DBO268/OBO268 安海斯-布希英博全球公司美元計價外國債券(限專業投資人)

Tender Offers 現金收購要約通知

謹此通知,有關本行前以特定金錢信託受託投資之【DBO268/OBO268 安海斯-布希英博全球公司美元計價外國債券(限專業投資人)(ISIN 碼為 US03523TBQ04),產品代碼: 28A000000200、28A000000201】,本行接獲保管機構 Clearstream 通知,安海斯-布希英博全球公司(Anheuser-Busch InBev Worldwide Inc.)宣布計畫以現金收購方式收購前開債券,謹將該債券收購要約(Tender Offer,以下簡稱"收購要約")內容摘要如下:

1. 針對安海斯-布希英博全球公司(Anheuser-Busch InBev Worldwide Inc.)西元 2029~2060 年到期 之 13 檔系列債券,安海斯-布希英博全球公司(Anheuser-Busch InBev Worldwide Inc.)宣布向債 券投資人公開收購。本次收購金額上限為 3,500,000,000 美元。

2. 早鳥收購要約:

若債券投資人於台灣時間 2022/11/28 中午 12 時 00 分前(以本行收到債券收購要約參與意願指示之時間為準)向本行提出參與本債券收購之要約參與意願指示,可按該公司提供之收購要約,以所對應之 2042/8/15 到期、票面利率 3.375%之美國公債到期殖利率加 108bps 為折現率,計算出現金流量折現值作為早鳥收購價格,此價格已包含每 1,000 面額美元可獲得 30 美元之提前參與優惠(即面額之 3%),該收購價格之定價時間為 2022/12/1 紐約時間上午 9:30 (台灣時間 2022/12/1 晚上 10:30)。若早鳥參與收購額度超過最大收購金額,發行人可提高收購金額上限至 4,000,000,000 美元,惟發行機構保有增加或減少最大收購金額的權利。另前次配息日(含)至收購交割日(不含)之應計未付利息亦將於交割日以現金支付給成功參與收購要約的投資人。債券投資人可以自由選擇是否參與,惟不保證債券收購成功。參與收購最小面額為10,000 美元,增額 1,000 美元,惟收購是否成功接受仍待發行機構確認。

3. 一般收購要約:

若債券投資人於台灣時間 2022/11/28 中午 12 時 01 分起至 2022/12/13 中午 12 時 00 分前(以本行收到債券收購要約參與意願指示之時間為準)向本行提出參與本債券收購之要約參與意願指示,可按該公司提供之收購要約,以所對應之 2042/8/15 到期,票面利率 3.375%之美國公債到期殖利率加 108bps 為折現率,計算出現金流量折現值後扣除提前參與優惠(即為早鳥收購價格減去面額之 3%)作為收購價格,該收購價格之定價時間為 2022/12/1 紐約時間上午 9:30(台灣時間 2022/12/1 晚上 10:30)。另前次配息日(含)至收購交割日(不含)之應計未付利息亦將於交割日以現金支付給成功參與收購要約的投資人。債券投資人可以自由選擇是否參與,惟

不保證債券收購成功。參與收購最小面額為 10,000 美元,增額 1,000 美元,惟收購是否成功接受仍待發行機構確認。

4. 收購順序:

收購順序按下表 Acceptance Priority Level 排序(本债券為第2收購順位),早鳥參與收購的债券投資人順位將優於一般收購參與者(即使表定順位在後);若較高順位收購完畢而未達上限,則繼續接受下一順位之收購。若在某一順位時,總收購金額超過收購上限,則該順位將按比例收購。

Notes Listed Below Up to the Offer Cap (a)

| Title of Notes ^(e) | ISIN / (if applicable) CUSIP | Outstanding Principal Amount | Maturity Date | Issuer and Offeror | Acceptance Priority Level ^(b) | Reference Security | Fixed Spread (basis points) ^(c) | Early Tender Payment (per \$1,000 or £1,000, as applicable) ^(d) | Bloomberg Reference Page |
|----------------------------------|---|------------------------------------|---------------------|--|---|-------------------------------------|---|--|-----------------------------|
| 2.850% Notes due 2037 | BE6295395956 | £900,000,000 | May 25, 2037 | Anheuser-Busch InBev SA/NV ("AB InBev") | 1 | UKT 1.750% due September 7, 2037 | 100 | £30 | PXUK |
| 3.750% Notes due 2042 | US03523TBQ04/03523TBQ0 | \$1,000,000,000 | July 15, 2042 | Anheuser-Busch InBev Worldwide Inc. ("ABIWW") | 2 | UST 3.375% due August 15, 2042 | 108 | \$30 | PX1 |
| 4.000% Notes due 2043 | US035242AB27/035242AB2 | \$750,000,000 | January 17, 2043 | Anheuser-Busch InBev Finance Inc. ("ABIFI") | 3 | UST 3.375% due August 15, 2042 | 112 | \$30 | PX1 |
| 4.600% Notes due 2060 | US035240AU42/035240AU4 | \$1,000,000,000 | June 1, 2060 | ABIWW | 4 | UST 3.000% due August 15, 2052 | 132 | \$30 | PX1 |
| 2.250% Notes due 2029 | BE6295393936 | £700,000,000 | May 24, 2029 | AB InBev | 5 | UKT 0.500% due January 31, 2029 | 105 | £30 | PXUK |
| 4.500% Notes due 2050 | US035240AT78/035240AT7 | \$2,250,000,000 | June 1, 2050 | ABIWW | 6 | UST 3.000% due August 15, 2052 | 128 | \$30 | PX1 |
| 4.750% Notes due 2058 | US035240AP56/035240AP5 | \$1,500,000,000 | April 15, 2058 | ABIWW | 7 | UST 3.000% due August 15, 2052 | 142 | \$30 | PX1 |
| 4.600% Notes due 2048 | US035240AN09/035240AN0 | \$2,500,000,000 | April 15, 2048 | ABIWW | 8 | UST 3.000% due August 15, 2052 | 130 | \$30 | PX1 |
| 4.350% Notes due 2040 | US035240AS95/035240AS9 | \$1,000,000,000 | June 1, 2040 | ABIWW | 9 | UST 3.375% due August 15, 2042 | 105 | \$30 | PX1 |
| 4.625% Notes due 2044 | US03524BAF31/03524BAF3 | \$850,000,000 | February 1, 2044 | ABIFI | 10 | UST 3.375% due August 15, 2042 | 120 | \$30 | PX1 |
| 4.375% Notes due 2038 | US035240AM26/035240AM2 | \$1,500,000,000 | April 15, 2038 | ABIWW | 11 | UST 3.375% due August 15, 2042 | 108 | \$30 | PX1 |
| 4.900% Notes due 2046 | US03522AAJ97/ 03522AAJ9 144A: US03522AAF75/ 03522AAF7 Reg S: USU00323AF97/ U00323AF9 | \$9,542,514,000(f) | February 1, 2046 | ABIWW and Anheuser-Busch Companies, LLC ("ABC") | 12 | UST 3.000% due August 15, 2052 | 148 | \$30 | PXI |
| 4.900% Notes due 2046 | US035242AN64/035242AN6 | \$1,457,486,000 | February 1, 2046 | ABIFI | 13 | UST 3.000% due August 15, 2052 | 148 | \$30 | PX1 |

- (a) The offers with respect to the 2.250% Notes due 2029 and the 2.850% Notes due 2037 issued by AB InBev (the "GBP Notes"), the 4.375% Notes due 2038, the 4.350% Notes due 2040 and the 3.750% Notes due 2042 issued by ABIWW, the 4.000% Notes due 2043, the 4.625% Notes due 2044 and the 4.900% Notes due 2046 issued by ABIFI, the 4.900% Notes due 2046 issued by ABC and ABIWW (144A / Reg S), the 4.600% Notes due 2048, the 4.500% Notes due 2050, the 4.750% Notes due 2058 and the 4.600% Notes due 2060 issued by ABIWW (the "USD Notes" and, together with the GBP Notes, the "Notes") are subject to an Offer Cap equal to an aggregate purchase price (excluding Accrued Interest (as defined below)) of up to \$3,500,000,000, subject to the terms and conditions described elsewhere in this Offer to Purchase.
- (b) We will accept Notes in the order of their respective Acceptance Priority Level specified in the table above (each, an "Acceptance Priority Level," with "1" being the highest Acceptance Priority Level and "13" being the lowest Acceptance Priority Level), subject to the terms and conditions described elsewhere in this Offer to Purchase.
- (c) The applicable Fixed Spread will be used to calculate the applicable Total Consideration (as defined below) payable for each series of Notes, which already includes the Early Tender Payment. The Total Consideration payable pursuant to the Tender Offers will be calculated and determined as set forth in this Offer to Purchase.
- (d) Payable in cash per each \$1,000 or £1,000 principal amount, as applicable, of the specified series of Notes validly tendered and not validly withdrawn at or prior to the Early Tender Time and accepted for purchase.
- (e) The GBP Notes are fully and unconditionally guaranteed by ABC, ABIFI, ABIWW, Brandbev S.à r.l., Brandbrew S.A. and Cobrew NV (the "Guarantors"). The USD Notes are fully and unconditionally guaranteed by AB InBev and certain of its direct and indirect subsidiaries.
- (f) The \$9,542,514,000 aggregate outstanding principal amount of 4.900% Notes due 2046 issued by ABIWW and ABC consists of (i) \$9,518,964,000 outstanding principal amount of 4.900% Notes due 2046 issued by ABIWW and ABC (US03522AAJ97) 03522AAJ9) and (ii) \$23,550,000 outstanding principal amount of 4.900% Notes due 2046 issued by ABIWW and ABC (144A: US03522AAF75/03522AAF7 & Reg S: USU00323AF971 (US0323AF97) and (iii) \$23,550,000 outstanding principal amount of 4.900% Notes due 2046 issued by ABIWW and ABC (144A: US03522AAF75/03522AAF75)
 - 5. 投資人所信託投資之 DBO268/OBO268 安海斯-布希英博全球公司美元計價外國債券(限專業 投資人) (ISIN 碼為 US03523TBQ04) 發行機構收購價資訊彙整如下:

| 產品編號/ 產品名稱 | ISIN Code | 最低交 易單位 | 發行機構早鳥收購價 (試算日期:2022年11月17日,僅供參考, 實際收購價格應以發行機構 公告之價格為準) | 發行機構一般收購價 (試算日期:2022年11月17日,僅供參考, 實際收購價格應以發行機構 公告之價格為準) |
|-------------------------------|--------------|---------------|--|--|
| DBO268/OBO268 安海斯-布希英博全球公司 | US03523TBQ04 | USD 10,000 | 82.60% | 79.60% |

- 6. 本債券收購要約悉依安海斯-布希英博全球公司(Anheuser-Busch InBev Worldwide Inc.)公布之內容條款辦理。即日起至截止日(早鳥計畫為 2022/11/28 中午 12 時 00 分前,一般計畫為 2022/11/28 中午 12 時 01 分起至 2022/12/13 中午 12 時 00 分前)止,本行受理申請參與債券收購,債券投資人如欲參與收購請填妥參與意願書並回覆至本行各分行,或經由客服中心辦理相關事宜,本行未於截止日前收到回覆,則視為您選擇繼續持有原債券且不同意參與本次「Tender Offers」收購計畫。
- 7. 倘債券投資人所信託投資之債券於本次債券收購要約中未獲收購,或債券投資人選擇不參與本次債券收購要約,債券投資人仍可持有該債券至到期日或於到期日前於次級市場出售贖回。惟若部分參與收購或僅安海斯-布希英博全球公司(Anheuser-Busch InBev Worldwide Inc.)部分收購,造成所剩餘之投資單位不符次級市場贖回最低交易單位,因而無法於次級市場出售贖回,僅可持有該債券至到期日。
- 8. 本通知函並不代表本行建議債券投資人進行參與債券收購與否,債券投資人所提出之要約參與 意願指示亦不保證成功參與債券收購。在債券投資人作出決定前務必請考慮自身狀況及可能風 險(包括但不限於損及本金之風險)。

- 9. 本通知函係摘錄翻譯安海斯-布希英博全球公司(Anheuser-Busch InBev Worldwide Inc.)公布之相關英文公告,如欲詳全文請至本行官網公告查閱,如有未盡事宜或本文件內容與原文公告文件有任何歧異,悉依原文公告文件內容為準。
- 10. 本行一向秉持關心客戶資產配置與資產變化情形之理念來服務客戶,如您對於此債券收購要約 計畫需要任何的協助,敬請洽詢服務您的客戶關係經理

星展 (台灣) 商業銀行股份有限公司 謹啟

Tender Offers 現金收購要約參與意願書

本行商品名稱:

□ DBO268/OBO268 安海斯-布希英博全球公司美元計價外國債券(限專業投資人)

| 本 | 人 | | (身分證字號/統- | 一編號: | | ,信託帳號:_ | |) |
|----|---------------|---------------|---------------------|---------|-----------|---------------|-----------------|-----|
| 知 | 悉並了解 | 7本「參與意 | ·願書」並不代表 | 貴行建議る | 本人參與債券收 | 購要約與否, | 本人所提出之「 | 參與 |
| 意 | 願書」亦 | 不代表收購 | 靠成功,基於前述 | 認知,本人 | : | | | |
| 1. | □ 不同意 | 意參與債券 | <u> </u> | | | | | |
| 2. | □ <u>同意</u> : | 參與債券早 | <u>鳥收購要約</u> 並就絲 | 吉果絕無異議 | 、。(回覆截止日為 | 台灣時間 2022/11/ | 28 下午 12 時 00 分 | 分前) |
| | 欲參與 | 收購之債券 | 單位數: | | | | | |
| | 欲參與 | 收購之債券 | 面額: | | | | | |
| | (若欲參與 | 之標的多於1 | 檔,則請分別列示欲 | ·參與收購之單 | 位數及面額) | | | |
| 3. | □ <u>同意</u> | 參與債券一 | 般收購要約並就然 | 吉果絕無異議 | 、。(回覆截止日為 | 台灣時間 2022/12/ | 13 中午 12 時 00 分 | 分前) |
| | 欲參與中 | 收購之債券. | 單位數: | | | | | |
| | 欲參與山 | 收購之債券 | 面額: | | | | | |
| | (若欲參與 | 具之標的多於] | 檔,則請分別列示名 | 饮參與收購之單 | 位數及面額) | | | |
| 此 | 致 | 星展 (台灣 |)商業銀行股份有 | 限公司 | | | | |
| 客 | 戶簽章: | (請加] | 盖原留印鑑) | | | | | |
| | | ,,, | §蓋原留印鑑;公 須由未成年人之 | | | 原留印鑑 | | |

| | 日期:日 | ·【國年月 | | | | |
|-------|------|-------|--|--|--|--|
| 銀行專用 | | | | | | |
| 客戶經理: | 核章: | 主管: | | | | |

受理日期與時間: _____