MANAGEMENT REPORT

The management report relates to the period from January 1 to June 30, 2009.

SUN Interbrew Limited (incorporated in Jersey as a public company limited by shares) is the second largest brewer in Russia and the largest brewer in Ukraine. Through its subsidiaries SUN InBev Russia (OJSC) and SUN InBev Ukraine, it holds a controlling interest in 10 breweries and 6 malt plants in Russia and 3 breweries in Ukraine, and also owns its own distribution network and, through these, manufactures, markets and distributes beer and soft drinks.

SUN Interbrew Limited's main brands (including those for which it has a license) are Stella Artois ®, Beck's®, Staropramen®, Sibirskaya Korona®, Klinskoye® and Tolstiak® in Russia, and Stella Artois®, Beck's®, Chernigivske®, Rogan® and Yantar® in Ukraine.

SUN Interbrew Limited is part of the Anheuser-Busch InBev group, which is the leading global brewer and one of the world's top five consumer products group. Anheuser-Busch InBev effectively holds, directly and indirectly, more than 99.5% of SUN Interbrew Limited.

SUN Interbrew Limited is listed on the Luxembourg Stock Exchange and has also a global depositary receipts program that is listed on the Luxembourg Stock Exchange and admitted to trading on the over-the-counter markets ("Freiverkehr") of the Berlin Stock Exchange, Stuttgart Stock Exchange and Frankfurt Stock Exchange.

MACRO ECONOMIC SITUATION- INDUSTRY AND MARKET DEVELOPMENT

In Russia 2009 started with a further decline of the economy and industry following the global financial crisis which the impact peak of was achieved in Russia in the second half of 2008. Russia has suffered from immediate and sharp devaluation of Russian Ruble and high volatility of foreign exchange rates and oil prices. GDP was down by 7.7%. Consumer price inflation reported by the Federal State Statistics Service for the first half of 2009 accounted for 8.7%, while Year-on-Year inflation was over 15%. Unemployment has been increasing significantly due to massive layoffs of personnel caused by sharp decline of industrial output and bankruptcy of businesses.

Beer industry was also impacted by the financial crisis and instability of the Russian economy. Beer production was reduced by 7% while retail sales were down by 8.8% comparing to the corresponding period of the previous year. Decline of beer retail sales was also impacted by increase in excise tax (9.5% from 2.74 Rub/L to 3 Rub/L) which impacted consumer price on the market.

The Ukraine economy was put under pressure by the financial and economic crisis and political instability. The period from the 4th quarter of 2008 to the 1st quarter of 2009 was the most difficult for Ukraine. During this period Ukraine suffered to the full extent from the negative effect of the global financial and economic crisis. The Ukrainian economy dependence on the world trade conditions caused aggravation of the macroeconomic indicators, sharp devaluation of the national currency, fall of the solvency of companies and population.

Ukraine was granted a US$16.4 billion International Monetary Fund loan in late 2008 in response to the significant effects of the global financial crisis on its economy, of which US$10.4 billion has already been advanced. This loan prescribes several conditions relating largely to economic policy-setting. The industrial output volume reduced by 31.1 % for the six month ended 30 June 2009 (in 2008 – by 3.1 %). The real GDP fell by 20.3 % (2.5 % growth in 2008). The consumer price index (inflation index) was 108.6 % as of end of June 2009, as compared to 122.3 % in 2008, which was followed by the considerable economic recession and weak consumer demand. Beer overall market decline was approximately 9% during the first half of 2009 comparing to the same period in 2008. At the same time Ukrainian market is becoming highly competitive. Consumers are demanding products that are cutting edge, innovative and of the highest quality.

OPERATIONAL PERFORMANCE

Our Russian business, despite the tough economy situation, achieved EBITDA growth driven by increased productivity and cost-efficiency, and focused and disciplined execution of ABInBev's global supply and commercial standards. Our Russian business delivered significant growth of EBITDA that in 1H 2010 accounted for 52.7% vs the previous year. Growth of NR/Hl was 11.8% comparing to the corresponding period of 2009, driven by pricing and improvement mix.

In our Ukrainian business the principal task for 2009 was to operate targeted EBITDA and maintain sufficient level of cash flows throughout the year. Cost efficiency was a key for the business given the challenge appeared in the current environment. Thanks to the stable work, efforts on management of the credit portfolio quality, further development of cost efficiency initiatives and strengthening of controls over all types of costs, the Company managed not only to meet the financial crisis consequences but even to obtain excellent target results achieving increase of EBITDA margin by 7% in comparison to the same period off last year, EBITDA increased by 58% compared to the six month ended 30 June 2008 and EBIT increased by 67% compared to the six month ended 30 June 2008. Net income grew by 58% to the respective period of 2008.Total sales increased by 20% versus the six month ended 30 June 2008, with total volume decline of 7%.

COST MANAGEMENT

Our Russian business is constantly focusing on cost optimization and on non-working expenses reduction with following reinvestment to Sales and Marketing.

The main focus is in the following areas:

- Cost saving due to procurement initiatives
- Efficient usage of existing resources
- Cut of non efficient activities
- Constant control over the expenses before they are incurred or committed

Due to targeted and disciplined spending the Company managed to decrease sales and marketing expenses in terms of portion of net revenue and improve that ratio by 15% versus the previous year. Reduction was driven both by overall price decrease on the market and consumption optimization.

Our Ukrainian business continues to seek for standardization in production and distribution costs by benchmarking every cost item to apply best practices and derive economies of scale. Zero based budgeting provides significant benefits to the business resulting in stronger control over costs and much efficient consumption of resources. As a result of great effort on cost efficiency initiatives gross profit margin has increased by 1% versus the same period of last year. Total sales, marketing and distribution costs for the period represented 20% of net sales down by 3% compared to the results achieved during the six month ended 30 June 2008. General and administrative costs remained stable over the period.

CAPITAL EXPENDITURE

As a consequence of tough economic conditions our Russian business decreased Net Capital Expenditures versus the previous year in all categories and mainly in production capex. Comparing with the first half of 2008 CAPEX decreased nearly five times. The biggest part of spend in 1H of 2009 was made to upgrade the capacity of breweries and to renew IT equipment.

In our Ukrainian business Net Capital Expenditure has decreased by 63% during the first six month of 2009 comparing to the same period in 2009. This reduction represents a continued commitment to address the negative impact of the crisis and to continue maintaining a high level of quality and efficiency for all facilities of the business.

CASH FLOW

In our Russian business during 1H 2009 some important initiatives were launched to improve Working Capital lines. Cash conversion cycle improved by 58% versus the same period of 2008. Close cooperation with our clients and update of credit policy decreased the receivables accounts resulting in favorable changes of inventory and payables days comparing to 30 June 2008.

Our Ukrainian business due to the continued efforts in cost efficiency initiatives and the improvement in operations and working capital led to a 90% increase in the level of an increase of net cash generated by operating activities. Excellent results were achieved thank to the working capital management. As of the end of June 2009 receivables days went down by 90% and favorable changes were in obtained of inventory and payables days comparing to 30 June 2008.

ACCOUNTING

The consolidated financial statements have been prepared in accordance with IFRS standard.

From 1 January 2009, Sun Interbrew Limited capitalises borrowing costs directly attributable to the acquisition, construction or production of a qualifying asset as part of the cost of that asset. Previously the Company immediately recognised all borrowing costs as an expense.

In 2009 of financial, logistic and operations activities are starting being transferred from breweries in Russia and Ukraine and from the Head office to the Business Service Center in Kharkiv.

LEGAL STRUCTURE

Ms. Valeria Pavlyukova and Mr. Andrey Kamenskiy were appointed to SUN Interbrew Limited Board of Directors.

RISKS RELATING TO SUN INTERBREW LIMITED AND THE BEER AND BEVERAGE INDUSTRY

SUN Interbrew Limited relies on the reputation of its brands and its success depends on its ability to maintain and enhance the image and reputation of its existing products and to develop a favorable image and reputation for new products. An event, or series of events, that materially damages the reputation of one or more of SUN Interbrew Limited's brands could have an adverse effect on the value of that brand and subsequent revenues from that brand or business. In addition, SUN Interbrew Limited may not be able to protect its current and future brands and products and defend its intellectual property rights, including trademarks, patents, domain names, trade secrets and know-how.

Certain of SUN Interbrew Limited's operations depend on independent distributors' efforts to sell SUN Interbrew Limited's products and there can be no assurance that such distributors will not give priority to SUN Interbrew Limited's competitors. Further, any inability of SUN Interbrew Limited to replace unproductive or inefficient distributors could adversely impact SUN Interbrew Limited's business, results of operations and financial condition.

Changes in the availability or price of raw materials, commodities and energy could have an adverse effect on SUN Interbrew Limited's results of operations.

SUN Interbrew Limited relies on key third parties, including key suppliers for a range of raw materials for beer and soft drinks, and for packaging material. The termination of or material change to arrangements with certain key suppliers or the failure of a key supplier to meet its contractual obligations could have a material impact on SUN Interbrew Limited's production, distribution and sale of beer and have a material adverse effect on SUN Interbrew Limited's business, results of operations, cash flows or financial condition.

Competition in its various markets could cause SUN Interbrew Limited to reduce pricing, increase capital investment, marketing and other expenditure or lose market share, any of which could have a material adverse effect on SUN Interbrew Limited's business, financial condition and results of operations.

SUN Interbrew Limited could incur significant costs as a result of compliance with, and violations or liabilities under, various regulations that govern SUN Interbrew Limited's operations. SUN Interbrew Limited's operations are subject to environmental regulations, which could expose it to significant compliance costs and litigation relating to environmental issues.

Antitrust and competition laws and changes in such laws, or in the interpretation and enforcement thereof, could have a material adverse effect on SUN Interbrew Limited's business.

Negative publicity regarding SUN Interbrew Limited's products (e.g. because of concerns over alcoholism, under age drinking or obesity) could result in sales of SUN Interbrew Limited's products decreasing materially.

Demand for SUN Interbrew Limited's products may be adversely affected by changes in consumer preferences and tastes. Consumer preferences and tastes can change in unpredictable ways. Failure by SUN Interbrew Limited to anticipate or respond adequately to changes in consumer preferences and tastes could adversely impact SUN Interbrew Limited's business, results of operations and financial condition.

The beer and beverage industry may be subject to changes in taxation, which makes up a large proportion of the cost of beer charged to consumers in many jurisdictions. Increases in taxation tend to reduce overall consumption and encourage consumers to switch to lower-taxed categories of beverages. An increase in beer excise taxes or other taxes could adversely affect the financial results of SUN Interbrew Limited.

Seasonal consumption cycles and adverse weather conditions in the markets in which SUN Interbrew Limited operates may result in fluctuations in demand for SUN Interbrew Limited's products and therefore may have an impact on SUN Interbrew Limited's operations.

SUN Interbrew Limited is exposed to emerging market risks and to the risk of a global recession, to credit and capital market volatility and economic and financial crisis, which could result in a deterioration in the results of SUN Interbrew Limited's operations, as beer consumption is closely linked to general economic conditions, and could adversely affect the market price of the shares.

SUN Interbrew Limited is now, and may in the future be, a party to legal proceedings and claims, and significant damages may be asserted against it. Given the inherent uncertainty of litigation, it is possible that SUN Interbrew Limited might incur liabilities as a consequence of the proceedings and claims brought against it.

RELATED PARTIES TRANSACTIONS

Please refer to note 12 to the Condensed Consolidated Interim Financial Statements.

EVENTS AFTER THE BALANCE SHEET DATE

Russia

In December 2008 facing unexpected slowing down growth in the brewery industry, to optimize the production activities and cost effectiveness the production at St-Petersburg Branch was temporary suspended.

In order to optimize the cost, the Company has been actively developing its own Direct Distribution network in Russia in the second half year of 2009. In 2009, besides two Direct Distribution centres, the Company had in 2008, the Company launched Direct Distribution in six other cities and has planned to continue expending Direct Distribution in 2010.

Starting from January, 2010 the excise tax has increased in Russia in tree times-from 3 to 9 Ruble/HL.

Ukraine

In Ukraine there has been an excise tax increase from 01.07.2009 almost two times – from 0,31 to 0,60 UAH/HL. There is a potential risk of further excise tax increase in 2010. Currently the country budget, which sets new tax rates, is not approved yet, this is expected only after new president comes into position. There is potential change of government which may further delay excise tax increase.