to its recoverable amount by discounting the estimated future cash flows at the original effective interest rate, and continuing to unwind the discount as interest income.

**Dividend income**

Dividend income is recognised when the right to receive payment is established.

**Tax**

The tax expense for the year comprises current and deferred tax. Tax is recognised in the income statement, except to the extent that it relates to items recognised in other comprehensive income or directly in equity, in which case it is recognised in other comprehensive income or directly in equity, respectively.

Current tax expense is based on the results for the year as adjusted for items that are not taxable or not deductible. The company's liability for current taxation is calculated using tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

**SABMiller Limited****Notes to the financial statements for the period ended 31 December 2016 (continued)**

Deferred tax is provided in full using the liability method, in respect of all temporary differences arising between the tax bases of assets and liabilities and their carrying values, except where the temporary difference arises from goodwill (in the case of deferred tax liabilities) or from the initial recognition (other than a business combination) of other assets and liabilities in a transaction that affects neither accounting nor taxable profit.

Deferred tax liabilities are recognised where the carrying value of an asset is greater than its tax base, or where the carrying value of a liability is less than its tax base. Deferred tax is recognised in full on temporary differences arising from investment in subsidiaries, associates and joint ventures, except where the timing of the reversal of the temporary difference is controlled by the company and it is probable that the temporary difference will not reverse in the foreseeable future. This includes taxation in respect of the retained earnings of overseas subsidiaries only to the extent that, at the balance sheet date, dividends have been accrued as receivable or a binding agreement to distribute past earnings in future periods has been entered into by the subsidiary. Deferred income tax is also recognised in respect of the unremitted retained earnings of overseas associates and joint ventures as the company is not able to determine when such earnings will be remitted and when such additional tax such as withholding taxes might be payable.

A net deferred tax asset is regarded as recoverable and therefore recognised only when, on the basis of all available evidence, it is expected that sufficient existing taxable temporary differences will reverse in the future or there will be sufficient taxable profit available against which the temporary differences (including carried forward tax losses) can be utilised.

Deferred tax is measured at the tax rates expected to apply in the periods in which the timing differences are expected to reverse based on tax rates and laws that have been enacted or substantively enacted at balance sheet date. Deferred tax is measured on a non-discounted basis.

**Dividend distributions**

Dividend distributions are recognised as a liability in the company's financial statements in the period in which the dividends are approved by the company's shareholders. Interim dividends are recognised when paid. Dividends declared after the balance sheet date are not recognised, as there is no present obligation at the balance sheet date.

**Property, plant and equipment and depreciation**

Property, plant and equipment are stated at cost net of accumulated depreciation and any impairment losses. Cost includes expenditure that is directly attributable to the acquisition of the assets. Subsequent costs are included in the asset's carrying value or recognised as a separate asset as appropriate, only when it is probable that future economic benefits associated with the specific asset will flow to the company and the cost can be measured reliably.

Repairs and maintenance costs are charged to the income statement during the financial period in which they are incurred.

**(i) Assets in the course of construction**

Assets in the course of construction are carried at cost less any impairment loss. Cost includes professional fees and for qualifying assets certain borrowing costs as determined below. When these assets are ready for their intended use, they are transferred into the appropriate category. At this point, depreciation commences on the same basis as on other property, plant and equipment.

**(ii) Depreciation**

No depreciation is provided for assets in the course of construction. In respect of all other property, plant and equipment, depreciation is provided on a straight-line basis at rates calculated to write off the cost, less the estimated residual value, of each asset over its expected useful life as follows.

Office equipment	2-10 years
Short leasehold buildings	Shorter of the lease term or 50 years

**SABMiller Limited****Notes to the financial statements for the period ended 31 December 2016 (continued)**

The company regularly reviews all of its depreciation rates and residual values to take account of any changes in circumstances. When setting useful economic lives, the principal factors the company takes into account are the expected rate of technological developments, expected market requirements for the equipment and the intensity at which the assets are expected to be used.

The profit or loss on the disposal of an asset is the difference between the disposal proceeds and the net book amount.

**(iii) Capitalisation of borrowing costs**

Financing costs incurred, before tax, on major capital projects during the period of development or construction that necessarily take a substantial period of time to be developed for their intended use, are capitalised up to the time of completion of the project.

**Intangible assets and amortisation**

Intangible assets are stated at cost less accumulated amortisation on a straight-line basis (if applicable) and impairment losses. Cost is usually determined as the amount paid by the company, unless the asset has been acquired as part of a business combination. Intangible assets acquired as part of a business combination are recognised at their fair value at the date of acquisition. Amortisation is included within net operating expenses in the income statement. Internally generated intangibles are not recognised except for computer software and applied development costs referred to under computer software and research and development below.

Intangible assets with finite lives are amortised over their estimated useful economic lives, and only tested for impairment where there is a triggering event. The company regularly reviews all of its amortisation rates and residual values to take account of any changes in circumstances.

The directors' assessment of the useful life of intangible assets is based on the nature of the asset acquired, the durability of the products to which the asset attaches and the expected future impact of competition on the business.

**(i) Computer software**

Where computer software is not an integral part of a related item of property, plant and equipment, the software is capitalised as an intangible asset. Acquired computer software licences are capitalised on the basis of the costs incurred to acquire and bring them to use. Direct costs associated with the production of identifiable and unique internally generated software controlled by the company that will probably generate economic benefits exceeding costs beyond one year are capitalised. Direct costs include software development employment costs (including those of contractors used), capitalised interest and an appropriate portion of overheads. Capitalised computer software, licence and development costs are amortised over their useful economic lives of between three and eight years. Internally generated costs associated with maintaining computer software programmes are expensed as incurred.

**(ii) Research and development**

Research and general development expenditure is written off in the period in which it is incurred. Certain applied development costs are only capitalised as internally generated intangible assets where there is a clearly defined project, separately identifiable expenditure, an outcome assessed with reasonable certainty (in terms of feasibility and commerciality), expected revenues exceed expected costs and the company has the resources to complete the task. Such assets are amortised on a straight-line basis over their useful lives once the project is complete.

**Employee benefits**

The company is committed to an active equal opportunities policy, from recruitment and selection, through training and development, appraisal and promotion to retirement. Within the constraints of local law, it is company's policy to ensure that everyone is treated equally, regardless of gender, colour, nationality, ethnic origin, race, disability, marital status, sexual orientation, religion or trade union affiliation. The company values the benefits of employing people of different races, genders, creeds and backgrounds. If employees become disabled, efforts are made to allow them to continue in

**SABMiller Limited****Notes to the financial statements for the period ended 31 December 2016 (continued)**

their role, or a suitable alternative role, through making reasonable adjustments. Full consideration is given to applications for employment from disabled persons, having regard to their particular aptitudes and abilities.

The company is committed to regular communication and consultation with our employees and encourages employee involvement in our performance. We have distribution of real time news through our intranet, which is available to businesses to help inform employees about what is happening in our global operations.

**(i) Wages and salaries**

Wages and salaries for current employees are recognised in the income statement as the employees' services are rendered.

**(ii) Vacation and long-term service awards costs**

The company recognises a liability and an expense for accrued vacation pay when such benefits are earned and not when these benefits are paid. The company recognises a liability and an expense for long-term service awards where cash is paid to the employee at certain milestone dates in a career with the company. Such accruals are appropriately discounted to reflect the future payment dates at discount rates determined by reference to local high-quality corporate bonds.

**(iii) Profit-sharing and bonus plans**

The company recognises a liability and an expense for bonuses and profit-sharing, based on a formula that takes into consideration the profit attributable to the company's shareholders after certain adjustments.

The company recognises a provision where contractually obliged or where there is a past practice that has created a constructive obligation.

**(iv) Share-based compensation**

The company operated a variety of equity-settled share-based compensation plans.

The equity-settled plans comprised share option and stock appreciation rights plans (with and without market performance conditions attached), performance share award plans (with and without market performance conditions attached) and awards related to the employee element of the Broad-Based Black Economic Empowerment (BBBEE) scheme in South Africa. An expense was recognised to spread the fair value of each award over the vesting period on a straight-line basis, after allowing for an estimate of the share awards that will eventually vest. A corresponding adjustment was made to equity over the remaining vesting period. The estimate of the level of vesting is reviewed at least annually, with any impact on the cumulative charge being recognised immediately. In addition the company granted an equity-settled share-based payment to retailers in relation to the retailer element of the BBBEE scheme.

The charges are based on the fair value of the awards as at the date of grant, as calculated by various binomial model calculations and Monte Carlo simulations. The charges are not reversed if the options and awards are not exercised because the market value of the shares is lower than the option price at the date of grant. The proceeds received net of any directly attributable transaction costs are credited to share capital (nominal value) and share premium when the options are exercised unless the options are satisfied by the transfer of treasury or other Employee Benefit Trust (EBT) shares.

The issue by the company to employees of its subsidiaries of a grant over the company's shares represents additional capital contributions by the company to its subsidiaries, except to the extent the company is reimbursed. An additional investment in subsidiaries results in a corresponding increase in shareholders' equity. The additional capital contribution is based on the fair value of the grant issued allocated over the underlying grant's vesting period.

Shares held by EBTs and in treasury were treated as a deduction from equity until the shares were utilised.

Upon the completion of the AB InBev transaction, all share-based compensation plans vested in full and all remaining treasury shares were cancelled. The EBT trust was also closed.

**SABMiller Limited****Notes to the financial statements for the period ended 31 December 2016 (continued)****(v) Pension obligations**

The contributions to defined contribution plans are recognised as an expense as the costs become payable. The contributions are recognised as employee benefit expense when they are due. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available.

**Operating leases**

Rentals paid and incentives received on operating leases are charged or credited to the income statement on a straight-line basis over the lease term.

**Impairment of non-financial assets**

This policy covers all assets except financial assets and deferred tax assets.

Impairment reviews are performed by comparing the carrying value of the fixed asset with its recoverable amount, being the higher of the fair value less costs of disposal and value in use. The fair value less costs of disposal is considered to be the amount that could be obtained on disposal of the asset, and therefore is determined from a market participant perspective. The recoverable amount under both calculations is determined by discounting the future post-tax cash flows generated from continuing use of the cash generating unit (CGU) using a post-tax discount rate. For value in use, this closely approximates applying pre-tax discount rates to pre-tax cash flows. Where a potential impairment is identified using post-tax cash flows and post-tax discount rates, the impairment review is reperformed on a pre-tax basis in order to determine the impairment loss to be recorded.

Where the asset does not generate cash flows that are independent from the cash flows of other assets, the company estimates the recoverable amount of the CGU to which the asset belongs. For the purpose of conducting impairment reviews, CGUs are considered to be groups of assets that have separately identifiable cash flows. They also include those assets and liabilities directly involved in producing the income and a suitable proportion of those used to produce more than one income stream.

When the carrying values of fixed assets are written down by any impairment amount, the loss is recognised in the income statement in the period in which it is incurred.

Should circumstances or events change and give rise to a reversal of a previous impairment loss, the reversal is recognised in the income statement in the period in which it occurs and the carrying value of the asset is increased. The increase in the carrying value of the asset is restricted to the amount that it would have been had the original impairment not occurred.

Assets subject to amortisation or depreciation are reviewed for impairment if circumstances or events change to indicate that the carrying value may not be fully recoverable.

**Share capital**

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

**Investments in own shares (treasury and shares held by employee benefit trusts)**

Shares held by employee share ownership plans, employee benefit trusts and in treasury were treated as a deduction from equity until the shares were cancelled, reissued, or disposed. Where such shares were subsequently sold or reissued, any consideration received, net of any directly attributable incremental costs and related tax effects, was included in equity attributable to the company's equity shareholders.

## SABMiller Limited

## Notes to the financial statements for the period ended 31 December 2016 (continued)

## 3. Key estimates and judgements

In determining and applying accounting policies, judgement is often required where the choice of specific policy, assumption or accounting estimate to be followed could materially affect the reported results or net position of the company, should it later be determined that a different choice be more appropriate.

Management considers the following to be areas of significant judgement and estimation for the company due to greater complexity and/or particularly subject to the exercise of judgement.

## (i) Impairment reviews

Impairment reviews are performed if events indicate that this is necessary. Impairment reviews are based on future cash flows discounted using the weighted average cost of capital with terminal values calculated applying a long-term growth rate. The future cash flows which are based on business forecasts, the long-term growth rates and the discount rates used are dependent on management estimates and judgements. Future events could cause the assumptions used in these impairment reviews to change with a consequent adverse impact on the results and net position of the company.

## (ii) Taxation

Significant judgement is required in determining the provision for taxes as the tax treatment is often by its nature complex, and cannot be finally determined until a formal resolution has been reached with the relevant tax authority which may take several years to conclude. Amounts provided are accrued based on management's interpretation of country specific tax laws and the likelihood of settlement. Actual liabilities could differ from the amount provided which could have a consequent adverse impact on the results and net position of the company.

## 4. Key management compensation and employees

Key management personnel are considered to be the directors of the Company and, prior to the transaction, comprised members of the Executive Committee.

During the period, twelve (year ended 31 March 2016: one) key management personnel exercised options over US 10 cent shares in SABMiller Limited. This was accounted for by the Company. One individual exercised options in Anheuser-Busch InBev SA/NV, which were accounted for by the employing company within the Group.

The table below summarises the emoluments of the highest paid director for the period ended 31 December 2016. The highest paid director exercised share options and received shares under a long term incentive scheme during the period.

Name	Base Pay <sup>1</sup>	Retirement and other benefits <sup>1</sup>	Annual bonus <sup>2</sup>		Total		
	£'000	£'000	£'000	% of maximum	£'000	£'000 (prior year)	% change
A. J. Clark (Chief Executive)	629	244	885	72%	1,758	3,469	-49%

In addition to the remuneration above, in October 2016, Mr Clark received compensation for loss of office including payment for the contractual notice period of 12 months amounting to £3,415,157.

<sup>1</sup> Fixed Pay

<sup>2</sup> Short-term incentives



## SABMiller Limited

## Notes to the financial statements for the period ended 31 December 2016 (continued)

The compensation paid to key management for employee services is shown below:

	1 April 2016 to 31 December 2016 US\$m	1 April 2015 to 31 March 2016 US\$m
<b>Key management compensation</b>		
Salaries and other short-term employee benefits	48	25
Post-employment benefits	1	2
	<b>49</b>	<b>27</b>

### 5. Profit on sale of intangible assets

In November 2015 Anheuser-Busch InBev ("ABI") and SABMiller Limited (formerly SABMiller plc) came to an in-principle agreement in relation to the acquisition of SABMiller by ABI. Pursuant to a consent decree with the U.S. Department of Justice, which cleared the way for United States approval of the acquisition, ABI completed on October 11, 2016 the sale of SABMiller's entire interest in MillerCoors LLC (a joint venture in the U.S. and Puerto Rico between Molson Coors and SABMiller), together with rights to the Miller brands globally ("Miller International Business"), to Molson Coors. In addition, ABI procured that various relevant brand owners (the "Brand Owners") granted to Molson Coors perpetual and royalty-free licenses to a number of beer brands that were imported, manufactured, distributed and sold by MillerCoors LLC in the United States and Puerto Rico prior to the sale of SABMiller's interest in MillerCoors LLC.

An element of the proceeds for the disposal of the MillerCoors business is to be allocated to these intangible brand rights and also certain rights of the Miller International Business and, whilst the final amount is subject to adjustment procedures under the relevant purchase agreement, as at 31 December 2016, the amount estimated to be attributable to these rights (\$1bn) has been recorded in SABMiller Limited. Once the final proceeds are known and agreed an appropriate element of these proceeds will be allocated to the relevant brand owners and other entities within the SABMiller Limited group.

### 6. Other operating expenses and income

	1 April 2016 to 31 December 2016 US\$m	1 April 2015 to 31 March 2016 US\$m
Management fees income	80	227
Other operating income	1	-
<b>Total other operating income</b>	<b>81</b>	<b>227</b>
Bad debt charge on receivables	(12)	-
Legal and professional fees	(124)	(112)
Staff and admin costs	(672)	(232)
Depreciation and amortisation	(31)	(32)
Other operating costs	(111)	(139)
<b>Total other operating expenses</b>	<b>(950)</b>	<b>(515)</b>
<b>Net other operating expenses</b>	<b>(869)</b>	<b>(288)</b>

The fee charged for the statutory audit was US\$0.1 million (year ended 31 March 2016: US\$0.1 million) and is included within Legal and professional fees.

## SABMiller Limited

## Notes to the financial statements for the period ended 31 December 2016 (continued)

Fees receivable by the Company's auditors are included within Legal and professional fees above and are broken down as follows:

	<b>1 April 2016 to 31 December 2016 US\$m</b>	1 April 2015 to 31 March 2016 US\$m
Statutory audit fees for the Company	-	-
Statutory audit fees for subsidiary undertakings	4	4
Services relating to corporate finance transactions	-	2
	<b>4</b>	<b>6</b>

**7. Profit and loss information**

The average monthly number of employees for the period / year is shown on a full-time equivalent basis and includes executive directors.

	<b>1 April 2016 to 31 December 2016</b>	1 April 2015 to 31 March 2016
Number of employees	<b>530</b>	716

The aggregate payroll costs were as follows.

	<b>1 April 2016 to 31 December 2016 US\$m</b>	1 April 2015 to 31 March 2016 US\$m
Wages and salaries	<b>210</b>	142
Share-based payments	<b>354</b>	(2)
Social security costs	<b>33</b>	40
Contributions to defined contribution plans	<b>6</b>	11
	<b>603</b>	191

**Operating leases**

Operating lease charges recognised in the income statement during the period / year were as follows.

	<b>1 April 2016 to 31 December 2016 US\$m</b>	1 April 2015 to 31 March 2016 US\$m
Plant and machinery	<b>4</b>	5
Other	<b>4</b>	6

## SABMiller Limited

## Notes to the financial statements for the period ended 31 December 2016 (continued)

## 8. Finance income and expenses

	1 April 2016 to 31 December 2016 US\$m	1 April 2015 to 31 March 2016 US\$m
<b>Finance income</b>		
Interest receivable from third parties	3	1
Interest receivable on derivative financial instruments	47	90
Interest receivable from fellow group undertakings	71	161
Fair value gain on derivative financial instruments	352	-
Financial guarantees	36	56
Foreign exchange gain	-	55
Other finance income	37	-
<b>Total finance income</b>	<b>546</b>	<b>363</b>
<b>Finance expense</b>		
On bank borrowings	(2)	(3)
Interest payable to third parties	(49)	(20)
Interest payable on derivative financial instruments	(25)	(38)
Interest payable to fellow group undertakings	(6)	-
Fair value loss on derivative financial instruments	(413)	(45)
Financial guarantees	-	(2)
Foreign exchange loss	(12)	-
Other interest payable	-	(68)
<b>Total finance expense</b>	<b>(507)</b>	<b>(176)</b>

## 9. Taxation on profit on ordinary activities

## a) Analysis of (credit) / charge in the period / year

	1 April 2016 to 31 December 2016 US\$m	1 April 2015 to 31 March 2016 US\$m
<b>Current taxation</b>		
UK Corporation tax on losses for the period/year	(4)	-
Adjustments in respect of prior periods	-	2
<b>Total current taxation expense</b>	<b>(4)</b>	<b>2</b>
<b>Total taxation expense</b>	<b>(4)</b>	<b>2</b>

## b) Factors affecting the taxation credit for the period

The tax assessed for the period is lower (year ended 31 March 2016: lower) than the UK standard rate of corporation tax for the period ended 31 December 2016 of 20% (year ended 31 March 2016: 20%). The differences are explained below:

## SABMiller Limited

## Notes to the financial statements for the period ended 31 December 2016 (continued)

	1 April 2016 to 31 December 2016 US\$m	1 April 2015 to 31 March 2016 US\$m
Profit / (loss) on ordinary activities before taxation	220	1,369
Tax charge at UK standard rate of Corporation tax of 20% (2016: 20%)	44	274
<b>Effects of:</b>		
Exempt dividend income	(4)	(294)
Non-taxable foreign exchange movements	3	(5)
Non-deductible amortisation	-	-
Non-deductible impairment charge	2	4
Non-taxable profit on sale of investment	(85)	-
Expenses not deductible for tax purposes	38	18
Adjustments in respect of prior periods	-	1
Withholding tax and other remittance taxes	-	-
Unrecognised tax losses	(2)	3
<b>Total taxation expense</b>	<b>(4)</b>	<b>2</b>

The total tax credit for the period will be settled by payment for losses surrendered by fellow group companies in the new financial year.

Deferred tax assets in respect of tax losses are not recognised unless there is convincing evidence that existing taxable temporary differences will reverse in the future or there will be sufficient taxable profits in future years to recover the assets. As at 31 December 2016 the Company has unrecognised deferred tax assets for losses of US\$53.2m.

**10. Dividends**

	1 April 2016 to 31 December 2016 US\$m	1 April 2015 to 31 March 2016 US\$m
Interim paid: US\$0.93 (year ended 31 March 2016: US\$0.83) per ordinary US\$0.10 share	1,518	1,399
Final paid: US\$nil (year ended 31 March 2016: US\$0.27) per ordinary US\$0.10 share	-	453
	<b>1,518</b>	<b>1,852</b>

## SABMiller Limited

## Notes to the financial statements for the period ended 31 December 2016 (continued)

## 11. Intangible assets

	Assets in course of construction US\$m	Software US\$m	Total US\$m
<b>Cost</b>			
<b>At 1 April 2016</b>	19	266	285
Additions	-	13	13
Transfers	(6)	18	12
<b>At 31 December 2016</b>	<b>13</b>	<b>297</b>	<b>310</b>
<b>Accumulated depreciation</b>			
<b>At 1 April 2016</b>	-	152	152
Charge for the period	-	25	25
<b>At 31 December 2016</b>	<b>-</b>	<b>177</b>	<b>177</b>
<b>Net book amount</b>			
At 1 April 2016	19	114	133
<b>At 31 December 2016</b>	<b>13</b>	<b>120</b>	<b>133</b>

## 12. Property, plant and equipment

	Assets in course of construction US\$m	Short leasehold land & buildings US\$m	Office equipment US\$m	Total US\$m
<b>Cost</b>				
<b>At 1 April 2016</b>	12	34	43	89
Additions	14	-	-	14
Disposals	-	(14)	(5)	(19)
Transfers	(12)	-	1	(11)
<b>At 31 December 2016</b>	<b>14</b>	<b>20</b>	<b>39</b>	<b>73</b>
<b>Accumulated depreciation</b>				
<b>At 1 April 2016</b>	-	25	16	41
Disposals	-	(9)	(4)	(13)
Charge for the period	-	3	3	6
<b>At 31 December 2016</b>	<b>-</b>	<b>19</b>	<b>15</b>	<b>34</b>
<b>Net book amount</b>				
At 1 April 2016	12	9	27	48
<b>At 31 December 2016</b>	<b>14</b>	<b>1</b>	<b>24</b>	<b>39</b>

Subsequent to the disposal of group's businesses in Europe on 31 March 2017, amortisation of US\$135m was accelerated on intangible and tangible assets to align the carrying value of the assets to the book value.

## SABMiller Limited

## Notes to the financial statements for the period ended 31 December 2016 (continued)

## 13. Investments in subsidiaries

	31 December 2016 US\$m	31 March 2016 US\$m
<b>Cost</b>		
At 1 April	14,364	14,305
Disposals	(39)	
Capital contributions relating to share-based payments	25	59
<b>At 31 December / March</b>	<b>14,350</b>	<b>14,364</b>
<b>Accumulated impairment</b>		
At 1 April	236	236
Disposals	(1)	-
<b>At 31 December / March</b>	<b>235</b>	<b>236</b>
<b>Net book value</b>		
At 1 April	14,128	14,069
<b>At 31 December / March</b>	<b>14,115</b>	<b>14,128</b>

The net book value of investments in subsidiaries at 31 December 2016 of US\$14,115 million (year ended 31 March 2016: US\$14,128 million) includes US\$658 million (year ended 31 March 2016: US\$633 million) from capital contributions relating to share-based payments as well as US\$5 million (year ended 31 March 2016: US\$5 million) relating to a contribution of ZAR 36 million towards the cost of a guarantee fee to SABSA Holdings Ltd, a fellow group undertaking.

During the period the Company sold its investment in Miller Brands UK Limited to Asahi Group Holdings Ltd for total consideration of US\$67,702,000 recognising a profit on disposal of US\$28,893,000 on the net book value of US\$38,809,000. The Company also transferred its investment in SABMiller Asia Capital LLP to a fellow group undertaking, SABMiller Australia Beverage Holdings LLP, at the net book value of US\$1.

The directors consider that the carrying values of the investments are supported by their underlying net assets.

## SABMiller Limited

## Notes to the financial statements for the period ended 31 December 2016 (continued)

The direct investments in subsidiary undertakings are as follows (all interests are 100% unless stated otherwise).

Name	Country of incorporation	Principal activity	Share class	31 December	31 March
				2016	2016
				US\$m	US\$m
SABMiller Holdings Ltd	United Kingdom	Holding company	US\$1 ordinary	10,633	10,633
Miller Brands (UK) Ltd <sup>1</sup>	United Kingdom	Sales and distribution	US\$1 ordinary	-	39
SABMiller Management BV	Netherlands	Management services	€1 ordinary	-	-
SABMiller Africa & Asia BV <sup>2</sup>	Netherlands	Holding company	€1 ordinary	195	195
Appletiser International BV	Netherlands	Holding company	€1 ordinary	-	-
SABMiller (Safari)	United Kingdom	Finance company	US\$1 ordinary	506	506
Pilsner Urquell International BV	Netherlands	Holding company	€1 ordinary	-	-
SABMiller Holdings Europe Ltd	United Kingdom	Holding company	£1 ordinary	2,117	2,117
Racetrack Colombia Finance SAS	Colombia	Dormant company	COP1000 ordinary	-	-
SABMiller Horizon Ltd	United Kingdom	Agent company	US\$1 ordinary	-	-
SABSA Holdings Ltd <sup>3</sup>	South Africa	Holding company	n/a	5	5
SABMiller Capital UK Ltd	United Kingdom	Holding company	US\$1 ordinary	-	-
SABMiller Asia Capital LLP <sup>4</sup>	United Kingdom	Partnership	US\$1 ordinary	-	-
SA Breweries Ltd	United Kingdom	Dormant company	£1 ordinary	-	-
South Africa Breweries Ltd	United Kingdom	Dormant company	£1 ordinary	-	-
South African Breweries Ltd	United Kingdom	Dormant company	£1 ordinary	-	-
				<b>13,456</b>	13,495
Capital contribution relating to share-based payments				<b>659</b>	633
				<b>14,115</b>	14,128

<sup>1</sup> Sold to Asahi Group Holdings Ltd.

<sup>2</sup> Operates and resident for tax purposes in the United Kingdom.

<sup>3</sup> SABMiller Limited contributed ZAR36 million towards the cost of guarantee fee to SABSA Holdings Ltd, a fellow group undertaking. It has no direct interest in the share capital of that company.

<sup>4</sup> Transferred to SABMiller Australia Beverage Holdings LLP.

Indirect investments held by the company, such as subsidiaries, associates and joint ventures of the company's direct investments are detailed in note 27.

## SABMiller Limited

## Notes to the financial statements for the period ended 31 December 2016 (continued)

## 14. Loans and other financial assets

	31 December 2016 US\$m	31 March 2016 US\$m
<b>Due after more than one year</b>		
Loans owed by subsidiary undertakings	155	1,886
Amounts owed by subsidiary undertakings	9	205
	<b>164</b>	<b>2,091</b>
<b>Due within one year</b>		
Loans owed by subsidiary undertakings	8,009	4,446
Amounts owed by subsidiary undertakings	77	190
Amounts owed by associated undertakings	-	1
Financial guarantee asset	1	2
	<b>8,087</b>	<b>4,639</b>

Loans due after more than one year are interest free.

Interest on loans owed by subsidiary undertakings due within one year is charged at either fixed or floating rates. The fixed rate is 1.72% (year ended 31 March 2016: 1.72%). The floating rate is one or three month LIBOR or equivalent depending on the location of the subsidiary undertaking. Spreads range from plus 25 bps to 180 bps.

All amounts owed by subsidiary undertakings are non-interest bearing with a fixed repayment date.

## 15. Trade and other receivables

	31 December 2016 US\$m	31 March 2016 US\$m
<b>Due after more than one year</b>		
Prepayments	1	15
<b>Due within one year</b>		
Prepayments	6	3
Other debtors	27	36
Corporation tax	3	-
	<b>36</b>	<b>39</b>



## SABMiller Limited

## Notes to the financial statements for the period ended 31 December 2016 (continued)

## 16. Derivative financial instruments

	Notional amounts 31 December 2016 US\$m	Assets 31 December 2016 US\$m	Liabilities 31 December 2016 US\$m	Notional amounts 31 March 2016 US\$m	Assets 31 March 2016 US\$m	Liabilities 31 March 2016 US\$m
<b>Derivative financial instruments due after more than one year</b>						
Forward foreign currency contracts designated as cash flow hedges	-	-	-	40	-	(1)
Interest rate swaps	600	4	(6)	600	24	(5)
Interest rate swaps designated as fair value hedges	-	-	-	300	150	-
Cross currency swaps	-	-	-	180	74	-
	<b>600</b>	<b>4</b>	<b>(6)</b>	<b>1,120</b>	<b>248</b>	<b>(6)</b>
<b>Derivative financial instruments due within one year</b>						
Forward foreign currency contracts	23	1	(1)	134	-	(4)
Forward foreign currency contracts designated as cash flow hedges	160	-	(26)	276	1	(11)
Interest rate swaps	-	-	-	1,000	15	(2)
Cross currency swaps	-	-	-	95	109	(2)
	<b>183</b>	<b>1</b>	<b>(27)</b>	<b>1,505</b>	<b>125</b>	<b>(19)</b>

**Derivatives designated as hedging instruments**

## (i) Cash flow hedges

The company has entered into forward exchange contracts designated as cash flow hedges to manage short-term foreign currency exchange exposures to future creditor payments.

## (ii) Fair value hedges

During the period, the company de-designated all hedges in fair value hedging relationships. In the prior year, the company entered into interest rate swaps to pay floating and receive fixed interest which have been designated as fair value hedges to manage changes in the fair value of its fixed rate borrowings. The borrowings and interest rate swaps have the same critical terms.

As at 31 December 2016, the carrying value of the hedged borrowings was US\$nil (year ended 31 March 2016: US\$471 million).

**Held for trading derivative financial instruments**

## (i) Forward foreign currency contracts

The company has entered into several forward foreign currency contracts to manage AUD, CHF, GBP and ZAR denominated balance sheet exposures.

## (ii) Cross currency swaps

During the period, the company closed out all its cross currency swaps that were in place to manage the group's exposure to foreign exchange risk relating to subsidiaries and fellow group undertakings in South Africa and the Netherlands.

## SABMiller Limited

## Notes to the financial statements for the period ended 31 December 2016 (continued)

## (iii) Interest rate swaps

The company has entered into interest rate swaps to manage exposures to fluctuations in interest rates. The derivatives are fair valued based on discounted future cash flows with gains and losses taken to the income statement.

**17. Cash and cash equivalents**

	<b>31 December 2016 US\$m</b>	31 March 2016 US\$m
Cash and cash equivalents	2	-
Short-term deposits	-	878
	<b>2</b>	878

**18. Borrowings**

	<b>31 December 2016 US\$m</b>	31 March 2016 US\$m
<b>Due within one year</b>		
Loans owed to subsidiary undertakings	3,393	1,106
Amounts owed to subsidiary undertakings	46	20
Amounts owed to associate undertakings	-	-
	<b>3,439</b>	1,126

**Due after more than one year**

Unsecured bonds	77	1,215
	<b>77</b>	1,215

The maturity of borrowings due after more than one year is as follows:

Between one and two years	76	-
Between two and five years	-	745
After five years	1	470
	<b>77</b>	1,215

Interest on loans owed to subsidiary undertakings due within one year is charged at floating rates. The floating rates are one or three month LIBOR or equivalent depending on the location of the subsidiary undertaking. Spreads range from minus 25 bps to minus 13 bps. All amounts owed to subsidiary undertakings are unsecured and repayable on demand.

The amount due between one and two years consists of a bond. The bond matures in 2018 with a fixed interest rate of 6.5% (year ending 31 March 2016: 6.5%).

The amount due after five years consists of a bond. The bond matures in 2033 with a fixed interest rate of 6.625% (year ending 31 March 2016: 6.625%).

## SABMiller Limited

## Notes to the financial statements for the period ended 31 December 2016 (continued)

## 19. Trade and other payables

	31 December 2016 US\$m	31 March 2016 US\$m
<b>Due within one year</b>		
Trade and other payables	31	79
Taxation and social security	3	37
Accruals and deferred income	32	72
	<b>66</b>	<b>188</b>
<b>Due after more than one year</b>		
Other creditors	2	6
Deferred income	3	4
	<b>5</b>	<b>10</b>

The maturity of trade and other payables due after more than one year is as follows:

Between one and two years	3	6
Between two and five years	2	3
After five years	-	1
	<b>5</b>	<b>10</b>

## 20. Fair values of financial assets and financial liabilities

	Book value 31 December 2016 US\$m	Fair value 31 December 2016 US\$m	Book value 31 March 2016 US\$m	Fair value 31 March 2016 US\$m
Non-current borrowings	(77)	(83)	(1,215)	(1,161)
Non-current loans	155	155	1,886	1,919

All financial assets and liabilities, other than those included in the table above, have a book value which approximates to their fair value.

The fair values of financial instruments that are traded in active markets are based on quoted market prices at the balance sheet date. A market is regarded as active if quoted prices are readily and regularly available from an exchange, dealer, broker, industry company, pricing service or regulatory agency and these prices represent actual and regularly occurring transactions on arm's length basis.

The fair values of financial instruments that are not traded in an active market are based on the net present value of the anticipated future cash flows associated with these instruments, using rates currently available for debt on similar terms, credit risk and remaining maturity.

## SABMiller Limited

## Notes to the financial statements for the period ended 31 December 2016 (continued)

## Fair value gain on financial instruments recognised in profit and loss

	31 December 2016 US\$m	31 March 2016 US\$m
<b>Derivative financial instruments:</b>		
Forward foreign currency contracts	(33)	(6)
Fair value gain on forward foreign currency contracts transferred from other comprehensive loss	(20)	(23)
Interest rate swaps	(5)	(34)
Interest rate swaps designated as fair value hedges	(54)	11
Cross currency swaps	6	2
	<b>(106)</b>	<b>(50)</b>
<b>Other financial instruments:</b>		
Guarantee fees	36	54
Early repayment income	37	-
Other fair value gains	11	16
Borrowings designated as the hedged item in a fair value hedge	40	(11)
	<b>124</b>	<b>59</b>
<b>Total fair value gain on financial instruments recognised in profit and loss</b>	<b>18</b>	<b>9</b>

## 21. Called up share capital

	31 December 2016 US\$m	31 March 2016 US\$m
<b>Allotted and fully paid</b>		
1,632,872,617 ordinary shares of US\$0.1 each (31 March 2016: 1,679,641,620)	163	168
50,000 deferred shares of £1 each (31 March 2016: 50,000)	-	-
	<b>163</b>	<b>168</b>

On 28 September 2016, 50,000 deferred shares of £1 were bought back by the Company.

On 4 October 2016 the Company cancelled 57,020,198 ordinary shares of \$0.10 each which had been previously held in Treasury and the paid-up share capital of US\$5.6m was recognised in the "Capital Redemption Reserve".

As a result of the AB InBev transaction, on 6 October 2016, the Company delisted from the London Stock Exchange and re-registered as a private limited company.

On 24 November 2016 the share capital of the Company was reduced in accordance with section 643 of the Companies Act such that the Company's share premium account was reduced by US\$7,132,135.354.77.

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company.

The deferred shares are non-voting and have no rights to dividends or other distributions.

## SABMiller Limited

## Notes to the financial statements for the period ended 31 December 2016 (continued)

## 22. Other financial liabilities

	31 December 2016 US\$m	31 March 2016 US\$m
<b>Due within one year</b>		
Financial guarantee in respect of subsidiary borrowings	5	45
Loan guarantee provision	20	20
	<b>25</b>	<b>65</b>
<b>Due after more than one year</b>		
Financial guarantees in respect of subsidiary borrowings	8	188

The company has guaranteed the bank overdrafts and drawn components of bank loans and issued bonds of a number of subsidiaries. Under the terms of the financial guarantee contracts, the company will make payments to reimburse the lenders upon failure of the guaranteed entity to make payments when due. During the period as a result of a bond exchange undertaken by a subsidiary company, for whose bonds the company had made guarantees, the maturity profile of the guarantees has altered as the relevant guarantees are now with a fellow subsidiary of Anheuser-Busch

Terms and notional values of the liabilities guaranteed were as follows.

	31 December 2016 US\$m	31 March 2016 US\$m
Financial year of maturity		
2017	8,465	2,350
2018	129	232
2019	-	1,100
2020	-	1,138
2021	-	536
2022	-	2,500
2042	-	1,500
	<b>8,594</b>	<b>9,356</b>

## 23. Reserves

Foreign exchange differences recognised in the profit for the period, except for those arising on financial instruments measured at fair value under IAS 39, were losses of US\$72 million (31 March 2016: gains of US\$55 million).

Retained earnings include US\$nil of non-distributable reserves (31 March 2016: US\$nil).

## Merger relief reserve

At 1 April 2016 the merger relief reserve comprised US\$3,395 million in respect of the excess of value attributed to the shares issued as consideration for Miller Brewing Company over the nominal value of those shares and US\$233 million relating to the merger relief arising on the issue of former SABMiller plc's ordinary shares for the buyout of non-controlling interests in the group's Polish business. During the period ended 31 December 2016, the Company transferred the total balance of US\$3,628 million to retained earnings upon the disposal of the underlying business and realisation of qualifying consideration.

## SABMiller Limited

## Notes to the financial statements for the period ended 31 December 2016 (continued)

## 24. Other information

## a. Deferred tax assets not recognised

Deferred tax assets have not been recognised in respect of the following:

	31 December 2016 US\$m	31 March 2016 US\$m
Tax losses	53	63
Depreciation in excess of capital allowances	15	10
Accruals and provisions	-	-
Share-based payments	-	51
	<b>68</b>	<b>124</b>

## b. Contingent liabilities and guarantees

The company has guaranteed borrowings in respect of certain subsidiary undertakings. Guarantee fees received from 100% owned subsidiaries were US\$27 million (31 March 2016: US\$53 million).

Guarantees provided on behalf of related parties in respect of bank facilities were US\$194 million (31 March 2016: US\$373 million). Note 25 details guarantee fees received from and paid to related parties.

Guarantees provided on behalf of third parties in respect of bank facilities were US\$59 million (31 March 2016: US\$49 million).

At 31 December 2016 the company had total annual commitments under non-cancellable operating leases as follows.

	31 December 2016 US\$m	31 March 2016 US\$m
<b>Land and buildings</b>		
Within one year	4	6
Between two and five years	8	14
<b>Other</b>		
Within one year	-	1
Between two and five years	-	2

## SABMiller Limited

## Notes to the financial statements for the period ended 31 December 2016 (continued)

## 25. Related party transactions

## Transactions with undertakings which are not wholly owned

The company has taken advantage of the exemption provided under FRS 101.8j not to disclose transactions with subsidiaries which are wholly owned. During the period the company had transactions with undertakings in which it does not hold a 100% interest as follows.

	<b>31 December 2016 US\$m</b>	31 March 2016 US\$m
Guarantee fee income from group subsidiaries	<b>1</b>	<b>1</b>
Guarantee fees paid to subsidiary undertakings	<b>(2)</b>	<b>(2)</b>

**At 31 December**

Amounts owed by subsidiary undertakings falling due within one year	<b>1</b>	<b>5</b>
Amounts owed by associated undertakings falling due within one year	-	<b>1</b>
Loans owed by subsidiary undertakings falling due after more than one year	<b>21</b>	-
Amounts owed by subsidiary undertakings falling due after more than one year	<b>(1)</b>	-
Amounts owed to subsidiary undertakings falling due within one year	-	<b>(3)</b>

## 26. Ultimate parent undertaking

At 31 December 2016 the immediate parent, ultimate parent and controlling party was Anheuser-Busch InBev SA/NV, a company incorporated in Leuven, Belgium. Anheuser-Busch InBev is the parent undertaking of the smallest and largest group to consolidate these financial statements. Copies of Anheuser-Busch InBev consolidated financial statements can be obtained from Anheuser-Busch InBev SA/NV, Brouwerijplein 1, B-3000 Leuven, Belgium.

## SABMiller Limited

## Notes to the financial statements for the period ended 31 December 2016 (continued)

## 27. Holdings in subsidiary undertakings indirectly held by the company

The direct related undertakings of the company as at 31 December 2016 are shown in note 9 to the company financial statements.

(a) Indirect wholly owned subsidiaries

Unless indicated all shares are 100% held by group companies and effective interests are 100%

Name of undertaking	Share class
<b>ABI Australia Beverage Holding Ltd</b> - Porter Tun House, 500 Capability Green, Luton, England, LU1 3LS, United Kingdom	<b>US\$1.00 Ordinary</b>
<b>ABI Australia Holding Pty Ltd</b> - 77-87 Southbank Boulevard, Southbank VIC 3006, Australia	<b>AUD1.00 Ordinary</b>
<b>ABI Australia Investment Ltd</b> - Porter Tun House, 500 Capability Green, Luton, Bedfordshire, LU1 3LS, United Kingdom	<b>US\$1.00 Ordinary</b>
<b>ABI Mexico Holding I Limited</b> - Porter Tun House, 500 Capability Green, Luton, Bedfordshire, LU1 3LS, United Kingdom	<b>US\$1.00 Ordinary</b>
<b>ABI Mexico Holding II Limited</b> - Porter Tun House, 500 Capability Green, Luton, Bedfordshire, LU1 3LS, United Kingdom	<b>MXN100.00 Ordinary</b>
<b>ABI Southern Holding Ltd</b> - Porter Tun House, 500 Capability Green, Luton, England, LU1 3LS, United Kingdom	<b>US\$1.00 Ordinary</b>
<b>ABI Southern Investment Ltd</b> - Porter Tun House, 500 Capability Green, Luton, Bedfordshire, LU1 3LS, United Kingdom	<b>US\$1.00 Ordinary</b>
<b>Amayana Pty. Ltd.</b> - Level 5, 77 Southbank Boulevard, Southbank VIC 3006, Australia	<b>AUD1.00 Ordinary</b>
<b>Anglemaster Limited</b> - AB InBev House, Church Street West, Woking, GU21 6HT, United Kingdom	<b>£0.25 Ordinary</b>
<b>Anheuser-Busch Brewing 1855, Inc.</b> - c/o The Corporation Trust Company, 1209 Orange Street, Wilmington, Delaware 19801, United States	<b>US\$1.00 Common Stock</b>
<b>Anheuser-Busch Brewing Company</b> - c/o The Corporation Trust Company, 1209 Orange Street, Wilmington, Delaware 19801, United States	<b>Common Stock</b>
<b>Anheuser-Busch Brewing International, Inc.</b> - c/o The Corporation Trust Company, 1209 Orange Street, Wilmington, Delaware 19801, United States	<b>US\$1.00 Common stock</b>
<b>Anheuser-Busch InBev Africa (Pty) Ltd</b> - 2 Jan Smuts Avenue, Braamfontein, Johannesburg, 2001, South Africa	<b>ZAR1.00 Ordinary</b>
<b>Anheuser-Busch North American Holding Corporation</b> - c/o The Corporation Trust Company, 1209 Orange Street, Wilmington, Delaware 19801, United States	<b>US\$0.01 Common</b> <b>US\$1,000.00 Series A Redeemable Preferred</b>
<b>Anheuser Busch InBev Australia Pty Limited</b> - TMF CORPORATE SERVICES (AUST) PTY, Level 16, 201 Elizabeth Street, Sydney VIC 2000, Australia	<b>AUD1.00 Ordinary</b>
<b>Anheuser-Busch InBev Worldwide Investments, LLC</b> - One Busch Place, St. Louis, MO 63118	<b>US\$100 Ordinary</b>
<b>Anheuser-Busch InBev USA, LLC</b> - One Busch Place, St. Louis, MO 63118	<b>US\$.01 Ordinary</b>
<b>Anheuser-Busch InBev Worldwide, Inc.</b> - One Busch Place, St. Louis, MO 63118	<b>2620 Common stock</b>
<b>Anheuser Busch Companies LLC</b> - One Busch Place, St. Louis, MO 63118	<b>US\$100 Ordinary</b>
<b>Appletise Hong Kong Limited</b> - Level 28, Three Pacific Place, 1 Queen's Road East, Hong Kong	<b>HKD1.00 Ordinary</b>
<b>Appletiser Limited</b> - AB InBev House, Church Street West, Woking, GU21 6HT, United Kingdom	<b>£1.00 Ordinary</b>
<b>Austindia Pty Ltd</b> - 77 Southbank Boulevard, Southbank VIC 3006, Australia	<b>AUD Ordinary - No par value</b>
<b>Axin y Cia LTDA</b> - Kilometro 30 Autopista Norte Via, Bogota Tunja , Tocancipa, Cundinamarca, Colombia	<b>COP2.00 Ordinary</b>



## SABMiller Limited

## Notes to the financial statements for the period ended 31 December 2016 (continued)

Name of undertaking	Share class
<b>BCA - Bebidas de Calidad Para Argentina S.A.</b> - Av. Leandro , N. Alem 1110 Piso 13, Buenos Aires, Argentina	ARS1.00 Ordinary
<b>Bevco Limited Corp.</b> - Aquilino de la Guardia St. No. 8, Panama City, Panama	US\$1.00 Ordinary
<b>Bevman Services AG</b> - Neuhofstrasse 4, 6340, Baar, Switzerland	CHF100.00 Ordinary
<b>BHG Brewing Licence Company Limited</b> - Themistoklis Dervis & Florinis Street, Stadyl Building, Nicosia, 1066, Cyprus	€1.71 Ordinary
<b>Bier Beteiligungserwerbs GmbH</b> - Nottendorfer Gasse 11, 1030, Wien, Austria	ATS1.00 Ordinary
<b>Bisa Beteiligungs GmbH</b> - Konrad-Adenauer-Ufer 5-7, 50668, Koln, Germany	€ Share capital
<b>Bourse du Vin Limited</b> - AB InBev House, Church Street West, Woking, GU21 6HT, United Kingdom	£1.00 Ordinary
<b>Brewing Holdings Pty Ltd</b> - Level 5, 77 Southbank Boulevard, Southbank VIC 3006, Australia	AUD0.50 Ordinary
<b>Brewing Investments Pty Ltd</b> - Level 5, 77 Southbank Boulevard, Southbank VIC 3006, Australia	AUD1.00 Ordinary
<b>Brewman Group Limited</b> - AB InBev House, Church Street West, Woking, GU21 6HT, United Kingdom	£0.25 Ordinary
<b>Bright Star Investments Pty Ltd</b> - Level 5, 77 Southbank Boulevard, Southbank VIC 3006, Australia	US\$1.00 Ordinary
<b>Browar Dojlidy S.A.</b> - ul. Dojlidy Fabryczne 28, 15-555 Bialystok, Poland	PLN50.00 Ordinary
<b>Bulmer Australia Pty Ltd</b> - Level 5, 77 Southbank Boulevard, Southbank VIC 3006, Australia	AUD Ordinary US\$1,000.00 B ordinary
<b>Cantab Holdings N.V.</b> - Pietermaai 123, Curaçao	US\$1,000.00 Preference
<b>Canterbury Overseas Inc.</b> - 116 Main Street, Road Town, Tortola, British Virgin Islands	US\$1.00 Ordinary
<b>Carlton and United Breweries Holdings (UK) Ltd</b> - AB InBev House, Church Street West, Woking, GU21 6HT, United Kingdom	£1.00 Ordinary
<b>Cascade Brewery Company Pty Ltd</b> - Cascade Brewery, Cascade Road, South Hobart TAS 7004, Australia	AUD1.00 Ordinary AUD1.00 Redeemable preference
<b>Cerveceria Argentina Sociedad Anonima Isenbeck</b> - Av. Leandro , N. Alem 1110 Piso 13, Buenos Aires, Argentina	ARS1.00 Ordinary
<b>Cervejas de Angola LDA</b> - Rua N'gola Kiluange 370, Luanda, Angola	AOA200,000 Ordinary
<b>Craigburn Land Co. Pty. Ltd.</b> - Level 5, 77 Southbank Boulevard, Southbank VIC 3006, Australia	AUD1.00 Ordinary
<b>CUB (New Zealand) Limited</b> - 91 Customhouse Street, Gisborne, Gisborne, 4010, New Zealand	NZD1.00 Ordinary
<b>CUB (NZ) Holding Co Pty Ltd</b> - Level 5, 77 Southbank Boulevard, Southbank VIC 3006, Australia	AUD1.00 Ordinary
<b>CUB People Pty Ltd</b> - Level 5, 77 Southbank Boulevard, Southbank VIC 3006, Australia	AUD1.00 Ordinary
<b>CUB Pty Ltd</b> - Level 5, 77 Southbank Boulevard, Southbank VIC 3006, Australia	AUD1.00 CLASS A
<b>Dismin Investments Pty. Ltd.</b> - Level 5, 77 Southbank Boulevard, Southbank VIC 3006, Australia	AUD1.00 Ordinary
<b>Dreamgame Limited</b> - AB InBev House, Church Street West, Woking, GU21 6HT, United Kingdom	£0.25 8% Cumulative Redeemable Preference
<b>East West Oriental Brewing Company Limited</b> - AB InBev House, Church Street West, Woking, GU21 6HT, United Kingdom	£0.25 Ordinary
<b>East West Oriental Brewing Company Limited</b> - AB InBev House, Church Street West, Woking, GU21 6HT, United Kingdom	£1.00 Ordinary

## SABMiller Limited

## Notes to the financial statements for the period ended 31 December 2016 (continued)

Name of undertaking	Share class
<b>EFG Australia Pty Ltd</b> - Level 5, 77 Southbank Boulevard, Southbank VIC 3006, Australia	AUD1.00 'A' Ordinary
<b>EFG Finance Leasing Pty Ltd</b> - Level 5, 77 Southbank Boulevard, Southbank VIC 3006, Australia	AUD1.00 'B' Ordinary
<b>EFG Investments Pty Ltd</b> - Level 5, 77 Southbank Boulevard, Southbank VIC 3006, Australia	AUD2.00 Ordinary AUD1.00 Non-cumulative preference
<b>EFG Securities Pty Ltd</b> - Level 5, 77 Southbank Boulevard, Southbank VIC 3006, Australia	AUD1.00 Ordinary AUD1.00 A Ordinary AUD1.00 B Ordinary AUD1.00 Non-cumulative preference
<b>EFG Treasury Pty Limited</b> - Level 5, 77 Southbank Boulevard, Southbank VIC 3006, Australia	AUD1.00 Ordinary
<b>ELFIC Pty Ltd</b> - Level 5, 77 Southbank Boulevard, Southbank VIC 3006, Australia	AUD1.00 A Ordinary AUD1.00 B Ordinary
<b>Elstone Developments Pty. Ltd.</b> - Level 5, 77 Southbank Boulevard, Southbank VIC 3006, Australia	AUD1.00 Ordinary
<b>FBG Brewery Holdings UK Limited</b> - AB InBev House, Church Street West, Woking, GU21 6HT, United Kingdom	£1.00 Ordinary
<b>FBG Finance Pty Ltd</b> - Level 5, 77 Southbank Boulevard, Southbank VIC 3006, Australia	AUD1.00 Ordinary
<b>FBG Holdings (UK) Limited</b> - AB InBev House, Church Street West, Woking, GU21 6HT, United Kingdom	£1.00 Ordinary
<b>FBG International Limited</b> - AB InBev House, Church Street West, Woking, GU21 6HT, United Kingdom	£1.00 Ordinary
<b>FBG Treasury (Aust.) Pty Ltd</b> - Level 5, 77 Southbank Boulevard, Southbank VIC 3006, Australia	AUD1.00 Ordinary
<b>FBG Treasury (UK) Limited</b> - AB InBev House, Church Street West, Woking, GU21 6HT, United Kingdom	£1.00 Ordinary
<b>FIB Limited</b> - 2nd Floor, St Mary's Court, 20 Hill Street, Douglas, IM1 1EU, Isle of Man	US\$1.00 Ordinary
<b>Foster's Brands Limited</b> - AB InBev House, Church Street West, Woking, GU21 6HT, United Kingdom	£1.00 Ordinary
<b>Foster's Brewing Group Pty. Ltd.</b> - Level 5, 77 Southbank Boulevard, Southbank VIC 3006, Australia	AUD1.00 Ordinary
<b>Foster's Group Pty Ltd</b> - Level 5, 77 Southbank Boulevard, Southbank VIC 3006, Australia	AUD Ordinary
<b>Gardwell Limited BVI</b> - Sea Meadow House, PO Box 173, Road Town, Tortola, VG1110, British Virgin Islands	US\$1.00 Ordinary
<b>Hotel Solutions Inc</b> - Geneva Place, Waterfront drive, PO Box 3469, Road Town, Tortola, British Virgin Islands	USD1.00 Ordinary
<b>Industrias La Constancia S.A. de C.V.</b> - Avenida Independencia, No 526, San Salvador, El Salvador	US\$1.00 Ordinary
<b>I-NOVA Consulting Pty Ltd</b> - Level 5, 77 Southbank Boulevard, Southbank VIC 3006, Australia	AUD Ordinary
<b>Kangaroo Ridge Wines Europe Ltd</b> - AB InBev House, Church Street West, Woking, GU21 6HT, United Kingdom	£1.00 Ordinary
<b>Kompania Piwowarska S.A.</b> - ul. Szwajcarska 11, 61-285 Poznan, Poland	PLN2.50 Ordinary
<b>Liana Cottage Pty Ltd</b> - Level 5, 77 Southbank Boulevard, Southbank VIC 3006, Australia	1.00 Ordinary
<b>Linser N.V.</b> - Pietermaai 123, Curacao	US\$1.00 Ordinary US\$1.00 Preference
<b>Linton Brewing Pty Ltd</b> - 77 Southbank Boulevard, Southbank VIC 3006, Australia	AUD Ordinary

## SABMiller Limited

## Notes to the financial statements for the period ended 31 December 2016 (continued)

Name of undertaking	Share class
<b>Marshville Associates Inc.</b> - Urbanizacion Costa del Este, Edificio Business Park , Torre Oeste, Piso 2, Ciudad de Panama, Panama	Ordinary
<b>MBBC Pty Ltd</b> - Level 5, 77 Southbank Boulevard, Southbank VIC 3006, Australia	1.00 Ordinary
<b>MBL Breweries Limited</b> - Jalahalli Camp Road, Yeshwantpur, Bangalore, Karnataka, 560022, India	INR100.00
<b>Miller Brewing International Inc. Chile Limitada</b> - Almirante Latorre 617, Santiago, Chile	Partnership interest
<b>Miller Brewing Trading Company Ltd</b> - 3250 Bloor Street West, Suite 1050, Toronto ON M8X 2X9, Canada	Common
<b>Miller Servicios Mexicanos S.A. de C.V.</b> - Ave. de la Industria, 555-B piso 3, Col. Santa Engracia, San Pedro, Monterrey, 66268, Mexico	US\$1.00 Series B ordinary US\$1.00 Series BB ordinary
<b>Miller Trading Company S.A. de C.V.</b> - Ave. de la Industria, 555-B piso 3, Col. Santa Engracia, San Pedro, Monterrey, 66268, Mexico	US\$1.00 Minimum Fixed Capital Series B US\$1.00 Variable Capital Series BB US\$1.00 Ordinary
<b>MUBEX</b> - 5th Floor, Barkly Wharf, Le Caudan Waterfront, Port Louis, Mauritius	US\$1.00 Ordinary
<b>MUFIN</b> - 5th Floor, Barkly Wharf, Le Caudan Waterfront, Port Louis, Mauritius	US\$1.00 Ordinary
<b>Negocios Inmobiliarios Agroindustriales S.A. de C.V.</b> - Avenida Independencia, No 526, San Salvador, El Salvador	US\$1.00 Ordinary
<b>Newark Investments AG</b> - c/o Finova Partners AG, Pilatusstrasse 38 , 6002, Luzern, Switzerland	CHF 1.00 Ordinary
<b>New Crest Investments Pty. Ltd.</b> - Level 5, 77 Southbank Boulevard, Southbank VIC 3006, Australia	AUD1.00 ORDINARY
<b>Pilsner Urquell Company Limited</b> - AB InBev House, Church Street West, Woking, GU21 6HT, United Kingdom	£1.00 Ordinary
<b>Pilsner Urquell International Limited</b> - AB InBev House, Church Street West, Woking, GU21 6HT, United Kingdom	£1.00 Ordinary
<b>Pilsner Urquell Investments B.V.</b> - AB InBev House, Church Street West, Woking, GU21 6HT, United Kingdom	€1.00 Ordinary
<b>Pivovary Topvar a.s.</b> - Pivovarska 9, Velky Saris, 082 21, Slovakia	€33,194.00 Ordinary €14,000,000.00 Ordinary €33.20 Registered bearer
<b>Plzeňský Prazdroj, a.s.</b> - U Prazdroje 7, 30497 Plzen, Czech Republic	CZK1,000.00 Ordinary
<b>Queensland Breweries Pty Ltd</b> - Yatala Brewery, Pacific Hwy, Yatala QLD 4207, Australia	1.00 Cumulative preference 1.00 Ordinary
<b>Rombas Trans International Srl</b> - 251 Calea Bucuresti Street, Office No 2, Brasov, Romania	RON160.00 Ordinary
<b>RSG Land Group Pty Ltd</b> - Level 5, 77 Southbank Boulevard, Southbank VIC 3006, Australia	AUD2.00 Ordinary
<b>S.A. Breweries Ltd</b> - 2 Jan Smuts Avenue, Braamfontein, Johannesburg, 2001, South Africa	ZAR1.00 Ordinary
<b>SAB Colombia S.A.S.</b> - Kilometro 30, Autopista Norte Via Bogota Tunja, Tocancipa, Cundinamarca, Colombia	COP1,000.00 Ordinary
<b>SAB Limited</b> - AB InBev House, Church Street West, Woking, GU21 6HT, United Kingdom	£1.00 Ordinary
<b>SABFIN (Pty) Limited</b> - 2 Jan Smuts Avenue, Braamfontein, Johannesburg, 2001, South Africa	ZAR2.00 Ordinary

## SABMiller Limited

## Notes to the financial statements for the period ended 31 December 2016 (continued)

Name of undertaking	Share class
<b>SABM Centro America S. de R.L.</b> - Calle Aquilino de la Guardia No. 8, IGRA Building, Ciudad de Panama, Panama	<b>US\$1.00 Ordinary</b>
<b>Sabmark International Inc.</b> - 116 Main Street, P.O. Box 3342, Road Town, Tortola, British Virgin Islands	<b>US\$1.00 Ordinary</b>
<b>SABMiller Africa Holdings Limited</b> - AB InBev House, Church Street West, Woking, GU21 6HT, United Kingdom	<b>£1.00 Ordinary</b>
<b>SABMiller Africa Investments Limited</b> - AB InBev House, Church Street West, Woking, GU21 6HT, United Kingdom	<b>£1.00 Ordinary</b>
<b>SABMiller America Investments LLC</b> - c/o The Corporation Trust Company, 1209 Orange Street, Wilmington DE 19801, United States	<b>US\$1.00 Common</b> <b>US\$1,000.00 Series C Redeemable Preferred</b>
<b>SABMiller Americas Holdings LLC</b> - c/o Corporate Service Company, 2711 Centerville Road, Suite 400, Wilmington DE 19801, United States	<b>US\$1.00 Class A</b> <b>US\$1.00 Class C</b> <b>US\$1,000.00 Series C Redeemable Preferred Stock</b>
<b>SABMiller Angola 1</b> - 5th Floor, Barkly Wharf, Le Caudan Waterfront, Port Louis, Mauritius	<b>US\$1.00 Ordinary</b>
<b>SABMiller Angola 2</b> - 5th Floor, Barkly Wharf, Le Caudan Waterfront, Port Louis, Mauritius	<b>US\$1.00 Ordinary</b>
<b>SABMiller Asia B.V.</b> - Ceresstraat 1, 4811, BREDA, The Netherlands	<b>€1.00 Ordinary</b>
<b>SABMiller Asia Holdings Limited</b> - AB InBev House, Church Street West, Woking, GU21 6HT, United Kingdom	<b>US\$1.00 Ordinary</b>
<b>SABMiller Asia Limited</b> - Room 3404-06, 34/F, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong	<b>HKD1.00 Ordinary</b>
<b>SABMiller Australia Beverage Holdings LLP</b> - AB InBev House, Church Street West, Woking, GU21 6HT, United Kingdom	<b>US\$1.00 Ordinary</b>
<b>SABMiller Australia Holdings Limited</b> - AB InBev House, Church Street West, Woking, GU21 6HT, United Kingdom	<b>US\$1.00 Ordinary</b> <b>US\$1,000.00 Redeemable C Preference</b>
<b>SABMiller Australia Investment Holdings Pty Ltd</b> - 77 Southbank Boulevard, Southbank VIC 3006, Australia	<b>AUD1.00 Ordinary</b>
<b>SABMiller Australia Pty Limited</b> - Level 5, 77 Southbank Boulevard, Southbank VIC 3006, Australia	<b>AUD Ordinary - No par value</b>
<b>SABMiller Beverage Investments Pty Limited</b> - Level 5, 77 Southbank Boulevard, Southbank VIC 3006, Australia	<b>AUD Ordinary - No par value</b>
<b>SABMiller Brands Europe a.s.</b> - Kopeckého sady 329/8, Plzeň, 301 00, Czech Republic	<b>CZK5.00 Ordinary</b>
<b>SABMiller Brands Korea</b> - 3F Twin Bldg, 244, Iteawon-ro, Yongsan-Gu, 04400, Republic of Korea	<b>KRW100,000.00 Ordinary</b>
<b>SABMiller Brasil Marketing Ltda.</b> - Avenida Paulista 2.300, andar Pilotis, Sao Paulo, State of Sao Paulo, Brazil	<b>Quotas</b> <b>BRL1.00 Ordinary</b> <b>INR10.00 Ordinary</b>
<b>SABMiller Breweries Private Ltd</b> - M99, MIDC, Waluj 431136, Aurangabad, India	<b>INR10.00 Preference</b>
<b>SABMiller Capital AU Pty Limited</b> - Level 5, 77 Southbank Boulevard, Southbank VIC 3006, Australia	<b>AUD Ordinary - No par value</b>

## SABMiller Limited

## Notes to the financial statements for the period ended 31 December 2016 (continued)

Name of undertaking	Share class
<b>SABMiller Corporate Services Limited</b> - AB InBev House, Church Street West, Woking, GU21 6HT, United Kingdom	US\$1.00 Ordinary
<b>SABMiller Europe AG</b> - Turmstrasse 26, 6300, Zug, Switzerland	CHF1000.00 Ordinary
<b>SABMiller Europe B.V.</b> - AB InBev House, Church Street West, Woking, GU21 6HT, United Kingdom	€1.00 Ordinary
<b>SABMiller Europe Menedzment Szolgaltato Kft</b> - 1106 Budapest, Jaszberenyi ut 7-11, Hungary	HUF1.00 Share capital
<b>SABMiller Finance B.V.</b> - Ceresstraat 1, 4811, BREDA, The Netherlands	€10.00 Ordinary
<b>SABMiller Financing Southern LLP</b> - AB InBev House, Church Street West, Woking, GU21 6HT, United Kingdom	US\$1.00 Ordinary
<b>SABMiller Global Business Services Limited</b> - AB InBev House, Church Street West, Woking, GU21 6HT, United Kingdom	US\$1.00 Ordinary
<b>SABMiller Global Business Services India Holdings B.V.</b> - Ceresstraat 1, 4811, BREDA, The Netherlands	€1.00 Ordinary
<b>SABMiller Global Business Services India Private Limited</b> - HSIDC Murthal, Murthal 131027, Haryana, India	INR10.00 Ordinary
<b>SABMiller Global Business Services Poland sp.z.o.o.</b> - Poznan 61-285, ul. Szwajcarska 11, Poland	PLN5,000.00 Ordinary
<b>SABMiller Global Consulting services (Pty) Limited</b> - 2 Jan Smuts Avenue, Braamfontein, Johannesburg, 2001, South Africa	ZAR1.00 Ordinary
<b>SABMiller Harmony Limited</b> - AB InBev House, Church Street West, Woking, GU21 6HT, United Kingdom	£0.01 B ordinary
<b>SABMiller Harmony Holdings Limited</b> - AB InBev House, Church Street West, Woking, GU21 6HT, United Kingdom	£0.01 A Ordinary £0.01 B Ordinary
<b>SABMiller Holdings SA Limited</b> - AB InBev House, Church Street West, Woking, GU21 6HT, United Kingdom	US\$1.00 Ordinary
<b>SABMiller Holdings SH Limited</b> - AB InBev House, Church Street West, Woking, GU21 6HT, United Kingdom	US\$0.333,333,333,33 3,333 Ordinary US\$1.00 Non-cumulative redeemable preference
<b>SABMiller India Holdings</b> - 5th Floor, Barkly Wharf, Le Caudan Waterfront, Port Louis, Mauritius	US\$1.00 Ordinary US\$1.00 Senior non-cumulative redeemable preference
<b>SABMiller International Brands Limited</b> - AB InBev House, Church Street West, Woking, GU21 6HT, United Kingdom	US\$1.00 Ordinary
<b>SABMiller International B.V.</b> - Ceresstraat 1, 4811, BREDA, The Netherlands	€1.00 Ordinary
<b>SABMiller Investments Pty Ltd</b> - 77 Southbank Boulevard, Southbank VIC 3006, Australia	AUD1.00 Ordinary
<b>SABMiller Latin America Inc.</b> - 3939 West Highland Boulevard, Milwaukee WI 53208, United States	US\$1.00 Common Stock

## SABMiller Limited

## Notes to the financial statements for the period ended 31 December 2016 (continued)

Name of undertaking	Share class
<b>SABMiller Latin Inc.</b> - c/o The Corporation Trust Company, 1209 Orange Street, Wilmington, Delaware 19801, United States	<b>US\$1.00 Common stock</b> <b>US\$1,000.00 Series A Redeemable Preferred Stock</b> <b>US\$1,000.00 Series C Redeemable Preferred Stock</b>
<b>SABMiller Management (IN) B.V.</b> - Ceresstraat 1, 4811, BREDA, The Netherlands	<b>€1.00 Ordinary</b>
<b>SABMiller Management Limited</b> - Nerine House, St. Georges Place, St Peter Port, GY1 3ZG, Guernsey	<b>£1.00 Ordinary</b>
<b>SABMiller Management Africa Limited</b> - Nerine House, St George's Esplanade, St. Peter Port, GY1 3ZG, Guernsey	<b>£1.00 Ordinary</b>
<b>SABMiller Netherlands Cooperatieve WA</b> - Ceresstraat 1, 4811, BREDA, The Netherlands	<b>Members interest</b>
<b>SABMiller Poland B.V.</b> - Ceresstraat 1, 4811, BREDA, The Netherlands	<b>€1.00 Ordinary</b>
<b>SABMiller Procurement GmbH</b> - - Turmstrasse 26, 6300, Zug, Switzerland	<b>CHF100 Ordinary</b>
<b>SABMiller Procurement s.r.o.</b> - Ovocný trh 1096/8, Staré Město, 110 00 Prague 1, Czech Republic	<b>Share capital</b>
	<b>US\$1.00 A ordinary</b> <b>US\$1.00 B ordinary</b>
<b>SABMiller SI Limited</b> - AB InBev House, Church Street West, Woking, GU21 6HT, United Kingdom	<b>US\$1,000.00 Redeemable C Preference</b>
<b>SABMiller Sourcing Limited</b> - AB InBev House, Church Street West, Woking, GU21 6HT, United Kingdom	<b>US\$1.00 Ordinary</b>
<b>SABMiller Southern Capital Financing LLC</b> - Corporation Service Company, 2711 Centerville Road, Suite 400, City of Wilmington, County of New Castle DE 19808, United States	<b>US\$1.00 Common shares</b> <b>US\$1.00 A ordinary</b> <b>US\$0.000,002,234,636,872 B ordinary</b>
<b>SABMiller Southern Capital Limited</b> - AB InBev House, Church Street West, Woking, GU21 6HT, United Kingdom	<b>US\$0.000,000,131,163,281 Redeemable A Preference</b> <b>US\$0.000,000,085,518,400 Redeemable C Preference</b>
	<b>US\$0.000,000,248,385,433 A ordinary</b>
<b>SABMiller Southern Investments Limited</b> - AB InBev House, Church Street West, Woking, GU21 6HT, United Kingdom	<b>US\$0.000,002,234,636,872 B ordinary</b> <b>US\$0.000,000,075,518,400 Redeemable C Preference</b>
<b>SABMiller Vietnam Company Limited</b> - Lot A, My Phuoc II Industrial Zone, Ben Cat District, Binh Duong Province, Vietnam	<b>US\$ Ordinary</b>
<b>SABMiller Vietnam Distribution Company Limited</b> - Lot A, My Phuoc II Industrial Zone, Ben Cat District, Binh Duong Province, Vietnam	<b>US\$ Ordinary</b>
<b>SABSA Holdings Ltd</b> - 2 Jan Smuts Avenue, Braamfontein, Johannesburg, 2001, South Africa	<b>ZAR1.00 Ordinary</b>

## SABMiller Limited

## Notes to the financial statements for the period ended 31 December 2016 (continued)

Name of undertaking	Share class
<b>Sabsure Limited</b> - 2 Jan Smuts Avenue, Braamfontein, Johannesburg, 2001, South Africa	<b>ZAR1.00 A ordinary</b> <b>ZAR1.00 Ordinary</b>
<b>Silvester Brothers (AMH) Pty. Limited</b> - Level 5, 77 Southbank Boulevard, Southbank VIC 3006, Australia	<b>AUD1.00 A Class</b>
<b>SKOL Beer Manufacturing Company Limited</b> - Jalahalli Camp Road, Yeshwantpur, Bangalore, Karnataka, 560022, India	<b>INR10.00 Ordinary</b>
<b>Somar Pty Ltd</b> - Level 5, 77 Southbank Boulevard, Southbank VIC 3006, Australia	<b>AUD1.00 Ordinary</b>
<b>South African Breweries International Holdings Inc.</b> - 116 Main Street, PO Box 3342, Road Town, Tortola, British Virgin Islands	<b>US\$1.00 Ordinary</b>
<b>The Continental Spirits Company Pty Ltd</b> - Level 5, 77 Southbank Boulevard, Southbank VIC 3006, Australia	<b>1.00 Ordinary</b>
<b>The Delphic Insurance Company Limited</b> – Maison Trinity, Trinity Square, St Peterport, Guernsey, GY1 4AT	<b>US\$1.00 Ordinary</b>
<b>The Wine Exchange Limited</b> - AB InBev House, Church Street West, Woking, GU21 6HT, United Kingdom	<b>£1.00 Ordinary</b>
<b>Tibsclo Limited</b> - AB InBev House, Church Street West, Woking, GU21 6HT, United Kingdom	<b>£0.25 Ordinary</b>
<b>Tres Montañas S.A. de C.V.</b> - Avenida Independencia, No 526, San Salvador, El Salvador	<b>US\$1.00 Ordinary</b>
<b>Trinity Park Inc.</b> - The Corporation Trust Center, 1209 Orange Street, Wilmington DE 19801, United States	<b>AUD0.01 Common stock</b>
<b>Tyskie Sp. z o.o.</b> - ul. Szwajcarska 11, 61-285 Poznan, Poland	<b>PLN50.00 Ordinary</b>
<b>Tyskie Sp. z.o.o. sp. k.</b> - ul. Szwajcarska 11, 610285 Pozan, Poland	<b>Partnership interest</b>
<b>Voskane Pty Ltd</b> - Level 5, 77 Southbank Boulevard, Southbank VIC 3006, Australia	<b>1.00 Ordinary</b>
<b>Windemere Securities Limited</b> - Bristol House, The Centre, P O Box 171, Providenciales, BRITISH WEST IND, Turks and Caicos Islands	<b>USD1.00 Ordinary</b> <b>USD1.00 Preference</b>
<b>Zythos Insurance Company Pte. Limited</b> - 2 Shenton Way, SGX Centre 1, #26-01, 068804, Singapore	<b>AUD1.00 Ordinary</b> <b>US\$1.00 Ordinary</b>

## SABMiller Limited

## Notes to the financial statements for the period ended 31 December 2016 (continued)

(b) Subsidiaries where the effective interest is less than 100%

Name of undertaking	Effective % interest	Share class	% of share class held by group companies
<b>ABI Bottling (Proprietary) Ltd</b> - 65 Park Lane, Sandown, Sandton, 2146, South Africa	44	ZAR1.00 ordinary	100
<b>Accra Brewery Limited</b> - 1st Floor, PKF Building, 20 Farra Avenue, P.O. Box GP1219, Accra, Ghana <sup>(1)</sup>	60	GHS1.00 Ordinary	96
<b>Alliance Beverages (Pty) Ltd</b> - 65 Park Lane, Sandton, Johannesburg, South Africa <sup>(1)</sup>	62	ZAR Ordinary - No par value	100
<b>Ambo International Holdings Ltd</b> - 5th Floor, Barkly Wharf, Le Caudan Waterfront, Port Louis, Mauritius	36.74	US\$1.00 Ordinary	75
<b>Ambo Mineral Water Share Company</b> - Nifas Silk Lafto sub city Old wereda 23 Kebele 14, New Address Kebele 02. H/N NEW Addis Ababa , Ethiopia <sup>(1)</sup>	36.74	ETB1,000.00 Ordinary	100
<b>America Financing LLC</b> - Corporation Trust Center, 1209 Orange Street, Wilmington DE 19801, United States	84	US\$1.00 Ordinary	100
<b>Appletiser Pure Fruit Juices (Pty) Limited</b> - Waterstone Village Office Park, Cnr Main Road & R44, Somerset West, 7130, South Africa	44	ZAR1.00 Ordinary	100
<b>Appletiser South Africa (Pty) Limited</b> - Waterstone Village Office Park, Cnr Main Road & R44, Somerset West, 7130, South Africa	44	ZAR2.00 Ordinary	100
<b>Aqua Service Mayotte SA</b> - ZI DE KAWENI 97600 , MAMOUDZOU (MAYOTTE), Mayotte <sup>(1)</sup>	50	€15.00 Ordinary	100
<b>Azucarera del Norte S.A. de C.V.</b> - Finca 7 Guanchias, El Progreso, Yoro Apartado Postal 867, Honduras	99	HNL10.00 Ordinary	100
<b>Bananeras Amelia S.A. de C.V.</b> - Finca 7 Guanchias, El Progreso, Yoro Apartado Postal 867, Honduras	99	HNL10.00 Ordinary	100
<b>Bavaria S.A.</b> - Carrera 53 A, No 127 - 35, Bogota, Colombia	99	COP2.50 Ordinary	99
<b>Beverage Management Solutions Limited</b> - 58 Akanbi Onitiri Close, Off Eric Moore Road, Lagos, Nigeria, Nigeria	50	NGN1.00 Ordinary	100
<b>Brauhaase International Management GmbH</b> - Hans-Henny-Jahnn-Weg 49-51, 22085, Hamburg, Germany <sup>(1)</sup>	50	€1,982,100.00 Ordinary	100
<b>Browning Investments N.V.</b> - Pietermaai 123, Willemstad, Curacao	62	US\$1.00 Ordinary US\$1.00 Preference shares	100 100
<b>Burmax Investments Proprietary Limited</b> – 159 Harrower Road, North End, Port Elizabeth, 6056, South Africa	44	ZAR1.00 Ordinary	100
<b>Canbrew B.V.</b> - Ceresstraat 1, 4811, BREDA, The Netherlands	71	€0.4537802 Ordinary	71
<b>C.A.P.T.S. Beverages Share Company</b> - House No.2474 Kebele 09, Kolfe Keranio Kifle Ketema, Addis Ababa, Ethiopia	60	ETB100.00 Ordinary	100
<b>CAPTS Beverages Holdings</b> - 5th Floor, Barkly Wharf, Le Caudan Waterfront, Port Louis, Mauritius <sup>(1)</sup>	60	US\$1.00 Ordinary	75
<b>Castle Brewing Namibia (Pty) Limited</b> - P.O. Box 23055, 15 Ruhr Street, Northern Industrial, Windhoek, Namibia	92	NAD1.00 Ordinary	100
<b>Century Bottling Company Limited</b> - PO Box 3990, Plot 964, Block 111, Kyaggwe, Namanve, Mukono, Kampala, Uganda	48	SHS10.00 Ordinary	98.5



## SABMiller Limited

## Notes to the financial statements for the period ended 31 December 2016 (continued)

Name of undertaking	Effective % interest	Share class	% of share class held by group companies
<b>Cervecería del Valle S.A.</b> - Calle 15, No. 25 A37 Autopista, Cali-Yumbo, Valle, Colombia	99	COP1,000.00 Ordinary	100
<b>Cervejas de Moçambique SA</b> - Rua do Jardim 1329, Maputo, Mozambique <sup>(1)(4)</sup>	49	MZN2.00 Ordinary	80
<b>Cervecería Hondureña S.A de C.V.</b> - Boulevard del Norte, Apartado Postal No. 86, San Pedro Sula, Cortes, Honduras	99	HNL100.00 Ordinary	99
<b>Cervecería Nacional CN S.A.</b> - Km. 16 1/2 Via a Daule, Parque Industrial Pascuales, Apdo. Postal 0901519, Guayaquil, Ecuador <sup>(4)</sup>	96	US\$1.00 Ordinary	96
<b>Cervecería Nacional Holding S.A.</b> - Urbanizacion Costa del Este, Edificio Business Park , Torre Oeste, Piso 2, Ciudad de Panama, Panama <sup>(4)</sup>	97	Ordinary - No par value	98
<b>Cervecería San Juan S.A.</b> - Carretera Federico Basadre Km. 13, distrito de Yarinacocha, Provincia de Coronel Portillo, Peru <sup>(4)</sup>	92	PEN1.00 Investment PEN1.00 Ordinary	67 96
<b>Cerveceria Union S.A.</b> - Cra 50 A #38-39, Itagui, Antioquia, Colombia	98	COP0.57 Ordinary	99
<b>Chantries Limited</b> - Chunga Associates, Apollo Centre, 2nd Floor, Wing A, Westlands, Nairobi, Kenya	47.51	KES10.00 Ordinary	100
<b>Chibuku Products Limited</b> - Makata Road, Limbe, Malawi <sup>(1)</sup>	31	MWK1.00 Ordinary	50
<b>Club Sporting Cristal S.A.</b> - Av. Nicolas Ayllon No. 3986, Lima, Peru	94	PEN100.00 Ordinary	100
<b>Coca-Cola Beverages Africa (Pty) Ltd</b> - 2 Exchange Square, 85 Maude Street, Sandown, Sandton, Johannesburg, South Africa, 2196, South Africa	48.98	ZAR 1.00 A Ordinary ZAR 1.00 B Ordinary ZAR 1.00 C Ordinary ZAR 1.00 D Ordinary	52
<b>Coca-Cola Bottling East London Proprietary Limited</b> - 159 Harrower Road, North End, Port Elizabeth, 6056, South Africa	44	ZAR 1.00 Ordinary	100
<b>Coca-Cola Bottling Mpumalanga Proprietary Limited</b> - 159 Harrower Road, North End, Port Elizabeth, 6056, South Africa	44	ZAR 1.00 Ordinary	100
<b>Coca-Cola Fortune Proprietary Limited</b> - 159 Harrower Road, North End, Port Elizabeth, 6056, South Africa	44	ZAR 0.01 Ordinary	89
<b>Coca-Cola Kwanza Limited</b> – Sam Nujoma Street, Mikocheni, 255 Dar es Salaam, Republic of Tanzania	48.98	TSH 451,100 Ordinary	100
<b>Coca-Cola Namibia Bottling Company Proprietary Limited</b> – 12 to 18 Rendsburger Street, Lafenz Industrial Area, Windhoek, Namibia	36.89	NAD0.01 A Ordinary NAD1.00 Ordinary	75
<b>Coca-Cola Sabco Mozambique S.A.R.L.</b> – 223 Rua da Coca Cola, Matola Gare, Maputo, Mozambique	34.9	MZN100 Ordinary	71
<b>Coca-Cola Sabco Proprietary Limited</b> - 159 Harrower Road, North End, Port Elizabeth, 6056, South Africa	48.98	ZAR 1.00 Ordinary	100
<b>Coca-Cola Sabco (East Africa) Limited</b> - Unit Pernthouse-2, Level 8, Gate Village Building 5, Dubai International Financial Centre, Dubai, United Arab Emirates	48.98	US\$1.50 Ordinary	100
<b>Coca-Cola Shanduka Beverages South Africa Proprietary Limited</b> - Beverage Base, 9 Junction Avenue, Parktown, 2193, South Africa	44	ZAR1.00 Ordinary ZAR 1.00 Ordinary	100

## SABMiller Limited

## Notes to the financial statements for the period ended 31 December 2016 (continued)

Name of undertaking	Effective % interest	Share class	% of share class held by group companies
<b>Coleus Packaging (Pty) Limited</b> - 65 Park Lane, Sandown 2146, South Africa	55	ZAR0.001 Ordinary	60
<b>Comco Societe Anonyme</b> - Domaine de Patsy, Anjouon, Comoros <sup>(1)</sup>	41.14	KMF10,162.00 Ordinary	84
<b>Comercializadora Cervecera S.A. de C.V.</b> - Boulevard del Norte, Apartado Postal No. 86, San Pedro Sula, Cortes, Honduras	99	HNL100.00 Ordinary	100
<b>Compañía Cervecera de Canarias, S.A.</b> - Carretera La Cuesta-Taco, Km. 0.5, 38320 La Laguna, Santa Cruz de Tenerife, Islas Canarias, Spain	51	€6.0101 Ordinary	71
<b>Compañía Cerveceria Hondureña S.A. de C.V.</b> - Boulevard del Norte, Apartado Postal No. 86, San Pedro Sula, Cortes, Honduras	99	HNL100.00 Ordinary	100
<b>Compañía de Credito S.A. de C.V.</b> - Boulevard del Norte, Apartado Postal No. 86, San Pedro Sula, Cortes, Honduras	99	HNL100.00 Ordinary	100
<b>Copperbelt Bottling Company Ltd</b> - Plot Number 6438, Mungwi Road, P.O.Box 31293, Lusaka, Zambia	54	ZMK Ordinary	100
<b>Crown Beverages Limited</b> - #8-2-684/A, Plot No. 23, 6th Floor, Bhavya's Fantastika, Road No. 12, , Telangana, 500034, India	48.98	KES100.00 Ordinary	100
<b>Darbrew Limited</b> - Plot No, 7/2, Ubungo, P.O.Box 21251, Dar es Salaam, United Republic of Tanzania <sup>(1)</sup>	21	TZS20.00 Ordinary	60
<b>DINADEC S.A.</b> - Km. 16 Via a Daule, entre Av. Rosavin y Calle Cobre, Guayaquil, Ecuador	99	US\$1.00 Ordinary	100
<b>Distribuidora Comercial S.A.</b> - Urbanizacion Costa del Este, Edificio Business Park , Torre Oeste, Piso 2, Ciudad de Panama, Panama	97	US\$20.00 Ordinary	99
<b>Distribuidora Coronel Portillo S.A.C.</b> - Av. Aviacion No 301 , San Martin, Tarapoto, Peru	99	PEN1.00 Ordinary	100
<b>Dreher Sörgyárak Zrt.</b> - 1106 Budapest, Jaszberenyi ut 7-11, Hungary	99	HUF6,500.00 Ordinary	99
<b>Dwarsloop Beer Wholesalers (Pty) Limited</b> - 65 Park Lane, Sandown 2146, South Africa	92	ZAR1.00 Ordinary	100
<b>East Africa Bottling Share Company</b> – 287/288 Jima Road, Addis Ababa, Ethiopia	48	BIRR 100 Ordinary	100
<b>Envases Industriales Hondureños S.A.</b> - Boulevard del Norte, Apartado Postal No. 86, San Pedro Sula, Cortes, Honduras	99	HNL100.00 Ordinary	100
<b>Export Compliance Services (Pty) Ltd</b> - 2 Jan Smuts Avenue Braamfontein 2001, South Africa	62	ZAR Ordinary	100
<b>Global Service Company Limited</b> - Unit Pernthouse 2, Level 8, Gate Village Building 5, Dubai International Financial Centre, Dubai, United Arab Emirates	48.98	AED100 Ordinary	100
<b>Heinrich's Syndicate Limited</b> - Unit Pernthouse 2, Level 8,, Gate Village Building 5, Dubai International Financial Centre,, United Arab Emirates	62	ZMK0.50 Ordinary	100

## SABMiller Limited

## Notes to the financial statements for the period ended 31 December 2016 (continued)

Name of undertaking	Effective % interest	Share class	% of share class held by group companies
<b>Impresora del Sur S.A.</b> - Carrera 53 A, No 127 - 35, Bogota, Colombia	99	COP1,000.00 Ordinary	100
<b>Industria Grafica Latinoamerica S.A.</b> - Palmira Valle, CL 28 No 29-64, Colombia	99	COP1,000.00 Ordinary	100
<b>Inmobiliaria IDE S.A.</b> - Av. Nicolas Ayllon No 3986, Lima, Peru	94	PEN1.00 Common PEN1.00 Investment	100 35
<b>Intafact Beverages Limited</b> - Unit H Eleanora Lagoon Estate, Second Street, Osborne Estate, Ikoyi, Lagos, Nigeria <sup>(1)</sup>	38	NGN Ordinary	75
<b>International Breweries PLC</b> - Lawrence Omole Way, Omi Osoro Road, Imo Ilesha, Osun State, Nigeria <sup>(1)(4)</sup>	36	NGN50.00 Ordinary	72
<b>International Breweries (Agro-Allied) Limited</b> - Lawrence Omole Way, Omi Osoro Road, Imo Ilesha, Osun State, Nigeria <sup>(1)</sup>	36	NGN Ordinary - No par value	100
<b>Inversiones Hondureñas S.A. de C.V.</b> - Finca 7 Guanchias, El Progreso, Yoro Apartado Postal 867, Honduras	99	HNL100.00 Ordinary	100
<b>Inversiones Malteria Tropical S.A.</b> - Carrera 53 A, No 127 - 35, Bogota, Colombia	99	COP1,000.00 Ordinary	100
<b>Inversiones Nixa S.A.</b> - Cra 13# 93-67 Of. 101 , Bogota, Colombia	51	COP2.00 Ordinary	51
<b>Kenbev Limited</b> - LR no. 451/1452, National Bank Building , Kenyatta Avenue , P.O. Box 1236, Nakuru, Kenya	80	KES100.00 Ordinary KES100.00 Preference	100 100
<b>Kgalagadi Breweries (Proprietary) Limited</b> - Plot 20768, Kubu Road, Broadhurst Industrial Estate, Gaborone, Botswana <sup>(1)(2)</sup>	31	BWP1.00 B ordinary	100
<b>Kibo Breweries Ltd</b> - Uhuru Street, Plot No 79, Block AA, Mchikichini, Ilala District, Dar es Salaam, United Republic of Tanzania <sup>(1)</sup>	36	TZS1.00 Ordinary	100
<b>Lesotho Liquor Distributors (Proprietary) Ltd</b> - 44 Industrial Area, Maseru 100, Lesotho <sup>(1)</sup>	24	LSL1.00 Ordinary	100
<b>Lesotho Traditional Beverages (Proprietary) Ltd</b> - 44 Industrial Area, Maseru 100, Lesotho	62	LSL1.00 Ordinary	100
<b>Liquid Packaging Limited</b> - Plot No 1609 Sheki Sheki Road, Light Industrial Area, P.O. Box 35135, Lusaka, Zambia <sup>(1)</sup>	43	ZMK1.00 Ordinary	100
<b>Logisitca Integral Hondureña, S. A.</b> - Barrio Guadalupe, 22 Ave Blvd del Norte, San Pedro Sula, Honduras	99	HNL100.00 Ordinary	100
<b>Maheu Number One Limited</b> - Plot No 1609 Sheki Sheki Road, Light Industrial Area, P.O. Box 35135, Lusaka, Zambia	62	ZMW0.001 Ordinary	100
<b>Malawi Breweries Limited</b> - 5th Floor Delamere House, Victoria Avenue,, PO Box 4 Blantyre, Malawi	62	MWK2.00 Ordinary	100
<b>Malawi Traditional Beverages Ltd</b> - Makata Road, Limbe, Malawi	62	MWK2.00 Ordinary	100
<b>Malteria Tropical S.A.</b> - Carrera 53A, No 127 - 35, Bogota, Colombia	99	COP1,000.00 Ordinary	100
<b>Maluti Mountain Brewery (Pty) Ltd</b> - 44 Industrial Area, Maseru 100, Lesotho <sup>(1)(3)</sup>	24	LSL1.00 Ordinary	39

## SABMiller Limited

## Notes to the financial statements for the period ended 31 December 2016 (continued)

Name of undertaking	Effective % interest	Share class	% of share class held by group companies
<b>Mayco Societe Anonyme</b> - Zone Industrielle Vallee 3, 97690, Mayotte <sup>(1)</sup>	48.98	€0.16 Ordinary	100
<b>Nairobi Bottlers Limited</b> - Edith	39	SHS20 Ordinary	72
<b>Namanve Property Company Limited</b> - P.O. Box 762, Yusuf Lule Road, Njeru, Jinja , Eastern Uganda <sup>(1)</sup>	23.98	UGX2,000.00 Ordinary	49
<b>National Breweries plc</b> - Plot No6438 Mungwi Road, Heavy Industrial Area, P.O. Box 31293, Lusaka, Zambia <sup>(1)(4)</sup>	43	ZMK0.01 Ordinary	70
<b>Naviera Oriente S.A.C.</b> - Carretera Federico Basadre Km. 13, distrito de Yarinacocha, provincia de Coronel Portillo, Peru	94	PEN1.00 Ordinary	100
<b>New Age Beverages (Pty) Limited</b> - 65 Park Lane, Sandown 2146, South Africa	92	ZAR0.01 Ordinary	100
<b>Nile Breweries Ltd</b> - Plot M90 Yusuf Lule Road , Njeru, P.O. Box 762, Njeru, Jinja, Eastern Uganda	62	UGX10.00 Ordinary	99
<b>Northern Mineral Waters Proprietary Limited</b> – 12 to 18 Rendsburger Street, Lafenz Industrial Area, Windhoek, Namibia	36.89	Ordinary	75
<b>Osiris Industries Limited</b> - Ghana	48.98	Ordinary - No par value	100
<b>Other Beverage Interests (Proprietary) Limited</b> - 2 Jan Smuts Avenue, Braamfontein, Johannesburg, 2001, South Africa	92	ZAR1.00 Ordinary	100
<b>Overseas Breweries Limited</b> - Neuuhofstrasse 4, CH-6340, Baar, Switzerland	62	CHF20.00 Ordinary	100
<b>Pabod Breweries Limited</b> - : Plot 186/187 Trans Amadi industrial Layout, Port Harcourt, Rivers State, Nigeria <sup>(1)</sup>	41	NGN1.00 Ordinary	82
<b>Plásticos Industriales Hondureños, S. A. de C. V.</b> - Boulevard del Norte, Apartado Postal No. 86, San Pedro Sula, Cortes, Honduras	99	HNL100.00 Ordinary	100
<b>Racetrack Peru S.r.l.</b> - Av. Nicolas Ayllon No 3986, Lima, Peru	99	PEN1.00 Ordinary	100
<b>Rainier Inc.</b> - PO Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands <sup>(1)</sup>	62	US\$1.00 Ordinary	100
<b>Refridgerantes de Beira Limitada</b> – 223 Rua da Coca Cola, Matola Gare, Maputo, Mozambique	25.47	Ordinary	52
<b>Rwenzori Bottling Company</b> - Plot 592 Namanve Industrial Area Mukono, Yusuf Lule Road, P.O. Box 762, Njeru, Jinja, Eastern Uganda	46.93	UGX Ordinary	100
<b>SABMiller Africa</b> - 5th Floor, Barkly Wharf, Le Caudan Waterfront, Port Louis, Mauritius	50	US\$1.00 Ordinary	50
<b>SABMiller Africa B.V.</b> - Ceresstraat 1, 4811, BREDA, The Netherlands	62	€1.00 A ordinary €1.00 D Preference	100 100
<b>SABMiller Africa Holdings II Limited</b> - AB InBev House, Church Street West, Woking, GU21 6HT, United Kingdom	71	£1.00 Ordinary	100
<b>SABMiller Botswana B.V.</b> - Ceresstraat 1, 4811, BREDA, The Netherlands	62	€1.00 A ordinary	100
<b>SABMiller America Holdings Limited</b> - AB InBev House, Church Street West, Woking, GU21 6HT, United Kingdom	84	US\$0.0007 New Ordinary US\$0.01 Ordinary ZAR 0.01 Ordinary	100

## SABMiller Limited

## Notes to the financial statements for the period ended 31 December 2016 (continued)

Name of undertaking	Effective % interest	Share class	% of share class held by group companies
<b>SABMiller Finance SA Limited</b> - AB InBev House, Church Street West, Woking, GU21 6HT, United Kingdom	84	US\$1.00 Ordinary	100
<b>SABMiller India Limited</b> - Unit No. 301-302, 3rd Floor, Dynasty Business Park, B Wing, Andheri Kurla Road, Andheri (East), Mumbai, 400 059, India	98	INR10.00 Ordinary	99
<b>SABMiller Investments II B.V.</b> - Ceresstraat 1, 4811, BREDA, The Netherlands	48.98	€1.00 Ordinary	80
<b>SABMiller Investments Ltd</b> - 5th Floor, Barkly Wharf, Le Caudan Waterfront, Port Louis, Mauritius	80	US\$1.00 Ordinary	80
<b>SABMiller NAB Korea</b> - 3F Twin Bldg, 244, Iteawon-ro, Yongsan-gu, 04400, Republic of Korea	75	KRW100,000.00 Ordinary	75
<b>SABMiller Namibia (Pty) Limited</b> - P.O. Box 23055, 15 Ruhr Street, Northern Industrial Area, Windhoek, Namibia	60	NAD1.00 Ordinary	60
<b>SABMiller Nigeria Holdings B.V.</b> - Ceresstraat 1, 4811, BREDA, The Netherlands <sup>(1)</sup>	50	€1.00 Ordinary	50
<b>SABMiller Zimbabwe B.V.</b> - Ceresstraat 1, 4811, BREDA, The Netherlands	62	€1.00 Ordinary	100
<b>San Ignacio S.A.</b> - Av. Elmer Faucett No 4758, Provincia constitucional del Callao, Callao, Peru	99	PEN1.00 Ordinary	100
<b>S.C. Andip Distribution S.R.L.</b> - 251 Calea Bucuresti Street, Office No 2, Brasov, Romania	99	RON10.00 Ordinary	100
<b>Siembra de Caña S.A. de C.V.</b> - Finca 7 Guanchias, El Progreso, Yoro Apartado Postal 867, Honduras	99	HNL50.00 Ordinary	100
<b>Sociedad Portuaria Bavaria S.A.</b> - Carrera 53A, No 127 - 35, Bogota, Colombia	99	COP1,000.00 Ordinary	100
<b>South African Barley Breeding Institute</b> - Cnr Southern Associated Malsters, Bredasdorp Road, Caledon 7230, South Africa	92	Non profit company	100
<b>Southern Sudan Beverages Ltd</b> - Plot 1, , Site 1 Kolomoro Rd, Off Yei Road, Juba, Sudan	80	US\$10.00 Ordinary	100
<b>SPR Distilleries Private Limited</b> - 6th Floor, Green Heart Building, Mfar Manyata Tech Park, Phase IV, Nagavara, Bengaluru, 560 045, India	99	INR10.00 Ordinary	100
<b>Strategic Alliance JV</b> - 5th Floor, Barkly Wharf, Le Caudan Waterfront, Port Louis, Mauritius <sup>(1)</sup>	48.98	US\$1.00 Ordinary	50
<b>Swaziland Beverages Limited</b> - King Sobhuza the Second Avenue, Matsapha Industrial Site, Matsapha, Swaziland <sup>(1)</sup>	37	SZL1.00 Ordinary	60
<b>Tanzania Breweries Limited</b> - Uhuru Street, Plot No 79, Block AA, Mchikichini, Ilala District, Dar es Salaam, United Republic of Tanzania <sup>(1) (4)</sup>	36	TZS100.00 Ordinary	57
<b>Tanzania Distilleries Limited</b> - Uhuru Street, Plot No 79, Block AA, Mchikichini, Ilala District, Dar es Salaam, United Republic of Tanzania <sup>(1)</sup>	23	TZS20.00 Ordinary	65
<b>The South African Breweries Centenary Company NPC</b> - 65 Park Lane, Sandown 2146, South Africa	92	Non profit company	100

## SABMiller Limited

## Notes to the financial statements for the period ended 31 December 2016 (continued)

Name of undertaking	Effective % interest	Share class	% of share class held by group companies
<b>The South African Breweries (Pty) Ltd</b> - 65 Park Lane, Sandown 2146, South Africa	92	ZAR0.000001 Ordinary	92
<b>The South African Breweries Barley Farm (Pty) Limited</b> - SAB Barley Farm, Bredasdorp Road, Caledon 7230, South Africa	92	ZAR1.00 Ordinary	100
<b>The South African Breweries Hop Farms (Pty) Limited</b> - Rob Roy Farm, Blanco District, George 2351, South Africa	92	ZAR2.00 Ordinary	100
<b>The South African Breweries Maltings (Pty) Limited</b> - Cnr Southern Associated Malsters, Bredasdorp Road, Caledon 7230, South Africa	92	ZAR1.00 Ordinary	100
<b>Thohoyandou Beer Distributors (Pty) Limited</b> - 65 Park Lane, Sandown 2146, South Africa	54	ZAR1.00 Ordinary	59
<b>Transportes 77 S.A.</b> - Av. Nicolas Ayllon No 3986, Lima, Peru	94	PEN1.00 Ordinary	100
<b>Transportes TEV S.A.</b> - Carrera 53A, No 127 - 35, Bogota, Colombia	99	COP500,000.00 Ordinary	100
<b>Unión de Cervecerías Peruanas Backus y Johnston S.A.A.</b> - Av. Nicolas Ayllon No 3986, Lima, Peru <sup>(4)</sup>	94	PEN10.00 A ordinary	99
		PEN10.00 B preference	13
		PEN1.00 Investment	89
<b>Ursus Breweries S.A.</b> - 43 Pipera Street, Building A, 2nd Floor, District 2, Bucharest, Romania	99	RON5.90 Ordinary	99
<b>Vinto Beverages Proprietary Limited</b> - 159 Harrower Road, North End, Port Elizabeth, 6001, South Africa	44	ZAR1.00 Ordinary	100
<b>Vinto Properties Proprietary Limited</b> - 159 Harrower Road, North End, Port Elizabeth, 6001, South Africa	44	ZAR2.00 Ordinary	100
<b>Voltic (GH) Limited</b> - 1st Floor, PKF Building, 20 Farra Avenue, P.O. Box GP1219, Accra, Ghana	48.98	Ordinary	100
<b>Voltic International Inc.</b> - Nemours Chambers, Road Town, Tortola, British Virgin Islands	48.98	US\$1.00 Ordinary	100
<b>Voltic Holdings B.V.</b> - Ceresstraat 1, 4811, BREDA, The Netherlands <sup>(1)</sup>	50	US\$1.00 Ordinary	100
<b>Voltic Nigeria Ltd</b> - 54 Akanbi Onitiri Close, Off Eric Moore Road, Surelere, Lagos, Nigeria <sup>(1)</sup>	50	NGN1.00 Ordinary	100
<b>V-Pet (GH) Limited</b> - 20 Farra Avenue, 2 <sup>nd</sup> Floor, PKF Building, PO Box GP1219, Ghana <sup>(1)</sup>	34.29	Ordinary	70
<b>Waveside Proprietary Limited</b> - Beverage Base, 9 Junction Avenue, Parktown, 2193, South Africa	44	ZAR1.00	100
<b>Zambian Breweries plc</b> - Plot Number 6438, Mungwi Road, P.O.Box 31293, Lusaka, Zambia <sup>(4)</sup>	54	ZMK0.01 Ordinary	87
<b>Zanzibar Bottlers Limited</b>	48.98	SHS1000 Ordinary	100

## SABMiller Limited

## Notes to the financial statements for the period ended 31 December 2016 (continued)

## (c) Associates

Name of undertaking	Effective % interest	Share class	% of share class held by group companies
<b>Algerienne de Bavaroise Spa</b> - 16 Recherche AHMED, CHBAITA MOKHTAR, DREAN, EL TAREF 36, Algeria <sup>(5)</sup>	40	DZD1,000.00 Ordinary	40
<b>Anadolu Efes Biracılık ve Malt Sanayii A.Ş.</b> <sup>(4)</sup> - Bahçelievler Mahallesi , Sehit Ibrahim Koparir Caddesi No. 4, Bahçelievler , Istanbul, Turkey	24	TRL1.00 Common	24
<b>Associated Fruit Processors (Pty) Limited</b> - Applethwaite Farm, Grabouw, Cape Province 7160, South Africa	22	ZAR1.00 Ordinary	50
<b>Associated Fruit Juices (Pty) Limited</b> - Applethwaite Farm, Grabouw, Cape Province 7160, South Africa	22	ZAR1.00 Ordinary	50
<b>B.I.H. Brasseries Internationales Holdings Limited</b> - Suite 10/3, International Commercial Centre, 2A Main Street,	20	€500.00 Ordinary	20
<b>B.I.H. Brasseries Internationales Holding (Angola) Limited</b> - Suite 10/3, International Commercial Centre, 2A Main Street, Gibraltar	27	€500.00 Class A Preference	100
<b>B.I.H. Brasseries Internationales Holding Limited</b> - ICC Building, 10th Floor, Main Street, P. O. Box 557, Gibraltar	20	€1,000.00 Ordinary	20
<b>Coca-Cola Canners of Southern Africa (Pty) Limited</b>	14.27	€1,000.00 R Tracker	100
<b>Delta Corporation Limited</b> - Sable House, P.O. Box BW 343, Northridge Close, Borrowdale, Harare, Zimbabwe <sup>(4) (6)</sup>	25	ZAR1.00 Ordinary	32
<b>Distell Group Limited</b> - Aan-de-Wagenweg, Stellenbosch 7600, South Africa <sup>(4) (7)</sup>	25	US\$0.01 Ordinary	40
<b>Distell Group Limited</b> - Aan-de-Wagenweg, Stellenbosch 7600, South Africa <sup>(4) (7)</sup>	25	ZAR0.01 Ordinary	27
<b>International Trade &amp; Supply Limited</b> - Citco Building, Wickhams Cay, P O Box 662, Road Town, Tortola, British Virgin Islands	40	US\$1.00 Ordinary	40
<b>Marocaine d'Investissements et de Services SA</b> - Boulevard Ahl Loughlam, BP 2660 Ain Sebaa, Casablanca, Morocco <sup>(4) (8)</sup>	40	MAD100 Ordinary	100
<b>Skikda Bottling Company S.A.R.L.</b> - Zone de Depot Hamouche Hamoudi Commune de Hamadi, Krouma-Skakda, Algeria <sup>(5)</sup>	40	DZD10,000.00 Ordinary	100
<b>Société de Boissons de l'Ouest Algerien S.A.R.L.</b> - Exploitation Sidi Brahim, Qued Tielat, Oran, Algeria <sup>(5)</sup>	40	DZD1,000.00 Ordinary	100
<b>Société Des Brasseries et Glacières Internationales S.A.</b> - 30 Av George V, 75008, Paris, France	20	€15.24 Ordinary	20
<b>Société des Nouvelles Brasseries</b> - Exploitation Sidi Brahim, Oued Tielat, Oran, Algeria <sup>(5)</sup>	40	DZD1,000.00 Ordinary	100
<b>Výzkumný ústav Pivovarský a Sladařský, a.s.</b> - Praha 2, Lipova 15, PSC 120 44, Czech Republic	22	CZK1,000.00 bearer	22

**SABMiller Limited****Notes to the financial statements for the period ended 31 December 2016 (continued)**

## Notes

- (1) The operations continue to be consolidated due to the SABMiller group's ability to control the operations.
- (2) SABMiller Botswana BV holds a 40% interest in Kgalagadi Breweries (Pty) Ltd with the remaining 60% interest held by Sechaba Brewery Holdings Ltd. SABMiller Botswana's shares entitle the holder to twice the voting rights of those shares held by Sechaba Brewery Holdings Ltd. SABMiller Africa BV's 10.1% indirect interest is held via a 16.8% interest in Sechaba Brewery Holdings Ltd.
- (3) SABMiller Africa BV holds a 39% interest in Maluti with the remaining interest held by a government authority, the Lesotho National Development Corporation (51%), the Privatisation Unit (5.25%), and the Lesotho Unit Trust (4.75%). Maluti is treated as a subsidiary undertaking based on the group's ability to control its operations through its board representation. The day to day business operations are managed in accordance with a management agreement with a group company.
- (4) Listed in country of incorporation.
- (5) Effective 18 March 2004, SABMiller group acquired 25% of the Castel group's holding in these entities. Together with its 20% interest in the Castel group's Africa beverage interests, this gives SABMiller participation on a 40:60 basis with the Castel group.
- (6) Interests in this company are held by SABMiller Africa BV which is held 62% by SABMiller Holdings Ltd.
- (7) This entity reports its financial results for each 12-month period ending 30 June.
- (8) SABMiller group acquired a 25% direct interest in this holding company on 18 March 2004 which has controlling interests in three breweries, a malting plant and a wet depot in Morocco. This 25% interest, together with its 20% interest in the Castel group's African beverage interests, gives SABMiller group an effective participation of 40% and the other 60% is held by the Castel group's Africa beverage interests.
- (9) The investment in Coca-Cola Beverages Africa (Pty) Ltd is shown as less than 50%, however SABMiller Limited controls this investment and its related undertakings through its holding in The South African Breweries (Pty) Limited (the direct parent undertaking of Coca-Cola Beverages Africa (Pty) Ltd).