MANAGEMENT REPORT

The management report relates to the period from January 1 to June 30, 2010.

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

Russia is showing recovery from the economic crisis. GDP in Q1 2010 in Russia grew by 17.5% above Q1 of previous year. Consumer price inflation was below expectations and accounted for 4.4%.

For the beer industry 2010 started with a 200% excise tax increase. This increase hit hard brewers and consumers alike. For most major brewers, it took until May/June to pass on the impact of the excise increase to the customers. Beer production dropped by 9.3%, while retail sales declined by 10.7% versus last year. The biggest decrease in beer production took place in January -44.2% versus January 2009, the lowest gap versus previous year was in May – less than 2%.

The Ukrainian economy in 2010 is slowly emerging from the severe recession caused by the financial and economic crisis. The real GDP grew by 6% for the six months ended on 30 June 2010 after collapsing by 14% in 2009. Industrial output expanded by 12% in the period, mostly owing to the robust growth of the export-oriented industries. The consumer price index (inflation index) was 106.9 % as of 30 June 2010, as compared to 112.3 % in 2009.

Sizeable external surplus pushes hryvnia exchange rate further down, while the National Bank sticks to daily FX interventions policy in order to limit excessive appreciation. The near-term fiscal risks have abated recently amid visible improvement in the financing conditions, continued economic recovery and cuts in the budget expenditures. Beer overall market growth was 5% during the first half 2010 comparing to the same period 2009. 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

In Russia the first half of 2010 was marked by market share recovery, especially in the key account channel. In 2010 the company continued to gain market share, and recovered the losses incurred in 2009. Despite the shift of industry towards the value segment in Q2 2010 versus last year, Russia improved its volume mix gaining in Premium/Super Premium and core segment. Our Russian flagship brand Klinskoe was the main driver to market share gain.

EBITDA was impacted by the abovementioned 200% excise increase. Impact of excise for consumers represents on average a 25% increase of consumer price. Due to gradual passing on of the excise tax increase net revenue per hl decreased by 4.2% versus last year and EBITDA margin decreased by 10%.

In May, our Russian business launched the Anheuser-Busch InBev international flagship brand BUD. The launch was executed immediately before the FIFA World Cup including a highly successful marketing campaign. Initial brand health scores are promising and hint to the great potential for BUD on the Russian market.

Our Ukrainian business has continued to improve its operational performance during the first six months of 2010, responding well to the management strategy to minimize operating costs and to perform targeted EBITDA, maintain sufficient level of cash flows and increase market share. The latter was a particular focus during the period.

EBITDA for the first six months of the year fell by 11% versus the same period last year. EBITDA margin decreased by 3% in the current period, as a result of higher operating costs due to inflation performing the same volumes and sales as during the first half of 2009. EBIT decreased by 26%. Net profit grew by 42% which was primarily driven by substantial decrease of interest expenses and foreign currency exchange gain resulting from UAH value appreciation in the local market. Total sales revenues increased by 1% for the same period as last year. Positive development of total industry volume was compensated by slightly lower market share.

COST MANAGEMENT

Our Russian business is constantly focusing on cost optimization and on non-working expenses reduction which are reinvested into Sales and Marketing initiatives.

The main focus is on the following areas:

- Cost saving due to procurement initiatives
- Efficient usage of existing resources
- Cutting of non-efficient activities
- Constant monitoring of expenses before they are incurred or committed

Due to these cost saving initiatives in the first half of 2010, our Russian business was able also to increase sales and marketing expenses to support our sales growth.

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 such as stronger control over costs and much efficient consumption of resources.

Gross profit margin has decreased by 3% in 2010. Total sales, marketing and distribution costs for the period in the amount of 23% were slightly higher versus last year. This increase is explained by inflation cost of media advertising which approximately increased by more then 30% comparing to 2009. General and administrative costs remained stable versus the same period in the previous year as a portion versus total costs.

CAPITAL EXPENDITURE

Capital expenditure in our Russian business was done in innovations which confirms our continued commitment to improving quality and to introducing new high-quality products. Comparing with the first half of 2009 we slightly decreased our investment in Production and Commercial categories mainly because of the longer execution of key projects.

Capital expenditure in our Ukrainian business has decreased by 6% from for the first six month of 2010 versus previous period. Our Ukrainian business continues to invest into the quality and safety of its products.

CASH FLOW

During 1HY 2010 in Russia, further improvements were realized in Working Capital. Cash conversion cycle improved to 51% versus the same period in 2009 .This solid result was achieved by continued focus on market share gain and aligning production capacity and inventories and extending payment terms.

Our Ukrainian business has continued efforts in cost efficiency initiatives and the improvement in operations and working capital led to the level of net cash generated by operating activities by 2%. These solid results were achieved in a difficult trading environment and have enabled the business to continue to operate effectively and to repay short term debt during the period.

ACCOUNTING

The condensed consolidated interim financial statements have been prepared in accordance with IAS 34 *Interim Financial Reporting*. They do not include all of the information required for full annual financial statements and should be read in conjunction with the consolidated financial statements of SUN Interbrew Limited as at and for the year ended 31 December 2009.

Such condensed consolidated interim financial statements have not been audited nor reviewed by the statutory auditors of SUN Interbrew Limited.

The scope of the transfer, started in 2009, of financial, logistic and operations from breweries in Russia and Ukraine and from the Head office to the Business Service Center in Kharkiv is expanding.

LEGAL STRUCTURE

The composition of SUN Interbrew Limited Board of Directors has been changed in 1H 2010. Vice-President Legal & Corporate Affaires CEE Anheuser –Bush InBev NV/SA Mr. Andrii Gubka was appointed as board member.

SUN Bavaria Limited (the Cyprian indirect subsidiary of SUN Interbrew Limited) was wound up on 27 January, 2010. The assets and liabilities of the aforementioned company were transferred to SUN Breweries (C.I.S.) Ltd, which is a direct subsidiary of SUN Interbrew Limited.

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

Under the explicit understanding that this is not an exhaustive list, SUN Interbrew's Limited major risk factors and uncertainties are listed below. There may be additional risks which SUN Interbrew Limited is unaware of. There may also be risks SUN Interbrew Limited now believes to be immaterial, but which could turn out to have a material adverse effect. The sequence in which the risk factors are presented below is not indicative of their likelihood of occurrence or of the potential magnitude of their financial consequence.

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 other suppliers products. 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, prevent SUN Interbrew

Limited from increasing prices to recover higher cost, 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.

Changes in legislation affecting retailers could result in reduced profitability for the beer industry as a whole and indirectly adversely affect SUN Interbrew Limited's financial results.

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

Effective from 1 July 2010, the excise duty on beer in Ukraine increased from 60 to 74 Hryvna per hectoliter. Furthermore, the water tax will be increased by 0,017 UAN/L.